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 <TYPE>10-K  
 <SEQUENCE>1  
 <FILENAME>amc10-kcomb123103.txt  
 <DESCRIPTION>AMC COMBINED YEAR 2003  
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UNITED STATES  
 SECURITIES AND EXCHANGE COMMISSION  
 Washington, DC 20549

FORM 10-K

- (X) Annual report pursuant to Section 13 or 15(d)  
 of the Securities Exchange Act of 1934  
 for the fiscal year ended December 31, 2003

OR

- ( ) Transition report pursuant to Section 13 or 15(d)  
 of the Securities Exchange Act of 1934  
 for the transition period from \_\_\_\_\_ to \_\_\_\_\_.

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 Exhibit No. \_\_\_\_\_  
 Case No(s) 90-2004-0108  
 Date 4-1-04 Rptr TTC

<TABLE>  
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Commission File Number	Exact Name of Registrant as specified in its charter; State of Incorporation; Address and Telephone Number	IRS Employer Identification No.
<S> 1-14756	<C> Ameren Corporation (Missouri Corporation) 1901 Chouteau Avenue St. Louis, Missouri 63103 (314) 621-3222	<C> 43-1723446
1-2967	Union Electric Company (Missouri Corporation) 1901 Chouteau Avenue St. Louis, Missouri 63103 (314) 621-3222	43-0559760
1-3672	Central Illinois Public Service Company (Illinois Corporation) 607 East Adams Street Springfield, Illinois 62739 (217) 523-3600	37-0211380
333-56594	Ameren Energy Generating Company (Illinois Corporation) 1901 Chouteau Avenue St. Louis, Missouri 63103 (314) 621-3222	37-1395586
2-95569	CILCORP Inc. (Illinois Corporation) 300 Liberty Street Peoria, Illinois 61602 (309) 677-5230	37-1169387
1-2732	Central Illinois Light Company (Illinois Corporation) 300 Liberty Street Peoria, Illinois 61602 (309) 677-5230	37-0211050

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Securities Registered Pursuant to Section 12(b) of the Securities Exchange Act of 1934:

Each of the following classes or series of securities is registered pursuant to Section 12(b) of the Securities Exchange Act of 1934 and is registered on the New York Stock Exchange.

Registrant	Title of each class
<S> Ameren Corporation	<C> Common Stock, \$0.01 par value per share and Preferred Share Purchase Rights; Normal Units
Union Electric Company	Preferred Stock, cumulative, no par value, Stated value \$100 per share - \$4.56 Series \$4.50 Series \$4.00 Series

FILED  
 APR 16 2004  
 Missouri Public  
 Service Commission

change in accounting principle...	4	3	-	1	-	-
Included in Income Taxes on Statement of Income.....	\$ 305	\$ 230	\$ 27	\$ 47	\$ 22	\$ 8

&lt;/TABLE&gt;

- (a) Excludes amounts for CILCORP and CILCO prior to the acquisition date of January 31, 2003.  
 (b) Represents predecessor information for 2002 and 2001.

With respect to UE, CIPS and CILCO, in accordance with SFAS No. 109, "Accounting for Income Taxes," a regulatory asset, representing the probable recovery from customers of future income taxes, which is expected to occur when temporary differences reverse, was recorded along with a corresponding deferred tax liability. Also, a regulatory

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liability, recognizing the lower expected revenue resulting from reduced income taxes associated with amortizing accumulated deferred investment tax credits was recorded. Investment tax credits have been deferred and will continue to be credited to income over the lives of the related property.

We adjust our deferred tax liabilities for changes enacted in tax laws or rates. Recognizing that regulators will probably reduce future revenues for deferred tax liabilities initially recorded at rates in excess of the current statutory rate, reductions in the deferred tax liability were credited to the regulatory liability.

The following table presents the deferred tax assets and deferred tax liabilities recorded as a result of temporary differences at December 31, 2003 and 2002:

&lt;TABLE&gt;

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	Ameren(a)	UE	CIPS	Genco	CILCORP(b)	CILCO
<S>	<C>	<C>	<C>	<C>	<C>	<C>
2003:						
Accumulated deferred income taxes, net:						
Depreciation.....	\$ 1,437	\$ 903	\$ 86	\$ 215	\$ 238	\$ 172
Tax basis step-up.....	-	-	-	(162)	-	-
Regulatory assets (liabilities), net.....	393	412	(7)	-	(12)	(12)
Capitalized taxes and expenses.....	388	135	59	54	93	(7)
Investment tax credits.....	(80)	(66)	(7)	(5)	(2)	(2)
Deferred benefit costs.....	(223)	(82)	(4)	(5)	(122)	(59)
Deferred intercompany tax gain.....	-	-	162	-	-	-
Other.....	(60)	(12)	(20)	1	(12)	11
Total net accumulated deferred income tax liabilities.....	\$ 1,855	\$ 1,290	\$ 269	\$ 98	\$ 183	\$ 103
2002:						
Accumulated deferred income taxes, net:						
Depreciation.....	\$ 1,168	\$ 887	\$ 83	\$ 200	\$ 164	\$ 164
Tax basis step-up.....	-	-	-	(175)	-	-
Regulatory assets (liabilities), net.....	485	492	(7)	-	(9)	(9)
Capitalized taxes and expenses.....	282	135	52	49	109	3
Investment tax credits.....	(85)	(71)	(8)	(6)	(7)	(7)
Deferred benefit costs.....	(79)	(74)	(1)	(4)	(75)	(55)
Deferred intercompany tax gain.....	-	-	175	-	-	-
Other.....	(59)	(23)	(12)	2	8	(1)
Total net accumulated deferred income tax liabilities.....	\$ 1,712	\$ 1,346	\$ 282	\$ 66	\$ 190	\$ 95

&lt;/TABLE&gt;

- (a) Excludes amounts for CILCORP and CILCO prior to the acquisition date of January 31, 2003; includes amounts for non-registrant Ameren subsidiaries as well as intercompany eliminations.  
 (b) 2002 amounts represent predecessor information. CILCORP consolidates CILCO and therefore includes CILCO in its balances.

## NOTE 14 - Related Party Transactions

The Ameren Companies have engaged in, and may in the future engage in, affiliate transactions in the normal course of business. These transactions primarily consist of gas and power purchases and sales, services received or rendered, borrowings and lendings. Transactions between affiliates are reported as intercompany transactions on their financial statements, but are eliminated in consolidation for Ameren's financial statements. Below are the material

related party agreements.

#### Electric Power Supply Agreements

Under two electric power supply agreements, Genco is obligated to supply to Marketing Company, and Marketing Company, in turn, is obligated to supply to CIPS, all of the energy and capacity needed by CIPS to offer service for resale to its native load customers at rates specified by the ICC and to fulfill CIPS' other obligations under all applicable federal and state tariffs or contracts. Any power not used by CIPS is sold by Marketing Company under various long-

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term wholesale and retail contracts. For native load, CIPS pays an annual capacity charge per megawatt (the greater of its forecasted peak demand or actual demand), plus an energy charge per megawatthour to Marketing Company. For fixed-price retail customers outside of the tariff, CIPS pays Marketing Company the price it receives under these contracts. The fees paid by CIPS to Marketing Company for native load and fixed-price retail customers and any other sales by Marketing Company under various long-term wholesale and retail contracts are passed through to Genco. In addition, under the power supply agreement between Genco and Marketing Company, Genco bears all generation-related operating risks, including plant performance, operations, maintenance, efficiency, employee retention and other matters. There are no guarantees, bargain purchase options or other terms that may convey to CIPS the right to use the property and plant of Genco. The agreement between CIPS and Marketing Company expires on December 31, 2004. The agreement between Genco and Marketing Company can be terminated by either party upon at least one year's notice, but may not be terminated prior to December 31, 2004. CIPS and Marketing Company plan to pursue a renewal or extension of their agreement through December 31, 2006. A renewal or extension of this agreement will depend on compliance with regulatory requirements in effect at the time. This extension was required by the ICC in its order approving Ameren's acquisition of CILCORP and CILCO.

In October 2003, in conjunction with CILCO's transfer to AERG of substantially all of its generating assets, AERG entered into an electric power supply agreement with CILCO to supply CILCO with sufficient power to meet its native load requirements. CILCO pays a monthly capacity charge per megawatt based on CILCO's system capacity requirements, plus an energy charge per megawatthour. This agreement expires on December 31, 2004. AERG and CILCO plan to pursue an extension of the power supply agreement through December 31, 2006. A renewal or extension of this agreement will depend on compliance with regulatory requirements in effect at the time. The ICC required this extension in its order approving Ameren's acquisition of CILCORP and CILCO. Also in conjunction with CILCO's generating asset transfer, a bilateral power supply agreement was entered into between AERG and Marketing Company. This agreement provides for AERG to sell excess power to Marketing Company for sales outside the CILCO control area, and also allows Marketing Company to sell power to AERG to fulfill CILCO's native load requirements.

CILCO had a power purchase agreement with CIPS for the purchase of 100 megawatts of capacity and firm energy for the months of January and June through September under a contract which commenced in January 2000 and expired in September 2003. This power was supplied by Genco through the Marketing Company, CIPS and Genco electric power supply agreements discussed above.

UE and CIPS are parties to a power supply agreement with EEI to purchase and sell capacity and energy. This agreement expires on December 31, 2005. Under a separate agreement which expires on December 31, 2005, CIPS resold its entitlements under the power supply agreement with EEI to Marketing Company.

UE has a 150 megawatt power supply agreement with Marketing Company which expires December 31, 2005. UE also had a one year 450 megawatt power supply agreement with Marketing Company which expired in May 2002 and another one year 200 megawatt power supply agreement with Marketing Company which expired in May 2003. Power supplied by Marketing Company to UE through these agreements is being obtained from Genco.

#### Joint Dispatch Agreement

UE and Genco jointly dispatch electric generation under an amended joint dispatch agreement. Under the agreement, each affiliate is required to serve their load requirements from their own generation first, and then allow access to any available generation to their affiliate. The joint dispatch agreement can be terminated by either party by giving one year's notice on or after January 1, 2004. UE is currently in discussions with the MoPSC regarding possible amendments to the joint dispatch agreement. Modifications to this agreement could have a material adverse effect on UE or Genco.

#### Agency Agreements

Agency Agreements Any excess generation not used by UE or Genco through the joint dispatch agreement is sold to third parties through Ameren Energy, serving

as each affiliate's agent. Ameren Energy also acts as agent on behalf of UE and Genco to purchase power when they require it.

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In December 2003, the SEC approved an agency agreement between AERG and Marketing Company that authorizes Marketing Company, on behalf of AERG, to sell AERG's excess generation, or purchase power when needed to supply AERG customers.

#### Executory Tolling, Gas Sales and Transportation Agreements

Under an executory tolling agreement, CILCO purchases steam, chilled water and electricity from Medina Valley. In connection with this agreement, Medina Valley purchases gas to fuel its generating facility from AFS under a fuel supply and services agreement. Prior to September 2003, Medina Valley purchased gas from CILCORP Energy Services, Inc., a subsidiary of CILCORP which operates gas management services that include commodity procurement and re-delivery to retail customers, and gas transportation from CILCO.

Under a gas transportation agreement, Genco acquires gas transportation service from UE for its Columbia, Missouri CTs. This agreement expires in February 2016.

#### Support Services Agreements

Costs of support services provided by Ameren Services, Ameren Energy and AFS to their affiliates, including wages, employee benefits, professional services and other expenses are based on, or are an allocation of, actual costs incurred.

#### Money Pools

##### Utility

UE, CIPS and CILCO have the ability to borrow from Ameren and each other through a utility money pool agreement. In September 2003, CILCO received the final required regulatory approval necessary for its participation in the utility money pool. In October 2003, AERG also received the required regulatory approval necessary to participate in the utility money pool. Ameren Services administers the utility money pool and tracks internal and external funds separately. Ameren Services also participates in the utility money pool. Ameren and AERG may only participate in the utility money pool as lenders. Internal funds are surplus funds contributed to the utility money pool from participants. The primary source of external funds for the utility money pool is the UE commercial paper program. Through the utility money pool, the pool participants can access committed credit facilities at Ameren which totaled \$600 million at December 31, 2003. These facilities are in addition to UE's \$154 million, CIPS' \$15 million and CILCO's \$60 million in committed credit facilities which are also available to the utility money pool participants. The total amount available to the pool participants from the utility money pool at any given time is reduced by the amount of borrowings by their affiliates, but increased to the extent the pool participants have surplus funds or other external sources are used to increase the available amounts. The availability of funds is also determined by funding requirement limits established by the SEC under the PUHCA. UE, CIPS, CILCO and Ameren Services rely on the utility money pool to coordinate and provide for certain short-term cash and working capital requirements. Borrowers receiving a loan under the utility money pool agreement must repay the principal amount of such loan, together with accrued interest. The rate of interest depends on the composition of internal and external funds in the utility money pool. The average interest rate for borrowing under the utility money pool for the year ended December 31, 2003 was 1.14% (2002 - 1.68%).

#### Non state-regulated

Genco and other non state-regulated Ameren subsidiaries have the ability to borrow up to \$600 million in total from Ameren through a non state-regulated subsidiary money pool agreement. However, the total amount available to the pool participants at any time is reduced by the amount of borrowings from Ameren by its subsidiaries and is increased to the extent other pool participants advance surplus funds to the non state-regulated subsidiary money pool, or external sources are used to increase the available amounts. At December 31, 2003, \$600 million was available through the non state-regulated subsidiary money pool, excluding additional funds available through excess cash balances. The non state-regulated subsidiary money pool was established to coordinate and provide for short-term cash and working capital requirements of Ameren's non state-regulated activities and is administered by Ameren Services. Borrowers receiving a loan under the non state-regulated subsidiary money pool agreement must repay the principal amount of such loan, together with accrued interest. The rate of interest depends on the composition of internal and external funds in the non

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state-regulated subsidiary money pool. These rates are based on the cost of funds used to fund money pool advances. Ameren and CILCORP are authorized to act only as lenders to the non state-regulated subsidiary money pool. In October 2003, AERG received the required regulatory approval necessary to participate in the non state-regulated subsidiary money pool. The average interest rate for borrowing under the non state-regulated subsidiary money pool for year ended December 31, 2003 was 8.84% (2002 - 7.60%).

CILCORP has been granted authority by the SEC under the PUHCA to borrow up to \$250 million directly from Ameren in a separate arrangement unrelated to the money pools.

#### Intercompany Promissory Notes

Genco has subordinated intercompany promissory notes payable to CIPS and Ameren that were issued in connection with the transfer of CIPS' generating plants to Genco as part of deregulation in Illinois. The two subordinated intercompany notes each have a term of five years, bear interest at 7% based on a 10-year amortization schedule and are due May 1, 2005. Partial principal payments are payable annually and interest expense is payable quarterly. The maturities associated with the subordinated intercompany notes payable are \$53 million for 2004 and \$358 million for 2005.

#### Operating Lease

Under an operating lease agreement, Genco is leasing certain CTs at a Joppa, Illinois site to its parent, Development Company. Under an electric power supply agreement with Marketing Company, Development Company supplies the capacity and energy from these leased units to Marketing Company, which in turn supplies the energy to Genco.

#### UE

The following tables present the impact of related party transactions on UE's Consolidated Statement of Income for the years ended December 31, 2003, 2002, and 2001, and on the Consolidated Balance Sheet as of December 31, 2003 and 2002, based primarily on the agreements discussed above:

<TABLE>  
<CAPTION>

Statement of Income	2003	2002	2001
<S>	<C>	<C>	<C>
Operating revenues from affiliates:			
Power supply agreement with EEI.....	\$ 6	\$ 9	\$ 1
Joint dispatch agreement with Genco.....	112	75	81
Agency agreement with Ameren Energy.....	202	165	278
Gas transportation agreement with Genco.....	1	1	-
Total operating revenues.....	\$ 321	\$ 250	\$ 360
Fuel and purchased power expenses from affiliates:			
Power supply agreements:			
EEI.....	\$ 58	\$ 51	\$ 41
Marketing Company.....	9	17	60
Joint dispatch agreement with Genco.....	40	40	33
Agency agreement with Ameren Energy.....	51	104	247
Total fuel and purchased power expenses.....	\$ 158	\$ 212	\$ 381
Other operating expenses:			
Support service agreements:			
Ameren Services.....	\$ 165	\$ 163	\$ 127
Ameren Energy.....	22	33	43
AFS.....	6	5	2
Total other operating expenses.....	\$ 193	\$ 201	\$ 172
Interest expense:			
Borrowings (advances) related to money pool.....	\$ 2	\$ 1	\$ (7)

</TABLE>

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<TABLE>  
<CAPTION>

Balance Sheet	2003	2002
<S>	<C>	<C>
Assets:		

Miscellaneous accounts and notes receivable.....	\$ 16	\$ 25
Advances to money pool.....	12	-
Liabilities:		
Accounts payable and wages payable.....	\$ 46	\$ 103
Borrowings from money pool.....	-	15

&lt;/TABLE&gt;

CIPS

The following tables present the impact of related party transactions on CIPS' Statement of Income for the years ended December 31, 2003, 2002, and 2001, and on the Balance Sheet as of December 31, 2003 and 2002, based primarily on the agreements discussed above:

&lt;TABLE&gt;

&lt;CAPTION&gt;

Statement of Income	2003	2002	2001
<S>	<C>	<C>	<C>
Operating revenues from affiliates:			
Power supply agreements:			
Marketing Company.....	\$ 29	\$ 25	\$ 20
CILCO.....	8	8	8
Total operating revenues.....	\$ 37	\$ 33	\$ 28
Fuel and purchased power expenses from affiliates:			
Power supply agreements:			
Marketing Company.....	\$ 312	\$ 393	\$ 413
EEI.....	29	25	20
Total fuel and purchased power expenses.....	\$ 341	\$ 418	\$ 433
Other operating expenses:			
Support service agreements:			
Ameren Services.....	\$ 54	\$ 61	\$ 54
AFS.....	1	1	-
Total other operating expenses.....	\$ 55	\$ 62	\$ 54
Interest (expense) income:			
Note receivable from Genco.....	\$ 27	\$ 31	\$ 37
Borrowings (advances) related to money pool.....	-	(1)	4

&lt;/TABLE&gt;

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&lt;CAPTION&gt;

Balance Sheet	2003	2002
<S>	<C>	<C>
Assets:		
Miscellaneous accounts and notes receivable.....	\$ 10	\$ 12
Advances to money pool.....	-	16
Promissory note receivable from Genco(a).....	373	419
Tax receivable from Genco.....	162	175
Liabilities:		
Accounts payable and wages payable.....	\$ 43	\$ 63
Borrowings from money pool.....	121	-

&lt;/TABLE&gt;

(a) Amount includes current portion of \$49 million as of December 31, 2003 (December 31, 2002 - \$46 million).

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Genco

The following tables present the impact of related party transactions on Genco's Statement of Income for the years ended December 31, 2003, 2002, and 2001, and on the Balance Sheet as of December 31, 2003 and 2002, based primarily on the agreements discussed above.

&lt;TABLE&gt;

&lt;CAPTION&gt;

Statement of Income	2003	2002	2001
<S>	<C>	<C>	<C>

## Operating revenues from affiliates:

Power supply agreements:			
Marketing Company.....	\$ 632	\$ 626	\$ 623
EEL.....	4	4	1
Joint dispatch agreement with UE.....	40	40	33
Agency agreement with Ameren Energy.....	96	56	55
Operating lease with Development Company.....	10	10	10
Total operating revenues .....	\$ 782	\$ 736	\$ 722
Fuel and purchased power expenses from affiliates:			
Joint dispatch agreement with UE.....	\$ 112	\$ 75	\$ 81
Agency agreement with Ameren Energy.....	28	30	41
Power purchase agreement with Marketing Company.....	2	2	3
Gas transportation agreement with UE.....	1	1	-
Total fuel and purchased power expenses.....	\$ 143	\$ 108	\$ 125
Other operating expenses:			
Support service agreements:			
Ameren Services.....	\$ 18	\$ 19	\$ 9
Ameren Energy.....	11	16	19
AFS.....	2	2	1
Total other operating expenses.....	\$ 31	\$ 37	\$ 29
Interest expense:			
Borrowings (advances) related to money pool.....	\$ 15	\$ 6	\$ (2)
Note payable to CIPS.....	27	31	37
Note payable to Ameren.....	3	3	3

&lt;/TABLE&gt;

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&lt;CAPTION&gt;

Balance Sheet	2003	2002
<S>	<C>	<C>
Assets:		
Miscellaneous accounts and notes receivable.....	\$ 78	\$ 68
Liabilities:		
Accounts payable and wages payable.....	\$ 22	32
Interest payable.....	7	7
Promissory note payable to CIPS(a).....	373	420
Promissory note payable to Ameren(b).....	38	42
Tax payable to CIPS.....	162	175
Borrowings from money pool.....	124	191

&lt;/TABLE&gt;

(a) Amount includes current portion of \$49 million as of December 31, 2003 (December 31, 2002 - \$46 million).

(b) Amount includes current portion of \$4 million as of December 31, 2003 (December 31, 2002 - \$4 million).

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CILCORP

The following tables present the impact of related party transactions on CILCORP's Consolidated Statement of Income for the years ended December 31, 2003, 2002, and 2001, and on the Consolidated Balance Sheet as of December 31, 2003 and 2002, based primarily on the agreements discussed above.

&lt;TABLE&gt;

&lt;CAPTION&gt;

Statement of Income(a) (b)	2003	2002	2001
<S>	<C>	<C>	<C>
Operating revenues from affiliates:			
Gas supply and services agreement with Medina Valley....	\$ 12	\$ 14	\$ 8
Total operating revenues.....	\$ 12	\$ 14	\$ 8
Fuel and purchased power expenses from affiliates:			
Executory tolling agreement with Medina Valley.....	\$ 26	\$ 25	\$ 17
Power purchase agreement with CIPS.....	8	8	8
Bilateral supply agreement with Marketing Company.....	1	-	-
Total fuel and purchased power expenses.....	\$ 35	\$ 33	\$ 25
Other operating expenses:			
Support services agreements:			
Ameren Services.....	\$ 15	\$ -	\$ -
AFS.....	2	-	-

Total other operating expenses.....	\$ 17	\$ -	\$ -
Interest expense:			
Note payable to Ameren.....	\$ 1	\$ -	\$ -
Borrowings related to money pool.....	-	-	-

- E>
- a) 2002 and 2001 amounts represent predecessor information. 2003 amounts include January 2003 predecessor information which included \$2 million in operating revenues and \$3 million in purchased power associated with the executory tolling agreement with Medina Valley.
- b) CILCORP consolidates CILCO and therefore includes CILCO amounts in its balances.

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Balance Sheet(a)	2003	2002
<C>	<C>	<C>
Assets:		
Miscellaneous accounts and notes receivable.....	\$ 12	\$ 2
Liabilities:		
Accounts payable.....	\$ 16	\$ 3
Note payable to Ameren.....	46	-
Borrowings from money pool.....	149	-

- E>
- (a) CILCORP consolidates CILCO and therefore includes CILCO amounts in its balances.

The following tables present the impact of related party transactions on the Consolidated Statement of Income for the years ended December 31, 2003, 2002, and 2001, and on the Consolidated Balance Sheet as of December 31, 2003 and 2002, based primarily on the various agreements discussed above:

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Statement of Income(a)	2003	2002	2001
<C>	<C>	<C>	<C>
Operating revenues from affiliates:			
Gas transportation agreement with Medina Valley.....	\$ -	\$ 1	\$ -
Total operating revenues.....	\$ -	\$ 1	\$ -
Operating and purchased power expenses from affiliates:			
Executory tolling agreement with Medina Valley.....	\$ 26	\$ 25	\$ 17
Power purchase agreement with CIPS.....	8	8	8
Bilateral supply agreement with Marketing Company.....	1	-	-
Total fuel and purchased power expenses.....	\$ 35	\$ 33	\$ 25
Other operating expenses:			
Support services agreements:			
Ameren Services.....	\$ 15	\$ -	\$ -
AFS.....	2	-	-
Total other operating expenses.....	\$ 17	\$ -	\$ -
Interest expense:			
Borrowings related to money pool.....	\$ -	\$ -	\$ -

- LE>
- (a) 2002 and 2001 amounts represent predecessor information. 2003 amounts include January 2003 predecessor information which included \$2 million in operating revenues and \$3 million in purchased power associated with the agreement with Medina Valley.

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Balance Sheet	2003	2002
<C>	<C>	<C>
Assets:		
Miscellaneous accounts and notes receivable.....	\$ 6	\$ -
Liabilities:		
Accounts payable.....	\$ 23	\$ 3
Borrowings from money pool.....	149	-



Total.....	\$	847	\$	55	\$	-	\$	-	\$	902
=====										
CILCORP:										
2004.....	\$	91	\$	115	\$	-	\$	1	\$	207
2005.....		48		63		-		1		112
2006.....		28		28		-		1		57
2007.....		17		8		-		1		26
2008.....		17		-		-		1		18
Thereafter(b).....		11		-		-		2		13
=====										
Total.....	\$	212	\$	214	\$	-	\$	7	\$	433
=====										
CILCO:										
2004.....	\$	91	\$	115	\$	-	\$	1	\$	207
2005.....		48		63		-		1		112
2006.....		28		28		-		1		57
2007.....		17		8		-		1		26
2008.....		17		-		-		1		18
Thereafter(b).....		11		-		-		2		13
=====										
Total.....	\$	212	\$	214	\$	-	\$	7	\$	433
=====										

&lt;/TABLE&gt;

- (a) Includes amounts for non-registrant Ameren subsidiaries as well as intercompany eliminations.
- (b) Commitments for coal, natural gas, nuclear fuel and the purchase of electricity are until 2010, 2012, 2009 and 2010, respectively.

#### Nuclear Plant Insurance Coverage

The following table presents insurance coverage at UE's Callaway Nuclear Plant at December 31, 2003:

&lt;TABLE&gt;

&lt;CAPTION&gt;

Type and Source of Coverage	Maximum Coverages	Maximum Assessments for Single Incidents
=====		
<S>		
Public liability:	<C>	<C>
American Nuclear Insurers.....	\$ 300	\$ -
Pool participation.....	10,562	101(a)
-----		
	\$ 10,862(b)	\$ 101
Nuclear worker liability:		
American Nuclear Insurers.....	\$ 300(c)	\$ 4
Property damage:		
Nuclear Electric Insurance Ltd.....	\$ 2,750(d)	\$ 21
Replacement power:		
Nuclear Electric Insurance Ltd.....	\$ 490(e)	\$ 7
=====		

&lt;/TABLE&gt;

- (a) Retrospective premium under the Price-Anderson liability provisions of the Atomic Energy Act of 1954, as amended (Price-Anderson). This is subject to retrospective assessment with respect to loss from an incident at any U.S. reactor, payable at \$10 million per year. Price-Anderson expired in August 2002 and the temporary extension expired December 31, 2003. Renewal legislation is pending before Congress. Until Price-Anderson is renewed, its provisions continue to apply to existing nuclear plants.
- (b) Limit of liability for each incident under Price-Anderson.
- (c) Industry limit for potential liability from workers claiming exposure to the hazards of nuclear radiation.
- (d) Includes premature decommissioning costs.
- (e) Weekly indemnity of \$3.5 million for 52 weeks, which commences after the first eight weeks of an outage, plus \$2.8 million per week for 110 weeks thereafter.

Price-Anderson limits the liability for claims from an incident involving any licensed U.S. nuclear facility. The limit is based on the number of licensed reactors and is adjusted at least every five years based on the Consumer Price Index. Utilities owning a nuclear reactor cover this exposure through a combination of private insurance and mandatory participation in a financial protection pool, as established by Price-Anderson.

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If losses from a nuclear incident at the Callaway Nuclear Plant exceed the limits of, or are not subject to, insurance, or if coverage is not available, we self-insure the risk. Although we have no reason to anticipate a serious nuclear incident, if one did occur, it could have a material, but indeterminable, adverse effect on our financial position, results of operations or liquidity.

## Leases

The following table presents our lease obligations at December 31, 2003:

<TABLE>  
<CAPTION>

	Total	Less than 1 Year	1 - 3 Years	3 - 5 Years	After 5 Years
<S>	<C>	<C>	<C>	<C>	<C>
Ameren: (a)					
Capital leases(b).....	\$ 167	\$ 70	\$ 7	\$ 8	\$ 82
Operating leases(c).....	146	20	25	21	80
Total lease obligations.....	\$ 313	\$ 90	\$ 32	\$ 29	\$ 162
UE:					
Capital leases(b).....	\$ 167	\$ 70	\$ 7	\$ 8	\$ 82
Operating leases(c).....	112	9	17	16	70
Total lease obligations.....	\$ 279	\$ 79	\$ 24	\$ 24	\$ 152
CIPS:					
Operating leases(c).....	\$ -	\$ -	\$ -	\$ -	\$ -
Genco:					
Operating leases(c).....	\$ 11	\$ 1	\$ 1	\$ 1	\$ 8
CILCORP:					
Operating leases(c).....	\$ 9	\$ 2	\$ 3	\$ 2	\$ 2
CILCO:					
Operating leases(c).....	\$ 9	\$ 2	\$ 3	\$ 2	\$ 2

</TABLE>

- (a) Includes amounts for non-registrant Ameren subsidiaries as well as intercompany eliminations.  
 (b) See Note 6 - Long-term Debt and Equity Financings for further discussion.  
 (c) Amounts related to certain real estate leases and railroad licenses have indefinite payment periods. The amounts for these items are included in the less than 1 year, 1-3 years and 3-5 years columns. Amounts for after 5 years are not included in the total amount due to the indefinite periods. The estimated obligation for after 5 years is \$2 million annually for both the real estate leases and the railroad licenses.

We lease various facilities, office equipment, plant equipment and railcars under operating leases. We also have a capital lease relating to UE's Penno Creek CT facility. We had a capital lease relating to nuclear fuel for UE's Callaway Nuclear Plant which was terminated early in February 2004. See Note 6 - Long-term Debt and Equity Financings for further information on this nuclear fuel lease. The following table presents total rental expense, included in Other Operations and Maintenance expenses, as of December 31, 2003, 2002, and 2001:

<TABLE>  
<CAPTION>

	2003	2002	2001
<S>	<C>	<C>	<C>
Ameren(a).....	\$ 61	\$ 21	\$ 22
UE.....	59	24	19
CIPS.....	9	10	9
Genco.....	2	2	4
CILCORP(b).....	5	5	4
CILCO.....	5	5	4

</TABLE>

- (a) Excludes amounts for CILCORP and CILCO prior to the acquisition date of January 31, 2003; includes amounts for non-registrant Ameren subsidiaries as well as intercompany eliminations.  
 (b) 2002 and 2001 amounts represent predecessor information.

## Environmental Matters

We are subject to various environmental regulations by federal, state and local authorities. From the beginning phases of siting and development, to the ongoing operation of existing or new electric generating, transmission and distribution facilities, our activities involve compliance with diverse laws and regulations that address emissions and impacts to air and water, protected and cultural resources (such as wetlands, endangered species, and archeological/historical resources), chemical and waste handling and noise impacts. Our activities require complex and

&lt;PAGE&gt;

often lengthy processes to obtain approvals, permits or licenses for new, existing or modified facilities. Additionally, the use and handling of various chemicals or hazardous materials (including wastes) requires preparation of release prevention plans and emergency response procedures. As new laws or regulations are promulgated, we assess their applicability and implement the necessary modifications to our facilities or their operations, as required. The more significant matters are discussed below.

#### Clean Air Act

Both federal and state laws require significant reductions in SO<sub>2</sub> and NO<sub>x</sub> emissions that result from burning fossil fuels. The Clean Air Act creates a marketable commodity called an SO<sub>2</sub> "allowance." Each allowance gives the owner the right to emit one ton of SO<sub>2</sub>. All existing generating facilities have been allocated allowances based on past production and the statutory emission reduction goals. If additional allowances are needed for new generating facilities, they can be purchased from facilities having excess allowances or from SO<sub>2</sub> allowance banks. Our generating facilities comply with the SO<sub>2</sub> allowance caps through the purchase of allowances, the use of low sulfur fuels or through the application of pollution control technology.

The EPA issued a rule in October 1998 requiring 22 eastern states and the District of Columbia to reduce emissions of NO<sub>x</sub> in order to reduce ozone in the eastern United States. Among other things, the EPA's rule establishes an ozone season, which runs from May through September, and a NO<sub>x</sub> emission budget for each state, including Illinois. The EPA rule requires states to implement controls sufficient to meet their NO<sub>x</sub> budget by May 31, 2004. In February 2002, the EPA proposed similar rules for Missouri. These rules are expected to be issued as final rules in the spring of 2004. The compliance date for the Missouri rules is expected to be May 1, 2007.

As a result of these requirements, we have installed a variety of NO<sub>x</sub> control technologies on our power plant boilers over the past several years. The following table presents our future estimated capital expenditures to comply with the final NO<sub>x</sub> regulations in Missouri and Illinois between 2004 and 2008:

<TABLE>  
<CAPTION>

=====	
<S>	<C>
Ameren.....	\$210 million to \$250 million
UE.....	\$160 million to \$180 million
CIPS.....	-
Genco.....	\$ 50 million to \$ 70 million
CILCORP.....	-
CILCO.....	-
=====	

&lt;/TABLE&gt;

These estimates include the assumption that the regulations will require the installation of selective catalytic reduction technology on some of our units, as well as additional controls.

In 2004, we are seeking regulatory approval to transfer at net book value approximately 550 megawatts (approximately \$250 million) of generating capacity from Genco to UE, to satisfy the requirements of UE's 2002 Missouri electric rate case settlement and to meet future UE generating capacity needs. See Note 3 - Rate and Regulatory Matters to our financial statements for further information.

On December 31, 2002, the EPA published in the Federal Register revisions to the NSR programs under the Clean Air Act, governing pollution control requirements for new fossil-fueled generating plants and major modifications to existing plants. On October 27, 2003, the EPA published a set of associated rules governing the routine maintenance, repair and replacement of equipment at power plants. Various northeastern states, the state of Illinois and others, have filed a petition with the United States District Court for the District of Columbia challenging the legality of the revisions to these NSR programs. Other states, various industries and environmental groups have filed to intervene in this challenge. At this time, we are unable to predict the impact if this challenge is successful on our future financial position, results of operations or liquidity.

In mid-December 2003, the EPA issued proposed regulations with respect to SO<sub>2</sub> and NO<sub>x</sub> emissions (the "Interstate Air Quality Rule") and mercury emissions from coal-fired power plants. These new rules, if adopted, will require significant additional reductions in these emissions from our power plants in phases, beginning in 2010. The rules are currently under a public review and comment period and may change before being issued as final late in 2004 or early

&lt;PAGE&gt;

2005. The following table presents preliminary estimated capital costs based on current technology on the Ameren systems to comply with the SO<sub>2</sub> and NO<sub>x</sub> rules, as proposed:

<TABLE>  
<CAPTION>

	2010	2015
<S>	<C>	<C>
Ameren.....	\$400 million to \$600 million	\$500 million to \$800 million
UE.....	\$250 million to \$350 million	\$300 million to \$500 million
CIPS.....	-	-
Genco.....	\$140 million to \$220 million	\$150 million to \$200 million
CILCORP(a).....	\$ 10 million to \$30 million	\$ 50 million to \$100 million
CILCO.....	\$ 10 million to \$30 million	\$ 50 million to \$100 million

&lt;/TABLE&gt;

(a) CILCORP consolidates CILCO and therefore includes CILCO amounts in its balances.

The proposed mercury regulations contain a number of options and the final control requirements are highly uncertain. Ameren anticipates additional capital costs to comply with the mercury rules could be up to \$100 million by 2010, with UE incurring approximately two-thirds of the costs and Genco incurring most of the remaining costs. Depending upon the final mercury rules, similar additional costs would be incurred between 2010 and 2018.

#### Multi-Pollutant Legislation

The United States Congress has been working on legislation to consolidate the numerous air pollution regulations facing the utility industry. Continued deliberation on this "multi-pollutant" legislation is expected in 2004. The cost to comply with such legislation, if enacted, is expected to be covered by the modifications to our facilities required by combined Mercury and Interstate Air Quality Rules described above.

#### Global Climate

Future initiatives regarding greenhouse gas emissions and global warming continue to be the subject of much debate. The related Kyoto Protocol was signed by the United States but has since been rejected by the President, who instead has asked for an 18% decrease in carbon intensity on a voluntary basis. Future initiatives on this issue and the ultimate effects of the Kyoto Protocol and the President's initiatives on us are unknown. As a result of our diverse fuel portfolio, our contribution to greenhouse gases varies. Coal-fired power plants, however, are significant sources of carbon dioxide emissions, a principal greenhouse gas. Therefore, our compliance costs with any mandated federal greenhouse gas reductions in the future could have a material impact on our future financial position, results of operations or liquidity.

#### Clean Water Act

In April 2002, the EPA proposed rules under the Clean Water Act that require that cooling water intake structures reflect the best technology available for minimizing adverse environmental impacts. These rules pertain to existing generating facilities that currently employ a cooling water intake structure whose flow exceeds 50 million gallons per day. The proposed rule may require us to install additional intake screens or other protective measures, as well as extensive site specific study and monitoring requirements. There is also the possibility that the proposed rules may lead to the installation of cooling towers on some of our facilities. Final rules are expected by March 2004. Our compliance costs associated with the final rules are unknown, but are not expected to be material.

#### Remediation

We are involved in a number of remediation actions to clean up hazardous waste sites as required by federal and state law. Such statutes require that responsible parties fund remediation actions regardless of fault, legality of original disposal, or ownership of a disposal site. UE and CIPS have been identified by the federal or state governments as a potentially responsible party at several contaminated sites. Several of these sites involve facilities which were transferred by CIPS to Genco in May 2000 and were transferred by CILCO to AERG in October 2003. As part of each transfer, the transferor (CIPS or CILCO) has contractually agreed to indemnify the transferee (Genco or AERG) for remediation costs associated with pre-existing environmental contamination at the transferred sites.

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CIPS, CILCO and UE own or are otherwise responsible for 13, four and one former MGP sites in Illinois, respectively. All of these sites are in various stages of investigation, evaluation and remediation. Under its current schedule, Ameren anticipates that remediation at these sites should be completed by 2010. The ICC permits each company to recover remediation and litigation costs associated with their former MGP sites located in Illinois from their Illinois electric and natural gas utility customers through environmental riders. To be recoverable, such costs must be prudently and properly incurred and are subject to annual reconciliation review by the ICC. The total costs deferred, net of recoveries from insurers and through environmental adjustment rate riders, at December 31, 2003, were \$26 million, \$4 million and \$1 million for CIPS, CILCO and UE, respectively.

In addition, UE owns or is otherwise responsible for 10 MGP sites in Missouri and one in Iowa. Unlike in Illinois, UE does not have in effect in Missouri a rate rider mechanism which permits remediation costs associated with MGP sites to be recovered from utility customers, and UE does not have any retail utility operations in Iowa. Because of the unknown and unique characteristics of each site (such as amount and type of residues present, physical characteristics of the site and the environmental risk), and uncertain regulatory requirements, we are not able to determine the maximum liability for the remediation of these sites. UE has recorded a \$12 million liability as of December 31, 2003, representing its estimated minimum obligation. At this time, we are unable to determine what portion of these costs, if any, will be eligible for recovery from insurance carriers.

In June 2000, the EPA notified UE and numerous other companies that former landfills and lagoons in Sauget, Illinois, may contain soil and groundwater contamination. These sites are known as Sauget Area 1 and Sauget Area 2. From approximately 1926 until 1976, UE operated a power generating facility adjacent to Sauget Area 2 and currently owns and operates electric transmission and distribution facilities in or near Sauget Areas 1 and 2.

In September 2000, the DOJ was granted leave by the United States District Court - Southern District of Illinois to add numerous additional parties, including UE, to a pre-existing lawsuit between the government and others. The government seeks recovery of response costs under CERCLA (Superfund), incurred in connection with the remediation of Sauget Area 1. In October 2003, the government dismissed UE as a party to the lawsuit and UE considers the Sauget Area 1 litigation closed.

In September 2001, the EPA proposed in the Federal Register that Sauget Area 1 and Sauget Area 2 be listed on the National Priorities List. The inclusion of a site on this list allows the EPA to access Superfund trust monies to fund site remediations. With respect to Sauget Area 2, UE has joined with other potentially responsible parties to evaluate the extent of potential contamination. We are unable to predict the ultimate impact of the Sauget Area 2 site on our financial position, results of operations or liquidity.

In October 2002, UE was included in a Unilateral Administrative Order list of potentially liable parties for groundwater contamination for a portion of the Sauget Area 2 site. The Unilateral Administrative Order encompasses the groundwater contamination releasing to the Mississippi River adjacent to Monsanto Chemical Company's (now known as Solutia's) former chemical waste landfill and the resulting impact area in the Mississippi River. UE is being asked to participate in response activities that involve the installation of a barrier wall around a chemical waste site with three recovery wells to divert groundwater flow. The projected cost for this remedy method is approximately \$26 million. In November 2002, UE sent a letter to the EPA asserting its defenses to the Unilateral Administrative Order and requested its removal from the list of potentially responsible parties under the Unilateral Administrative Order. Solutia agreed to comply with the Unilateral Administrative Order. However, in December 2003, Solutia filed for bankruptcy protection and is seeking to discharge its environmental liabilities. As the status of future remediation at Sauget Area 2 or compliance with the Unilateral Administrative Order is uncertain, we are unable to predict the ultimate impact of the Sauget Area 2 site on our financial position, results of operations or liquidity.

In October 2002, CILCO submitted a corrective action plan to the Illinois Environmental Protection Agency (Illinois EPA) in accordance with permit conditions to address ground water issues associated with the recycle pond and ash ponds at the Duck Creek power plant facility. In January 2003, the Illinois EPA accepted portions of the plan but rejected other portions. Additional discussions with the Illinois EPA will be necessary to develop an acceptable plan. CILCORP and CILCO both have a liability of \$8 million at December 31, 2003, included on their Consolidated Balance Sheets for the estimated cost of the remediation effort to treat and discharge the recycle system water in order to address these ground water issues. Future CILCO capital expenditures at Duck Creek will entail installation of a bypass water

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line and construction of a landfill and a new pond. CILCO estimates future capital expenditures for the indicated activities could range from \$19 million to \$30 million by 2008.

In addition, our operations, or that of our predecessor companies, involve the use, disposal and, in appropriate circumstances, the cleanup of substances regulated under environmental protection laws. We are unable to determine the impact these actions may have on our financial position, results of operations or liquidity.

#### Waste Disposal

On July 30, 2002, the Illinois Attorney General's Office advised us that it would be commencing an enforcement action concerning an inactive waste disposal site near Coffeen, Illinois, which is the location of a disposal facility permitted by the Illinois EPA to receive fly ash from Genco's Coffeen power plant. The Illinois Attorney General also notified the disposal facility's current and former owners as to the proposed enforcement action. The Attorney General advised that it may initiate an action under CERCLA (Superfund) to recover past costs incurred at the site (approximately \$0.3 million) and to obtain a declaratory judgment as to liability for future costs. Neither Genco, the current owner of the Coffeen power plant, nor CIPS, the prior owner of the Coffeen power plant, owned or operated the disposal facility. We believe that this matter will not have a material adverse effect on Ameren's, CIPS or Genco's financial position, results of operations or liquidity.

#### Noise-related Matters

On July 8, 2003, Genco and its parent company, Development Company, as well as U.S. Can Company, filed a complaint in the Circuit Court of Cook County, Illinois, Chancery Division, against the Village of Bartlett, Illinois, the Village Trustees, and Realen Homes, L.P., a Pennsylvania limited partnership, seeking a declaratory judgment and/or writ of certiorari to invalidate decisions by the Village of Bartlett on June 3, 2003, to annex and rezone properties for a proposed project to be developed by Realen Homes. The project would consist of approximately 210 single family and 119 townhouse units on land located across from Genco's CTs, U.S. Can Company's plant and other industrial facilities in Elgin, Illinois. The proposed residential project could impact, among other things, Genco's ability to meet certain state and local noise standards. On March 3, 2004, Genco, Development Company, the Village of Bartlett and Realen Homes, L.P., agreed to a settlement of the lawsuit by the terms of which the parties, among other things, agreed to a dismissal of the complaint, as then amended, and entered into an easement and restrictive covenant agreement pertaining to the transmission of noise and light from the property where Genco's CTs are located. In a related matter, on October 28, 2003, Genco filed a rulemaking proceeding before the Illinois Pollution Control Board seeking site specific noise limitations for its CTs in Elgin, Illinois. The new limitations, if adopted by the Illinois Pollution Control Board, would allow Genco to meet Illinois noise requirements in a newly proposed residential area. The Illinois Pollution Control Board held a hearing on this rulemaking proceeding on January 22, 2004. A ruling is anticipated in May 2004.

#### Asbestos-Related Litigation

Ameren, UE, CIPS, Genco and CILCO have been named, along with numerous other parties, in a number of lawsuits which have been filed by certain plaintiffs claiming varying degrees of injury from asbestos exposure. Most have been filed in the Circuit Court of Madison County, Illinois. The number of total defendants named in each case is significant with as many as 110 parties named in a case to as few as six. However, the average number of parties is 60 in the cases that were pending as of December 31, 2003.

The claims filed against Ameren, UE, CIPS, Genco and CILCO allege injury from asbestos exposure during the plaintiffs' activities at our electric generating plants. In the case of CIPS, its former plants are now owned by Genco, and in the case of CILCO, most of its former plants are now owned by AERG. As a part of the transfer of ownership of the generating plants, the transferor (CIPS or CILCO) has contractually agreed to indemnify the transferee (Genco or AERG) for liabilities associated with asbestos-related claims arising from activities prior to the transfer. Each lawsuit seeks unspecified damages in excess of \$50,000, which, if proved, typically would be shared among the named defendants.

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The following table presents the status of the asbestos-related lawsuits that have been filed against the Ameren Companies as of December 31, 2003:

<TABLE>  
<CAPTION>

Specifically Named as Defendant						
	Total (a)	Ameren	UE	CIPS	Genco	CILCO
<S>	<C>	<C>	<C>	<C>	<C>	<C>
Filed.....	178	15	121	68	2	13

Settled.....	31	-	22	11	-	1
Dismissed.....	67	2	50	21	-	1
Pending.....	80	13	49	36	2	11

&lt;/TABLE&gt;

- (a) Addition of the numbers in the individual columns does not equal the total column because some of the lawsuits name multiple Ameren entities as defendants.

Ameren, UE, CIPS, Genco and CILCO believe that the final disposition of these proceedings will not have a material adverse effect on their financial position, results of operations or liquidity.

#### Other Matters

On May 11, 2001, CILCO and Enron Power Marketing, Inc. (EPMI), a subsidiary of Enron Corp. (Enron), entered into a Master Agreement for electric purchases and sales, which covered energy transactions scheduled for deliveries during the period of 2001 to 2003. On November 28, 2001, EPMI demanded that CILCO post \$28 million in collateral based on mark-to-market exposure of open transactions. On November 30, 2001, CILCO notified EPMI that events of default had occurred under the Master Agreement and pursuant to the termination provisions of the Master Agreement declared the Master Agreement terminated effective December 20, 2001. Due to contractual provisions and EPMI's and Enron's actions, we do not believe that it is probable that CILCO will be required to pay any amount to Enron or its affiliates and has therefore recorded no liability for undelivered electric purchases. Enron and EPMI filed Chapter 11 bankruptcy petitions on December 2, 2001, in the U. S. Bankruptcy Court for the Southern District of New York. Thereafter, CILCO purchased replacement power to serve its retail customers which had previously been partially supported by the EPMI transactions. While the ultimate outcome is unpredictable, we do not believe that EPMI's defaults under the Master Agreement, its filing for bankruptcy protection, CILCO's termination of the Master Agreement, or CILCO's purchase of replacement electricity will have a material adverse effect on CILCO's financial position or results of operations or liquidity.

On December 10, 2002, EPMI filed a complaint against AES, Constellation New Energy, Inc., formerly known as AES New Energy Inc., and CILCO in the U.S. Bankruptcy Court for the Southern District of New York. With respect to CILCO, EPMI alleges that it is owed \$31.2 million under the Master Agreement. CILCO disputes that any amount is owed EPMI based on the clear language of the Master Agreement, Section 553 of the Bankruptcy Code and EPMI's misconduct prior to entering into the Master Agreement and continuing through the date of its bankruptcy filing. EPMI's complaint against CILCO and others is part of a large class of claims that have been stayed pending mandatory court ordered mediation. Mediation sessions are ongoing and the parties are continuing to discuss potential settlement. AES has agreed to undertake CILCO's defense in this proceeding and intends to vigorously contest these claims. Due to CILCO's contractual and other defenses to EPMI's claims, as well as certain provisions related to the sale of CILCO to Ameren, we do not believe the results of this litigation will have a material adverse effect on CILCO's financial position, results of operations or liquidity.

On May 4, 2001, CILCO and Enron subsidiary Enron North America Corp. (ENA) entered into a natural gas transaction for daily deliveries not to exceed 10,000 MMBtu per day during calendar year 2002. CILCO received no natural gas deliveries pursuant to this transaction in 2002. On October 24, 2001, CILCO and ENA entered into a short-term natural gas transaction giving CILCO the right to call upon ENA for the delivery of 10,000 MMBtu per day during the period from November 1, 2001 through March 31, 2002. Since late November 2001, ENA has been unable to deliver natural gas when called upon by CILCO. ENA's failure to deliver natural gas is an event of default under the Master Firm Sales Agreement governing the October transaction. On December 2, 2001, ENA filed a Chapter 11 bankruptcy petition in the U. S. Bankruptcy Court for the Southern District of New York. To the extent that it has been necessary, CILCO has purchased replacement natural gas. Because these transactions are part of a larger and more diversified natural gas supply portfolio and are subject to the PGA clause, management does not believe ENA's failure to supply natural gas or its subsequent bankruptcy filing will have a material adverse effect on CILCO's financial position, results of operations or liquidity.

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On June 18, 2003, 20 retirees and surviving spouses of retirees of various Ameren companies (the plaintiffs) filed a complaint in the U.S. District Court, Southern District of Illinois, against Ameren, UE, CIPS, Genco and Ameren Services, and against our Retiree Medical Plan (the defendants). The retirees were members of various local labor unions of the IBEW and the IUOE. The complaint, referred to as Barnett, et al. vs Ameren Corporation, et al., alleges the following:

- o the labor organizations which represented the plaintiffs have historically negotiated retiree medical benefits with the defendants and that pursuant to the negotiated collective bargaining agreements and other negotiated documents, the plaintiffs are guaranteed medical benefits at no cost or at

- o a fixed maximum cost during their retirement;
- o Ameren has unilaterally announced that, beginning in 2004, retirees must pay a portion of their own healthcare premiums and either an increasing portion of their dependents' premiums or newly imposed dependents' premiums, and that surviving spouses will be paying increased amounts for their medical benefits;
- o the defendants' actions deprive the plaintiffs of vested benefits and thus violate ERISA and the Labor Management Relations Act of 1947, and constitute a breach of the defendants' fiduciary duties; and
- o the defendants are estopped from changing the plan benefits. (This allegation was subsequently dropped from the amended complaints)

The plaintiffs filed the complaint on behalf of themselves, other similarly situated former non-management employees and their surviving spouses who retired from January 1, 1992 through October 1, 2002, and on behalf of all subsequent non-management retirees and their surviving spouses whose medical benefits are reduced or are threatened with reduction. The plaintiffs seek to have this lawsuit certified as a class action, seek injunctive relief and declaratory relief, seek actual damages for any amounts they are made to pay as a result of the defendants' actions, and seek payment of attorney fees and costs. An amended complaint that added three plaintiffs was filed July 15, 2003. In response to the Court's ruling on the defendants' motions to dismiss various counts of the complaint, a second amended complaint was filed on December 15, 2003, clarifying some of the allegations, adding two and dropping two plaintiffs, and adding the Ameren Group Medical Plan as a defendant. We are unable to predict the outcome of this lawsuit or the impact of the outcome on our financial position, results of operations or liquidity.

#### Regulation

Regulatory changes enacted and being considered at the federal and state levels continue to change the structure of the utility industry and utility regulation, as well as encourage increased competition. At this time, we are unable to predict the impact of these changes on our future financial position, results of operations or liquidity. See Note 3 - Rate and Regulatory Matters for further information.

#### NOTE 16 - Callaway Nuclear Plant

Under the Nuclear Waste Policy Act of 1982, the DOE is responsible for the permanent storage and disposal of spent nuclear fuel. The DOE currently charges one mill, or 1/10 of one cent, per nuclear-generated kilowatthour sold for future disposal of spent fuel. Pursuant to this Act, UE collects one mill from its electric customers for each kilowatthour of electricity that it generates from its Callaway Nuclear Plant. Electric utility rates charged to customers provide for recovery of such costs. The DOE is not expected to have its permanent storage facility for spent fuel available until at least 2015. UE has sufficient storage capacity at its Callaway Nuclear Plant until 2019 and has the capability for additional storage capacity through the licensed life of the plant. The delayed availability of the DOE's disposal facility is not expected to adversely affect the continued operation of the Callaway Nuclear Plant through its currently licensed life.

Electric utility rates charged to customers provide for the recovery of the Callaway Nuclear Plant's decommissioning costs over the life of the plant, based on an assumed 40-year life, ending with expiration of the plant's operating license in 2024. The Callaway Nuclear Plant site is assumed to be decommissioned based on immediate dismantlement method and removal from service. Decommissioning costs, including decontamination, dismantling and site restoration, are estimated to be \$536 million in current year dollars and are expected to escalate approximately 3.5% per year through the end of decommissioning activity in 2033. Decommissioning costs are charged to cost of services used to establish electric rates for UE's customers and amounted to approximately \$7 million in each of the years 2003, 2002 and 2001. Every three years, the MoPSC and ICC require UE to file updated cost studies for decommissioning its

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Callaway Nuclear Plant, and electric rates may be adjusted at such times to reflect changed estimates. The latest studies were filed in 2002. Costs collected from customers are deposited in an external trust fund to provide for the Callaway Nuclear Plant's decommissioning. Fund earnings are expected to average approximately 8.6% annually through the date of decommissioning. If the assumed return on trust assets is not earned, we believe it is probable that any such earnings deficiency will be recovered in rates. The fair value of the nuclear decommissioning trust fund for UE's Callaway Nuclear Plant is reported in Nuclear Decommissioning Trust Fund in Ameren's and UE's Consolidated Balance Sheets. This amount is legally restricted to fund the costs of nuclear decommissioning. Changes in the fair value of the trust fund are recorded as an increase or decrease to the nuclear decommissioning trust fund and to the regulatory asset recorded in connection with the adoption of SFAS No. 143. Upon the completion of UE's transfer of its Illinois electric and gas utility businesses to CIPS, which is subject to the receipt of regulatory approvals, the



assets and liabilities related to the Illinois portion of the decommissioning trust fund will be transferred to Missouri. See Note 3 - Rate and Regulatory Matters for further information.

#### NOTE 17 - Fair Value of Financial Instruments

The following methods and assumptions were used to estimate the fair value of each class of financial instruments for which it is practicable to estimate that value:

##### Cash, Temporary Investments and Short-term Borrowings

The carrying amounts approximate fair value because of the short-term maturity of these instruments.

##### Marketable Securities

The fair value is based on quoted market prices obtained from dealers or investment managers.

##### Nuclear Decommissioning Trust Fund

The fair value is estimated based on quoted market prices for securities.

##### Preferred Stock of UE, CIPS and CILCO

The fair value is estimated based on the quoted market prices for the same or similar issues.

##### Long-term Debt

The fair value is estimated based on the quoted market prices for same or similar issues or on the current rates offered to Ameren and its subsidiaries for debt of comparable maturities.

##### Derivative Financial Instruments

Market prices used to determine fair value are based on management's estimates, which take into consideration factors like closing exchange prices, over-the-counter prices, time value of money and volatility factors. All derivative financial instruments are carried at fair value.

The following table presents the carrying amounts and estimated fair values of our financial instruments at December 31, 2003 and 2002:

<TABLE>

<CAPTION>

	2003		2002	
	Carrying Amount	Fair Value	Carrying Amount	Fair Value
<S>	<C>	<C>	<C>	<C>
Ameren: (a)				
Long-term debt and capital lease obligations (including current portion).....	\$ 4,568	\$ 4,903	\$ 3,772	\$ 4,014
Preferred stock.....	203	186	193	170
UE:				
Long-term debt and capital lease obligations (including current portion).....	\$ 2,102	\$ 2,117	\$ 1,817	\$ 1,878
Preferred stock.....	113	110	113	98

</TABLE>

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<TABLE>

<CAPTION>

	2003		2002	
	Carrying Amount	Fair Value	Carrying Amount	Fair Value
<S>	<C>	<C>	<C>	<C>
CIPS:				
Long-term debt.....	\$ 485	\$ 539	\$ 579	\$ 625
Preferred stock.....	50	39	80	72
Genco:				
Long-term debt.....	\$ 698	\$ 832	\$ 698	\$ 783

## CILCORP: (b)

Long-term debt (including current portion).....	\$ 769	\$ 827	\$ 818	\$ 917
Preferred stock.....	40	37	41	41
=====				
CILCO:				
Long-term debt (including current portion).....	\$ 238	\$ 256	\$ 343	\$ 365
Preferred stock.....	40	37	41	41
=====				

## &lt;/TABLE&gt;

- (a) Excludes amounts for CILCORP and CILCO prior to the acquisition date of January 31, 2003 and includes amounts for non-registrant Ameren subsidiaries.
- (b) Includes predecessor information for periods prior to January 31, 2003. CILCORP consolidates CILCO and therefore includes CILCO amounts in its balances.

UE has investments in debt and equity securities that are held in trust funds for the purpose of funding the nuclear decommissioning of its Callaway Nuclear Plant. See Note 16 - Callaway Nuclear Plant for further information. We have classified these investments in debt and equity securities as available for sale and have recorded all such investments at their fair market value at December 31, 2003 and 2002. Investments by the nuclear decommissioning trust funds are allocated 60% to 70% to equity securities with the balance invested in fixed income securities. Fixed income investments are limited to U.S. government or agency securities, municipal bonds or investment-grade corporate securities. The proceeds from the sale of investments were \$123 million in 2003 (2002 - \$141 million; 2001 - \$230 million). Using the specific identification method to determine cost, the gross realized gains on those sales were approximately \$1 million for 2003 (2002 - less than \$1 million; 2001 - \$4 million). Net realized and unrealized gains and losses are reflected in regulatory assets on Ameren's and UE's Consolidated Balance Sheets, which is consistent with the method we use to account for the decommissioning costs recovered in rates. Gains or losses on assets in the trusts could result in lower or higher funding requirements for decommissioning costs, which we believe would be reflected in electric rates paid by UE's customers.

The following table presents the costs and fair values of investments in debt and equity securities in the nuclear decommissioning trust fund at December 31, 2003 and 2002:

## &lt;TABLE&gt;

## &lt;CAPTION&gt;

Security Type	Cost	Gross Unrealized Gain	Gross Unrealized (Loss)	Fair Value
-----				
<S>	<C>	<C>	<C>	<C>
2003:				
Debt securities.....	\$ 62	\$ 2	\$ -	\$ 64
Equity securities.....	96	47	-	143
Cash equivalents.....	5	-	-	5
Total.....	\$ 163	\$ 49	\$ -	\$ 212
-----				
2002:				
Debt securities.....	\$ 57	\$ 4	\$ -	\$ 61
Equity securities.....	89	17	-	106
Cash equivalents.....	5	-	-	5
Total.....	\$ 151	\$ 21	\$ -	\$ 172
=====				

## &lt;/TABLE&gt;

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## &lt;PAGE&gt;

The following table presents the costs and fair values of investments in debt securities according to their contractual maturities at December 31, 2003:

## &lt;TABLE&gt;

## &lt;CAPTION&gt;

	Cost	Fair Value
-----		
<S>	<C>	<C>
Less than 5 years.....	\$ 24	\$ 24
5 years to 10 years.....	22	23
Due after 10 years.....	16	17
Total.....	\$ 62	\$ 64
=====		

## &lt;/TABLE&gt;

Ameren

Ameren's reportable segment, Utility Operations, is comprised of its electric generation and electric and gas transmission and distribution operations. Ameren's reportable segment, Other, is comprised of the parent holding company, Ameren Corporation. As a result of the CILCORP acquisition, we modified our segment presentation in 2003 and have made reclassifications to prior periods to conform to current period presentation.

The accounting policies for segment data are the same as those described in Note 1 - Summary of Significant Accounting Policies. Segment data includes intersegment revenues, as well as a charge for allocating costs of administrative support services to each of the operating companies, which, in each case, is eliminated upon consolidation. Ameren Services allocates administrative support services based on various factors, such as headcount, number of customers and total assets.

The table below presents information about the reported revenues, net income and total assets of Ameren for the years ended December 31, 2003, 2002, and 2001:

&lt;TABLE&gt;

&lt;CAPTION&gt;

	Utility Operations	Other	Reconciling Items	Total
<S>	<C>	<C>	<C>	<C>
2003: (a)				
Operating revenues.....	\$ 5,692	\$ -	\$ (1,099) (b)	\$ 4,593
Net income.....	546	(22)	-	524
Total assets.....	13,472	761	-	14,233
2002:				
Operating revenues.....	\$ 4,912	\$ -	\$ (1,071) (b)	\$ 3,841
Net income.....	384	(2)	-	382
Total assets.....	11,037	1,114	-	12,151
2001:				
Operating revenues.....	\$ 4,965	\$ -	\$ (1,107) (b)	3,858
Net income.....	472	(3)	-	469
Total assets.....	9,939	462	-	10,401

&lt;/TABLE&gt;

- (a) Excludes amounts for CILCORP and CILCO prior to the acquisition date of January 31, 2003; includes amounts for non-registrant Ameren subsidiaries as well as intercompany eliminations.
- (b) Elimination of intercompany revenues.

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The following table presents specified items included in Ameren's segment profit (loss) for the years ended December 31, 2003, 2002, and 2001:

&lt;TABLE&gt;

&lt;CAPTION&gt;

	Utility Operations	Other	Reconciling Items	Total
<S>	<C>	<C>	<C>	<C>
2003: (a)				
Interest expense.....	\$ 344	\$ 29	\$ (96) (b)	\$ 277
Depreciation and amortization.....	519	-	-	519
Income tax.....	305	(4)	-	301(c)
2002:				
Interest expense.....	\$ 279	\$ 28	\$ (93) (b)	\$ 214
Depreciation and amortization.....	431	-	-	431
Income tax.....	244	(7)	-	237
2001:				
Interest expense.....	\$ 259	\$ 13	\$ (81) (b)	\$ 191
Depreciation and amortization.....	406	-	-	406
Income tax.....	306	(1)	-	305(d)

&lt;/TABLE&gt;

- (a) Excludes amounts for CILCORP and CILCO prior to the acquisition date of January 31, 2003; includes amounts for non-registrant Ameren subsidiaries as well as intercompany eliminations.
- (b) Elimination of intercompany interest charges.

(c) Does not include income tax expense related to the cumulative effect gain recognized upon adoption of SFAS No. 143.

(d) Does not include tax benefit related to the cumulative effect loss recognized upon adoption of SFAS No. 133.

All construction expenditures for the years ended December 31, 2003, 2002, and 2001, were in the Utility Operations segment.

<TABLE>

<CAPTION>

SELECTED QUARTERLY INFORMATION (Unaudited) (In millions, except per share amounts)

Ameren (a) Quarter Ended	Operating Revenues(b)	Operating Income	Income (Loss) Before Cumulative Effect of Change in Accounting Principle	Net Income (Loss)	Income (Loss) Before Cumulative Effect of Change in Accounting Principle per Common Share	Earnings per Common Share - Basic
<S>	<C>	<C>	<C>	<C>	<C>	<C>
March 31, 2003.....	\$ 1,108	\$ 201	\$ 83	\$ 101	\$ 0.52	\$ 0.63
March 31, 2002.....	874	149	59	59	0.42	0.42
June 30, 2003.....	1,088	250	110	110	0.68	0.68
June 30, 2002.....	978	277	115	115	0.80	0.80
September 30, 2003....	1,350	500	275	275	1.70	1.70
September 30, 2002....	1,166	441	240	240	1.64	1.64
December 31, 2003.....	1,047	139	38	38	0.24	0.24
December 31, 2002.....	823	6	(32)	(32)	(0.20)	(0.20)

</TABLE>

(a) Includes amounts for CILCORP since the acquisition date of January 31, 2003.

(b) For 2002, revenues were netted with costs upon adoption of EITF No. 02-3 and the rescission of EITF No. 98-10. See Note 1 - Summary of Significant Accounting Policies to our financial statements for further information. The amount netted for each quarter is as follows: 2002 - \$241 million in first quarter, \$133 million in second quarter, \$189 million in third quarter and \$175 million in fourth quarter.

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<PAGE>

<TABLE>

<CAPTION>

UE Quarter Ended	Operating Revenues(a)	Operating Income (Loss)	Net Income (Loss)	Net Income (Loss) Available to Common Stockholder
<S>	<C>	<C>	<C>	<C>
March 31, 2003.....	\$ 620	\$ 131	\$ 68	\$ 67
March 31, 2002.....	584	100	51	49
June 30, 2003.....	636	188	107	105
June 30, 2002.....	672	199	107	105
September 30, 2003.....	816	380	225	224
September 30, 2002.....	853	351	206	204
December 31, 2003.....	565	88	47	45
December 31, 2002.....	541	(6)	(20)	(22)

</TABLE>

(a) For 2002, revenues were netted with costs upon adoption of EITF No. 02-3 and the rescission of EITF No. 98-10. See Note 1 - Summary of Significant Accounting Policies to our financial statements for further information. The amount netted for each quarter is as follows: 2002 - \$150 million in first quarter, \$78 million in second quarter, \$117 million in third quarter and \$113 million in fourth quarter.

<TABLE>

<CAPTION>

CIPS	Operating	Operating Income	Net Income	Net Income (Loss) Available to Common
------	-----------	---------------------	---------------	---

Quarter Ended	Revenues(a)	(Loss)	(Loss)	Stockholder
<S>	<C>	<C>	<C>	<C>
March 31, 2003.....	\$ 209	\$ 6	\$ 2	\$ 1
March 31, 2002.....	215	4	2	1
June 30, 2003.....	167	9	3	3
June 30, 2002.....	187	15	8	7
September 30, 2003.....	196	31	26	25
September 30, 2002.....	224	43	24	23
December 31, 2003.....	170	(1)	(2)	(3)
December 31, 2002.....	198	(10)	(8)	(8)

&lt;/TABLE&gt;

&lt;TABLE&gt;

&lt;CAPTION&gt;

Genco Quarter Ended	Operating Revenues(a)	Operating Income	Income Before Effect of Change in Accounting Principle	Net Income
<S>	<C>	<C>	<C>	<C>
March 31, 2003.....	\$ 206	\$ 58	\$ 21	\$ 39
March 31, 2002.....	176	38	13	13
June 30, 2003.....	173	41	10	10
June 30, 2002.....	175	26	2	2
September 30, 2003.....	217	53	17	17
September 30, 2002.....	207	49	15	15
December 31, 2003.....	192	42	9	9
December 31, 2002.....	185	26	2	2

&lt;/TABLE&gt;

(a) For 2002, revenues were netted with costs upon adoption of EITF No. 02-3 and the rescission of EITF No. 98-10. See Note 1 - Summary of Significant Accounting Policies to our financial statements for further information. The amount netted for each quarter is as follows: 2002 - \$87 million in first quarter, \$44 million in second quarter, \$60 million in third quarter and \$62 million in fourth quarter.

&lt;TABLE&gt;

&lt;CAPTION&gt;

CILCORP (a) Quarter Ended	Operating Revenues	Operating Income	Income (Loss) Before Cumulative Effect of Change in Accounting Principle	Net Income (Loss)
<S>	<C>	<C>	<C>	<C>
March 31, 2003.....	\$ 289	\$ 25	\$ 6	\$ 10
March 31, 2002.....	203	21	4	4
June 30, 2003.....	192	13	2	2
June 30, 2002.....	173	19	2	2
September 30, 2003.....	215	33	11	11
September 30, 2002.....	202	53	23	23
December 31, 2003.....	213	14	-	-
December 31, 2002.....	200	5	(4)	(4)

&lt;/TABLE&gt;

(a) Includes predecessor information for periods prior to January 31, 2003.

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&lt;PAGE&gt;

&lt;TABLE&gt;

&lt;CAPTION&gt;

CILCO Quarter Ended	Operating Revenues	Operating Income	Income (Loss) Before Cumulative Effect of Change in Accounting Principle	Net Income (Loss)	Net Income (Loss) Available to Common Stockholder
<S>	<C>	<C>	<C>	<C>	<C>
March 31, 2003.....	\$ 246	\$ 24	\$ 11	\$ 35	\$ 35

March 31, 2002.....	186	21	10	10	9
June 30, 2003.....	172	12	5	5	4
June 30, 2002.....	161	18	8	8	8
September 30, 2003....	203	29	15	15	15
September 30, 2002....	192	52	29	29	28
December 31, 2003.....	201	(12)	(10)	(10)	(11)
December 31, 2002.....	180	6	3	3	3

&lt;/TABLE&gt;

#### ITEM 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE.

PricewaterhouseCoopers LLP served as independent accountants for Ameren, UE, CIPS and Genco for the two fiscal years ended December 31, 2003 and 2002 and the subsequent interim period through the date of this report and for CILCORP and CILCO for the fiscal year ended December 31, 2003, and the subsequent interim period through the date of this report. During these periods, PricewaterhouseCoopers LLP did not resign, decline to stand for re-election or was dismissed.

During the fiscal year ended December 31, 2002, and the subsequent interim period through March 14, 2003, Deloitte & Touche LLP served as independent public accountants for CILCORP and CILCO. The following text was filed by CILCORP and CILCO by Form 8-K on March 20, 2003, regarding a change in their certifying accountant:

On March 14, 2003, the Auditing Committees of CILCORP Inc. and Central Illinois Light Company (the "Registrants") dismissed Deloitte & Touche LLP ("Deloitte & Touche") as the Registrants' independent public accountants subject to completion of its services related to the audits of the fiscal year 2002 and engaged PricewaterhouseCoopers LLP ("PricewaterhouseCoopers") to serve as the Registrants' independent auditors for the fiscal year 2003. The Registrants' Auditing Committees made this replacement because PricewaterhouseCoopers is serving as the independent auditors for the Registrants' parent company, Ameren Corporation, for the fiscal year 2003.

Deloitte & Touche's reports on the Registrants' consolidated financial statements for the fiscal years ended December 31, 2001 and 2000 did not contain an adverse opinion or a disclaimer of opinion, nor were they qualified or modified as to uncertainty, audit scope or accounting principles.

During the Registrants' two fiscal years ended December 31, 2001 and 2000 and the subsequent interim period through March 14, 2003, there were no disagreements with Deloitte & Touche on any matter of accounting principles or practices, financial statement disclosure or auditing scope or procedure which, if not resolved to Deloitte & Touche's satisfaction, would have caused it to make reference to the subject matter in connection with its reports on the Registrants' consolidated financial statements for such years, and there were no reportable events, as listed in Item 304(a)(1)(v) of Regulation S-K.

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The Registrants have provided Deloitte & Touche with a copy of the foregoing disclosures. Attached as Exhibit 16.1 is a copy of Deloitte & Touche's letter, dated March 20, 2003, stating its agreement with such statements.

During the Registrants' two fiscal years ended December 31, 2002 and 2001 and the subsequent interim period through March 14, 2003, the Registrants did not consult PricewaterhouseCoopers regarding the application of accounting principles to a specified transaction, either contemplated or proposed, or the type of audit opinion that might be rendered on the Registrants' consolidated financial statements, or any other matter or reportable event that would be required to be reported in this Current Report on Form 8-K.

#### ITEM 9A. CONTROLS AND PROCEDURES.

##### (a) Evaluation of Disclosure Controls and Procedures

As of December 31, 2003, the principal executive officer and principal financial officer of each Registrant have evaluated the effectiveness of the design and operation of such Registrant's disclosure controls and procedures (as defined in Rules 13a - 15(e) and 15d - 15(e) of the Exchange Act). Based upon that evaluation, the principal executive officer and principal financial officer of each such Registrant have concluded that such disclosure controls and procedures are effective in timely alerting them to any material information