UNITED STATES OF AMERICA
BEFORE THE
FEDERAL ENERGY REGULATORY COMMISSION

Ameren Corporation	)	
Dynegy Inc.	)	Docket No. EC04-___-000
Illinova Corporation	)	
Illinova Generating Company	)	
Illinois Power Company	)	

PREPARED DIRECT TESTIMONY

OF

CRAIG D. NELSON

ON BEHALF OF

AMEREN CORPORATION

FILED[4]

APR 1 6 2004

Missouri Public
Service Commission

Date: March 25, 2004
Washington, D.C.

Exhibit No. 80
Case No(s). E0-2004-0108
Date 4-8-04 Rptr. TL

EXHIBIT
Nelson
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Illinois Power Company	)	

PREPARED DIRECT TESTIMONY
OF
CRAIG D. NELSON

I. INTRODUCTION.

Q. Please state your name and business address.

A. My name is Craig D. Nelson. My business address is One Ameren Plaza, 1901 Chouteau Avenue, St. Louis, Missouri 63166.

Q. What is your relationship to the Applicants in this case?

A. I am Vice President - Corporate Planning of Ameren Services Company ("Ameren Services") and Vice President of Central Illinois Public Service Company d/b/a AmerenCIPS ("AmerenCIPS").

Q. Please describe Ameren Services.

A. Ameren Services is a subsidiary of Ameren Corporation ("Ameren"). Ameren Services provides various administrative and technical support services for its parent and other subsidiaries including Union Electric Company d/b/a AmerenUE ("AmerenUE"), Central Illinois Light Company d/b/a AmerenCILCO ("AmerenCILCO"), and AmerenCIPS. Ameren Services was formed in connection with the December 1997 merger of Union Electric and CIPSCO Incorporated.

Q. Please describe your educational background.

A. I earned a bachelor's degree in accounting in 1977, graduating with highest honors, and a master's in business administration in 1984. Both degrees were awarded by Southern Illinois University - Edwardsville. I am a Certified Public Accountant.

Q. Please describe your qualifications.

A. I worked for Arthur Andersen & Co. from 1977 to 1979, when I joined Central Illinois Public Service Company as a Tax Accountant. In 1979, I was promoted to Income Tax Supervisor. I served in various tax and accounting positions until 1985 when I was appointed Assistant Treasurer. In 1989, I became Treasurer and Assistant Secretary, a position I held for seven years. In 1996, I was elected Vice President of Corporate Services. After Union Electric and CIPSCO merged, I was named Vice President, Merger Coordination for Ameren Services effective December 31, 1997. In 1998, I assumed the additional responsibility of Vice President of Regulatory Planning. Effective June 1, 1999, I was appointed Vice President - Corporate Planning.

Q. Please describe your duties and responsibilities as Vice President - Corporate Planning.

A. My duties and responsibilities include strategic and resource planning, corporate development, corporate analysis, and power supply acquisition.

II. PURPOSE OF TESTIMONY.

Q. What is the purpose of your testimony?

A. The purpose of my testimony is to describe the "mitigation measures" that Ameren commits to undertake in the event its acquisition of Illinois Power Company ("Illinois Power") is consummated, including the acquisition by AmerenEnergy Resources Company ("AER") of a 20 percent interest in Electric Energy, Inc. ("EEInc") from

Illinova Generating Company ("Illinova Generating"). I refer to this series of transactions, collectively, as the "IP Sale".

Q. Why is Ameren proposing such mitigation measures?

A. In his analysis of the potential competitive impacts of the IP Sale, Mr. Rodney Frame finds that, under certain very conservative assumptions, the IP Sale would fail to pass certain of the screens set forth in Appendix A of the Commission's *Merger Policy Statement*. Mr. Frame concludes however that, notwithstanding these technical screen failures in certain limited instances, the IP Sale will in fact have no adverse impact on competition. In fact, Mr. Frame even questions whether an Appendix A analysis is necessary because, pursuant to the IP Sale, Ameren will be merely increasing an existing majority ownership position in EEInc, which owns a generating plant located in Joppa, Illinois. Nonetheless, in order to ensure and facilitate a timely order from the Commission approving the IP Sale, and in order to avoid any trial-type hearing or other dispute, Ameren is proposing certain mitigation measures which are consistent with protections the Commission has found in the past to be acceptable.

Indeed, it bears noting that neither Mr. Frame nor Ameren believes that the screen violations imply any ability of Ameren, post-transaction, to either exercise market power or to harm competition. The amount of capacity causing the screen violations (125 MW of the 218 MW) is only a fraction of the amount of capacity available to the Ameren control area under the procedures of the Appendix A analysis. Ameren is nonetheless willing to commit to certain mitigation measures in order to fall within the "safe harbor" provisions of the Commission's Appendix A calculus.

III. PROPOSED MITIGATION MEASURES.

Q. What are the screen violations that Mr. Frame finds in his analysis?

A. As indicated in his Prepared Direct Testimony, Mr. Frame finds screen violations in limited circumstances, and only slight ones at that. He finds these screen violations only for the time period after January 1, 2006. In addition, the screen failures are limited only to certain sales into the AmerenUE/AmerenCIPS control area. Mr. Frame ascribes these violations to AER's proposed acquisition of Illinova Generating's 20 percent interest in EEInc. More specifically, he notes that this circumstance only arises due to the fact that an existing contract for the sale of capacity and energy by EEInc to Illinois Power expires at the end of 2005.

Q. What does Ameren propose to undertake as mitigation measures in light of this limited screen failure?

A. Ameren commits, if the IP Sale is consummated, to undertake two actions: (i) sell some of its rights to EEInc output; and (ii) seek to ensure that the only owner of EEInc not affiliated with Ameren – LG&E Energy's Kentucky Utilities Company ("KU") – is able to receive output from EEInc attributable to its 20 percent interest in EEInc, if it wishes to receive that much.

Q. Please describe the first mitigation action.

A. If the IP Sale is consummated, Ameren commits to cause its marketing subsidiary AmerenEnergy Marketing, Inc. ("AEM") to sell 125 MW of capacity from the 1,014 MW coal-fired Joppa plant owned by EEInc (the "Joppa Station"). (EEInc also owns, through a subsidiary, the "6B" project combustion turbines with a combined capacity of 72 MW.)

Energy associated with this 125 MW of capacity would be sold by AEM only when the Joppa Station is operating at or near full output. If the Joppa Station is operating, but at levels below its full output (due to curtailments or otherwise) the first 125 MW of output from the 203 MW share that Ameren will acquire under the proposed transaction would be subject to the mitigation sale.[1] In other words, there would have to be a curtailment of 78 MW of the 203 MW share being acquired by Ameren before there would be any reduction in the amount of power sold under the mitigation sale. Because curtailments in the output of Joppa are shared prorated among its owners, the amount of the output under the mitigation sale would not be affected by any curtailments at Joppa unless the total output at the six unit, 1,014 MW station fell below 61.6 percent (624 MW).[2]

I refer to the amount of capacity and energy which AEM will sell under this mitigation proposal as the "Divested Joppa Power".

Q. Under what conditions will Ameren cause AEM to offer and sell the Divested Joppa Power?

A. AEM would offer and sell the Divested Joppa Power:

(i) to one or more unaffiliated buyers, with the limited exception of Illinois Power, as a result of being selected through a competitive bidding process initiated by an unaffiliated buyer(s) and/or Illinois Power, to meet such buyer(s)' load and/or supply needs;

(ii) to one or more unaffiliated buyers, with the limited exception of Illinois Power, as a result of a competitive bid process initiated by AEM to sell the Divested Joppa Power on the market to the highest bidder; or

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1 For the most part, this issue of "prioritizing" or "queuing" the energy from the Joppa Station is immaterial as the Joppa Station is generally either running at or very close to full output levels, or is not running at all.

2 These figures are derived as follows: $125 \div 203 = 0.616$, and $0.616 \times 1{,}014$ MW = 624 MW.

(iii) to one or more buyers through a combination of the two processes.

Q. What would be the period of such sales?

A. Sale of the Divested Joppa Power would begin on January 1, 2006, and continue until the earliest of: (i) the date that Ameren or its subsidiaries install sufficient transmission system upgrades to alleviate the screen violations identified by Mr. Frame; (ii) the date that Ameren demonstrates to the satisfaction of the Commission that it should no longer be subject to such sales conditions on EEInc capacity and energy; or (iii) April 30, 2009.

Q. Please explain in greater detail the first option.

A. Under this option, AEM would sell the Divested Joppa Power to another party by being the winning bidder (or one of several winning bidders) in a competitive bid solicitation process initiated by such party to meet its load or supply needs. This option would not be limited to a single bid process, but could be a combination of one or more processes announced by such buyer(s).

Q. Please explain in greater detail the second option.

A. Under this option, AEM would sell the Divested Joppa Power to one or more entities as the result of a competitive process to be conducted within a reasonable period prior to the start of the Divested Joppa Power sale (January 1, 2006). All of the capacity and energy sold in this manner will be made available at the Joppa station busbar by AEM, and any transmission needed to take the output from the Joppa station will need to be arranged by the RFP winner(s) with the appropriate transmission provider(s) or RTO. (The Joppa station is directly or contractually interconnected with the transmission lines of Ameren, Illinois Power, KU and TVA.)

Q. Please explain in greater detail the third option.

A. Under this option, AEM would use a combination of the first two options – *i.e.*, by selling some portion of the Divested Joppa Power in response to another party's solicitation for supply, and/or by selling some of the Divested Joppa Power through its own competitive bid process where parties could bid to purchase such portion of the Divested Joppa Power at the Joppa busbar.

Q. What rights to the output of the Joppa station will Ameren have beginning January 1, 2006, absent an agreement to sell some of these rights?

A. If the IP Sale closes, Ameren's subsidiaries will be entitled, beginning January 1, 2006, to 80 percent of the capacity and associated energy output of the Joppa station. If the station is running at full capacity, its energy output is approximately 1,014 MW. Ameren's share of this is approximately 811 MW. If the station is running below full capacity, Ameren's share of the energy output would be reduced proportionately. Ameren's rights to capacity from the Joppa station would be treated in a similar manner.

Q. If AEM chooses to follow the second or third options, how will AEM conduct the competitive bid process for the sale of the Divested Joppa Power?

A. AEM will issue a request for proposals ("RFP") for bids for the Divested Joppa Power. The timeline will be set to provide AEM with ample time following closing of the IP Sale to create an RFP, review the bids, and negotiate final terms with the winning bidders. The timeline will be reasonable so that parties would have time to obtain regulatory approvals if needed.

Q. Who would be eligible to bid for the Divested Joppa Power?

A. All entities other than Ameren's subsidiaries would be eligible to bid on the Divested Joppa Power. Further, Illinois Power would be eligible to bid as well. This should be acceptable to the Commission since Mr. Frame finds no screen failures for sales of EEInc capacity and energy into Illinois Power's control area. In the event Illinois Power is one of the winners of the RFP process, it would not be permitted to resell any of the Divested Joppa Power purchased from AEM at wholesale (though it may use it to serve retail load). Ameren believes that this condition sufficiently prevents Illinois Power from using the Divested Joppa Power to exercise market power in the AmerenUE/AmerenCIPS control area – the only control area in which Mr. Frame projected that the IP Sale could fail the Appendix A screen. Further, such a narrowly-tailored restriction will maximize the number of entities that may bid on the Divested Joppa Power.

Q. Will there be other restrictions on the nature of bids under the second option?

A. Yes, but only to make the RFP process manageable. In particular, AEM will require that bids cover calendar year periods beginning January 1, 2006, and will require that such bids will be in one, two, or three year amounts (except for the 2008 block which could include a supply requirement until April 30, 2009). Bidders must specify in their bids a $/MW-year price for capacity and a $/MWh price for the energy delivered.

Q. How will the winner or winners of the RFP process be determined under the second option?

A. AEM will determine the winners of the RFP process based on an analysis that seeks to maximize revenue from the sale of Divested Joppa Power. Where it is necessary to "normalize" bids in order to compare bids with different capacity and energy price offers, AEM will base assumptions regarding the future output of the Joppa station on historical output levels during calendar year 2004.

Q. Is Ameren committing to enter into agreements prior to January 1, 2006, for the

sale of the entire Divested Joppa Power covering the period January 1, 2006, through April 30, 2009?

A. Ameren will cause AEM to take a flexible approach to its sales of the Divested Joppa Power. AEM will, based on the bids received in 2005, enter into one or more agreements to sell the Divested Joppa Power (pursuant to the conditions I describe) for at least calendar year 2006. Depending on the prices received in the bids for the 2007 and 2008/2009 blocks, and expectations as to what future market prices will be in these out-years, AEM may opt prior to January 1, 2006, to sell none or only some portion of the Divested Joppa Power for 2007 and 2008/2009. Instead, AEM may engage in one or more additional RFPs later in 2005 or in subsequent years for sale of the 2007 and 2008/2009 blocks. In either event, Ameren commits to selling the full amount of the Divested Joppa Power for the entire period January 1, 2006 through April 30, 2009.

Q. Will AEM have recall rights to the Divested Joppa Power?

A. No.

Q. You said that Ameren is offering to sell the Divested Joppa Power for the period between January 1, 2006, and an end-date that is no later than April 30, 2009. Please explain how the end date will be determined.

A. As I explained earlier, this end date would be the earlier of: (i) the date that Ameren or its subsidiaries install sufficient transmission system upgrades to alleviate any market power concerns; (ii) the date that Ameren demonstrates to the satisfaction of the Commission that it need no longer should be subject to such forced sales conditions; or (iii) April 30, 2009.

Q. What is the rationale for the April 30, 2009 date?

A. April 30, 2009, is more than five years after the point in time that Ameren first announced its intention to purchase Illinois Power and Dynegy's 20 percent stake in EEInc (the announcement was made December 5, 2003). This time period should be sufficient for any party that believes that it might be subject to adverse competitive effects as a result of the proposed transaction to protect itself by arranging for bulk power purchases from entities other than Ameren or even by constructing its own generation facilities. Placing an outer time bound on Ameren's mitigation condition helps keep to a minimum interference with competitive bulk power markets.

Q. You also mentioned a commitment by Ameren to seek to ensure that KU is able to receive up to 20 percent of the EEInc output, if it wishes to receive that much. Please explain.

A. Currently, Ameren subsidiaries hold a 60 percent interest in EEInc, which entitles them to, among other things, vote 60 percent of the outstanding shares in shareholder votes and, for all intents and purposes, to elect a majority of the members of the EEInc Board of Directors. The EEInc Bylaws currently provide for the allocation of capacity and energy from the generation facilities owned by EEInc in proportion to the owners' ownership shares. This provision, however, may be changed by a 75 percent vote of the outstanding shares. Upon consummation of the IP Sale, Ameren subsidiaries will hold 80 percent of the voting shares of EEInc.

So as to prevent any ability of Ameren, following closing of the IP Sale, to "freeze out" KU from receiving the 20 percent of the EEInc capacity and output to which it is presently entitled, Ameren commits to: (i) direct its representative members of the EEInc Board of Directors to take no action which would result in decisions to restrict

KU's ability to receive up to 20 percent of the capacity and output of the generating facilities owned by EEInc (if KU desires to receive such capacity and output); and (ii) direct AER and AmerenUE (the Ameren subsidiaries that are EEInc shareholders) to undertake no action at shareholder votes that would restrict KU's ability to receive up to 20 percent of the capacity and output of the generating facilities owned by EEInc (if KU desires to receive such capacity and output). With these commitments in place, Ameren believes that KU is fully protected from any adverse impact that may result from Ameren's collective ownership in EEInc increasing from 60 to 80 percent.

Q. Does this conclude your testimony?

A. Yes, it does.

UNITED STATES OF AMERICA
BEFORE THE
FEDERAL ENERGY REGULATORY COMMISSION

AFFIDAVIT

STATE OF MISSOURI)
) SS
COUNTY OF COLE)

CRAIG D. NELSON, being duly sworn, deposes and states that he prepared or directed the preparation of the Prepared Direct Testimony of Craig D. Nelson, and that the statements contained therein are true and correct to the best of his knowledge and belief.

Craig D Nelson
Craig D. Nelson

SUBSCRIBED AND SWORN BEFORE ME, this the 19 th day of March, 2004

Kelli D Stiles
Notary Public

KELLI D. STILES
Notary Public - Notary Seal
State of Missouri
County of Cole
My Commission Exp. 01/20/2008

My Commission Expires 1/20/08

AmerenUE's Response to
MPSC Staff Data Request
MPSC Case No. ER-2007-0002
AmerenUE's Tariff Filing to Increase Rates for Electric Service
Provided to Customers in the Company's Missouri Service Area

Requested From: John Cassidy

Data Request No. MPSC 0499

1. Please provide a copy of the Company's response to AG/UTI Data Request Nos. 69, 103, 104, 210 and 284. 2. Please provide a copy of the Company's response to OPC Data Request Nos. 2005, 2033, 2118, 2119, 2142, 2169, 2170-2172 and 2181-2193.

Response:

The Company objected to AG/UTI-69, AG/UTI-103, AG/UTI-104, OPC 2033, OPC 2118 and OPC 2119.

Attached is AmerenUE's response to AG/UTI-210, AG/UTI-284 and OPC 2005.

Prepared By: Mary Hoyt
Title: Paralegal
Date: January 9, 2007

AmerenUE's Response to
OPC Data Request
MPSC Case No. ER-2007-0002
AmerenUE's Tariff Filing to Increase Rates for Electric Service
Provided to Customers in the Company's Missouri Service Area

Requested From: Ryan Kind

Data Request No. OPC 2005

Please provide access to the Electric Energy, Inc. Board of Director meeting minutes, Board of Director Committee meeting minutes and all related reports for the period covering January 1, 2003 through June 30, 2006. Please provide notice to OPC on a going forward basis as new information beyond June 30, 2006 becomes available.

Response:

See attached minutes relating or pertaining to a power contract between EEinc. and AmerenUE or to EEInc.'s decision not to contract with AmerenUE post 2005.

Prepared By: Michael L. Moehn
Title: Vice President
Date: December 8, 2006

HIGHLY CONFIDENTIAL

"draft"

Electric Energy, Inc.

Minutes of Meeting of Board of Directors

Held January 28, 2005

A meeting of the Board of Directors of Electric Energy, Inc. convened via telephone conference call, on Friday, January 28, 2005, at 9:30 a.m. Central Time, subsequent to the following notice which had been previously sent to each member of the Board:

"Electric Energy, Inc.

(An Illinois Corporation)

Notice of Meeting of Board of Directors

To the Members of the Board of Directors
of Electric Energy, Inc.

YOU ARE HEREBY NOTIFIED that a meeting of the Board of Directors of Electric Energy, Inc., will be held via telephone conference with said calls originating from Electric Energy, Inc., at Joppa, Illinois, for the transaction of such business as may properly come before the meeting on Friday, January 28, 2005, at 9:30 a.m. Central Time.

Date: January 21, 2005"

There were present, by roll call, the following constituting a majority of the Board of Directors:

Messrs. D. F. Cole
P. W. Thompson
D. A. Whiteley
T. R. Voss
J. N. Voyles, Jr.

Mr. Robert L. Powers, as President of the Corporation, presided at the meeting and Mr. William H. Sheppard, Vice President of the Corporation, was appointed Acting Secretary for the meeting.

The minutes of the meeting of the Board of Directors held on October 29, 2004, copies of which had been sent previously to each member, were discussed. Mr. Powers reported representatives of LG&E, while subsequently reviewing the October 29, 2004, minutes, noted that the proposed resolution of Modification No. 16 and Letter Supplement to the Power Supply Agreement should have an effective date of January 1, 2003, instead of January 1, 2005. This change was acceptable to the Directors, who asked that it be noted in the minutes. Upon motion by Mr. Whiteley, seconded by Mr. Thompson, the minutes were approved with the revision agreed to by the Board.

Mr. Powers presented the earnings report for the fourth quarter 2004 and discussed each of the earnings components for the fourth quarter.

Mr. William H. Sheppard reviewed with the Board the 2004 Management Incentive Compensation Plan, discussed how the earned incentive compensation is determined, and reported the results for the year. Mr. Sheppard also reviewed the Company's key performance comparisons. Mr. Sheppard then reviewed the Collective Bargaining Unit Performance Incentive Plan and reported the results for the year.

Mr. Sheppard updated the Board with a final report on 2004 Capital Budget expenditures.

Mr. Sheppard reviewed the Company's Strategic Plan and 2005 Performance Objectives. Mr. Sheppard proposed the 2005 Incentive Compensation Program to the Board. After full discussion, upon motion duly made and seconded, it was unanimously;

RESOLVED, the Board has approved the continuation of the Company's Incentive Compensation Plan for 2005.

Mr. Robert L. Powers provided a status report on the VEBA Trusts managed by National Investment Services of America. Mr. Powers presented the financial results of the Management and Bargaining Unit Trusts for the twelve months ended December 31, 2004, and reviewed the investment strategy for each fund.

Mr. Powers then reported on the Company's pension fund assets managed by Deutsche Bank. Mr. Powers presented the financial results for the twelve months ended December 31, 2004, and reviewed the management strategy for the fund. Mr. Powers reported the Company does not expect to make contributions to the pension plan or VEBA Trusts during 2005.

Mr. Powers brought up for discussion the matter of a Power Supply Agreement beginning in 2006. Mr. Powers recommended that a team be formed, and a member of each Sponsor to appoint a representative from their company to the team. Mr. Powers reported he would provide a draft of a proposed Power Supply Agreement to the Sponsors by the third week of February.

It was agreed that the next Board of Directors' meeting would be held on, Friday, May 13, 2005, in St. Louis, Missouri.

There being no further business, upon motion duly made and seconded, the meeting was adjourned.

____

Acting Secretary

"Draft"

Electric Energy, Inc.
Minutes of Special Meeting of Board of Directors
Held December 22, 2005

A special meeting of the Board of Directors of Electric Energy, Inc. convened at Electric Energy, Inc., Joppa, Illinois, via teleconference, on Thursday, December 22, 2005, at 10:00 a.m. Central Time, pursuant to a waiver of consent signed by all the members of the Board of Directors, stating the time, place and purpose of the meeting.

There were present the following constituting all of the Board of Directors:

Messrs. D. F. Cole
R. A. Kelley
C. D. Naslund
P. W. Thompson
T. R. Voss
J. N. Voyles, Jr.
D. A. Whiteley

Mr. R. Alan Kelley, as Chairman of the Corporation, presided at the meeting and Mr. James M. Helm, Secretary of the Corporation, acted as Secretary. Also attending were Mr. Robert L. Powers, President of Electric Energy, Inc., Mr. William H. Sheppard, Vice President of Electric Energy, Inc., and Mr. Michael T. Pullen, Manager of Systems of Electric Energy, Inc.

The minutes of the meeting of the Board of Directors held on October 28, 2005, copies of which had been sent previously to each member, were approved.

The Chairman introduced Mr. Robert L. Powers. Mr. Powers informed the Board that the Department of Energy's contract with the Company has been extended by entering into Modification No. 17. The contract modification extends the contract through December 31, 2006, and deletes Sections 2.06, Excess Joppa Energy, and Section 3.08, Adjustment for Replacements, Extensions and Improvements. After a general discussion, the Chairman asked that the Board ratify Modification No. 17.

Upon motion duly made and seconded, Modification No. 17 was ratified and unanimously approved by the Board, and it was requested the Modification No. 17 be made a part of the minutes.

MODIFICATION NO. 17

THIS MODIFICATION NO. 17, entered into this ___ day of December, 2005, by and between ELECTRIC ENERGY, INC. (referred to as "Company"), a corporation organized under the laws of the State of Illinois, and the UNITED STATES OF AMERICA (referred to as "Government"), acting by and through the SECRETARY (referred to as "Secretary") of the DEPARTMENT OF ENERGY (referred to as "DOE");

WITNESSETH THAT:

WHEREAS, Company and Government have heretofore entered into Contract No. DE-AC05-760R01312 (referred to as the "Agreement") for the supply by Company of electric power required by DOE at its Paducah Project (referred to as the "Project") near Paducah, Kentucky; and

WHEREAS, the Agreement has previously been amended by Modifications Nos. 1 through 16, and by various unnumbered letter agreements and unilateral notices; and

WHEREAS, Company and the DOE desire to amend the Agreement, so as to extend its term beyond December 31, 2005, and to make certain other changes; and

WHEREAS, this Modification No. 17 is authorized and entered into under the Atomic Energy Act of 1954, as amended; the Energy Reorganization Act of 1974 (P.L. 93-438); the Department of Energy Organization Act (P.L. 95-91); and other applicable law;

NOW, THEREFORE, in consideration of the premises and provisions of the Agreement, and heretofore amended as it is amended hereby, and in consideration of the mutual agreements and undertakings of the parties, the terms and provisions of the Articles and Sections of the Agreement, as heretofore amended, shall be and hereby are amended by this Modification No. 17 as follows:

1. Article VI—Term of Agreement shall be modified to read as follows:

   Section 6.01. Duration. This Agreement shall continue in force through December 31, 2006. However, the obligations of DOE and Company which are specified in this Agreement as continuing after termination shall continue in accordance with the terms of this Agreement.

2. Section 2.06—Excess Joppa Energy, and Section 3.08—Adjustment for Replacements, Extensions and Improvements, of the Agreement shall be deleted.

3. Except as modified herein, the Agreement shall remain in full force and effect from January 1, 2006 through December 31, 2006.

4. This Modification No. 17 is subject to necessary acceptance by the Federal Energy Regulatory Commission (the "FERC"). Upon execution of this Modification No. 17 by a duly authorized representative of DOE, Company shall prepare and file at the FERC a revised and restated Agreement containing these changes with the FERC, with a request that the Agreement, as so modified, be permitted to become effective as of January 1, 2006.

IN WITNESS WHEREOF, the parties hereto have executed the Modification No. 17 as of the day and year first above written.

UNITED STATES OF AMERICA

By: ______________________

ELECTRIC ENERGY, INC.

By: ______________________

Mr. Powers then summarized the key points of the proposed Power Sales Agreement between the Company and the owners. Mr. Powers reported he received a letter indicating Kentucky Utilities Company did not wish to participate in the Power Sales Agreement effective January 1, 2006. Mr. Powers reported the counterparty to the agreement would be Ameren Energy Marketing, participating at 100 per cent.

A general discussion was entered into by the Board regarding the Power Sales Agreement. Some of the issues raised and further clarified by the Chairman and President were: market-based rates, interpretation of certain contract sections, pricing of energy, when and how contract pricing will be established, scheduling of power, and monitoring profits of the Company.

After full discussion, upon motion duly made and seconded, it was agreed to approve the following resolution:

RESOLVED; the Board authorizes the appropriate officers of Electric Energy, Inc. to enter into a Power Sales Agreement presented to the Board and made a part of the Minutes.

10kWIZARD
SEC POWER SEARCH

FORM 10-K

AMEREN CORP - AEE

Filed: March 07, 2006 (period: December 31, 2005)

Annual report which provides a comprehensive overview of the company for the past year

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EXECUTIVE OFFICERS OF THE REGISTRANTS (ITEM 401(b) OF REGULATION S-K):

The executive officers of the Ameren Companies, including major subsidiaries, are listed below, along with their ages as of December 31, 2005, all positions and offices held with the Ameren Companies, tenure as officer, and business background for at least the last five years. Some executive officers hold multiple positions within the Ameren Companies; their titles are given in the description of their business experience.

AMEREN CORPORATION:

Name	Age at 12/31/05	Positions and Offices Held
Gary L. Rainwater	59	Chairman, Chief Executive Officer, President, and Director

Rainwater joined UE in 1979 as an engineer. He was elected vice president, corporate planning, in 1993. Rainwater was elected executive vice president of CIPS in January 1997 and president and chief executive officer of CIPS in December 1997. He was elected president of Resources Company in 1999 and Genco in 2000. He was elected president and chief operating officer of Ameren, UE, and Ameren Services in August 2001, at which time he relinquished his position as president of Resources Company and Genco. In January 2003, Rainwater was elected president and chief executive officer of CILCORP and CILCO upon Ameren's acquisition of those companies. Effective January 1, 2004, Rainwater became chairman and chief executive officer of Ameren, UE, and Ameren Services, in addition to being president. At that time, he was also elected chairman of CILCORP and CILCO. Rainwater was elected chairman, chief executive officer and president of IP in September 2004 upon Ameren's acquisition of that company. He currently holds the position of chairman and chief executive officer of CIPS, CILCO and IP, after relinquishing his position as president in October 2004.

Warner L. Baxter	44	Executive Vice President and Chief Financial Officer

Baxter joined UE in 1995 as assistant controller. He was promoted to controller of UE in 1996, elected controller of Ameren Services in 1997 and elected vice president and controller of Ameren, UE and Ameren Services in 1998. Baxter was elected vice president, controller, of CIPS in 1999 and of Genco in 2000. He was elected senior vice president, finance, of Ameren, UE, CIPS, Ameren Services, and Genco in 2001. In January 2003, Baxter was elected senior vice president of CILCORP and CILCO upon Ameren's acquisition of those companies. Baxter was elected to his present position at Ameren, UE, CIPS, Genco, AERG, AFS, Medina Valley, CILCORP, CILCO and Ameren Services in October 2003 and at IP in September 2004, upon Ameren's acquisition of that company.

Thomas R. Voss	58	Executive Vice President and Chief Operating Officer

Voss joined UE in 1969 as an engineer. From 1973 to 1998, he held various positions at UE, including district manager and distribution operating manager. Voss was elected vice president of CIPS in 1998 and senior vice president of UE, CIPS and Ameren Services in 1999. He was elected senior vice president of CILCORP and CILCO in 2003 and of IP in September 2004, upon Ameren's acquisitions of those companies. In October 2003, Voss was elected president of Genco, Resources Company, Marketing Company, AFS, Ameren Energy, Medina Valley, and AERG. Voss relinquished his presidency of these companies, with the exception of Ameren Energy, Medina Valley, and Resources Company in October 2004. He was elected to his present position at Ameren in January 2005. In June 2005, Voss relinquished his position as president of Ameren Energy.

Steven R. Sullivan	45	Senior Vice President, General Counsel, and Secretary

Sullivan joined Ameren, UE, CIPS and Ameren Services in 1998 as vice president, general counsel and secretary, and he added those positions at Genco in 2000. In January 2003, Sullivan was elected vice president, general counsel, and secretary of CILCORP and CILCO upon Ameren's acquisition of those companies. He was elected to his present position at Ameren, UE, CIPS, Genco, Marketing, Resources Company, AERG, AFS, Medina Valley, CILCORP, CILCO and Ameren Services in October 2003 and at IP in September 2004, upon Ameren's acquisition of that company.

Jerre E. Birdsong	51	Vice President and Treasurer

Birdsong joined UE in 1977 as an economist. He was promoted to assistant treasurer in 1984 and manager of finance in 1989. He was elected as treasurer of UE in 1993. He was elected treasurer of Ameren, CIPS and Ameren Services in 1997, Resources Company in 1999, Genco, AFS and Marketing in 2000, and AERG and Medina Valley in 2003. In addition to being treasurer, in 2001 he was elected vice president at Ameren and the subsidiaries listed above, with the exception of AERG and Medina Valley. Birdsong was elected vice president at AERG and Medina Valley in 2003. Additionally, he was elected vice president and treasurer of CILCORP and CILCO in January 2003 and of IP in September 2004, upon Ameren's acquisition of that company.

Name	Age at 12/31/05	Positions and Offices Held
Martin J. Lyons	39	Vice President and Controller

Lyons joined Ameren, UE, CIPS, Genco and Ameren Services in October 2001 as controller. He was elected controller of CILCORP and CILCO in January 2003, upon Ameren's acquisition of those companies. In addition to being controller, he was elected vice president of Ameren, UE, CIPS, Genco, AERG, AFS, Medina Valley, CILCORP, CILCO and Ameren Services in 2003 and vice president and controller of IP in September 2004, upon Ameren's acquisition of that company. He was previously employed by PricewaterhouseCoopers LLP for 13 years, most recently as a partner.

SUBSIDIARIES:

Scott A. Cisel	52	President and Chief Operating Officer (CILCO, CIPS and IP)

Cisel assumed the position of vice president and chief operating officer for CILCO in 2003, upon Ameren's acquisition of that company. Prior to that acquisition, he served as senior vice president of CILCO. Cisel has held various management positions at CILCO in sales, customer services, and district operations, including manager of commercial office operations in 1981, manager of consumer and energy services in 1984, manager of rates, sales, and customer service in 1988, and director of corporate sales in 1993. From 1995 to 2001, he was vice president, at first managing sales and marketing, then legislative and public affairs, and later sales, marketing and trading. In April 2001, he was elected senior vice president of CILCO. In September 2004, Cisel was elected vice president of UE and Ameren Services. In October 2004, he was elected president and chief operating officer of CIPS, CILCO and IP.

Daniel F. Cole	52	Senior Vice President (CILCO, CIPS, CILCORP, Genco, IP and UE)

Cole joined UE in 1976 as an engineer. He was named UE's manager of resource planning in 1996 and general manager of corporate planning in 1997. In 1998, Cole was elected vice president of corporate planning of Ameren Services. He was elected senior vice president at UE and Ameren Services in 1999 and at CIPS in 2001. He was elected president of Genco in 2001 and relinquished that position in 2003. He was elected senior vice president at CILCORP and CILCO in 2003 and at IP in September 2004, upon Ameren's acquisitions of those companies.

R. Alan Kelley	53	President (Genco) and Senior Vice President (CILCO and UE)

Kelley joined UE in 1974 as an engineer. He was named UE's manager of corporate planning in 1985, vice president of energy supply in 1988. He was elected vice president of Ameren Services in 1997 and vice president of Resources Company in 2000. Kelley was elected senior vice president of Ameren Services in 1999 and of Genco in 2000. He was elected senior vice president at CILCO in January 2003, upon Ameren's acquisition of that company. In October 2004, Kelley was elected president of Genco, AERG, and Medina Valley, and senior vice president of UE.

Richard J. Mark	50	Senior Vice President (UE)

Mark joined Ameren Services in January 2002 as vice president of customer service. In 2003, he was elected vice president of governmental policy and consumer affairs at Ameren Services, with responsibility for government affairs, economic development, and community relations for Ameren's operating utility companies. He was elected senior vice president at UE in January 2005, with responsibility for Missouri energy delivery. Before joining Ameren, Mark was employed for 11 years by Ancilla Systems Inc. During that time, he served as vice president for governmental affairs, chief operating officer, and for the final six years, as chief executive officer of St. Mary's Hospital in East St. Louis, Illinois.

Donna K. Martin	58	Senior Vice President and Chief Human Resources Officer (Ameren Services)

Martin joined Ameren Services in May 2002 as vice president, human resources. In 2004, she assumed the additional responsibility of the corporate communications function. In February 2005, Martin was elected senior vice president and chief human resources officer. Before joining Ameren, she was employed from 2000 to 2002 by Faulding Pharmaceuticals of Paramus, New Jersey where she was senior vice president, human resources. Martin also served as head of human resources in North America for Pharmacia from 1999 to 2000, after working as vice president of human resources for both Monsanto Company and Baxter Healthcare Corporation.

Michael G. Mueller	42	President (AFS)

Mueller joined UE in 1986 as an engineer in corporate planning. In 1988, he became a fuel buyer in the Fossil Fuel Department, and in 1994 he was named senior fuel buyer for UE. In 1998, Mueller became director of coal trade for Ameren Energy. In 1999, he was promoted to manager of the Fossil Fuel Department of Ameren Services. Mueller was elected vice president of AFS in 2000 and president in 2004.

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Name	Age at 12/31/05	Positions and Offices Held
Charles D. Naslund	53	Senior Vice President and Chief Nuclear Officer (UE)

Naslund joined UE in 1974 as an assistant engineer in Engineering and Construction. He became manager, nuclear operations support, in 1986. In 1991, he was named manager, nuclear engineering. He was elected vice president of power operations at UE in 1999, vice president of Ameren Services in 2000 and vice president of nuclear operations at UE in September 2004. Naslund was elected senior vice president and chief nuclear officer at UE in January 2005.

Andrew M. Serri	44	President (Ameren Energy and Marketing Company)

Serri joined Marketing Company as vice president of sales and marketing in 2000. Serri was elected vice president of marketing and trading and of Ameren Services in 2004, before being elected president of Marketing Company and vice president of Ameren Energy that same year. In June 2005, Serri was elected president of Ameren Energy.

David A. Whiteley	49	Senior Vice President (CILCO, CIPS, CILCORP, Genco, IP and UE)

Whiteley joined UE in 1978 as an engineer. In 1993, he was named manager of transmission planning and later manager of electrical engineering and transmission planning. In 2000, Whiteley was elected vice president of Ameren Services, responsible for engineering and construction and later energy delivery technical services. He was elected senior vice president of UE, CIPS and Genco in 2001, of AERG, CILCORP and CILCO in 2003, and of IP in September 2004, upon Ameren's acquisition of that company.

Officers are generally elected or appointed annually by the respective board of directors of each company, following the election of board members at the annual meetings of shareholders. No special arrangement or understanding exists between any of the above-named executive officers and the Ameren Companies, nor to our knowledge, with any other person or persons pursuant to which any executive officer was selected as an officer. There are no family relationships among the officers. Except for Martin J. Lyons, Richard J. Mark and Donna K. Martin, all of the above-named executive officers have been employed by an Ameren company for more than five years in executive or management positions.

The Ameren Companies previously designated all officers at the level of vice president and higher as executive officers. We have changed our designations of executive officers to more closely align our designations with SEC rules. The persons identified above are the officers of the Ameren Companies for purposes of Section 16 of the Exchange Act as of the date of this report.

PART II

ITEM 5. MARKET FOR REGISTRANTS' COMMON EQUITY, RELATED STOCKHOLDER MATTERS AND ISSUER PURCHASES OF EQUITY SECURITIES.

Ameren's common stock is listed on the NYSE (ticker symbol: AEE). Ameren began trading on January 2, 1998, following the merger of UE and CIPSCO on December 31, 1997. Ameren has submitted to the NYSE a certificate of the chief executive officer of Ameren certifying that he is not aware of any violation by Ameren of NYSE corporate governance listing standards.

Ameren common shareholders of record totaled 83,438 on January 31, 2006. The following table presents the price ranges and dividends paid per Ameren common share for each quarter during 2005 and 2004.

	High	Low	Close	Dividends Paid
AEE 2005 Quarter Ended:				
March 31	$52.00	$47.51	$49.01	63 1/2¢
June 30	58.84	48.70	55.30	63 1/2
September 30	56.77	52.05	53.49	63 1/2
December 31	54.46	49.61	51.24	63 1/2
AEE 2004 Quarter Ended:				
March 31	$48.34	$44.91	$46.09	63 1/2¢
June 30	46.28	40.55	42.96	63 1/2
September 30	46.99	42.00	46.15	63 1/2
December 31	50.36	45.95	50.14	63 1/2