

**EXHIBIT**

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**AMENDMENT TO**  
**SERVICE AREA AGREEMENT**  
**(South Quincy Levee District)**

This Amendment to the Service Area Agreement entered into this 1<sup>st</sup> day of December, 2000 by and between ADAMS ELECTRIC COOPERATIVE (ADAMS) and CENTRAL ILLINOIS PUBLIC SERVICE COMPANY d/b/a AMERENCIPS (CIPS)

WITNESSETH:

WHEREAS, ADAMS and CIPS are each an electric supplier as defined by the Electric Supplier Act of the State of Illinois, approved July 2, 1965, as from time to time amended (hereinafter "ESA"); and

WHEREAS, pursuant to Section 6 of the ESA the parties hereto are authorized to contract together defining and delineating, one or more service areas in which each shall be entitled to furnish electric service, which contract shall be subject to the approval of the Illinois Commerce Commission (Commission); and

WHEREAS, the parties hereto, in order to avoid duplication of facilities and to minimize disputes between themselves which may result in inconvenience and diminished efficiency to the public, and in the public interest desire so to contract; and

WHEREAS, the parties previously entered into a Service Area Agreement dated April 16, 1971 which was subsequently approved by the Commission on August 4, 1971. This Agreement shall constitute an Amendment to the Service Area Agreement of April 16, 1971 between ADAMS and CIPS.

NOW THEREFORE, for and in consideration of the promises and mutual covenants and agreements hereinafter set forth ADAMS and CIPS agree as follows:

1. The territory which is the subject of this Amendment is referenced on the map marked Exhibit A attached hereto and by reference incorporated herein. ADAMS shall be entitled exclusively to serve all customers with their electric service requirements in the area or areas designated as ADAMS on the map attached hereto as Exhibit A and CIPS shall be entitled exclusively to serve all customers with their electric service requirements in the area or areas designated as CIPS on the map attached hereto as Exhibit A.

2. Except as otherwise provided herein, this amendment to the Service Area Agreement entered into April 16, 1971 and approved by the Commission August 4, 1971, does not alter the service territories established by the parties in the Partial Service Area Agreement between the parties dated June 19, 1998 and approved by the Commission in Docket No. 98-0495.

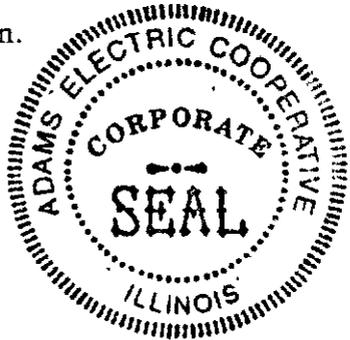
3. This Amendment is entered into pursuant to Section 6 of the ESA. Except when specified in this Amendment or otherwise required by law it is intended by the parties that all other provisions of the Service Area Agreement remain in full force and effect.

4. The rights and obligations of this Amendment shall inure to and be obligatory upon the respective successors and assigns of the parties hereto.

5. Upon the execution of this Amendment the parties hereto will forthwith file a joint application for its approval with the Illinois Commerce Commission and this Amendment shall be subject to Commission approval.

IN WITNESS WHEREOF, the parties have caused this Service Area Agreement Amendment to be executed in their respective corporate names by their duly authorized

officers and their respective corporate seals to be hereunto affixed as of the day and year first above written.



ATTEST:

John R. Kestner  
Secretary

ADAMS ELECTRIC COOPERATIVE

By: [Signature]  
President

AMERENCIPS

By: Craig D. Nelson  
Vice-President

ATTEST:

James A. Tiscas  
Asst. Secretary

adamscipsagsg.jtelec