

**AMENDED
GENERAL SERVICES AGREEMENT**

Between

AMEREN SERVICES COMPANY

and

**AMEREN CORPORATION, UNION ELECTRIC COMPANY,
CENTRAL ILLINOIS PUBLIC SERVICE COMPANY, and
CIPSCO INVESTMENT COMPANY**

THIS AGREEMENT, made and entered into this First day of January 1998, and amended as of June 6, 2001, by and between the following Parties: AMEREN SERVICES COMPANY (hereinafter sometimes referred to as "Service Company"), a Missouri corporation; and AMEREN CORPORATION ("Ameren Corporation"), a Missouri Corporation; UNION ELECTRIC COMPANY ("UE"), a Missouri corporation; CENTRAL ILLINOIS PUBLIC SERVICE COMPANY ("CIPS"), an Illinois corporation; and CIPSCO INVESTMENT COMPANY ("CIC"), an Illinois corporation (all of which are hereinafter sometimes referred to collectively as "Parties", and singularly as "Party");

WITNESSETH:

WHEREAS, Ameren Corporation is registered under the terms of the Public Utility Holding Company Act of 1935 (the "Act"); and

WHEREAS, Ameren Corporation, UE, CIPS, CIC, and the subsidiaries of UE, CIPS, and CIC (hereinafter referred to as "Client Companies") entered into this Agreement providing for the performance by Service Company for the Client Companies of certain services more particularly set forth herein; and

WHEREAS, Service Company is organized, staffed and equipped and is authorized by the Securities and Exchange Commission ("the SEC" or "the Commission") to be a subsidiary service company under Section 13 to render to Ameren Corporation, and other subsidiaries of Ameren

Corporation, certain services as herein provided; and

WHEREAS, to maximize efficiency, and to achieve merger related savings, the Client Companies desire to avail themselves of the advisory, professional, technical and other services of persons employed or to be retained by Service Company, and to compensate Service Company appropriately for such services; and

WHEREAS, Service Company and Client Companies now desire to amend the Agreement dated January 1, 1998 by deleting from Schedule 1 paragraphs k) and l) for Fossil Fuel Procurement and Gas Supply, respectively, in order to reflect the regulatory approvals received on March 7, 2001 from the Illinois Commerce Commission (ICC Docket # 00-0757) and on April 5, 2001 from the SEC (Release No. 35-27374; 70-9775) which allow Ameren Energy Fuels and Services Company, a subsidiary of Ameren Corporation, to provide such services to UE and to CIPS;

NOW, THEREFORE, in consideration of the premises and of the mutual agreements herein, the Parties hereto agree as follows:

Section 1. Agreement to Furnish Services

Service Company agrees to furnish to Client Companies upon the terms and conditions herein provided, the services hereinafter referred to and described in Section 2, at such times, for such period and in such manner as Client Companies may from time to time request. Service Company will keep itself and its personnel available and competent to render to Client Companies such services so long as it is authorized to do so by the appropriate federal and state regulatory agencies.

Section 2. Services to be Performed

The services to be provided by Service Company hereunder may, upon request, include the services as set out in Schedule 1, attached hereto and made a part hereof. Schedule 1 will be

revised as necessary.

In addition to the Services set out in Schedule 1, Service Company shall render advice and assistance in connection with such other matters as Client Companies may request and Service Company determines it is able to perform with respect to Client Companies' business and operations.

Section 3. Compensation of Service Company

As compensation for such services rendered to them by Service Company, Client Companies hereby agree to pay to Service Company the cost of such services, computed in accordance with applicable rules and regulations (including, but not limited to, Rules 90 and 91) under the Act and appropriate accounting standards.

Compensation to be paid by Client Companies shall include direct charges and Client Companies' fairly allocated pro rata share of certain of Service Company's costs, determined as set out on Schedule 2, attached hereto and made a part hereof.

Section 4. Securities and Exchange Commission Rules

It is the intent of the Parties that the determination of the costs as used in this Agreement shall be consistent with, and in compliance with the rules and regulations of the SEC, as they now read or hereafter may be modified by the Commission.

Section 5. Service Requests

Services will be performed in accordance with a Service Request system, consisting of work orders established to capture the various types of costs incurred by Service Company. Costs will be charged to the appropriate service requests, which will then be the basis for the billing of costs to Client Companies.

Section 6. Payment

Payment shall be by making remittance of the amount billed or by making appropriate

accounting entries on the books of the applicable companies.

Payment shall be accomplished on a monthly basis, and remittance or accounting entries shall be completed within 60 days of billing.

Section 7. Ameren Corporation

Except as authorized by rule, regulation, or order of the SEC, nothing in this Agreement shall be read to permit Ameren Corporation, or any person employed by or acting for Ameren Corporation, to provide services for other Parties, or any companies associated with said Parties.

Section 8. Client Companies

Except as limited by Section 7, nothing in this Agreement shall be read to prohibit Client Companies from furnishing to other Client Companies services herein referred to, under the same conditions and terms as set out for Service Company.

Section 9. Effective Date and Termination

This Agreement was executed subject to the consent and approval of all applicable regulatory agencies, and became effective as of the date the merger between UE and CIPSCO, Inc. was consummated, and shall remain in effect from said date unless terminated by mutual agreement or by any Party giving at least sixty days' written notice to the other Parties prior to the beginning of any calendar year, each Party fully reserving the right to so terminate the Agreement.

This Agreement may also be terminated to the extent that performance may conflict with any rule, regulation or order of the SEC adopted before or after the making of this Agreement.

Section 10. Assignment

This Agreement and the rights hereunder may not be assigned without the mutual written consent of all Parties hereto.

Section 11. Appointment of Service Company as Agent

Client Companies hereby appoint Service Company as Agent to represent the Client

Companies in performing the services described in Section 2 above. Client Companies also authorize Service Company to purchase (i.e. take title to) various commodities and goods, and to resell (i.e. convey title to) such commodities and goods to Client Companies in the course of performing the services described in Section 2. Any resale of such commodities and goods by Service Company to the Client Companies shall be at the costs incurred by Service Company for its purchase of such items. Service Company shall be accountable for all funds advanced or collected on behalf of a Client Company in connection with any transaction in respect of which Service Company provides services. The provision of services by Service Company pursuant to this Agreement shall in all cases and notwithstanding anything herein contained to the contrary be subject to any limitations contained in authorizations, rules or regulations of those governmental agencies, if any, having jurisdiction over Service Company or such provision of services.

Section 12. Third Party Reliance on Agency Agreement

The Client Companies have duly and properly appointed Service Company as their Agent. Service Company has the full power and authority to transact business on behalf of the Client Companies, and, in particular, to transact for the purchase and sale of the commodities and services discussed above on behalf of the Client Companies. In furtherance of the authority referred to above, Service Company has the right and power, whether or not under seal, to execute and deliver on behalf of the Client Companies such documents and agreements as may be required in such business transactions without delivering proof to any person of its authority to do so. The Client Companies will be legally bound by the terms of any agreement or contract entered into by Service Company and will be responsible for satisfying any obligations of Service Company under any such agreement or contract. The Client Companies or, where a contract or agreement indicates that Service Company is acting on behalf of only one of the Client Companies, the identified Client Company shall be bound by the terms of any contract or

agreement entered into by Service Company; and the obligations under such contract or agreement, including any payment or financial obligations, will be the obligations of the Client Companies, or the identified Client Company, as the case may be, and enforceable against them or it.

IN WITNESS WHEREOF, the Parties hereto have caused this Agreement as amended to be executed and attested by their authorized officers as of June 6, 2001.

AMEREN SERVICES COMPANY

By Cregg J. Nelson
Title Vice President & Tax Counsel

ATTEST:

By JL Waters
Title ASST. SECRETARY

AMEREN CORPORATION

By Chris Sello
Title Vice President, General Counsel
& Secretary

ATTEST:

By JL Waters
Title ASST. SECRETARY

UNION ELECTRIC COMPANY

By Walter R. Baker
Title Vice Pres. & Controller

ATTEST:

By JL Waters
Title ASST. SECRETARY

CENTRAL ILLINOIS PUBLIC SERVICE COMPANY

By Craig D. Nelson
Title Vice President

ATTEST:

By A. L. Waters
Title ASST. SECRETARY

CIPSCO INVESTMENT COMPANY

By R. Pihl

Title Vice President,
Chief Financial Officer

ATTEST:

By [Signature]
Title Asst. Secretary

**DESCRIPTION OF EXPECTED SERVICES
TO BE PROVIDED BY AMEREN SERVICES COMPANY AND
EXPECTED DIRECT COST ALLOCATION FACTORS,
As Amended As Of June 6, 2001**

Description of Expected Services to be Provided

A description of the expected services to be provided by Service Company is detailed below. Identifiable costs for all of the functional organizations listed below will be directly charged to Client Companies, whenever possible.

For costs that cannot be directly assigned or distributed, the expected direct cost allocation factors are reflected below for each Service Company department.

a) Building Service

Description - Provide facility management services for owned and leased facilities, excluding power plants. To the extent that leasing arrangements are established between Service Company and/or Client Companies lease costs will include rent for space occupied and applicable services, such as operation and maintenance of structures, capital improvements, interior space planning, security and janitorial. As appropriate, lease costs will be allocated based on square feet occupied and the allocation factors listed below.

Expected Allocation Factors - 1) number of employees; 2) operations and maintenance labor; 3) total capitalization; and 4) total assets

b) Controller's

Description - Perform all accounting services necessary to properly maintain and report on the books and records of Client Companies. Provide investor relations services.

Expected Allocation Factors - 1) composite*; 2) total capitalization; and 3) total assets

c) Corporate Communications

Description - Develop strategies for advertising and marketing efforts, develop employee communication programs, coordinate community relations efforts and develop policies and procedures for media relations.

Expected Allocation Factors - 1) composite*; 2) total capitalization; and 3) total assets

d) Corporate Planning

Description - Provide rate engineering, regulatory, resource planning and business analysis

services.

Expected Allocation Factors - 1) composite*; 2) kwh sales; 3) peak load [electric]; 4) total capitalization; and 5) total assets

e) Customer Services/Division Support

Description - Answer customer inquiries pertaining to electric/gas service usage and perform credit activities. Provide technical support relating to planning, engineering, constructing and operating the distribution and transmission systems. Provide technical support and maintenance of protective relay schemes, station meter work, system testing and data acquisition systems.

Expected Allocation Factors - 1) number of customers; 2) number of employees; and 3) operations and maintenance labor

f) Economic Development

Description - Provide community and business development services, as well as natural gas development services. Analyze community and business development opportunities.

Expected Allocation Factors - 1) number of customers; 2) sales [kwh and dekatherm]; 3) total capitalization; and 4) total assets

g) Energy Supply

Coordinate the use of the generating, transmission and interconnection facilities to provide economical and reliable energy.

Expected Allocation Factors - 1) kwh sales

h) Engineering and Construction

Description - Provide professional services related to engineering studies, design, procurement, planning, building and management of projects. Study technology that may reduce costs of producing, delivering and using electricity.

Expected Allocation Factors - 1) peak load [electric]; 2) generating capacity; and 3) construction expenditures

i) Environmental Services & Safety

Description - Perform analysis and advocacy of regulatory and legislative issues in the areas of environment, health and safety. Communicate final regulatory requirements to operating groups. Provide assistance and support and compliance review in meeting those

requirements. Oversee hazardous substance site investigation and remediation activities.

Expected Allocation Factors - 1) number of employees; 2) generating capacity; 3) operations and maintenance labor; and 4) construction expenditures

j) Executive

Description - Provide executive management duties for all applicable activities at the department, function and officer levels.

Expected Allocation Factors - 1) total capitalization; 2) total assets; and 3) sales [kwh and dekatherm]

k) General Counsel

Description - Provide general legal advice related to all applicable activities and legal services in regards to litigation, legislative activities, regulatory agencies and security matters. Make regulatory filings, maintain minutes of the board of directors, conduct stockholder meetings and procure property and casualty insurance bonds.

Expected Allocation Factors - 1) composite*; 2) total capitalization; and 3) total assets

l) Human Resources

Description - Administer and negotiate employee benefits including pensions, major medical, long-term disability, life insurance, defined contribution plans, executive benefit and flexible spending plans. Provide employment services, including required regulatory reporting and maintenance of personnel records. Provide employee training and communications services.

Expected Allocation Factors - 1) number of employees; 2) total capitalization; 3) total assets; and 4) operation and maintenance labor

m) Industrial Relations

Description - Negotiate, represent and administer provisions of labor agreements applicable to unions representing union employees.

Expected Allocation Factors - 1) number of employees; and 2) operation and maintenance labor

n) Information Services

Description - Provide for the development and operation of computer software, telecommunications and other equipment used to conduct business and engineering

activities. Maintain all billing records and process customer meter readings.

Expected Allocation Factors - 1) composite*; 2) number of customers; 3) number of employees; 4) CPU cycles; and 5) operation and maintenance labor

o) Internal Audit

Description - Audit company operations, perform operational and productivity reviews, review justifications for capital projects and perform quality assurance reviews.

Expected Allocation Factors - 1) composite*; 2) number of customers; 3) number of employees; and 4) operation and maintenance labor

p) Marketing

Description - Provide marketing services including account management, program development, market research and customer energy services.

Expected Allocation Factors - 1) sales [kwh and dekatherm]; and 2) total assets

q) Merger Coordination

Description - Monitor programs to achieve savings, merger costs and position reductions as they relate to the implementation plans.

Expected Allocation Factors - 1) composite*; 2) total capitalization; and 3) total assets

r) Motor Transportation

Description - Provide engineering, support, and mechanical servicing of vehicles, procurement of vehicles and safety and training programs.

Expected Allocation Factors - 1) number of vehicles

s) Purchasing

Description - Provide procurement of goods and services other than fuel. Provide materials inventory management services.

Expected Allocation Factors - 1) composite*; 2) total assets; and 3) construction expenditures

t) Real Estate

Description - Acquire necessary land rights and permits including coordination of site

selection. Maintain existing land rights while permitting licenses and leases to minimize investment or costs of holding property.

Expected Allocation Factors - 1) composite*; 2) number of customers; and 3) total assets

u) Stores

Description - Provide clerical, stenographic, administrative and Electronic Data systems support. Provide engineering support and manage and direct stores operations.

Expected Allocation Factors - 1) composite*

v) Tax

Description - Research and consult on tax issues in connection with federal, state and local tax compliance and planning matters, including the preparation and filing of returns.

Expected Allocation Factors - 1) composite*; 2) current tax expense; 3) total capitalization; and 4) total assets

w) Treasurer's

Description - Provide treasury operation, mailing, financial planning, investments, and executive payroll and pension disbursement services.

Expected Allocation Factors - 1) composite*; 2) number of customers; 3) number of employees; 4) total capitalization; and 5) total assets

*Composite consists of the following three factors (equal weight to each factor):

- Sales (kwh and dekatherm)
- Number of customers
- Number of employees

Allocation Factors

The following allocation factors will be utilized as outlined above.

Number of Customers - Based on the number of customers (electric and/or gas) at the end of the most recent calendar year. The numerator of which is for an Operating Company (either CIPS or UE) and the denominator of which is for all Operating Companies. This ratio will be determined annually, and/or at such time as may be required due to a significant change in circumstances.

Sales - Based on the sales volume (kwh and/or dekatherms) for the most recent calendar year. The numerator of which is for an Operating Company and the denominator of which is for all Operating Companies. This ratio will be determined annually, and/or at such time as may be

required due to a significant change in circumstances.

Number of Employees - Based on the number of employees (contract and/or non-contract, or electric operating and/or gas operating) at the end of the most recent calendar year. The numerator of which is for an Operating Company or an affected affiliate company. The denominator of which is for all Operating Companies and affected affiliate companies. This ratio will be determined annually, and/or at such time as may be required due to a significant change in circumstances.

Composite - Based on an equal weighting Sales (kwh & dekatherm), Number of Customers (total), and Number of Employees (total) allocation factors. The numerator of which is the simple average of the above three factors for an Operating Company and the denominator of which is for all Operating Companies. This ratio will be determined annually and/or at such time as may be required due to a significant change in circumstances.

Operations & Maintenance Labor - Based on the Operations & Maintenance Labor (electric and/or gas) for the most recent calendar year. The numerator of which is for an Operating Company or an affected affiliate and the denominator of which is for all Operating Companies and affected affiliate companies. This ratio will be determined annually, and/or at such time as may be required due to a significant change in circumstances.

Revenues - Based on revenues (electric and/or gas) for the most recent calendar year. The numerator of which is for an Operating Company or an affected affiliate company. The denominator of which is for all Operating Companies and/or affected affiliate companies. This ratio will be determined annually, or at such time as may be required due to a significant change in circumstances.

Total Capitalization - Based on total capitalization (total common stockholder's equity, preferred stock, and long term debt) at the end of the most recent calendar year. The numerator of which is for an Operating Company or an affected affiliate company. The denominator of which is for all Operating Companies and affected affiliate companies. This ratio will be determined annually, and/or at such time as may be required due to a significant change in circumstances.

Total Assets - Based on total assets at the end of the most recent calendar year. The numerator of which is for an Operating Company or an affected affiliate company. The denominator of which is for all Operating Companies and affected affiliate companies. This ratio will be determined annually, and/or at such time as may be required due to a significant change in circumstances.

Construction Expenditures - Based on construction expenditures for the most recent calendar year. The numerator of which is for an Operating Company or an affected affiliate company. The denominator of which is for all Operating Companies and affected affiliate companies. This ratio will be determined annually, and/or at such time as may be required due to a significant change in circumstances.

Peak Load (electric) - Based on the highest monthly maximum megawatt load (60-minute

integration) for the most recent calendar year. The numerator of which is for an Operating Company and the denominator of which is for all Operating Companies. This ratio will be determined annually, and/or at such time as may be required due to a significant change in circumstances.

Peak Load (gas) - Based on the highest daily send out in therms (excluding transportation) for the most recent calendar year. The numerator of which is for an Operating Company and the denominator of which is for all Operating Companies. This ratio will be determined annually, and/or at such time as may be required due to a significant change in circumstances.

Generating Capacity (nameplate) - Based on installed capacity nameplate ratings at the end of the most recent calendar year. The numerator of which is for an Operating Company and the denominator of which is for all Operating Companies. This ratio will be determined annually, and/or at such time as may be required due to a significant change in circumstances

Gas Throughput - Based on gas throughput in dekatherms (sales and transportation) for the most recent calendar year. The numerator of which is for an Operating Company. The denominator of which is for all Operating Companies. This ratio will be determined annually, and/or at such time as may be required due to a significant change in circumstances.

CPU Cycles - Based on cpu cycles (by application) for the most recent calendar year. The numerator of which is for an Operating Company or an affected affiliate company. The denominator of which is for all Operating Companies and affected affiliate companies. This ratio will be determined annually, and/or at such time as may be required due to a significant change in circumstances.

Current Tax Expense - Based on taxes charged (income and other) for the most recent calendar year. The numerator of which is for an Operating Company or an affected affiliate company. The denominator of which is for all Operating Companies and affected affiliate companies. This ratio will be determined annually, and/or at such time as may be required due to a significant change in circumstances.

Number of Vehicles - Based on number of vehicles at the end of the most recent calendar year. The numerator of which is for an Operating Company and the denominator of which is for all Operating Companies. This ratio will be determined annually, and/or at such time as may be required due to a significant change in circumstances.

In addition to the allocation factors listed above, appropriate direct allocations will be made for costs benefiting a single affiliate. Indirect allocations will also be made to all affiliates, including non-regulated companies and Ameren Corporation (AMC).

It may be necessary to allocate a percentage of total costs allocated to non-regulated companies or AMC (see below). This will be done as a sub-factor of existing allocation factors. For example, allocating a percentage of customer service costs to non-regulated companies and allocating remaining costs based on number of customers. Also, allocating a percentage of video

presentation costs to AMC and allocating remaining costs based on capitalization.

Non-Regulated - Based on a percentage of total costs allocated to non-regulated companies when existing allocation methods do not adequately reflect the level of services or benefits received. After allocating this percentage of total costs to non-regulatory companies, the remaining costs will be allocated to AMC and/or its subsidiaries, as appropriate, based upon one of the factors above.

Corporate - Based on a percentage of total costs allocated to AMC when existing allocation methods do not adequately reflect the level of services or benefits received. After allocating this percentage of total costs to AMC, the remaining costs will be allocated based upon one of the factors above.

**AMEREN SERVICES
EXPECTED ALLOCATED DIRECT COST FACTORS**

<u>ALLOCATION NUMBER</u>	<u>DESCRIPTION</u>
001A	Composite*
001B	Composite (w/ % to CIC and UDC)*
001C	Composite (w/ % to UDC)*
001D	Composite (Dekatherm & Customers-IL)**
001E	Composite (Dekatherm & Customers)**
001F	Composite (KWH & Customers-IL)**
001G	Composite (UE/CIPS)*
001H	Composite (UE/CIPS w/ % to CIC and UDC)*
001I	Composite (UE/CIPS w/ % to UDC)*
002A	Number of customers
002B	Number of gas transportation customers
002C	Number of electric customers
002D	Number of gas customers
002E	Number of customers (w/ % to UDC)
002F	Number of customers (IL non-residential electric)
002G	Number of customers (IL non-residential gas)
002H	Number of customers (IL non-residential)
002I	Number of customers (IL)
003A	Sales (kwh and dekatherm)
003B	Kwh sales
003C	Dekatherm sales
004A	Number of employees
004B	Number of contract employees
004C	Number of non-contract employees
004D	Number of AMS & UE employees
004E	Number of AMS & CIPS employees
004F	Number of UE & CIPS employees
004G	Number of UE & CIPS non-contract employees
005A	O&M labor
005B	O&M labor (Electric)
005C	O&M labor (Gas)
006A	Total revenues
006B	Electric revenues
006C	Gas revenues
007A	Total capitalization
007B	% to Ameren Corporation/total capitalization
008A	Total assets
008B	Total assets (UE & CIPS)
009A	Construction expenditures
010A	Peak load (electric)
010B	Peak load (gas)
011A	Generating capacity (Nameplate)
011B	Generating capacity (Coal)
012A	Gas throughput (includes transportation)
012B	Total electric net output
013A	CPU cycles - mainframe
013B	CPU cycles - UNIX
015A	Current tax expense
016A	Number of vehicles

*Composite consists of the following three factors (equal weight to each factor):

- Sales (kwh and dekatherm)
- Number of customers
- Number of employees

**Composite consists of the following two factors (equal weight to each factor):

- Sales
- Number of customers