

UNION ELECTRIC CO  
 Form 10-Q/A  
 February 12, 2007

**UNITED STATES  
 SECURITIES AND EXCHANGE COMMISSION**  
 Washington, D.C. 20549

**FORM 10-Q/A  
 Amendment No. 1**

Quarterly report pursuant to Section 13 or 15(d)  
 of the Securities Exchange Act of 1934  
**for the Quarterly Period Ended September 30, 2005**

OR

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

| <u>Commission<br/>File Number</u> | <u>Exact Name of Registrant as Specified<br/>in its Charter;<br/>State of Incorporation;<br/>Address and Telephone Number</u>                | <u>IRS Employer<br/>Identification No.</u> |
|-----------------------------------|--|--|
| 1-14756                           | <b>Ameren Corporation</b><br>(Missouri Corporation)<br>1901 Chouteau Avenue<br>St. Louis, Missouri 63103<br>(314) 621-3222                   | 43-1723446                                 |
| 1-2967                            | <b>Union Electric Company</b><br>(Missouri Corporation)<br>1901 Chouteau Avenue<br>St. Louis, Missouri 63103<br>(314) 621-3222               | 43-0559760                                 |
| 333-56594                         | <b>Ameren Energy Generating<br/>Company</b><br>(Illinois Corporation)<br>1901 Chouteau Avenue<br>St. Louis, Missouri 63103<br>(314) 621-3222 | 37-1395586                                 |
| 2-95569                           | <b>CILCORP Inc.</b><br>(Illinois Corporation)<br>300 Liberty Street<br>Peoria, Illinois 61602<br>(309) 677-5271                              | 37-1169387                                 |
| 1-2732                            | <b>Central Illinois Light Company</b><br>(Illinois Corporation)  | 37-0211050                                 |

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300 Liberty Street  
Peoria, Illinois 61602  
(309) 677-5271

Indicate by check mark whether the Registrants: (1) have filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the Registrant was required to file such reports), and (2) have been subject to such filing requirements for the past 90 days. Yes (X)  
No ( )

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Indicate by check mark whether each Registrant is an accelerated filer (as defined in Rule 12b-2 of the Securities Exchange Act of 1934).

|                                  |         |        |
|----------------------------------|---------|--------|
| Ameren Corporation               | Yes (X) | No ( ) |
| Union Electric Company           | Yes ( ) | No (X) |
| Ameren Energy Generating Company | Yes ( ) | No (X) |
| CILCORP Inc.                     | Yes ( ) | No (X) |
| Central Illinois Light Company   | Yes ( ) | No (X) |

Indicate by check mark whether each Registrant is a shell company (as defined in Rule 12b-2 of the Securities Exchange Act of 1934).

|                                  |         |        |
|----------------------------------|---------|--------|
| Ameren Corporation               | Yes ( ) | No (X) |
| Union Electric Company           | Yes ( ) | No (X) |
| Ameren Energy Generating Company | Yes ( ) | No (X) |
| CILCORP Inc.                     | Yes ( ) | No (X) |
| Central Illinois Light Company   | Yes ( ) | No (X) |

The number of shares outstanding of each Registrant's classes of common stock as of November 1, 2005, was as follows:

|                                  |  |
|----------------------------------|--|
| Ameren Corporation               | Common stock, \$.01 par value per share -<br>204,273,646   |
| Union Electric Company           | Common stock, \$5 par value per share, held by<br>Ameren<br>Corporation (parent company of the Registrant)<br>- 102,123,834  |
| Ameren Energy Generating Company | Common stock, no par value, held by Ameren<br>Energy<br>Development Company (parent company of the<br>Registrant and indirect subsidiary of Ameren<br>Corporation) - 2,000 |
| CILCORP Inc.                     | Common stock, no par value, held by Ameren<br>Corporation (parent company of the Registrant)<br>- 1,000  |
| Central Illinois Light Company   | Common stock, no par value, held by CILCORP<br>Inc.<br>(parent company of the Registrant and<br>subsidiary of<br>Ameren Corporation) - 13,563,871                          |

**EXPLANATORY NOTE**

This Amendment on Form 10-Q/A constitutes Amendment No. 1 to the Quarterly Report on Form 10-Q for the quarter ended September 30, 2005 of Ameren Corporation (Ameren), Union Electric Company (UE), Ameren Energy Generating Company (Genco), CILCORP Inc. (CILCORP), and Central Illinois Light Company (CILCO), which was originally filed with the Securities and Exchange Commission (SEC) on November 9, 2005.

This Amendment is being filed by Ameren, UE, Genco, CILCORP and CILCO solely to include preferability letters from their independent registered public accounting firm related to the accounting for emission allowances, as Ameren, UE, Genco, CILCORP and CILCO elected to change their accounting method for the classification of emission allowances from an inventory model to the intangible model. This revision does not affect the respective registrants' previously reported consolidated statement of income for the three month period ended September 30, 2005, the statement of income or cash flows for the nine-month period ended September 30, 2005, or the consolidated balance sheet as of September 30, 2005. In order to comply with certain requirements of the SEC's rules in connection with the filing of this Amendment on Form 10-Q/A, this Amendment includes Part II, Item 6: Exhibits to reflect the filing of updated certifications of the principal executive and principal financial officers of Ameren, UE, Genco, CILCORP and CILCO and the inclusion of the preferability letters as Exhibits 18.1, 18.2, 18.3, 18.4, and 18.5. This Amendment No. 1 does not make any other changes to the registrants' Quarterly Report on Form 10-Q for the quarter ended September 30, 2005.

The Form 10-Q for the quarter ended September 30, 2005 that was originally filed with the SEC on November 9, 2005 was a combined Form 10-Q that was separately filed by Ameren, UE, Central Illinois Public Service Company (CIPS), Genco, CILCORP, CILCO, and Illinois Power Company (IP) (collectively, the Ameren Companies). This Amendment does not constitute an amendment to the Form 10-Q filed by CIPS or IP for the quarter ended September 30, 2005. Each of the Registrants is filing on its own behalf all of the information contained in this Amendment that relates to it. No Registrant is filing any information that does not relate to it, and therefore no Registrant makes any representation as to any such information.

**ITEM 6. EXHIBITS.**

(a) Exhibits. The documents listed below are being filed or have been previously filed on behalf of the Ameren Companies and are herein incorporated by reference from the documents indicated and made a part hereof. Exhibits not identified as previously filed are filed herewith.

| Exhibit Designation                              | Registrant(s) | Nature of Exhibit   |
|--|---------------|---|
| <b>Letter Re Change in Accounting Principles</b> |               |   |
| 18.1   | Ameren        | Letter from PricewaterhouseCoopers LLP, dated February 7, 2007, regarding change in accounting principles |
| 18.2   | UE            | Letter from PricewaterhouseCoopers LLP, dated February 7, 2007, regarding change in accounting principles |
| 18.3   | Genco         | Letter from PricewaterhouseCoopers LLP, dated February 7, 2007, regarding change in accounting principles |
| 18.4   | CILCORP       | Letter from PricewaterhouseCoopers LLP, dated February 7, 2007, regarding change in accounting principles |
| 18.5   | CILCO         | Letter from PricewaterhouseCoopers LLP, dated February 7, 2007, regarding change in accounting principles |
| <b>Rule 13a-14(a) / 15d-14(a) Certifications</b> |               |   |
| 31.1   | Ameren        | Rule 13a-14(a)/15d-14(a) Certification of Principal Executive Officer of Ameren*                          |
| 31.2   | Ameren        | Rule 13a-14(a)/15d-14(a) Certification of Principal Financial Officer of Ameren*                          |
| 31.3   | UE            | Rule 13a-14(a)/15d-14(a) Certification of Principal Executive Officer of UE*                              |
| 31.4   | UE            | Rule 13a-14(a)/15d-14(a) Certification of Principal Financial Officer of UE*                              |
| 31.5   | CIPS          | Rule 13a-14(a)/15d-14(a) Certification of Principal Executive Officer of CIPS*                            |
| 31.6   | CIPS          | Rule 13a-14(a)/15d-14(a) Certification of Principal Financial Officer of CIPS*                            |
| 31.7   | Genco         | Rule 13a-14(a)/15d-14(a) Certification of Principal Executive Officer of Genco*                           |
| 31.8   | Genco         | Rule 13a-14(a)/15d-14(a) Certification of Principal Financial Officer of Genco*                           |
| 31.9   | CILCORP       | Rule 13a-14(a)/15d-14(a) Certification of Principal Executive Officer of CILCORP*                         |
| 31.10  | CILCORP       | Rule 13a-14(a)/15d-14(a) Certification of Principal Financial Officer of CILCORP*                         |
| 31.11  | CILCO         | Rule 13a-14(a)/15d-14(a) Certification of Principal Executive Officer of CILCO*                           |
| 31.12  | CILCO         |   |

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|                                    |         |  |
|------------------------------------|---------|--|
|                                    |         | Rule 13a-14(a)/15d-14(a) Certification of Principal Financial Officer of CILCO*                                  |
| 31.13                              | IP      | Rule 13a-14(a)/15d-14(a) Certification of Principal Executive Officer of IP*                                     |
| 31.14                              | IP      | Rule 13a-14(a)/15d-14(a) Certification of Principal Financial Officer of IP*                                     |
| 31.15                              | Ameren  | Rule 13a-14(a)/15d-14(a) Certification of Principal Executive Officer of Ameren with respect to the Form 10-Q/A  |
| 31.16                              | Ameren  | Rule 13a-14(a)/15d-14(a) Certification of Principal Financial Officer of Ameren with respect to the Form 10-Q/A  |
| 31.17                              | UE      | Rule 13a-14(a)/15d-14(a) Certification of Principal Executive Officer of UE with respect to the Form 10-Q/A      |
| 31.18                              | UE      | Rule 13a-14(a)/15d-14(a) Certification of Principal Financial Officer of UE with respect to the Form 10-Q/A      |
| 31.19                              | Genco   | Rule 13a-14(a)/15d-14(a) Certification of Principal Executive Officer of Genco with respect to the Form 10-Q/A   |
| 31.20                              | Genco   | Rule 13a-14(a)/15d-14(a) Certification of Principal Financial Officer of Genco with respect to the Form 10-Q/A   |
| 31.21                              | CILCORP | Rule 13a-14(a)/15d-14(a) Certification of Principal Executive Officer of CILCORP with respect to the Form 10-Q/A |
| 31.22                              | CILCORP | Rule 13a-14(a)/15d-14(a) Certification of Principal Financial Officer of CILCORP with respect to the Form 10-Q/A |
| 31.23                              | CILCO   | Rule 13a-14(a)/15d-14(a) Certification of Principal Executive Officer of CILCO with respect to the Form 10-Q/A   |
| 31.24                              | CILCO   | Rule 13a-14(a)/15d-14(a) Certification of Principal Financial Officer of CILCO with respect to the Form 10-Q/A   |
| <b>Section 1350 Certifications</b> |         |  |
| 32.1                               | Ameren  | Section 1350 Certification of Principal Executive Officer of Ameren*   |
| 32.2                               | Ameren  | Section 1350 Certification of Principal Financial Officer of Ameren*   |
| 32.3                               | UE      | Section 1350 Certification of Principal Executive Officer of UE*   |

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|       |         |   |
|-------|---------|---|
| 32.4  | UE      | Section 1350 Certification of Principal Financial Officer of UE*      |
| 32.5  | CIPS    | Section 1350 Certification of Principal Executive Officer of CIPS*    |
| 32.6  | CIPS    | Section 1350 Certification of Principal Financial Officer of CIPS*    |
| 32.7  | Genco   | Section 1350 Certification of Principal Executive Officer of Genco*   |
| 32.8  | Genco   | Section 1350 Certification of Principal Financial Officer of Genco*   |
| 32.9  | CILCORP | Section 1350 Certification of Principal Executive Officer of CILCORP* |
| 32.10 | CILCORP | Section 1350 Certification of Principal Financial Officer of CILCORP* |
| 32.11 | CILCO   | Section 1350 Certification of Principal Executive Officer of CILCO*   |
| 32.12 | CILCO   | Section 1350 Certification of Principal Financial Officer of CILCO*   |
| 32.13 | IP      | Section 1350 Certification of Principal Executive Officer of IP*      |
| 32.14 | IP      | Section 1350 Certification of Principal Financial Officer of IP*      |

\* Previously filed with the Form 10-Q for the quarter ended September 30, 2005, filed by the Ameren Companies with the SEC on November 9, 2005.

**SIGNATURES**

Pursuant to the requirements of the Exchange Act, each Registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized. The signature for each undersigned company shall be deemed to relate only to matters having reference to such company or its subsidiaries.

AMEREN CORPORATION  
(Registrant)

                  /s/ Martin J. Lyons                  

Martin J. Lyons  
Vice President and Controller  
(Principal Accounting Officer)

UNION ELECTRIC COMPANY  
(Registrant)

                  /s/ Martin J. Lyons                  

Martin J. Lyons  
Vice President and Controller  
(Principal Accounting Officer)

AMEREN ENERGY GENERATING COMPANY  
(Registrant)

                  /s/ Martin J. Lyons                  

Martin J. Lyons  
Vice President and Controller  
(Principal Accounting Officer)

CILCORP INC.  
(Registrant)

                  /s/ Martin J. Lyons                  

Martin J. Lyons  
Vice President and Controller  
(Principal Accounting Officer)

CENTRAL ILLINOIS LIGHT COMPANY



