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AMEREN CORP  
Form 10-K/A  
April 01, 2003

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 20549  
FORM 10-K/A  
(X) ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d)  
OF THE SECURITIES EXCHANGE ACT OF 1934

FOR THE FISCAL YEAR ENDED DECEMBER 31, 2002  
OR  
( ) Transition report pursuant to Section 13 or 15(d)  
of the Securities Exchange Act of 1934  
For the transition period from to .

COMMISSION FILE NUMBER 1-14756

AMEREN CORPORATION  
(Exact name of registrant as specified in its charter)

Missouri  
(State or other jurisdiction of incorporation or organization)

43  
(I.R.S. Employee)

1901 Chouteau Avenue, St. Louis, Missouri 63103  
(Address of principal executive offices and Zip Code)

Registrant's telephone number, including area code: (314) 621-3222

SECURITIES REGISTERED PURSUANT TO SECTION 12(b) OF THE ACT:

| Title of each class<br>-----  | Name of each exchange on which registered<br>----- |
|---|--|
| Common Stock, \$ .01 par value and<br>Preferred Share Purchase Rights | New York Stock Exchange                            |
| Normal Units  | New York Stock Exchange                            |

SECURITIES REGISTERED PURSUANT TO SECTION 12(g) OF THE ACT: NONE.

Indicate by check mark whether the registrant (1) has 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) has been subject to such filing requirements for the past 90 days. Yes (X). No ( ).

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. ( ).

Indicate by check mark whether the registrant is an accelerated filer (as defined in Rule 12b-2 of the Securities Exchange Act of 1934). Yes (X). No ( ).

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As of June 28, 2002, the registrant had 144,774,189 shares of its \$.01 par value common stock outstanding. The aggregate market value of these shares of common stock (based upon the closing price of these shares on the New York Stock Exchange on that date) held by non-affiliates was \$301,580,783.

As of March 21, 2003, the registrant had 160,720,970 shares of its \$.01 par value common stock outstanding.

### DOCUMENTS INCORPORATED BY REFERENCE:

Portions of the registrant's 2002 Annual Report to Shareholders (the 2002 Annual Report) are incorporated by reference into Parts I, II and IV. The registrant's consolidated financial statements for the fiscal year ended December 31, 2002, including the notes thereto, and the Management's Discussion and Analysis of Financial Condition and Results of Operations for the registrant, contained in the portions of the 2002 Annual Report incorporated by reference herein were also filed with the Commission by the registrant on its Current Report on Form 8-K dated March 5, 2003.

Portions of the registrant's definitive proxy statement for the 2003 annual meeting of shareholders are incorporated by reference into Part III.

### EXPLANATORY NOTE

All documents identified as being filed with our Form 10-K for the fiscal year ended December 31, 2002 were filed except Exhibit No. 13.1 "Those pages of the 2002 Annual Report incorporated herein by reference" which is being filed with this amendment to Form 10-K.

### PART IV

#### ITEM 15. EXHIBITS, FINANCIAL STATEMENT SCHEDULES AND REPORTS ON FORM 8-K

##### (C) Exhibits

| EXHIBIT NO. | DESCRIPTION   |
|-------------|---|
| 2.1         | Stock purchase agreement, dated as of April 28, 2002, by and between The AES Corporation (AES) and Ameren (March 31, 2002 Form 10-Q, Exhibit 2.1).                                      |
| 2.2         | Membership Interest Purchase Agreement, dated as of April 28, 2002, by and between AES and Ameren (March 31, 2002 Form 10-Q, Exhibit 2.2).  |
| 3.1(i)      | Restated Articles of Incorporation of Ameren (File No. 33-64165, Annex F).  |
| 3.2(i)      | Certificate of Amendment to Ameren's Restated Articles of Incorporation filed with the Secretary of State of the State of Missouri on December 14, 1998 (1998 Form 10-K, Exhibit 3(i)). |
| 3.3(ii)     | By-Laws of Ameren as amended to December 31, 1997 (1997 Form 10-K, Exhibit 3(ii)).  |
| 4.1         | Indenture of Mortgage and Deed of Trust of AmerenUE dated   |

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June 15, 1937 (AmerenUE Mortgage), as amended May 1, 1941, and Second Supplemental Indenture dated May 1, 1941 (File No. 2-4940, Exhibit B-1).

### 4.2 Supplemental Indentures to the AmerenUE Mortgage

| DATED AS OF<br>----- | FILE REFERENCE<br>-----            | EXHIBIT<br>----- |
|----------------------|------------------------------------|------------------|
| April 1, 1971        | AmerenUE Form 8-K, April 1971      | 6                |
| February 1, 1974     | AmerenUE Form 8-K, February 1974   | 3                |
| July 7, 1980         | 2-69821                            | 4.6              |
| December 1, 1991     | 33-45008                           | 4.4              |
| December 4, 1991     | 33-45008                           | 4.5              |
| January 1, 1992      | AmerenUE Form 10-K, 1991           | 4.6              |
| October 1, 1992      | AmerenUE Form 10-K, 1992           | 4.6              |
| December 1, 1992     | AmerenUE Form 10-K, 1992           | 4.7              |
| February 1, 1993     | AmerenUE Form 10-K, 1992           | 4.8              |
| May 1, 1993          | AmerenUE Form 10-K, 1993           | 4.6              |
| August 1, 1993       | AmerenUE Form 10-K, 1993           | 4.7              |
| October 1, 1993      | AmerenUE Form 10-K, 1993           | 4.8              |
| January 1, 1994      | AmerenUE Form 10-K, 1993           | 4.9              |
| February 1, 2000     | AmerenUE Form 10-K, 2000           | 4.1              |
| August 15, 2002      | AmerenUE Form 8-K, August 22, 2002 | 4.3              |
| March 5, 2003        | AmerenUE Form 8-K, March 10, 2003  | 4.4              |

4.3 Indenture (for unsecured subordinated debt securities) of AmerenUE dated as of December 1, 1996 (AmerenUE 1996 Form 10-K, Exhibit 4.36).

4.4 Loan Agreement dated as of December 1, 1991 between the State Environmental Improvement and Energy Resources Authority and AmerenUE, together with Indenture of Trust dated as of December 1, 1991 between the Authority and UMB Bank, N.A. as successor trustee to Mercantile Bank of St. Louis, N.A. (AmerenUE 1992 Form 10-K, Exhibit 4.37).

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| EXHIBIT NO. | DESCRIPTION  |
|-------------|--|
| 4.5         | Loan Agreement dated as of December 1, 1992, between the State Environmental Improvement and Energy Resources Authority and AmerenUE, together with Indenture of Trust dated as of December 1, 1992 between the Authority and UMB Bank, N.A. as successor trustee to Mercantile Bank of St. Louis, N.A. (AmerenUE 1992 Form 10-K, Exhibit 4.38). |
| 4.6         | Fuel Lease dated as of February 24, 1981 between AmerenUE, as lessee, and Gateway Fuel Company, as lessor, covering nuclear fuel (AmerenUE 1980 Form 10-K, Exhibit 10.20).   |
| 4.7         | Amendments to Fuel Lease dated as of May 8, 1984 and October 15, 1984, respectively, between AmerenUE, as lessee, and Gateway Fuel Company, as lessor, covering nuclear fuel (File No. 2-96198, Exhibit 4.28).   |

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- 4.8 Amendment to Fuel Lease dated as of October 15, 1986 between AmerenUE, as lessee, and Gateway Fuel Company, as lessor, covering nuclear fuel (AmerenUE September 30, 1986 Form 10-Q, Exhibit 4.3).
- 4.9 Series 1998A Loan Agreement dated as of September 1, 1998 between The State Environmental Improvement and Energy Resources Authority of the State of Missouri and AmerenUE (AmerenUE September 30, 1998 Form 10-Q, Exhibit 4.28).
- 4.10 Series 1998B Loan Agreement dated as of September 1, 1998 between The State Environmental Improvement and Energy Resources Authority of the State of Missouri and AmerenUE (AmerenUE September 30, 1998 Form 10-Q, Exhibit 4.29).
- 4.11 Series 1998C Loan Agreement dated as of September 1, 1998 between The State Environmental Improvement and Energy Resources Authority of the State of Missouri and AmerenUE (AmerenUE September 30, 1998 Form 10-Q, Exhibit 4.30).
- 4.12 Indenture dated as of August 15, 2002 from AmerenUE to The Bank of New York, as Trustee, relating to senior secured debt securities (including the forms of senior secured debt securities as exhibits) (Ameren UE Form 8-K dated August 22, 2002, Exhibit 4.1).
- 4.13 AmerenUE Company order dated August 22, 2002 establishing the 5.25% Senior Secured Notes due 2012 (AmerenUE Form 8-K dated August 22, 2002, Exhibit 4.2).
- 4.14 AmerenUE Company order dated March 10, 2003 establishing the 5.50% Senior Secured Notes due 2034 (AmerenUE Form 8-K dated March 10, 2003, Exhibit 4.2).
- 4.15 Indenture of Mortgage or Deed of Trust dated October 1, 1941, from Central Illinois Public Service Company d/b/a AmerenCIPS (AmerenCIPS) to Continental Illinois National Bank and Trust Company of Chicago and Edmond B. Stofft, as Trustees (U.S. Bank Trust National Association and Patrick J. Crowley are successor Trustees.) (Exhibit 2.01 in File No. 2-60232).
- 4.16 Supplemental Indentures dated, respectively September 1, 1947, January 1, 1949, February 1, 1952, September 1, 1952, June 1, 1954, February 1, 1958, January 1, 1959, May 1, 1963, May 1, 1964, June 1, 1965, May 1, 1967, April 1, 1970, April 1, 1971, September 1, 1971, May 1, 1972, December 1, 1973, March 1, 1974, April 1, 1975, October 1, 1976, November 1, 1976, October 1, 1978, August 1, 1979, February 1, 1980, February 1, 1986, May 15, 1992, July 1, 1992, September 15, 1992, April 1, 1993, June 1, 1995, March 15, 1997, June 1, 1997, December 1, 1998 and June 1, 2001 between AmerenCIPS and the Trustees under the Indenture of Mortgage or Deed of Trust referred to above as Exhibit 4.14 (Amended Exhibit 7(b) in File No. 2-7341; Second Amended Exhibit 7.03 in File No. 2-7795; Second Amended Exhibit 4.07 in File No. 2-9353; Amended Exhibit 4.05 in File No. 2-9802; Amended Exhibit 4.02 in File No. 2-10944; Amended Exhibit 2.02 in File No. 2-13866; Amended Exhibit 2.02 in File No. 2-14656; Amended Exhibit 2.02 in File No. 2-21345; Amended Exhibit 2.02 in File No. 2-22326; Amended Exhibit 2.02 in File No. 2-23569; Amended Exhibit

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2.02 in File No. 2-26284; Amended Exhibit 2.02 in File No. 2-36388; Amended Exhibit 2.02 in File No. 2-39587; Amended Exhibit 2.02 in File No. 2-41468; Amended Exhibit 2.02 in File No. 2-43912; Exhibit 2.03 in File No. 2-60232; Amended Exhibit 2.02 in File No. 2-50146; Amended Exhibit 2.02 in File No. 2-52886; Second Amended Exhibit 2.04 in File No. 2-57141; Amended Exhibit 2.04 in File No. 2-57557;

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| EXHIBIT NO. | DESCRIPTION  |
|-------------|--|
|             | Amended Exhibit 2.06 in File No. 2-62564; Exhibit 2.02(a) in File No. 2-65914; Amended Exhibit 2.02(a) in File No. 2-66380; and Amended Exhibit 4.02 in File No. 33-3188; Exhibit 4.02 to AmerenCIPS Form 8-K dated May 15, 1992; Exhibit 4.02 to AmerenCIPS Form 8-K dated July 1, 1992; Exhibit 4.02 to AmerenCIPS Form 8-K dated September 15, 1992; Exhibit 4.02 to AmerenCIPS Form 8-K dated March 30, 1993; Exhibit 4.03 to AmerenCIPS Form 8-K dated June 5, 1995; Exhibit 4.03 to AmerenCIPS Form 8-K dated March 15, 1997; Exhibit 4.03 to AmerenCIPS Form 8-K dated June 1, 1997; Exhibit 4.2 in File No. 333-59438; Exhibit 4.1 to June 30, 2001 AmerenCIPS Form 10-Q.) |
| 4.17        | Agreement, dated as of October 9, 1998, between Ameren and EquiServe Trust Company, N.A. (as successor to First Chicago Trust Company of New York), as Rights Agent, which includes the form of Certificate of Designation of the Preferred Shares as Exhibit A, the form of Rights Certificate as Exhibit B and the Summary of Rights as Exhibit C (October 14, 1998 Form 8-K, Exhibit 4).  |
| 4.18        | Indenture dated as of December 1, 1998 from AmerenCIPS to The Bank of New York, as Trustee, relating to AmerenCIPS' Senior Notes, 5.375% due 2008 and 6.125% due 2028 (Exhibit 4.4, in File No. 333-59438).  |
| 4.19        | Indenture dated as of November 1, 2000 from AmerenEnergy Generating Company (Generating Company) to The Bank of New York, as Trustee, relating to the issuance of senior notes (File No. 333-56594, Exhibit 4.1).  |
| 4.20        | First Supplemental Indenture dated as of November 1, 2000 to Indenture dated as of November 1, 2000 from Generating Company to The Bank of New York, as Trustee, relating to Generating Company's 7.75% Senior Notes, Series A due 2005 and 8.35% Senior Notes, Series B due 2010 (File No. 333-56594, Exhibit 4.2).   |
| 4.21        | Form of Second Supplemental Indenture dated as of June 12, 2001 to Indenture dated as of November 1, 2000 from Generating Company to The Bank of New York, as Trustee, relating to Generating Company's 7.75% Senior Notes, Series C due 2005 and 8.35% Senior Note, Series D due 2010 (including as exhibit the form of Exchange Note) (File No. 333-56594, Exhibit 4.3).   |
| 4.22        | Third Supplemental Indenture dated as of June 1, 2002 to   |

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Indenture dated as of November 1, 2000 from Generating Company to The Bank of New York, as Trustee, relating to Generating Company's 7.95% Senior Notes, Series E due 2032 (including as exhibit the form of Note) (June 30, 2002 Generating Company Form 10-Q, Exhibit 4.1).

- 4.23 Fourth Supplemental Indenture dated as of January 15, 2003 to Indenture dated as of November 1, 2000 from Generating Company to The Bank of New York, as Trustee, relating to Generating Company's 7.95% Senior Notes, Series F due 2032 (including as exhibit the form of Exchange Note) (Generating Company 2002 Form 10-K, Exhibit 4.5).
- 4.24 Indenture of Ameren with The Bank of New York, as Trustee, relating to senior debt securities dated as of December 1, 2001 (Ameren's Senior Indenture) (File No. 333-81774, Exhibit 4.5).
- 4.25 Ameren company order relating to \$150 million Floating Rate Notes due December 12, 2003 issued under Ameren's Senior Indenture (including the forms of notes) (File No. 333-81774, Exhibit 4.6).
- 4.26 Ameren company order relating to \$100 million 5.70% Notes due February 1, 2007 issued under Ameren's Senior Indenture (including the forms of notes) (File No. 333-81774, Exhibit 4.7).
- 4.27 Ameren company order relating to \$345 million Notes due May 15, 2007 issued under Ameren's Senior Indenture (including the forms of notes and certificate of normal unit) (File No. 333-81774, Exhibit 4.8).
- 4.28 Purchase Contract Agreement dated as of March 1, 2002 between Ameren and The Bank of New York, as purchase contract agent, relating to the 13,800,000 9.75% Adjustable Conversion-Rate Equity Security Units (Equity Security Units) (File No. 333-81774, Exhibit 4.15).

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| EXHIBIT NO. | DESCRIPTION   |
|-------------|---|
| 4.29        | Pledge Agreement dated as of March 1, 2002 among Ameren, The Bank of New York, as purchase contract agent and BNY Trust Company of Missouri, as collateral agent, custodial agent and securities intermediary, relating to the Equity Security Units (File No. 333-81774, Exhibit 4.16).  |
| 4.30        | Indenture, dated as of October 18, 1999, between Midwest Energy, Inc and The Bank of New York, as Trustee; First Supplemental Indenture, dated as of October 18, 1999, between CILCORP Inc. and The Bank of New York (Designated in registration statement Form S-4 filed by CILCORP, Inc. (CILCORP) on November 4, 1999, as exhibits 4.1 and 4.2). |
| 4.31        | Indenture of Mortgage and Deed of Trust between Illinois Power Company and Bankers Trust Company, as Trustee, dated as of April 1, 1933, Supplemental Indenture between the   |

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same parties dated as of June 30, 1933, Supplemental Indenture between the Company and Bankers Trust Company, as Trustee, dated as of July 1, 1933 and Supplemental Indenture between the same parties dated as of January 1, 1935, securing First Mortgage Bonds, and indentures supplemental to the foregoing through November 1, 1994. (Designated in Registration No. 2-1937 as Exhibit B-1, in Registration No. 2-2093 as Exhibit B-1(a), in Form 8-K for April 1940, File No. 1-2732-2, as Exhibit A, in Form 8-K for December 1949, File No. 1-2732-2, as Exhibit A, in Form 8-K for December 1951, File No. 1-2732, as Exhibit A, in Form 8-K for July 1957, File No. 1-2732, as Exhibit A, in Form 8-K for July 1958, File No. 1-2732, as Exhibit A, in Form 8-K for March 1960, File No. 1-2732, as Exhibit A, in Form 8-K for September 1961, File No. 1-2732, as Exhibit B, in Form 8-K for March 1963, File No. 1-2732, as Exhibit A, in Form 8-K for February 1966, File No. 1-2732, as Exhibit A, in Form 8-K for March 1967, File No. 1-2732, as Exhibit A, in Form 8-K for August 1970, File No. 1-2732, as Exhibit A, in Form 8-K for September 1971, File No. 1-2732, as Exhibit A, in Form 8-K for September 1972, File No. 1-2732, as Exhibit A, in Form 8-K for April 1974, File No. 1-2732, as Exhibit 2(b), in Form 8-K for June 1974, File No. 1-2732, as Exhibit A, in Form 8-K for March 1975, File No. 1-2732, as Exhibit A, in Form 8-K for May 1976, File No. 1-2732, as Exhibit A, in Form 10-Q for the quarter ended June 30, 1978, File No. 1-2732, as Exhibit 2, in Form 10-K for the year ended December 31, 1982, File No. 1-2732, as Exhibit (4)(b), in Form 8-K dated January 30, 1992, File No. 1-2732, as Exhibit (4) in Form 8-K dated January 29, 1993, File No. 1-2732, as Exhibit (4) and in Form 8-K dated December 2, 1994, File No. 1-2732, as Exhibit (4).)

- 10.1 \* Ameren's Long-Term Incentive Plan of 1998 (1998 Form 10-K, Exhibit 10.1).
- 10.2 \* Ameren's Change of Control Severance Plan (1998 Form 10-K, Exhibit 10.2).
- 10.3 \* Ameren's Deferred Compensation Plan for Members of the Board of Directors (1998 Form 10-K, Exhibit 10.4).
- 10.4 \* Ameren's Deferred Compensation Plan for Members of the Ameren Leadership Team as amended and restated effective January 1, 2001 (2000 Form 10-K, Exhibit 10.1).
- 10.5 \* Ameren's Executive Incentive Compensation Program Elective Deferral Provisions for Members of the Ameren Leadership Team as amended and restated effective January 1, 2001 (2000 Form 10-K, Exhibit 10.2).
- 10.6 Asset Transfer Agreement between Generating Company and AmerenCIPS (June 30, 2000 AmerenCIPS Form 10-Q, Exhibit 10).
- 10.7 Amended Electric Power Supply Agreement between Generating Company and AmerenEnergy Marketing Company (Marketing Co.) (File No. 333-56594, Exhibit 10.2).
- 10.8 2nd Amended Electric Power Supply Agreement between Generating Company and Marketing Co. (March 31, 2001 Form

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10-Q, Exhibit 10.1).

10.9 Electric Power Supply Agreement between Marketing Co. and AmerenCIPS (File No. 333-56594, Exhibit 10.3).

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| EXHIBIT NO. | DESCRIPTION   |
|-------------|---|
| 10.10       | Amended Electric Power Supply Agreement between Marketing Co. and AmerenCIPS (March 31, 2001 Form 10-Q, Exhibit 10.2).  |
| 10.11       | Power Sales Agreement between Marketing Co. and AmerenUE (September 30, 2001 Generating Company Form 10-Q, Exhibit 10.1).   |
| 10.12       | Power Sales Agreement between Marketing Co. and AmerenUE (March 31, 2002 Generating Company Form 10-Q, Exhibit 10.1).   |
| 10.13       | Amended Joint Dispatch Agreement among Generating Company, AmerenCIPS and AmerenUE (File No. 333-56594, Exhibit 10.4).  |
| 10.14       | Lease Agreement dated as of December 1, 2002 between the City of Bowling Green, Missouri, as Lessor, and AmerenUE, as Lessee (AmerenUE 2002 Form 10-K, Exhibit 10.9).   |
| 10.15       | Trust Indenture dated as of December 1, 2002 between the City of Bowling Green, Missouri and Commerce Bank, N.A. as Trustee (AmerenUE 2002 Form 10-K, Exhibit 10.10).   |
| 10.16       | Bond Purchase Agreement dated as of December 20, 2002 between the City of Bowling Green, Missouri and AmerenUE as purchaser (AmerenUE 2002 Form 10-K, Exhibit 10.11).   |
| 10.17       | Amended and Restated Appendix I ITC Agreement dated February 14, 2003 between the Midwest Independent Transmission System Operator, Inc. (Midwest ISO) and GridAmerica LLC (GridAmerica) (2002 Form 10-K, Exhibit 10.17).         |
| 10.18       | Amended and Restated Limited Liability Company Agreement of GridAmerica dated February 14, 2003 (2002 Form 10-K, Exhibit 10.18)   |
| 10.19       | Amended and Restated Master Agreement by and among GridAmerica, GridAmerica Holdings Inc., GridAmerica Companies and National Grid USA dated February 14, 2003 (2002 Form 10-K, Exhibit 10.19).                                   |
| 10.20       | Amended and Restated Operation Agreement by and among AmerenUE, AmerenCIPS, American Transmission Systems, Inc., Northern Indiana Public Service Company and GridAmerica dated February 14, 2003 (2002 Form 10-K, Exhibit 10.20). |
| 10.21       | * CILCO Executive Deferral Plan. As amended effective August 15, 1999 (CILCORP 1999 Form 10-K, Exhibit 10).   |



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- 10.22 \* CILCO Executive Deferral Plan II. As amended effective April 1, 1999 (CILCORP 1999 Form 10-K, Exhibit 10a).
- 10.23 \* CILCO Benefit Replacement Plan. As amended effective August 15, 1999 (CILCORP 1999 Form 10-K, Exhibit 10b).
- 10.24 \* Retention Agreement between Central Illinois Light Company (CILCO) and Scott A. Cisel dated October 16, 2001 (CILCORP 2001 Form 10-K, Exhibit 10c).
- 10.25 \* Bonus Agreements dated January 21, 2003, between CILCO and Robert J. Sprowls, Scott A. Cisel, James L. Luckey, III, and Thomas S. Romanowski (CILCORP 2002 Form 10-K, Exhibit 10d).
- 10.26 \* CILCO Involuntary Severance Pay Plan effective July 16, 2001 (CILCORP 2001 Form 10-K, Exhibit 10e).
- 10.27 \* CILCO Restructured Executive Deferral Plan (approved August 15, 1999) (CILCORP 1999 Form 10-K, Exhibit 10e).

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| EXHIBIT NO. | DESCRIPTION   |
|-------------|---|
| 12.1        | Statement of Computation of Ratio of Earnings to Fixed Charges and Preferred Stock Dividend Requirements (2002 Form 10-K, Exhibit 12.1).  |
| 13.1        | ** Those pages of the 2002 Annual Report incorporated herein by reference.  |
| 21.1        | Subsidiaries of Ameren (2002 Form 10-K, Exhibit 21.1).  |
| 23.1        | Consent of Independent Accountants (2002 Form 10-K, Exhibit 23.1).  |
| 24.1        | Power of Attorney (2002 Form 10-K, Exhibit 24.1).   |
| 99.1        | Stipulation and Agreement dated July 15, 2002 in Missouri Public Service Commission (as No. EC-2002-1 (earnings complaint case against AmerenUE) File Nos. 333-87506 and 333-87506-01, Exhibit 99.1). |
| 99.2        | Certificate of Chief Executive Officer required by Section 906 of the Sarbanes-Oxley Act of 2002 (2002 Form 10-K, Exhibit 99.2).  |
| 99.3        | Certificate of Chief Financial Officer required by Section 906 of the Sarbanes-Oxley Act of 2002 (2002 Form 10-K, Exhibit 99.3).  |

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\* Management compensatory plan or arrangement.

\*\* Filed herewith.

EXHIBITS AVAILABLE UPON REQUEST

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The following instruments defining the rights of holders of certain unregistered long-term debt of AmerenCIPS and AmerenUE have not been filed with the SEC but will be furnished upon request.

Loan Agreement dated January 1, 1993, between AmerenCIPS and Illinois Development Finance Authority (IDFA) in connection with IDFA's \$35,000,000, 6-3/8% Pollution Control Revenue Refunding Bonds (Central Illinois Public Service Company Project) 1993 Series A, due January 1, 2028.

Loan Agreement dated June 1, 1993, between AmerenCIPS and IDFA in connection with IDFA's \$17,500,000 Pollution Control Revenue Refunding Bonds, 1993 Series B-1 due June 1, 2028 and \$17,500,000 Pollution Control Revenue Refunding Bonds, 1993 Series B-2 due June 1, 2028.

Loan Agreement dated August 15, 1993, between AmerenCIPS and IDFA in connection with IDFA's \$35,000,000 Pollution Control Revenue Refunding Bonds, 1993 Series C-1 due August 15, 2026 and \$25,000,000 Pollution Control Revenue Refunding Bonds, 1993 Series C-2 due August 15, 2026.

Loan Agreement dated March 1, 2000, between AmerenCIPS and IDFA in connection with the IDFA's \$51,100,000 Pollution Control Revenue Refunding Bonds (AmerenCIPS Project) Series 2000A due March 1, 2014.

Loan Agreement dated March 1, 2000, between AmerenUE and the State Environmental Improvement and Energy Resources Authority of the State of Missouri (EIERA) in connection with the EIERA's \$186,500,000 Environmental Improvement Revenue Refunding Bonds (AmerenUE Project) (\$63,500,000 Series 2000A, \$63,000,000 Series 2000B, and \$60,000,000 Series 2000C) due March 1, 2035.

Note: Reports of Union Electric Company on Forms 8-K, 10-Q and 10-K are on file with the SEC under File Number 1-2967.

Reports of Central Illinois Public Service Company on Forms 8-K, 10-Q and 10-K are on file with the SEC under File Number 1-3672.

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Reports of AmerenEnergy Generating Company on Forms 8-K, 10-Q and 10-K are on file with the SEC under File Number 333-56594.

Reports of CILCORP Inc. on Forms 8-K, 10-Q and 10-K are on file with the SEC under File Number 1-8946.

Reports of Central Illinois Light Company on Forms 8-K, 10-Q and 10-K are on file with the SEC under File Number 1-2732.

### SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

AMEREN CORPORATION

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(Registrant)

Date April 1, 2003

By /s/ MARTIN J. LYONS

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

## CERTIFICATIONS

I, Charles W. Mueller, certify that:

1. I have reviewed this annual report on Form 10-K/A of Ameren Corporation;
2. Based on my knowledge, this annual report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this annual report;
3. Based on my knowledge, the financial statements, and other financial information included in this annual report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this annual report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-14 and 15d-14) for the registrant and have:
  - a) designed such disclosure controls and procedures to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this annual report is being prepared;
  - b) evaluated the effectiveness of the registrant's disclosure controls and procedures as of a date within 90 days prior to the filing date of this annual report (the Evaluation Date); and
  - c) presented in this annual report our conclusions about the effectiveness of the disclosure controls and procedures based on our evaluation as of the Evaluation Date;
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent functions):
  - a) all significant deficiencies in the design or operation of internal controls which could adversely affect the registrant's ability to record, process, summarize and report financial data and have identified for the registrant's

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auditors any material weaknesses in internal controls; and

- b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal controls; and

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### CERTIFICATIONS (CONTINUED)

- 6. The registrant's other certifying officer and I have indicated in this annual report whether there were significant changes in internal controls or in other factors that could significantly affect internal controls subsequent to the date of our most recent evaluation, including any corrective actions with regard to significant deficiencies and material weaknesses.

Date: April 1, 2003

/s/ Charles W. Mueller

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Charles W. Mueller  
Chief Executive Officer

I, Warner L. Baxter, certify that:

- 1. I have reviewed this annual report on Form 10-K/A of Ameren Corporation;
- 2. Based on my knowledge, this annual report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this annual report;
- 3. Based on my knowledge, the financial statements, and other financial information included in this annual report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this annual report;
- 4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-14 and 15d-14) for the registrant and have:
  - a) designed such disclosure controls and procedures to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this annual report is being prepared;
  - b) evaluated the effectiveness of the registrant's disclosure controls and procedures as of a date within 90 days prior to the filing date of this annual report (the Evaluation Date);

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and

- c) presented in this annual report our conclusions about the effectiveness of the disclosure controls and procedures based on our evaluation as of the Evaluation Date;
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent functions):
- a) all significant deficiencies in the design or operation of internal controls which could adversely affect the registrant's ability to record, process, summarize and report financial data and have identified for the registrant's auditors any material weaknesses in internal controls; and
  - b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal controls; and
6. The registrant's other certifying officer and I have indicated in this annual report whether there were significant changes in internal controls or in other factors that could significantly affect internal

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CERTIFICATIONS (CONTINUED)

controls subsequent to the date of our most recent evaluation, including any corrective actions with regard to significant deficiencies and material weaknesses.

Date: April 1, 2003

/s/ Warner L. Baxter

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Warner L. Baxter  
Chief Financial Officer

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