

(vi) Sale of monitoring and response goods and services, which include products used in connection with energy and gas-related activities that enhance safety, increase energy/process efficiency; sale of energy-related information, as well as repair services, in connection with such problems as carbon monoxide leaks and faulty equipment wiring; operation of call/dispatch centers on behalf of associate and nonassociate companies in connection with the proposed sale of goods and services or with activities that Nonutility Subsidiaries are otherwise authorized to engage in under the Act;

(vii) Sale of energy-peaking services via propane-air or liquefied natural gas ("LNG"), which involves the provision of back-up electricity or gas supply in periods of high or "peak" energy demand using a propane-air mixture or LNG as fuel sources for such back-up services; and

(viii) Project development and ownership activities, which involves the installation and ownership of gas-fired turbines for on-site generation and consumption of electricity.

In addition, Nonutility Subsidiaries request authorization to provide other energy-related goods and services that may not be permitted under Rule 58. These include incidental goods and services closely related to the consumption of energy and the maintenance of energy consuming property by customers, provided that the proposed incidental goods and services would not involve the manufacture of energy consuming equipment but could be related to, among other things, the maintenance, financing, sale or installation of such equipment.

The Applicants request that the Commission (1) authorize electricity and energy commodity brokering and marketing activities in Canada and reserve jurisdiction over such activities outside the United States and Canada pending completion of the record in this proceeding, (2) authorize the proposed sale of Energy Management Services and Technical Support Services and related customer financing anywhere outside the United States, and (3) continue to reserve jurisdiction over sale of the remaining goods and services described above outside the United States, pending completion of the record.

VII. Sale of Agency Services by Ameren Energy and AE Marketing to Utility Subsidiaries

Ameren Energy requests authorization to continue to act as agent for AmerenUE in connection with the

brokering and marketing of electricity and other energy commodities by AmerenUE. Such services include negotiation and administration of power sales agreements with third parties and negotiation of associated credit support and risk management documents. Ameren Energy will provide agency and any other incidental services at cost, determined in accordance with rules 90 and 91. Ameren Energy Marketing Company ("AE Marketing"), an "energy-related company" under rule 58, requests authorization to provide similar agency services to AmerenEnergy Resources Generating Company (f/k/a Central Illinois Generation, Inc.) ("AERG"), in connection with brokering and marketing of electricity produced by AERG.

VIII. Investments in Energy Assets

Ameren, indirectly through one or more Nonutility Subsidiaries (including any Rule 58 Subsidiary), requests authorization to acquire or construct nonutility energy assets in the United States, including, without limitation, natural gas production, gathering, processing, storage and transportation facilities and equipment, liquid oil reserves and storage facilities, and associated facilities (collectively, "Energy Assets"), that would be incidental or functionally related to energy marketing, brokering and trading. Ameren requests authorization to invest up to \$400 million at any one time during the Authorization Period (the "Investment Limitation") in Energy Assets or in the equity securities of existing or new companies substantially all of whose physical properties consist or will consist of Energy Assets. Such Energy Assets (or equity securities of companies owning Energy Assets) may be acquired for cash or in exchange for common stock or other securities of Ameren or any Nonutility Subsidiary. If common stock of Ameren is used as consideration in connection with any such acquisition, the market value of the stock on the date of issuance will be counted against the proposed Investment Limitation. The stated amount or principal amount of any other securities issued as consideration in any such transaction will also be counted against the Investment Limitation. Under no circumstances will Ameren Energy or any marketing subsidiary acquire, directly or indirectly, any assets or properties the ownership or operation of which would cause such companies to be considered an "electric utility company" or "gas utility company" as defined under the Act.

IX. Payment of Dividends Out of Capital and Unearned Surplus

Ameren, on behalf of its direct or indirect Nonutility Subsidiaries, requests that these Nonutility Subsidiaries be permitted to pay dividends with respect to the securities of these Nonutility Subsidiaries and/or reacquire their securities that are held by any associate company, from time to time through the Authorization Period, out of capital and unearned surplus (including revaluation reserve), to the extent permitted under applicable corporate law, provided that, without further approval of the Commission, no Nonutility Subsidiary will declare or pay any dividend out of capital or unearned surplus if that Nonutility Subsidiary derives any material part of its revenues from sales of goods, services, electricity or natural gas to any of the Utility Subsidiaries or if, at the time of such declaration or payment, such Nonutility Subsidiary has negative retained earnings.

X. Anticipatory Interest Rate Hedges by Nonutility Subsidiaries

Nonutility Subsidiaries request authorization to enter into interest rate hedging transactions with respect to anticipated debt offerings ("Anticipatory Hedges"), subject to certain limitations and restrictions. These Anticipatory Hedges would only be entered into with counterparties whose senior debt ratings, or the senior debt ratings of the parent companies of the counterparties, as published by Standard and Poor's Ratings Group, are equal to or greater than BBB, or an equivalent rating from Moody's Investors Service, Fitch Investor Service or Duff and Phelps.

XI. Changes in Capitalization of Non-Utility Subsidiaries; Subsequent Internal Reorganizations of Non-Utility Subsidiaries

Applicants request authorization to change the terms of any Nonutility Subsidiary's authorized capitalization by an amount deemed appropriate by Ameren or other parent company, provided that, if a Nonutility Subsidiary is not wholly owned, the consent of all other shareholders has been obtained for such change. Thus, a Nonutility Subsidiary would be able to increase the number of its authorized shares of capital stock, change the par value of its capital stock, change between par value and no-par value stock, or convert from one form of business organization to another without additional Commission approval.