

SECURITIES AND EXCHANGE COMMISSION

FORM S-8

Initial registration statement for securities to be offered to employees pursuant to employee benefit plans

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FILER

AMEREN CORP

CIK: **1002910** | IRS No.: **431723446** | State of Incorporation: **MO** | Fiscal Year End: **1231**
Type: **S-8** | Act: **33** | File No.: **333-43743** | Film No.: **98501107**
SIC: **1000** Metal mining

Mailing Address
1901 CHOUTEAU AVE
ST LOUIS MO 63103

Business Address
1901 CHOUTEAU AVE
ST LOUIS MO 63103
3146213222

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549
FORM S-8
REGISTRATION STATEMENT
UNDER THE
SECURITIES ACT OF 1933

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

<TABLE> <S><C> STATE OF MISSOURI (State or other jurisdiction of incorporation or organization) </TABLE>	43-1723446 (IRS Employer Identification No.)
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1901 CHOUTEAU AVENUE
ST. LOUIS, MISSOURI 63103
(Address, including zip code, of principal executive offices)

CENTRAL ILLINOIS PUBLIC SERVICE COMPANY EMPLOYEE LONG-TERM SAVINGS PLAN
CENTRAL ILLINOIS PUBLIC SERVICE COMPANY EMPLOYEE LONG-TERM SAVINGS PLAN - IUOE
LOCAL NO.148 CENTRAL ILLINOIS PUBLIC SERVICE COMPANY EMPLOYEE LONG-TERM SAVINGS
PLAN - IBEW LOCAL NO. 702
(Full titles of the plans)

DONALD E. BRANDT, Senior Vice President, Finance
JAMES C. THOMPSON, Secretary
1901 Chouteau Avenue, St. Louis, Missouri 63103
(314) 621-3222
(Names, address and telephone number,
including area code, of agents for service)

CALCULATION OF REGISTRATION FEE

TITLE OF SECURITIES TO BE REGISTERED	AMOUNT TO BE REGISTERED	PROPOSED MAXIMUM OFFERING PRICE PER UNIT*	PROPOSED MAXIMUM AGGREGATE OFFERING PRICE	AMOUNT OF REGISTRATION FEE
<S> COMMON STOCK, \$.01 PAR VALUE, INCLUDING RELATED PLAN INTERESTS - EMPLOYEE LONG-TERM SAVINGS PLAN	<C> 200,000 SHARES	<C> \$42.2816	<C> \$8,456,320	<C> \$2,563
COMMON STOCK, \$.01 PAR VALUE, INCLUDING RELATED PLAN INTERESTS - EMPLOYEE LONG-TERM SAVINGS PLAN IUOE LOCAL NO. 148	200,000 SHARES	\$42.2816	\$8,456,320	\$2,563
COMMON STOCK, \$.01 PAR VALUE, INCLUDING RELATED PLAN INTERESTS - EMPLOYEE LONG-TERM SAVINGS PLAN IBEW LOCAL NO. 702	200,000 SHARES	\$42.2816	\$8,456,320	\$2,563
TOTAL	600,000 SHARES	\$42.2816	\$25,368,960	\$7,689

* Calculated in accordance with Rule 457(h) on the basis of the average of the high and low prices of Union Electric Company Common Stock as reported on the New York Stock Exchange Composite Tape on December 26, 1997.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

ITEM 3. INCORPORATION OF DOCUMENTS BY REFERENCE

The following documents, previously filed with the Commission by CIPSCO Incorporated ("CIPSCO") (File No. 1-10628), Union Electric Company ("Union Electric") (File No. 1-2967), the Registrant, the Central Illinois Public Service Company Employee Long-Term Savings Plan, the Central Illinois Public Service Company Employee Long-Term Savings Plan - IUOE Local No. 148 and the Central Illinois Public Service Company Employee Long-Term Savings Plan - IBEW Local No. 702 (such Plans being referred to herein, collectively, as the "Plans") pursuant to the Securities Exchange Act of 1934, as amended, are incorporated by reference in this Registration Statement:

1. CIPSCO'S Annual Report on Form 10-K for the year ended December 31, 1996.
2. CIPSCO's Quarterly Reports on Form 10-Q for the quarters ended March 31, 1997, June 30, 1997 and September 30, 1997.
3. CIPSCO's Current Reports on Form 8-K dated March 20, November 24, December 16 and December 31, 1997.
4. Union Electric's Annual Report on Form 10-K for the year ended December 31, 1996.
5. Union Electric's Quarterly Reports on Form 10-Q for the quarters ended March 31, 1997, June 30, 1997 and September 30, 1997.
6. Union Electric's Current Reports on Form 8-K dated December 16 and December 31, 1997.
7. The Registrant's Current Report on Form 8-K dated December 31, 1997.
8. The Registrant's Registration Statement on Form S-4 (Reg. No. 33-64165), filed November 13, 1995, which includes a description of the Common Stock of the Registrant.
9. The Annual Report on Form 11-K for the year ended December 31, 1996 of the Central Illinois Public Service Company Master Long-Term Savings Trust, relating to the Central Illinois Public Service Company Employee Long-Term Savings Plan, the Central Illinois Public Service Company Employee Long-Term Savings Plan - IUOE Local No. 148 and the Central Illinois Public Service Company Employee Long-Term Savings Plan - IBEW Local No. 702.

All documents subsequently filed by the Registrant or the Plans pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Securities Exchange Act of 1934, as amended, prior to the filing of a post-effective amendment which indicates that all securities offered have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference herein and to be a part hereof from the date of the filing of such documents.

ITEM 4. DESCRIPTION OF SECURITIES

Not Applicable.

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ITEM 5. INTERESTS OF NAMED EXPERTS AND COUNSEL

William E. Jaudes, Esq., Vice President and General Counsel of the Registrant, will pass upon the legality of the shares of Common Stock of the Registrant and Plan interests to be issued under the Plans.

ITEM 6. INDEMNIFICATION OF DIRECTORS AND OFFICERS

Article IV of the Registrant's By-Laws, consistent with the applicable provisions of the Missouri General and Business Corporation Law (the "MGBCL"), provides for indemnification of directors and officers. These provisions provide that any person shall be indemnified for expenses and liabilities imposed upon such person in connection with any threatened, pending or completed action,

suit, or proceeding, whether civil, criminal, administrative or investigative, other than an action by or in the right of the Registrant, by reason of the fact that such person is or was a director, officer, employee or agent of the Registrant, or is or was serving at the request of the Registrant as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses, including attorneys' fees, judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding if such person acted in good faith and in a manner such person reasonably believed to be in or not opposed to the best interests of the Registrant, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful.

In a proceeding brought by or in the right of the Registrant, no indemnification shall be made with respect to any claim as to which an officer or director has been adjudged to have been liable to Registrant, unless the court determines that such a person is reasonably and fairly entitled to indemnification for expenses. However, no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his duty to the Registrant unless and only to the extent that the court in which the action or suit was brought determines upon application that, despite the adjudication of liability and in view of all the circumstances of the case, the person is fairly and reasonably entitled to indemnity for such expenses which the court shall deem proper.

The By-laws, consistent with the applicable provisions of the MGBCL, provide that indemnification shall be made by the Registrant only if a determination has been made by a majority vote of a quorum of the disinterested directors or by the shareholders or by independent legal counsel, that the director or officer met the required standard of conduct. The Registrant is authorized to purchase liability insurance on behalf of an officer or director whether or not the Registrant would otherwise have the power to indemnify such person.

The By-laws, consistent with the applicable provisions of the MGBCL, further provide that, in addition to the indemnities described in the preceding paragraphs, the Registrant will further indemnify its officers and directors to the maximum extent permitted by law, provided that no indemnity may be given for conduct that is adjudged to be knowingly fraudulent, deliberately dishonest, or willful misconduct.

ITEM 7. EXEMPTIONS FROM REGISTRATION CLAIMED

Not Applicable.

ITEM 8. EXHIBITS

Exhibit No.

4.1 Article III of the Restated Certificate of Incorporation of the Registrant (incorporated by reference to Exhibit 3(i) of the Form S-4 Registration Statement of the Registrant, Reg. No. 33-64165).

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4.2 By-Laws of the Registrant (incorporated by reference to Annex G of the Joint Proxy Statement/Prospectus included in the Form S-4 Registration Statement of the Registrant, Reg. No. 33-64165).

5 Opinion of William E. Jaudes as to the legality of the securities being issued.

23.1 Consent of Price Waterhouse LLP.

23.2 Consent of Arthur Andersen LLP.

23.3 Consent of William E. Jaudes (included in Exhibit 5).

24 Powers of Attorney.

ITEM 9. UNDERTAKINGS

(a) The undersigned Registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this registration statement:

(i) To include any prospectus required by Section 10(a)(3) of the Securities Act of 1933;

(ii) To reflect in the prospectus any facts or events arising after the effective date of the registration statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the registration statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than a 20% change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective registration statement;

(iii) To include any material information with respect to the plan of distribution not previously disclosed in the registration statement or any material change to such information in the registration statement;

Provided, however, that paragraphs (a)(1)(i) and (a)(1)(ii) do not apply in the registration statement is on Form S-3, Form S-8 or Form F-3, and the information required to be included in a post-effective amendment by those paragraphs is contained in periodic reports filed with or furnished to the Commission by the registrant pursuant to Section 13 or Section 15(d) of the Securities Exchange Act of 1934 that are incorporated by reference in this registration statement.

(2) That, for the purpose of determining any liability under the Securities Act of 1933, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

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(b) The undersigned Registrant hereby undertakes that, for purposes of determining any liability under the Securities Act of 1933, each filing of the registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Securities Exchange Act of 1934 (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Securities Exchange Act of 1934) that is incorporated by reference in the registration statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(c) Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers and controlling persons of the Registrant pursuant to the provisions referred to in Item 6 of this Registration Statement, or otherwise, the Registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Act and will be governed by the final adjudication of such issue.

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SIGNATURES

THE REGISTRANT. Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned thereunto duly authorized, in the City of St. Louis, State of Missouri, on the 2nd day of January, 1998.

AMEREN CORPORATION

By /s/Donald E. Brandt

DONALD E. BRANDT
Senior Vice President, Finance

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the date above indicated.

SIGNATURE

TITLE

/s/ Charles W. Mueller* ----- CHARLES W. MUELLER	Chairman, President and Chief Executive Officer and Director (Principal Executive Officer)
/s/ Donald E. Brandt ----- DONALD E. BRANDT	Senior Vice President, Finance (Principal Financial and Accounting Officer)
/s/ Clifford L. Greenwalt* ----- CLIFFORD L. GREENWALT	Director
/s/ William E. Cornelius* ----- WILLIAM E. CORNELIUS	Director
/s/ Thomas A. Hays* ----- THOMAS A. HAYS	Director
/s/ Richard A. Liddy* ----- RICHARD A. LIDDY	Director
/s/ ----- GORDAN R. LOHMAN	Director
/s/ Richard A. Lumpkin* ----- RICHARD A. LUMPKIN	Director
/s/ John Peters MacCarthy* ----- JOHN PETERS MACCARTHY	Director
/s/ ----- HANNE M. MERRIMAN	Director
/s/ Paul L. Miller, Jr.* ----- PAUL L. MILLER, JR.	Director
/s/ Robert H. Quenon* ----- ROBERT H. QUENON	Director

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/s/ Harvey Saligman*

HARVEY SALIGMAN

Director

/s/ Charles J. Schukai*

CHARLES J. SCHUKAI

Director

/s/ Janet McAfee Weakley*

JANET MCAFEE WEAKLEY

Director

/s/

JAMES W. WOGSLAND

Director

*By /s/James C. Thompson

JAMES C. THOMPSON
Attorney-In-Fact

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The Plans. Pursuant to the requirements of the Securities Act of 1933, the persons who administer the undersigned employee benefit plans have duly caused this Registration Statement to be signed on their behalf by the undersigned thereunto duly authorized, in the City of St. Louis, State of Missouri, on the 2nd day of January, 1998.

CENTRAL ILLINOIS PUBLIC SERVICE COMPANY
EMPLOYEE LONG-TERM SAVINGS PLAN

CENTRAL ILLINOIS PUBLIC SERVICE COMPANY EMPLOYEE
LONG-TERM SAVINGS PLAN - IUOE LOCAL NO. 148

CENTRAL ILLINOIS PUBLIC SERVICE COMPANY EMPLOYEE
LONG-TERM SAVINGS PLAN - IBEW LOCAL NO. 702

By /s/Donald E. Brandt

DONALD E. BRANDT
Senior Vice President, Finance
Ameren Corporation

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EXHIBIT INDEX

Exhibit No.

- 4.1 Article III of the Restated Certificate of Incorporation of the Registrant (incorporated by reference to Exhibit 3(i) of the Form S-4 Registration Statement of the Registrant, Reg. No. 33-64165).
- 4.2 By-Laws of the Registrant (incorporated by reference to Annex G of the Joint Proxy Statement/Prospectus included in the Form S-4 Registration Statement of the Registrant, Reg. No. 33-64165).
- 5 Opinion of William E. Jaudes as to the legality of the securities being issued.
- 23.1 Consent of Price Waterhouse LLP.
- 23.2 Consent of Arthur Andersen LLP.

23.3 Consent of William E. Jaudes (included in Exhibit 5).

24 Powers of Attorney.

All Exhibits are filed electronically with Form S-8.

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January 5, 1998

Ameren Corporation
1901 Chouteau Avenue
St. Louis, Missouri 63103

Re: Registration Statement on Form S-8 Relating to 600,000 Shares of
Common Stock, Including Related Plan Interests

Ladies and Gentlemen:

I have examined the Registration Statement on Form S-8 (the "Registration Statement") filed by Ameren Corporation, a Missouri corporation (the "Company"), with the Securities and Exchange Commission on January 5, 1998 in connection with the registration under the Securities Act of 1933, as amended, of 600,000 shares of the Common Stock, \$.01 par value per share, including related plan interests (the "Common Stock"), of the Company to be offered and sold pursuant to (a) the Central Illinois Public Service Company Employee Long-Term Savings Plan, (b) the Central Illinois Public Service Company Employee Long-Term Savings Plan - IUOE No. 148 and (c) the Central Illinois Public Service Company Employee Long-Term Savings Plan - IBEW No. 702.

As Vice President and General Counsel of the Company, I have examined the Restated Certificate of Incorporation and the By-laws of the Company, each as amended to the date hereof, the records of corporate proceedings and other actions taken by the Company in connection with the authorization, issuance and sale of the Common Stock and such other documents and materials as I have deemed necessary or appropriate to enable me to deliver this opinion.

Based upon the foregoing, I am of the opinion that:

Subject to (i) compliance with applicable state securities laws and (ii) the filing and effectiveness of the Registration Statement with the Securities and Exchange Commission, the Common Stock, when issued and sold in the manner described in the Registration Statement, will be legally issued, fully paid and nonassessable.

I hereby consent to the filing of this opinion as an exhibit to the Registration Statement.

Yours truly,

/s/William E. Jaudes

William E. Jaudes
Vice President and General Counsel
Ameren Corporation

CONSENT OF INDEPENDENT ACCOUNTANTS

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of our report dated February 4, 1997, which appears on page 16 of the 1996 Annual Report to Shareholders of Union Electric Company, which is incorporated by reference in Union Electric Company's Annual Report on Form 10-K for the year ended December 31, 1996. We also consent to the incorporation by reference in this Registration Statement on Form S-8 of our report dated December 17, 1997, which appears on page 9 of Exhibit 99-2 to the Ameren Corporation Current Report on Form 8-K dated December 31, 1997, with respect to the supplemental consolidated financial statements of Ameren Corporation as of December 31, 1996 and 1995 and for each of the three years in the period ended December 31, 1996, except as such Ameren Corporation financial statements relate to Central Illinois Public Service Company and CIPSCO Investment Company. The Central Illinois Public Service Company and CIPSCO Investment Company financial statements were audited by another independent accountant. We also consent to the incorporation by reference in the Registration Statement on Form S-4 (No. 33-64165) of Ameren Corporation dated November 13, 1995 (the "Form S-4") of our report dated February 1, 1996, which appears on page 16 of Union Electric Company's 1995 Annual Report to Shareholders which is incorporated by reference in Union Electric Company's Annual Report on Form 10-K for the year ended December 31, 1995, which Form 10-K is incorporated by reference in the Form S-4. The Form S-4 is incorporated by reference in this Registration Statement on Form S-8. We also consent to the application of our reports to the Financial Statement Schedules, which appear on pages 13 (1996 Form 10-K) and 12 (1995 Form 10-K) of Union Electric Company's Annual Reports on Form 10-K, for each of the four years in the period ended December 31, 1996, when such Schedules are read in conjunction with the financial statements referred to in our reports dated February 4, 1997 and February 1, 1996.

/s/Price Waterhouse LLP

Price Waterhouse LLP
St. Louis, Missouri
December 31, 1997

ARTHUR ANDERSEN LLP

CONSENT OF INDEPENDENT PUBLIC ACCOUNTANTS

As independent public accountants, we hereby consent to the incorporation by reference in this Registration Statement of our reports dated January 31, 1997 and January 26, 1996 included in CIPSCO Incorporated's Form 10-K for the years ended December 31, 1996 and 1995, respectively, and to all references to our Firm included in this Registration Statement.

As independent public accountants, we hereby consent to the incorporation by reference in this Registration Statement of our report dated June 26, 1997 included in the Form 11-K of the Central Illinois Public Service Company Master Long-Term Savings Trust, which includes the Central Illinois Public Service Company Employee Long-Term Savings Plan, Central Illinois Public Service Company Employee Long-Term Savings Plan - IUOE No. 148 and Central Illinois Public Service Company Employee Long-Term Savings Plan - IBEW No. 702 for the year ended December 31, 1996 and to all references to our Firm included in this Registration Statement.

/s/ARTHUR ANDERSEN LLP

ARTHUR ANDERSEN LLP

Chicago, Illinois
December 30, 1997

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS: That the undersigned Charles W. Mueller hereby appoints Donald E. Brandt and/or James C. Thompson the true and lawful attorneys-in-fact of the undersigned, for and in the name, place and stead of the undersigned, to affix the name of the undersigned as a Director and as Chairman of The Board, President, and Chief Executive Officer, of Ameren Corporation to a Registration Statement(s) and any amendments thereto to be filed with the Securities and Exchange Commission under the Securities Act of 1933, covering the issue of Common Stock under the dividend reinvestment and stock purchase plan, stock incentive plan, and savings investment plans, as authorized by the Company's Board of Directors on December 17, 1997, and, for the performance of the same acts, each with power to appoint in their place and stead and as their substitute, one or more attorneys-in-fact for the undersigned, with full power of revocation; hereby ratifying and confirming all that said attorneys-in-fact may do by virtue hereof.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal this 23rd day of December, 1997.

Charles W. Mueller (L.S.)

STATE OF MISSOURI)
) SS.
 CITY OF ST. LOUIS)

On this 23rd day of December, 1997, before me the undersigned Notary Public in and for said State, personally appeared Charles W. Mueller, known to me to be the person described in and who executed the foregoing power of attorney and acknowledged to me that he executed the same as his free act and deed for the purposes therein stated.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my official seal.

Barbara Lungwitz

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS: That the undersigned Clifford L. Greenwalt hereby appoints Charles W. Mueller and/or Donald E. Brandt and/or James C. Thompson the true and lawful attorneys-in-fact of the undersigned, for and in the name, place and stead of the undersigned, to affix the name of the undersigned as a Director of Ameren Corporation to a Registration Statement(s) and any amendments thereto to be filed with the Securities and Exchange Commission under the Securities Act of 1933, covering the issue of Common Stock under the dividend reinvestment and stock purchase plan, stock incentive plan, and savings investment plans, as authorized by the Company's Board of Directors on December 17, 1997, and, for the performance of the same acts, each with power to appoint in their place and stead and as their substitute, one or more attorneys-in-fact for the undersigned, with full power of revocation; hereby ratifying and confirming all that said attorneys-in-fact may do by virtue hereof.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal this 31st day of December, 1997.

Clifford L. Greenwalt (L.S.)

STATE OF MISSOURI)
) SS.
CITY OF ST. LOUIS)

On this 31st day of December, 1997, before me the undersigned Notary Public in and for said State, personally appeared December, known to me to be the person described in and who executed the foregoing power of attorney and acknowledged to me that he executed the same as his free act and deed for the purposes therein stated.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my official seal.

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS: That the undersigned William E. Cornelius hereby appoints Charles W. Mueller and/or Donald E. Brandt and/or James C. Thompson the true and lawful attorneys-in-fact of the undersigned, for and in the name, place and stead of the undersigned, to affix the name of the undersigned as a Director of Ameren Corporation to a Registration Statement(s) and any amendments thereto to be filed with the Securities and Exchange Commission under the Securities Act of 1933, covering the issue of Common Stock under the dividend reinvestment and stock purchase plan, stock incentive plan, and savings investment plans, as authorized by the Company's Board of Directors on December 17, 1997, and, for the performance of the same acts, each with power to appoint in their place and stead and as their substitute, one or more attorneys-in-fact for the undersigned, with full power of revocation; hereby ratifying and confirming all that said attorneys-in-fact may do by virtue hereof.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal this 19th day of December, 1997.

William E. Cornelius (L.S.)

STATE OF MISSOURI)
) SS.
CITY OF ST. LOUIS)

On this 19th day of December, 1997, before me the undersigned Notary Public in and for said State, personally appeared December, known to me to be the person described in and who executed the foregoing power of attorney and acknowledged to me that he executed the same as his free act and deed for the purposes therein stated.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my official seal.

Barbara Lungwitz

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS: That the undersigned Thomas A. Hays hereby appoints Charles W. Mueller and/or Donald E. Brandt and/or James C. Thompson the true and lawful attorneys-in-fact of the undersigned, for and in the name, place and stead of the undersigned, to affix the name of the undersigned as a Director of Ameren Corporation to a Registration Statement(s) and any amendments thereto to be filed with the Securities and Exchange Commission under the Securities Act of 1933, covering the issue of Common Stock under the dividend reinvestment and stock purchase plan, stock incentive plan, and savings investment plans, as authorized by the Company's Board of Directors on December 17, 1997, and, for the performance of the same acts, each with power to appoint in their place and stead and as their substitute, one or more attorneys-in-fact for the undersigned, with full power of revocation; hereby ratifying and confirming all that said attorneys-in-fact may do by virtue hereof.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal this 20th day of December, 1997.

Thomas A. Hays (L.S.)

STATE OF MISSOURI)
) SS.
CITY OF ST. LOUIS)

On this 20th day of December, 1997, before me the undersigned Notary Public in and for said State, personally appeared December, known to me to be the person described in and who executed the foregoing power of attorney and acknowledged to me that he executed the same as his free act and deed for the purposes therein stated.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my official seal.

Barbara Lungwitz

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EXHIBIT 24

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS: That the undersigned Richard A. Liddy hereby appoints Charles W. Mueller and/or Donald E. Brandt and/or James C. Thompson the true and lawful attorneys-in-fact of the undersigned, for and in the name, place and stead of the undersigned, to affix the name of the undersigned as a Director of Ameren Corporation to a Registration Statement(s) and any amendments thereto to be filed with the Securities and Exchange Commission under the Securities Act of 1933, covering the issue of Common Stock under the dividend reinvestment and stock purchase plan, stock incentive plan, and savings investment plans, as authorized by the Company's Board of Directors on December 17, 1997, and, for the performance of the same acts, each with power to appoint in their place and stead and as their substitute, one or more attorneys-in-fact for the undersigned, with full power of revocation; hereby ratifying and confirming all that said attorneys-in-fact may do by virtue hereof.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal this 23rd day of December, 1997.

Richard A. Liddy (L.S.)

STATE OF MISSOURI)
) SS.
CITY OF ST. LOUIS)

On this 23rd day of December, 1997, before me the undersigned Notary Public in and for said State, personally appeared December, known to me to be the person described in and who executed the foregoing power of attorney and acknowledged to me that he executed the same as his free act and deed for the purposes therein stated.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my official seal.

Barbara Lungwitz

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EXHIBIT 24

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS: That the undersigned Richard A. Lumpkin hereby appoints Charles W. Mueller and/or Donald E. Brandt and/or James C. Thompson the true and lawful attorneys-in-fact of the undersigned, for and in the name, place and stead of the undersigned, to affix the name of the undersigned as a Director of Ameren Corporation to a Registration Statement(s) and any amendments thereto to be filed with the Securities and Exchange Commission under the Securities Act of 1933, covering the issue of Common Stock under the dividend reinvestment and stock purchase plan, stock incentive plan, and savings investment plans, as authorized by the Company's Board of Directors on December 17, 1997, and, for the performance of the same acts, each with power to appoint in their place and stead and as their substitute, one or more attorneys-in-fact for the undersigned, with full power of revocation; hereby ratifying and confirming all that said attorneys-in-fact may do by virtue hereof.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal this 31st day of December, 1997.

Richard A. Lumpkin (L.S.)

STATE OF ILLINOIS)
) SS.
CITY OF MATTOON)

On this 31st day of December, 1997, before me the undersigned Notary Public in and for said State, personally appeared December, known to me to be the person described in and who executed the foregoing power of attorney and acknowledged to me that he executed the same as his free act and deed for the purposes therein stated.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my official seal.

Renee Spitz

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS: That the undersigned John Peters MacCarthy hereby appoints Charles W. Mueller and/or Donald E. Brandt and/or James C. Thompson the true and lawful attorneys-in-fact of the undersigned, for and in the name, place and stead of the undersigned, to affix the name of the undersigned as a Director of Ameren Corporation to a Registration Statement(s) and any amendments thereto to be filed with the Securities and Exchange Commission under the Securities Act of 1933, covering the issue of Common Stock under the dividend reinvestment and stock purchase plan, stock incentive plan, and savings investment plans, as authorized by the Company's Board of Directors on December 17, 1997, and, for the performance of the same acts, each with power to appoint in their place and stead and as their substitute, one or more

attorneys-in-fact for the undersigned, with full power of revocation; hereby ratifying and confirming all that said attorneys-in-fact may do by virtue hereof.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal this 19th day of December, 1997.

John Peters MacCarthy (L.S.)

STATE OF MISSOURI)
) SS.
CITY OF ST. LOUIS)

On this 19th day of December, 1997, before me the undersigned Notary Public in and for said State, personally appeared December, known to me to be the person described in and who executed the foregoing power of attorney and acknowledged to me that he executed the same as his free act and deed for the purposes therein stated.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my official seal.

Barbara Lungwitz

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS: That the undersigned Paul L. Miller hereby appoints Charles W. Mueller and/or Donald E. Brandt and/or James C. Thompson the true and lawful attorneys-in-fact of the undersigned, for and in the name, place and stead of the undersigned, to affix the name of the undersigned as a Director of Ameren Corporation to a Registration Statement(s) and any amendments thereto to be filed with the Securities and Exchange

Commission under the Securities Act of 1933, covering the issue of Common Stock under the dividend reinvestment and stock purchase plan, stock incentive plan, and savings investment plans, as authorized by the Company's Board of Directors on December 17, 1997, and, for the performance of the same acts, each with power to appoint in their place and stead and as their substitute, one or more attorneys-in-fact for the undersigned, with full power of revocation; hereby ratifying and confirming all that said attorneys-in-fact may do by virtue hereof.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal this 31st day of December, 1997.

Paul L. Miller (L.S.)

STATE OF MISSOURI)
) SS.
CITY OF ST. LOUIS)

On this 31st day of December, 1997, before me the undersigned Notary Public in and for said State, personally appeared December, known to me to be the person described in and who executed the foregoing power of attorney and acknowledged to me that he executed the same as his free act and deed for the purposes therein stated.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my official seal.

Barbara Lungwitz

KNOW ALL MEN BY THESE PRESENTS: That the undersigned Robert H. Quenon hereby appoints Charles W. Mueller and/or Donald E. Brandt and/or James C. Thompson the true and lawful attorneys-in-fact of the undersigned, for and in the name, place and stead of the undersigned, to affix the name of the undersigned as a Director of Ameren Corporation to a Registration Statement(s) and any amendments thereto to be filed with the Securities and Exchange Commission under the Securities Act of 1933, covering the issue of Common Stock under the dividend reinvestment and stock purchase plan, stock incentive plan, and savings investment plans, as authorized by the Company's Board of Directors on December 17, 1997, and, for the performance of the same acts, each with power to appoint in their place and stead and as their substitute, one or more attorneys-in-fact for the undersigned, with full power of revocation; hereby ratifying and confirming all that said attorneys-in-fact may do by virtue hereof.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal this 24th day of December, 1997.

Robert H. Quenon (L.S.)

STATE OF MISSOURI)
) SS.
CITY OF ST. LOUIS)

On this 24th day of December, 1997, before me the undersigned Notary Public in and for said State, personally appeared December, known to me to be the person described in and who executed the foregoing power of attorney and acknowledged to me that he executed the same as his free act and deed for the purposes therein stated.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my official seal.

Barbara Lungwitz

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS: That the undersigned Harvey Saligman hereby appoints Charles W. Mueller and/or Donald E. Brandt and/or James C. Thompson the true and lawful attorneys-in-fact of the undersigned, for and in the name, place and stead of the undersigned, to affix the name of the undersigned as a Director of Ameren Corporation to a Registration Statement(s) and any amendments thereto to be filed with the Securities and Exchange Commission under the Securities Act of 1933, covering the issue of Common Stock under the dividend reinvestment and stock purchase plan, stock incentive plan, and savings investment plans, as authorized by the Company's Board of Directors on December 17, 1997, and, for the performance of the same acts, each with power to appoint in their place and stead and as their substitute, one or more attorneys-in-fact for the undersigned, with full power of revocation; hereby ratifying and confirming all that said attorneys-in-fact may do by virtue hereof.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal this 23rd day of December, 1997.

Harvey Saligman (L.S.)

STATE OF MISSOURI)
) SS.
CITY OF ST. LOUIS)

On this 23rd day of December, 1997, before me the undersigned Notary Public in and for said State, personally appeared December, known to me to be the person described in and who executed the foregoing power of attorney and acknowledged to me that he executed the same as his free act and deed for the purposes therein stated.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my official seal.

Barbara Lungwitz

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS: That the undersigned Charles J. Schukai hereby appoints Charles W. Mueller and/or Donald E. Brandt and/or James C. Thompson the true and lawful attorneys-in-fact of the undersigned, for and in the name, place and stead of the undersigned, to affix the name of the undersigned as a Director of Ameren Corporation to a Registration Statement(s) and any amendments thereto to be filed with the Securities and Exchange Commission under the Securities Act of 1933, covering the issue of Common Stock under the dividend reinvestment and stock purchase plan, stock incentive plan, and savings investment plans, as authorized by the Company's Board of Directors on December 17, 1997, and, for the performance of the same acts, each with power to appoint in their place and stead and as their substitute, one or more attorneys-in-fact for the undersigned, with full power of revocation; hereby ratifying and confirming all that said attorneys-in-fact may do by virtue hereof.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal this 23rd day of December, 1997.

Charles J. Schukai (L.S.)

STATE OF MISSOURI)
) SS.
 CITY OF ST. LOUIS)

On this 23rd day of December, 1997, before me the undersigned Notary Public in and for said State, personally appeared December, known to me to be the person described in and who executed the foregoing power of attorney and acknowledged to me that he executed the same as his free act and deed for the purposes therein stated.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my official seal.

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS: That the undersigned Janet McAfee Weakley hereby appoints Charles W. Mueller and/or Donald E. Brandt and/or James C. Thompson the true and lawful attorneys-in-fact of the undersigned, for and in the name, place and stead of the undersigned, to affix the name of the undersigned as a Director of Ameren Corporation to a Registration Statement(s) and any amendments thereto to be filed with the Securities and Exchange Commission under the Securities Act of 1933, covering the issue of Common Stock under the dividend reinvestment and stock purchase plan, stock incentive plan, and savings investment plans, as authorized by the Company's Board of Directors on December 17, 1997, and, for the performance of the same acts, each with power to appoint in their place and stead and as their substitute, one or more attorneys-in-fact for the undersigned, with full power of revocation; hereby ratifying and confirming all that said attorneys-in-fact may do by virtue hereof.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal this 19th day of December, 1997.

Janet M. Weakley (L.S.)

STATE OF MISSOURI)
) SS.
CITY OF ST. LOUIS)

On this 19th day of December, 1997, before me the undersigned Notary Public in and for said State, personally appeared December, known to me to be the person described in and who executed the foregoing power of attorney and acknowledged to me that he executed the same as his free act and deed for the

purposes therein stated.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my official seal.

Kathleen D. O'Reilly
