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April 15, 2004

The Honorable Vernon A. Williams
Secretary
Surface Transportation Board
1925 K Street, N.W.
Washington, D.C. 20423-0001

FILED
APR 15 2004
SURFACE
TRANSPORTATION BOARD

Re:

Finance Docket No. 34498: Ameren Corporation - Control Exemption - Coffeen and
Western Railroad Company *210606*

Dear Secretary Williams:

Please find enclosed an original and 10 copies of (i) a verified notice of lease exemption under 49 C.F.R. § 1150.31 by Coffeen and Western Railroad Company ("CWRC") for filing in Finance Docket No. 34497; and (ii) a verified notice of exemption under 49 C.F.R. § 1180.2(d)(2) for the control of CWRC for filing in Finance Docket No. 34498. For Finance Docket No. 34498, as required by 49 C.F.R. § 1180.6(a)(6), we also enclose 20 additional unbound copies of the pertinent maps.

In addition, pursuant to 49 C.F.R. § 1002.2(f)(11)(ii) and 1002.2(f)(39)(iv), please find a check payable to the Board for \$2,400 to cover the filings fees for these proceedings. Furthermore, we have enclosed three copies of 3.5-inch diskettes containing each verified notice of exemption.

Please acknowledge receipt of this letter by date-stamping the extra copies enclosed and return it to our messenger. If you have any questions regarding this request or if I can otherwise be of service, please do not hesitate to call me at (202) 274-2959.

Sincerely yours,

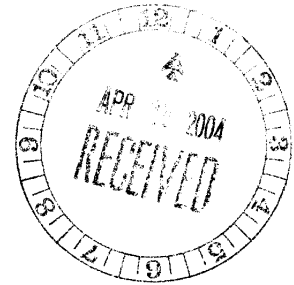
Sandra L. Brown
Sandra L. Brown

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BEFORE THE
SURFACE TRANSPORTATION BOARD

FINANCE DOCKET NO. 34498



210606

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Public Record

AMEREN CORPORATION - CONTROL EXEMPTION
- COFFEEN AND WESTERN RAILROAD COMPANY

VERIFIED NOTICE OF EXEMPTION
UNDER 49 CFR § 1180.2(d)(2)

FILED
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SURFACE
TRANSPORTATION BOARD

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Attorneys for Ameren Corporation

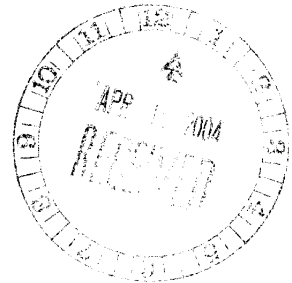
April 15, 2004

**BEFORE THE
SURFACE TRANSPORTATION BOARD**

FINANCE DOCKET NO. 34498

**AMEREN CORPORATION – CONTROL EXEMPTION
– COFFEEN AND WESTERN RAILROAD COMPANY**

**VERIFIED NOTICE OF EXEMPTION
UNDER 49 CFR § 1180.2(d)(2)**



Ameren Corporation (“Ameren”), pursuant to 49 C.F.R. § § 1180.2(d)(2) and 1180.4(g), files this Verified Notice of Exemption from the prior approval requirements of 49 U.S.C. § 11323 *et al.*, to permit Ameren to control Coffeen and Western Railroad Company (“CWRC”) upon CWRC becoming a carrier.¹

Ameren, a non-carrier holding company, currently controls Joppa & Eastern Railroad (“JERR”) and Missouri Central Railroad Company (“MCRR”). The JERR, a Class III carrier, is controlled through Ameren’s controlling interest in Electric Energy, Inc. (“EEI”). EEI received ICC authority to construct its track in *Joppa and Eastern Railroad Co. – Construction Exemption – Joppa, IL*, Finance Docket No. 31656 (ICC served July 5, and Dec. 24, 1990). The ICC also authorized the JERR to obtain and grant certain trackage rights in *Joppa and Eastern Railroad Co. – Petition for Exemption – Lease – Missouri Pacific Railroad Co.*, Finance Docket No. 31656 (Sub-No. 1)(ICC served May 16, 1991). The JERR’s track is all within Illinois, located approximately 155 miles from CWRC’s track.

¹ Concurrent with this filing, CWRC has filed a Verified Notice of Lease Exemption in STB Finance Docket No. 34497.

MCRR filed a notice of exemption to acquire and operate 244.5 miles rail line and trackage rights over 33.5 miles of rail line in *Missouri Central Railroad Co. – Acquisition and Operation Exemption – Lines of Union Pacific Railroad Co.*, Finance Docket No. 33508 (STB served Jan. 27, 1998). Ameren filed to acquire control of MCRR in *Ameren Corporation - Control Exemption - Missouri Central Railroad Co.*, Finance Docket No. 33805 (STB served Nov. 5, 1999). MCRR's track and trackage rights are located solely within Missouri. Central Midland Railway Company leases and operates the MCRR rail line. See *Central Midland Railway Company - Lease and Operation Exemption - Missouri Central Railroad Co.*, Finance Docket No. 34363 (STB served Feb. 11, 2004).

Applicability of the Class Exemption

Under Section 1180.2(d)(2) of the Board's consolidation rules, certain transactions are automatically exempt from the prior approval requirements for common control under 49 U.S.C. § 11343-1344. The class exemption applies to the proposed continuance in control because under Section 1180.2(d)(2): (i) the railroads will not connect with each other or any railroad in their corporate family; (ii) the continuance in control is not part of a series of anticipated transactions that would connect the railroads with each other or any railroad in their corporate family; and (iii) the transaction does not involve a Class I carrier.

In order to claim the Section 1180.2(d)(2) exemption, Section 1180.4(g) requires the filing of a verified notice of exemption furnishing the information requested in Section 1180.6(a)(1)(i)-(iii); 1180.6(a)(5)-(6) and 1180.6(a)(7)(ii) of those rules and indicating the level of labor protection required which is set out below.

Information Required by 1180.4(g)(1)(i)

1180.6(a)(1)(i) - Brief summary of the proposed transaction:

The proposed transaction will allow Ameren to continue control of JERR and MCRR and obtain control of CWRC when CWRC becomes a Class III rail carrier. CWRC has concurrently filed a notice of exemption under 49 C.F.R. § 1150.31 for its acquisition from Ameren Energy Generating Company of a rail line by lease in Coffeen, Illinois. That notice of exemption has been docketed as Finance Docket No. 34497, *Coffeen and Western Railroad Co., - Lease and Operation Exemption - Near Coffeen, Illinois*.

Name, address and telephone number of applicant:

Ameren Corporation
1901 Chouteau Avenue, MC-1310
St. Louis, MO 63103
(314) 554-2276

Legal counsel to whom questions should be addressed:

Sandra L. Brown
Troutman Sanders LLP
401 Ninth Street, N.W.
Suite 1000
Washington, D.C. 20004
(202) 274-2959

49 C.F.R. § 1180.6(a)(1)(ii): Schedule for consummation:

The parties anticipate consummating their transaction in the near future, but not in any event sooner than seven (7) days after the notice is filed.

49 C.F.R. § 1180.6(a)(1)(iii): Purpose sought to be accomplished by the proposed transaction:

The proposed transaction will facilitate the lease and operation of a rail line by CWRC which will advance the rail transportation policy by assisting Ameren in obtaining competitive transportation and rate options for its Coffeen Power Plant.

49 C.F.R. § 1180.6(a)(5): States in which property of applicant carriers are located:

JERR's property is located solely in Massac County in the State of Illinois and MCRR's property is located in the State of Missouri. CWRC's property will be located in Montgomery County in the State of Illinois.

49 C.F.R. § 1180.6(a)(6): Map showing the CWRC line is attached hereto as Appendix 1.

Maps of JERR and MCRR are attached hereto as Appendix 2A and 2B, respectively.

49 C.F.R. § 1180.6(a)(7)(ii): Copy of Agreement:

No written agreement will cover the proposed transaction.

49 C.F.R. § 1180.4(g)(1)(i) Labor Protection:

Section 11326(c) does not provide for labor protection for transactions under section 11324 and 11325 that involve only Class III rail carriers. Because this transaction involves Class III rail carriers only, the Board, under the statute, should not impose labor protective conditions for this transaction.

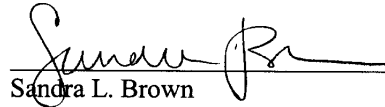
Environmental and Historical Documentation

This transaction qualifies for classification under 49 C.F.R. §§ 1105.6(c)(2) and 1105.8(b)(1) and thus neither an Environmental Report nor a Historic Report is required to be filed.

Verification

Attached to this notice as Appendix 3 is a verification of the statements made in this notice.

Respectfully submitted,

A handwritten signature in black ink, appearing to read "Sandra L. Brown", written over a horizontal line.

Sandra L. Brown
Rebecca Roback
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Washington, D.C. 20004
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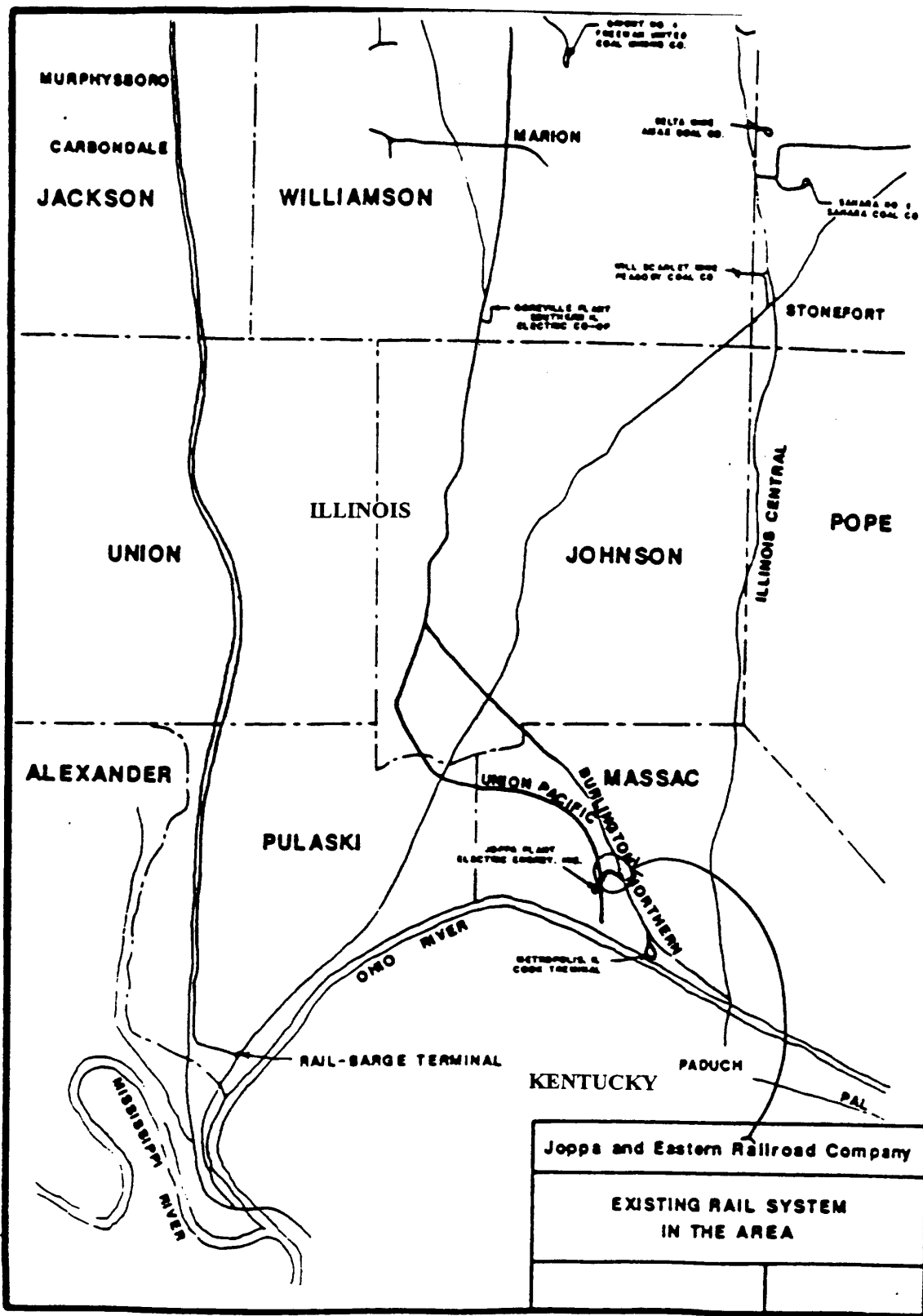
Attorneys for Ameren Corporation

April 15, 2004



DESIGN NINE, INC. ENGINEERING SERVICES FOR RAILROADS AND INDUSTRY ST. LOUIS, MO.		Scale AS SHOWN	Sheet 1 of 1	Project No. G2124-3	COFFEEN POWER PLANT COFFEEN, ILLINOIS		COFFEEN AND WESTERN RAILROAD LEASED TRACKAGE	STB EXHIBIT APPENDIX 1	NO. DATE REVISION BY	
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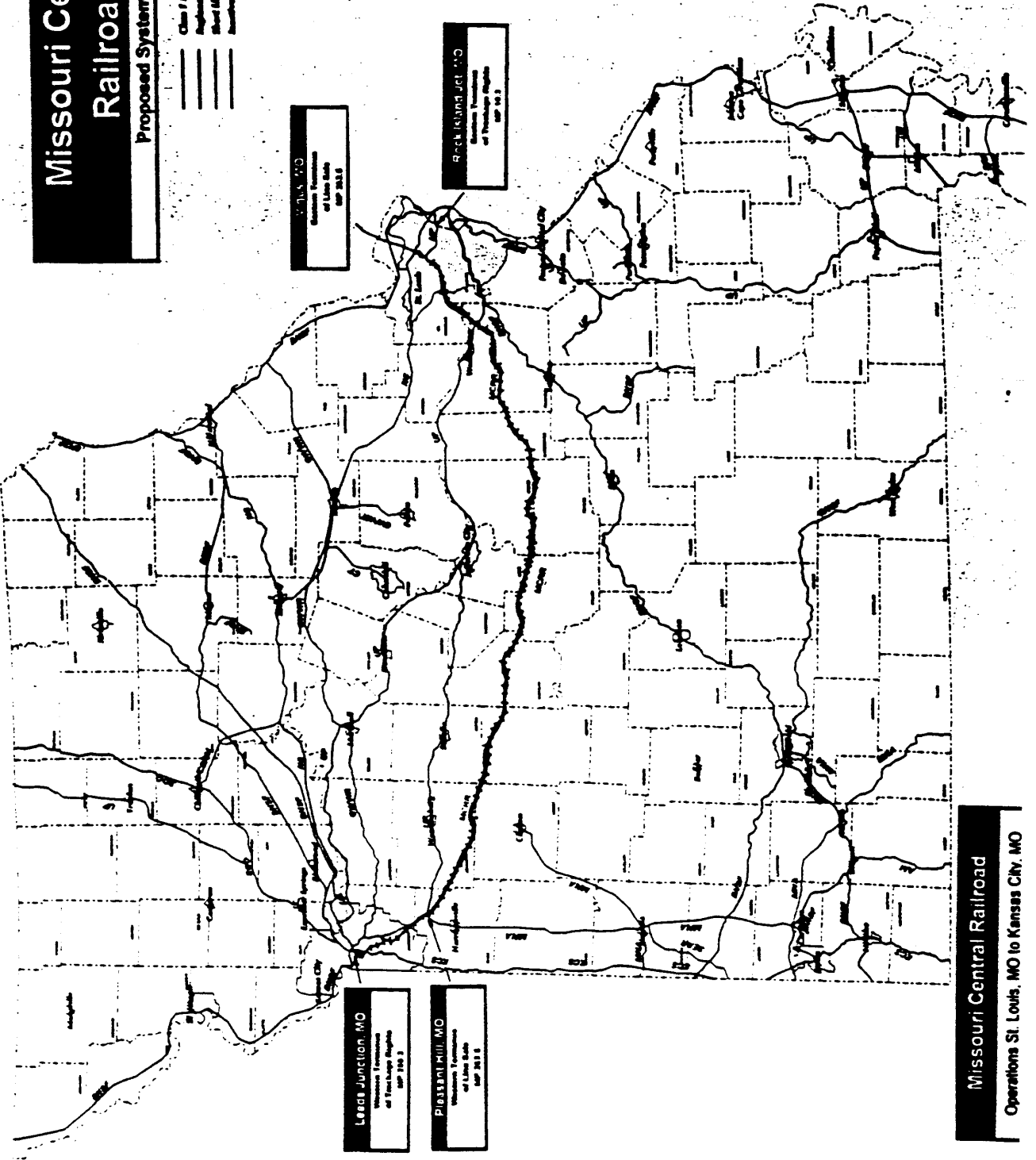
PRO. NEW CON
(FD NO. 34435)



Missouri Central Railroad

Proposed System Map

- Class I Railroad
- Regional Railroad
- Short Line Railroad
- Intermodal Application Area



Missouri Central Railroad

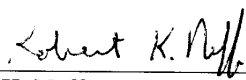
Operations St. Louis, MO to Kansas City, MO

VERIFICATION

I, Robert K. Neff, verify under penalty of perjury that the foregoing is true and correct.

Further, I certify that I am qualified and authorized to file this Verified Notice of Control

Exemption. Executed on April 16, 2004.



Robert K. Neff

NOTICES

DEPARTMENT OF TRANSPORTATION

Surface Transportation Board

STB Finance Docket No. 34498

Ameren Corporation -Control Exemption- Coffeen and Western Railroad Company

Ameren Corporation ("Ameren") has filed notice of exemption to continue in control of Joppa & Eastern Railroad ("JERR") and Missouri Central Railroad Company ("MCRR") and to obtain control of Coffeen and Western Railroad Company ("CWRC"). CWRC will become a Class III rail carrier upon conclusion of the transaction covered by a notice of exemption in STB Finance Docket No. 34497, *Coffeen and Western Railroad Company - Lease and Acquisition Exemption - Coffeen, IL* wherein CWRC seeks to acquire by lease certain track from Ameren Generating Services Company ("AEGC"). The transaction was expected to be consummated on or after seven days after the notice is filed.

Ameren stated that: (i) the rail lines to be controlled do not connect with each other or any other railroads in the corporate family; (ii) the transaction is not part of a series of anticipated transactions that would connect the railroads with each other or any railroad in their corporate family; and (iii) the transaction does not involve a Class I carrier. Therefore, the transaction is exempt from the prior approval requirements of 49 U.S.C. §11323. See 49 C.F.R. §1180.2(d)(2).

Under 49 U.S.C. §10502(g), the Board may not use its exemption authority to relieve a rail carrier of its statutory obligation to protect the interests of its employees. Section 11326(c), however, does not provide for labor protection for transactions under sections 11324 and 11325 that involve only Class III rail carriers. Because this transaction involves Class III rail carriers only, the Board, under the statute, may not impose labor protective conditions for this transaction.

If the verified notice contains false or misleading information, the exemption is void *ab initio*. Petitions to revoke the exemption will not automatically stay the transaction.

An original and 10 copies of all pleadings, referring to STB Finance Docket No. 34498, must be filed with the STB, Office of the Secretary, Case Control Unit, 1925 K Street, N.W., Washington, DC 20423-0001. In addition, a copy of each pleading must be served on Sandra L. Brown, Troutman Sanders, LLP, 401 Ninth Street, N.W., Suite 1000, Washington, D.C. 20004.

Decided: By the Board, David M. Konschnik, Director, Office of Proceedings.

Vernon A. Williams, Secretary