regulatory liabilities." No similar revenues were excluded from FAC calculations after May 2011.

Separately, in July 2011, Ameren Missouri filed a request with the MoPSC for an accounting authority order that would allow Ameren Missouri to defer fixed costs totaling $36 million that were not previously recovered from Noranda as a result of the loss of load caused by the severe 2009 ice storm for potential recovery in a future electric rate case. In November 2013, the MoPSC issued an order approving Ameren Missouri's request for an accounting authority order. Ameren Missouri will seek to recover these fixed costs in its next electric rate case. In February 2014, MIEC filed an appeal of the accounting authority order to the Missouri Court of Appeals, Western District.

2012 Electric Rate Order

In December 2012, the MoPSC issued an order approving an increase for Ameren Missouri in annual revenues for electric service of $260 million. The revenue increase was based on a 9.8% return on equity, a capital structure composed of 52.3% common equity, and a rate base of $6.8 billion. Rate changes consistent with the order became effective on January 2, 2013. In January 2013, Ameren Missouri appealed the order with respect to the amount of property taxes included in the order to the Missouri Court of Appeals, Western District. Later in 2013, Ameren Missouri withdrew this appeal. In February 2013, the MoOPC, MIEC, and other parties filed separate appeals to the Missouri Court of Appeals, Western District, relating to the order's treatment of transmission costs in the FAC. In October 2013, the Missouri Court of Appeals, Western District, upheld the order. MoOPC, MIEC, and other parties filed a request to transfer their appeal to the Missouri Supreme Court, which was subsequently denied.

MEEIA Order

The MoPSC's December 2012 electric rate order approved Ameren Missouri's implementation of MEEIA megawatthour savings targets, energy efficiency programs, and associated cost recovery mechanisms and incentive awards. A MEEIA rider allows Ameren Missouri to collect from or refund to customers any annual difference in the actual amounts incurred and the projected amounts collected from customers for the MEEIA program costs and its projected lost revenues.

In addition to the program costs and lost revenues discussed above, the terms of Ameren Missouri's MoPSC-approved MEEIA programs offer an incentive award that would allow Ameren Missouri to earn additional revenues by achieving certain energy efficiency goals, including approximately $19 million if 100% of its energy efficiency goals are achieved during the three-year period, with the potential to earn more if Ameren Missouri's energy savings exceed those goals. Ameren Missouri must achieve at least 70% of its energy efficiency goals before it earns any incentive award. The recovery of an incentive award from customers, if the energy efficiency goals are achieved, is expected in 2017 through the above-mentioned rider.

Rate Design and Earnings Complaint Cases

On February 13, 2014, Ameren Missouri's largest customer, Noranda, and 37 residential customers filed an earnings complaint case and a rate design complaint case with the MoPSC. In the earnings complaint case, Noranda and the residential customers asserted that Ameren Missouri's electric delivery service business is earning more than the 9.8% return on equity authorized in the MoPSC's December 2012 electric rate order and requested the MoPSC to approve a reduction of the authorized return on equity to 9.4%. The rate design complaint case seeks to reduce Noranda's electricity cost with an offsetting increase in electricity cost for Ameren Missouri's other customers. The rate design complaint case asks the MoPSC to expedite its decision and grant relief by August 1, 2014.

The MoPSC has ordered Ameren Missouri to file a response to these two complaints by March 17, 2014. The MoPSC has no time requirement by which it must issue an order in these cases. Ameren Missouri opposes both requests filed by Noranda and the residential customers and will vigorously defend itself.

Illinois

IEIMA

Under the provisions of the IEIMA, Ameren Illinois' electric delivery service rates effective for customers' billings in 2013 were subject to an annual revenue requirement reconciliation to its actual 2013 costs. The 2013 revenue requirement reconciliation will be filed with the ICC in 2014. The approved annual revenue requirement reconciliation adjustment relating to 2013 will be reflected in customer rates beginning in January 2015. Throughout the year, Ameren Illinois records a regulatory asset or a regulatory liability and a corresponding increase or decrease to operating revenues for any differences between the revenue requirement in effect for that year and its estimate of the probable increase or decrease in the revenue requirement expected to ultimately be approved by the ICC based on that year's actual costs incurred. As of December 31, 2013, Ameren Illinois recorded a $65 million regulatory asset to reflect its expected 2013 revenue requirement reconciliation adjustment, which will be recovered from customers in 2015. Ameren Illinois also recorded a regulatory liability of $65 million and $55 million as of December 31, 2013, and December 31, 2012, respectively, to reflect its 2012 revenue requirement reconciliation adjustment, with interest, which will be refunded to customers in 2014.

In May 2013, Illinois enacted into law certain amendments to the IEIMA that modified its implementation. The law clarified that the IEIMA requires that the year-end rate base must be used to calculate the revenue requirement reconciliation and that the interest applied to the revenue requirement reconciliation and return on equity collar adjustments must be equal to a company's weighted-average return calculated under the formula rate.

In September 2012, the ICC issued an order in Ameren Illinois' initial filing under the IEIMA's performance-based formula rate framework, which Ameren Illinois appealed to the Appellate

Court of the Fourth District of Illinois. In December 2012, the ICC issued an order in Ameren Illinois' update filing approving an Ameren Illinois electric delivery service revenue requirement of $765 million, based on 2011 recoverable costs and expected net plant additions in 2012. The delivery service rates became effective on January 1, 2013. In January 2013, Ameren Illinois filed an appeal of the ICC's update filing order to the Appellate Court of the Fourth District of Illinois. Both orders were consolidated for appeal with the primary issues being the treatment of accumulated deferred income taxes and vacation obligations as well as the calculation of Ameren Illinois' capital structure. In December 2013, the appellate court rendered its decision upholding the ICC's September and December 2012 orders. Ameren Illinois expects to file an appeal to the Illinois Supreme Court in March 2014.

In December 2013, the ICC issued an order in Ameren Illinois' annual update filing, which was based on 2012 recoverable costs and expected net plant additions for 2013, approving an Ameren Illinois electric delivery service revenue requirement of $788 million, before consideration of the 2012 revenue requirement reconciliation refund. The ICC order resulted in a net $45 million decrease in Ameren Illinois' electric delivery service revenue requirement. The calculation included a refund to customers of the 2012 revenue requirement reconciliation of $68 million, which included an estimate for interest through the end of 2014. However, this refund is partially offset by an annual revenue requirement increase of $23 million primarily due to higher recoverable costs in 2012 compared to 2011. The ICC order establishes rates for all of 2014. In January 2014, Ameren Illinois filed a request for rehearing with the ICC regarding the electric delivery service rate order, which the ICC denied. In February 2014, Ameren Illinois filed an appeal with the Appellate Court of the Fourth District of Illinois regarding the calculation of its capital structure and the treatment of accumulated deferred income taxes related to the transfer of former Ameren Missouri assets in Illinois to Ameren Illinois.

In the December 2013 order, the ICC disallowed, in part, the recovery from customers of the debt premium costs paid by Ameren Illinois for a tender offer in August 2012 to repurchase outstanding senior secured notes. At the time of the tender offer, Ameren Illinois recorded this loss on the reacquired debt as a regulatory asset. As a result of the ICC order, Ameren and Ameren Illinois each recorded in 2013 a pretax charge to earnings of $15 million relating to the partial disallowance of the premium costs. This charge was recorded in the statement of income for Ameren and Ameren Illinois as "Interest charges" with a corresponding decrease to "Regulatory assets."

2013 Natural Gas Delivery Service Rate Order

In December 2013, the ICC issued a rate order that approved an increase in revenues for natural gas delivery service of $32 million. The revenue increase was based on a 9.1% return on equity, a capital structure composed of 51.7% common equity, and a rate base of $1.1 billion. The rate order was based on a 2014 future test year. The rate changes became effective January 1, 2014. In January 2014, Ameren Illinois filed a request for rehearing with the ICC regarding the natural gas delivery service rate order, which the ICC denied. Ameren Illinois expects to file an appeal of the ICC's order in March 2014.

Similar to the December 2013 electric rate order discussed above, this natural gas rate order included a partial disallowance relating to the August 2012 costs for the tender offer to repurchase outstanding senior secured notes. The pretax loss of $15 million discussed above includes the impact of both the December 2013 ICC electric and natural gas delivery service rate orders.

Natural Gas Consumer, Safety and Reliability Act

In July 2013, Illinois enacted the Natural Gas Consumer, Safety and Reliability Act, which encourages Illinois natural gas utilities to accelerate modernization of the state's natural gas infrastructure and provides additional ICC oversight of natural gas utility performance. The law allows natural gas utilities the option to file for, and requires the ICC to approve, a rate rider mechanism to recover costs of certain natural gas infrastructure investments made between rate cases. The law does not require a minimum level of investment. Ameren Illinois expects to begin including investments under this regulatory framework in 2015. Ameren Illinois' decision to accelerate modernization of its natural gas infrastructure under this regulatory framework is dependent upon multiple considerations, including the allowed return on equity under this framework compared with other Ameren and Ameren Illinois investment options.

ATXI Transmission Project

ATXI's Illinois Rivers project is a MISO-approved project to build a 345-kilovolt line from western Indiana across the state of Illinois to eastern Missouri at an estimated cost of $1.1 billion. In August 2013, the ICC granted a certificate of public convenience and necessity and approved seven of a total of nine sections of the route and three of the proposed nine substations for the Illinois Rivers project. The ICC order indicated the project is necessary to address transmission and reliability needs in an efficient and equitable manner and that the project will benefit the development of a competitive electricity market. The order also indicated that ATXI is capable of constructing, managing and financing the project. In October 2013, the ICC granted ATXI's request for a rehearing to consider additional evidence regarding the two segments of the route and six substations that were not approved, as well as the requests for rehearing of certain other parties regarding two of the approved segments of the route. In February 2014, the ICC issued a final order on rehearing approving the remaining substations and routes for the Illinois Rivers project.

Federal

2011 Wholesale Distribution Rate Case

In January 2011, Ameren Illinois filed a request with FERC to increase its annual revenues for electric delivery service for its wholesale customers. These wholesale distribution revenues are treated as a deduction from Ameren Illinois' revenue requirement in retail rate filings with the ICC. In March 2011, FERC issued an order authorizing the proposed rates to take effect, subject to refund when the final rates are determined. Ameren Illinois reached an agreement with four of its nine wholesale customers. FERC has approved these settlement agreements, and any refund obligations related thereto have been made. The impasse with the remaining five wholesale customers has resulted in FERC litigation. In November 2012, a FERC administrative law judge issued an initial decision, which is now pending before FERC. The timing of a FERC decision is uncertain. In accordance with the administrative law judge's initial decision, Ameren and Ameren Illinois have both included on their balance sheets in "Current regulatory liabilities" an estimate of $13 million and $8 million as of December 31, 2013, and December 31, 2012, respectively, for the refund due to wholesale customers relating to billings for the period from March 2011 through December 2013.

Ameren Illinois Electric Transmission Rate Refund

In July 2012, FERC issued an order concluding that Ameren Illinois improperly included acquisition premiums, primarily goodwill, in determining the common equity used in its electric transmission formula rate, and thereby inappropriately recovered a higher amount from its electric transmission customers. The order required Ameren Illinois to make refunds to customers for such improperly included amounts. In August 2012, Ameren Illinois filed a request for a rehearing of this order. It is unknown when FERC will rule on Ameren's rehearing request, as it is under no deadline to do so.

Ameren Illinois submitted a refund report in November 2012 and concluded that no refund was warranted. Several wholesale customers filed a protest with FERC regarding Ameren's conclusion that no refund was warranted. In June 2013, FERC issued an order that rejected Ameren Illinois' November 2012 refund report and provided guidance as to the filing of a new refund report. In July 2013, Ameren Illinois filed a revised refund report based on the guidance provided in the June 2013 order, as well as a request for a rehearing of that order. Ameren Illinois' July 2013 refund report also concluded that no refund was warranted. Ameren Illinois estimated the maximum pretax charge to earnings for this possible refund obligation through December 31, 2013, would be $15 million, before interest charges. If Ameren Illinois were to determine that a refund to its electric transmission customers is probable, a charge to earnings would be recorded for the refund in the period in which that determination was made.

FERC Complaint Case

In November 2013, a customer group filed a complaint case with FERC seeking a reduction in the allowed return on common equity, as well as a limit on the common equity ratio, under the MISO tariff. Currently, the FERC-allowed return on common equity for MISO transmission owners is 12.38%. This complaint case could result in a reduction to Ameren Illinois' and ATXI's allowed return on common equity. That reduction could also result in a refund for transmission service revenues earned after the filing of the complaint case in November 2013. FERC has not issued an order in this case, and it is under no deadline to do so. Ameren is not able to predict when or how FERC will rule on this complaint case.

Ameren Missouri Power Purchase Agreement with Entergy

Beginning in 2005, FERC issued a series of orders addressing a complaint filed in 2001 by the Louisiana Public Service Commission (LPSC) against Entergy and certain of its affiliates. The complaint alleged unjust and unreasonable cost allocations. As a result of the FERC orders, Entergy began billing Ameren Missouri in 2007 for additional charges under a 165-megawatt power purchase agreement, which expired August 31, 2009. In May 2012, FERC issued an order stating that Entergy should not have included additional charges to Ameren Missouri under the power purchase agreement. Pursuant to the order, in June 2012, Entergy paid Ameren Missouri $31 million, with $24 million recorded as a reduction to "Purchased power" expense and $5 million for interest recorded as "Miscellaneous income" in the statement of income. The remaining $2 million was recorded as an offset to the FAC under-recovered regulatory asset for the amount refundable to customers. The amount of the Entergy refund recorded to the FAC regulatory asset related to the period when the FAC was effective; therefore, such costs were previously included in customer rates. In July 2012, Entergy filed an appeal of FERC's January 2010 and May 2012 orders to the United States Court of Appeals for the District of Columbia Circuit, which was subsequently dismissed on a procedural issue. In November 2013, Entergy refiled the appeal of FERC's May 2012 order with the United States Court of Appeals for the District of Columbia Circuit. Ameren is not able to predict when or how the court will rule on Entergy's appeal.

The LPSC appealed FERC's orders regarding LPSC's complaint against Entergy Services, Inc. to the United States Court of Appeals for the District of Columbia Circuit. In April 2008, that court ordered further FERC proceedings regarding LPSC's complaint. The court ordered FERC to explain its previous denial of retroactive refunds and the implementation of prospective charges. FERC's decision on remand of the retroactive impact of these issues could have a financial impact on Ameren Missouri. Ameren Missouri is unable to predict when or how FERC will respond to the court's decisions. Ameren Missouri estimates that it could incur an additional expense of up to $25 million if FERC orders retroactive application for the years 2001 to 2005. Ameren Missouri believes that the likelihood of incurring any expense is not probable, and therefore no liability has been recorded as of December 31, 2013.

Combined Construction and Operating License

In 2008, Ameren Missouri filed an application with the NRC for a COL for a new nuclear unit at Ameren Missouri's existing Callaway County, Missouri, energy center site. In 2009, Ameren Missouri suspended its efforts to build a new nuclear unit at its existing Missouri nuclear energy center site, and the NRC suspended review of the COL application.

In March 2012, the DOE announced the availability of investment funds for the design, engineering, manufacturing, and sale of American-made small modular nuclear reactors. In April 2012, Ameren Missouri entered into an exclusive agreement to support Westinghouse's application for the first installment of DOE's small modular nuclear reactor investment funds. The DOE investment funding is intended to support engineering and design certifications and a COL for up to two small modular reactor designs over five years. A COL is issued by the NRC to permit construction and operation of a nuclear energy center at a specific site in accordance with established laws and regulations. Obtaining a COL from the NRC would not obligate Ameren Missouri to build a small modular reactor at the Callaway site; however, it would preserve the option to move forward in a timely fashion should conditions be right to build a small modular reactor in the future. A COL is valid for at least 40 years. In November 2012, the DOE awarded the first installment of investment funds for only one small modular reactor design, which was not the Westinghouse design. The DOE stated that a second installment of investment funds would be awarded during 2013. In December 2013, the DOE did not award Westinghouse the second installment of investment funds. Ameren Missouri's agreement to exclusively support Westinghouse's application expired in January 2014.

Ameren Missouri estimated the total cost that would be required to obtain the small modular reactor COL to be $80 million to $100 million. As of December 31, 2013, Ameren Missouri had capitalized investments of $69 million for the development of a new nuclear energy center. Ameren is currently evaluating all potential nuclear technologies in order to maintain an option for nuclear power in the future.

All of Ameren Missouri's capitalized investments for the development of a new nuclear energy center will remain capitalized while management pursues options to maximize the value of its investment. If efforts to license additional nuclear generation are abandoned or management concludes it is probable the costs incurred will be disallowed in rates, a charge to earnings would be recognized in the period in which that determination is made.

Pumped-storage Hydroelectric Energy Center Relicensing

In June 2008, Ameren Missouri filed a relicensing application with FERC to operate its Taum Sauk pumped-storage hydroelectric energy center for another 40 years. The existing FERC license expired on June 30, 2010. In July 2010, Ameren Missouri received a license extension that allows Taum Sauk to continue operations until FERC issues a new license. A FERC order is expected in 2014. Ameren Missouri cannot predict the ultimate outcome of FERC's review of the application.

Regulatory Assets and Liabilities

In accordance with authoritative accounting guidance regarding accounting for the effects of certain types of regulation, Ameren Missouri and Ameren Illinois defer certain costs as regulatory assets pursuant to actions of regulators or based on the expected ability to recover such costs in rates charged to customers. Ameren Missouri and Ameren Illinois also defer certain amounts as regulatory liabilities because of actions of regulators or because of the expectation that such amounts will be returned to customers in future rates. The following table presents Ameren's, Ameren Missouri's and Ameren Illinois' regulatory assets and regulatory liabilities at December 31, 2013, and 2012:

	2013			2012		
	Ameren Missouri	Ameren Illinois	Ameren	Ameren Missouri	Ameren Illinois	Ameren
Current regulatory assets:						
Under-recovered FAC[a][b]	$ 104	$ —	$ 104	$ 145	$ —	$ 145
Under-recovered Illinois electric power costs[c]	—	1	1	—	—	—
Under-recovered PGA[c]	—	1	1	5	7	12
MTM derivative losses[d]	14	36	50	13	77	90
Total current regulatory assets	$ 118	$ 38	$ 156	$ 163	$ 84	$ 247
Noncurrent regulatory assets:						
Pension and postretirement benefit costs[e]	$ 44	$ 140	$ 184	$ 348	$ 424	$ 772
Income taxes[f]	230	7	237	231	4	235
Asset retirement obligations[g]	—	5	5	—	5	5
Callaway costs[a][h]	40	—	40	44	—	44
Unamortized loss on reacquired debt[a][i]	77	74	151	81	100	181
Recoverable costs – contaminated facilities[j]	—	271	271	—	248	248
MTM derivative losses[d]	8	118	126	7	128	135
Storm costs[k]	5	3	8	9	—	9
Demand-side costs before MEEIA implementation[a][l]	58	—	58	73	—	73
Reserve for workers' compensation liabilities[m]	6	6	12	6	6	12
Credit facilities fees[n]	5	—	5	6	—	6
Common stock issuance costs[o]	4	—	4	7	—	7
Construction accounting for pollution control equipment[a][p]	22	—	22	23	—	23
Solar rebate program[a][q]	27	—	27	5	—	5
IEIMA revenue requirement reconciliation[r]	—	65	65	—	—	—
Other[s][t]	8	12	25	12	19	31
Total noncurrent regulatory assets	$ 534	$ 701	$ 1,240	$ 852	$ 934	$ 1,786
Current regulatory liabilities:						
Over-recovered FAC[b]	$ 26	$ —	$ 26	$ —	$ —	$ —
Over-recovered Illinois electric power costs[c]	—	51	51	—	58	58
Over-recovered PGA[c]	5	29	34	—	15	15
MTM derivative gains[d]	26	1	27	18	1	19
Wholesale distribution refund[u]	—	13	13	—	8	8
IEIMA revenue requirement reconciliation[r]	—	65	65	—	—	—
Total current regulatory liabilities	$ 57	$ 159	$ 216	$ 18	$ 82	$ 100
Noncurrent regulatory liabilities:						
Income taxes[v]	$ 38	$ 3	$ 41	$ 42	$ 4	$ 46
Removal costs[w]	828	610	1,438	766	581	1,347
Asset retirement obligation[g]	146	—	146	80	—	80
MTM derivative gains[d]	1	—	1	2	—	2
Bad debt riders[x]	—	8	8	—	12	12
Pension and postretirement benefit costs tracker[y]	15	—	15	23	—	23
Energy efficiency riders[z]	3	33	36	—	20	20
IEIMA revenue requirement reconciliation[r]	—	—	—	—	55	55
FERC transmission revenue requirement reconciliation[aa]	—	10	10	—	—	—
Other[ab]	10	—	10	4	—	4
Total noncurrent regulatory liabilities	$ 1,041	$ 664	$ 1,705	$ 917	$ 672	$ 1,589

(a) These assets earn a return.

(b) Under-recovered or over-recovered fuel costs to be recovered through the FAC. Specific accumulation periods aggregate the under-recovered or over-recovered costs over four months, any related adjustments that occur over the following four months, and the recovery from customers that occurs over the next eight months.

(c) Costs under- or over-recovered from utility customers. Amounts will be recovered from, or refunded to, customers within one year of the deferral.

(d) Deferral of commodity-related derivative MTM losses or gains. See Note 7 – Derivative Financial Instruments for additional information.

(e) These costs are being amortized in proportion to the recognition of prior service costs (credits), transition obligations (assets), and actuarial losses (gains) attributable to Ameren's pension plan and postretirement benefit plans. See Note 11 – Retirement Benefits for additional information.

(f) Offset to certain deferred tax liabilities for expected recovery of future income taxes when paid. This will be recovered over the expected life of the related assets.

(g) Recoverable or refundable removal costs for AROs, including net realized and unrealized gains and losses related to the nuclear decommissioning trust fund investments. See Note 1 – Summary of Significant Accounting Policies – Asset Retirement Obligations.

(h) Ameren Missouri's Callaway energy center operations and maintenance expenses, property taxes, and carrying costs incurred between the plant in-service date and the date the plant was reflected in rates. These costs are being amortized over the remaining life of the energy center's current operating license, which expires in 2024.

(i) Losses related to reacquired debt. These amounts are being amortized over the lives of the related new debt issuances or the original lives of the old debt issuances if no new debt was issued.

(j) The recoverable portion of accrued environmental site liabilities that will be collected from electric and natural gas customers through ICC-approved cost recovery riders. The period of recovery will depend on the timing of remediation expenditures. See Note 15 – Commitments and Contingencies for additional information.

(k) Actual storm costs in a test year that exceed the MoPSC staff's normalized storm costs for rate purposes. As approved by the December 2012 MoPSC electric rate order, the 2006, 2007, and 2008 storm costs are being amortized through December 2014. As approved by the May 2010 MoPSC electric rate order, the 2009 storm costs are being amortized through June 2015. The Ameren Illinois total includes 2013 storm costs deferred in accordance with the IEIMA. These costs are being amortized over a five-year period beginning in 2013.

(l) Demand-side costs incurred prior to implementation of the MEEIA in 2013, including the costs of developing, implementing and evaluating customer energy efficiency and demand response programs. Costs incurred from May 2008 through September 2008 are being amortized over a 10-year period that began in March 2009. Costs incurred from October 2008 through December 2009 are being amortized over a six-year period that began in July 2010. Costs incurred from January 2010 through February 2011 are being amortized over a six-year period that began in August 2011. Costs incurred from March 2011 through July 2012 are being amortized over a six-year period that began in January 2013.

(m) Reserve for workers' compensation claims. The period of recovery will depend on the timing of actual expenditures.

(n) Ameren Missouri's costs incurred to enter into and maintain the 2012 Ameren Missouri Credit Agreement. These costs are being amortized over five years, beginning in November 2012. These costs are being amortized to construction work in progress, which will be depreciated when assets are placed into service.

(o) The MoPSC's May 2010 electric rate order allowed Ameren Missouri to recover its portion of Ameren's September 2009 common stock issuance costs. These costs are being amortized over five years, beginning in July 2010.

(p) The MoPSC's May 2010 electric rate order allowed Ameren Missouri to record an allowance for funds used during construction for pollution control equipment at its Sioux energy center until the cost of that equipment could be included in customer rates. These costs will be amortized over the expected life of the Sioux energy center, which is currently through 2033.

(q) Costs associated with Ameren Missouri's solar rebate program beginning in August 2012 to fulfill Ameren Missouri's renewable energy portfolio requirement. The amortization period for these costs will be three years, commencing with the next Ameren Missouri electric rate case order.

(r) The asset balance relates to the difference between Ameren Illinois' 2013 revenue requirement calculated under the IEIMA's performance-based formula ratemaking framework, and the revenue requirement included in customer rates for 2013. Subject to ICC approval, this asset will be collected from customers in 2015. The liability balance relates to the difference between Ameren Illinois' 2012 revenue requirement calculated under the IEIMA's performance-based formula ratemaking framework and the revenue requirement included in customer rates for 2012. This liability will be refunded to customers in 2014.

(s) The Ameren Illinois total includes Ameren Illinois Merger integration and optimization costs, which are amortized over four years, beginning in January 2012. The Ameren Illinois total also includes costs related to the 2013 natural gas delivery service rate case costs, which are being amortized over a two-year period that began in January 2014. The Ameren Illinois total also includes a portion of the unamortized debt fair value adjustment recorded upon Ameren's acquisition of IP. This portion is being amortized over the remaining life of the related debt. At Ameren Missouri, the balance primarily includes the cost of renewable energy credits to fulfill its renewable energy portfolio requirement. Costs incurred from January 2010 through July 2012 are being amortized over three years, beginning in January 2013.

(t) The Ameren total includes $5 million for ATXI's revenue requirement reconciliation adjustments for 2012 and 2013 calculated pursuant to the FERC's electric transmission formula ratemaking framework. These adjustments will be collected from customers in 2014 for the 2012 revenue requirement reconciliation and in 2015 for the 2013 revenue requirement reconciliation.

(u) Estimated refund to wholesale electric customers. See 2011 Wholesale Distribution Rate Case above.

(v) Unamortized portion of investment tax credits, federal excess deferred taxes, and uncertain tax position tracker. The tracker is being amortized over three years, beginning in January 2013. The unamortized portion of investment tax credit is being amortized over the expected life of the underlying assets.

(w) Estimated funds collected for the eventual dismantling and removal of plant from service, net of salvage value, upon retirement related to our rate-regulated operations.

(x) A regulatory tracking mechanism for the difference between the level of bad debt expense incurred by Ameren Illinois under GAAP and the level of such costs included in electric and natural gas rates. The over-recovery relating to 2011 was refunded to customers from June 2012 through May 2013. The over-recovery relating to 2012 is being refunded to customers from June 2013 through May 2014. The over-recovery relating to 2013 will be refunded to customers from June 2013 through May 2014.

(y) A regulatory tracking mechanism for the difference between the level of pension and postretirement benefit costs incurred by Ameren Missouri under GAAP and the level of such costs built into rates. For periods prior to August 2012, the MoPSC's December 2012 electric rate order directed the amortization to occur over five years, beginning in January 2013. For periods after August 2012, the amortization period will be determined in a future Ameren Missouri electric rate case.

(z) The Ameren Illinois balance relates its regulatory tracking mechanism to recover its electric and natural gas costs associated with developing, implementing, and evaluating customer energy efficiency and demand response programs. This over-recovery will be refunded to customers over the following 12 months after the plan year. The Ameren Missouri balance relates to its MEEIA program costs incurred and projected lost revenues compared to the amount previously collected from customers. Beginning in January 2014, a MEEIA rider allows Ameren Missouri to collect from or refund to customers any annual difference in the actual amounts incurred and the projected amounts collected from customers for the MEEIA program costs and its projected lost revenues. Under the MEEIA rider, collections from or refunds to customers occur one year after the program costs and projected lost revenues are incurred.

(aa) Ameren Illinois' 2013 revenue requirement reconciliation adjustment calculated pursuant to the FERC's electric transmission formula ratemaking framework. This liability will be refunded to customers in 2015.

(ab) Balance primarily includes the costs of renewable energy credits to fulfill Ameren Missouri's renewable energy portfolio requirement from August 2012 through December 2013, which were less than the amount included in rates. The amortization period for this over-recovery will be determined in a future Ameren Missouri electric rate case.

Ameren Missouri and Ameren Illinois continually assess the recoverability of their regulatory assets. Under current accounting standards, regulatory assets are charged to earnings when it is no longer probable that such amounts will be recovered through future revenues. To the extent that payments of regulatory liabilities are no longer probable, the amounts are credited to earnings.

NOTE 3 – PROPERTY AND PLANT, NET

The following table presents property and plant, net, for each of the Ameren Companies at December 31, 2013, and 2012:

	Ameren Missouri[(a)]	Ameren Illinois	Other	Ameren[(a)(b)]
2013				
Property and plant, at original cost:				
Electric	$ 15,964	$ 5,426	$ 336	$ 21,726
Natural gas	413	1,562	—	1,975
	16,377	6,988	336	23,701
Less: Accumulated depreciation and amortization	6,766	1,627	251	8,644
	9,611	5,361	85	15,057
Construction work in progress:				
Nuclear fuel in process	246	—	—	246
Other	595	228	79	902
Property and plant, net	$ 10,452	$ 5,589	$ 164	$ 16,205
2012				
Property and plant, at original cost:				
Electric	$ 15,638	$ 4,985	$ 319	$ 20,942
Natural gas	393	1,461	—	1,854
	16,031	6,446	319	22,796
Less: Accumulated depreciation and amortization	6,614	1,495	237	8,346
	9,417	4,951	82	14,450
Construction work in progress:				
Nuclear fuel in process	317	—	—	317
Other	427	101	53	581
Property and plant, net	$ 10,161	$ 5,052	$ 135	$ 15,348

(a) Amounts in Ameren and Ameren Missouri include two electric generation CTs under separate capital lease agreements. The gross cumulative asset value of those agreements was $228 million at December 31, 2013, and $228 million at December 31, 2012. The total accumulated depreciation associated with the two CTs was $56 million and $52 million at December 31, 2013, and 2012, respectively. In addition, Ameren Missouri has investments in debt securities, which were classified as held-to-maturity, related to the two CTs from the city of Bowling Green and Audrain County. As of December 31, 2013, and 2012, the carrying value of these debt securities was $299 million and $304 million, respectively.
(b) Includes amounts for Ameren registrant and nonregistrant subsidiaries.

The following table provides accrued capital and nuclear fuel expenditures at December 31, 2013, 2012, and 2011, which represent noncash investing activity excluded from the accompanying statements of cash flows:

	Ameren[(a)]	Ameren Missouri	Ameren Illinois
Accrued capital expenditures:			
2013	$ 175	$ 74	$ 86
2012	107	63	37
2011	97	73	18
Accrued nuclear fuel expenditures:			
2013	8	8	(b)
2012	8	8	(b)
2011	36	36	(b)

(a) Includes amounts for Ameren registrant and nonregistrant subsidiaries.
(b) Not applicable.

NOTE 4 – SHORT-TERM DEBT AND LIQUIDITY

The liquidity needs of the Ameren Companies are typically supported through the use of available cash, short-term intercompany borrowings, drawings under committed bank credit agreements, or commercial paper issuances.

2012 Credit Agreements

On November 14, 2012, Ameren and Ameren Missouri entered into the $1 billion 2012 Missouri Credit Agreement. The 2010 Missouri Credit Agreement was terminated when the 2012 Missouri Credit Agreement when into effect. Also on November 14, 2012, Ameren and Ameren Illinois entered into the $1.1 billion 2012 Illinois Credit Agreement. The 2010 Illinois Credit Agreement was terminated when the 2012 Illinois Credit Agreement went into effect. These facilities cumulatively provide $2.1 billion of credit through November 14, 2017, which may be extended with the agreement of the lenders, subject to the terms of such agreements, for two additional one-year periods. The facilities currently include 24 international, national, and regional lenders, with no lender providing more than $125 million of credit in aggregate.

The obligations of each borrower under the respective 2012 Credit Agreements to which it is a party are several and not joint, and, except under limited circumstances relating to expenses and indemnities, the obligations of Ameren Missouri and Ameren Illinois under the respective 2012 Credit Agreements are not guaranteed by Ameren or any other subsidiary of Ameren. The maximum aggregate amount available to each borrower under each facility is shown in the following table (such amount being such borrower's "Borrowing Sublimit"):

	2012 Missouri Credit Agreement	2012 Illinois Credit Agreement
Ameren	$ 500	$ 300
Ameren Missouri	800	(a)
Ameren Illinois	(a)	800

(a) Not applicable.

Ameren has the option to seek additional commitments from existing or new lenders to increase the total facility size of the 2012 Credit Agreements up to a maximum amount of $1.2 billion for the 2012 Missouri Credit Agreement and $1.3 billion for the 2012 Illinois Credit Agreement. The 2012 Credit Agreements, as well as the Borrowing Sublimits of Ameren and Ameren Missouri, will mature and expire on November 14, 2017. The Borrowing Sublimit of Ameren Illinois will mature and expire on September 30, 2014, subject to extension on a 364-day basis or for a longer period upon notice by the borrower of receipt of any and all required federal or state regulatory approvals, as permitted under the credit agreement, but in no event later than November 14, 2017. In October 2013, Ameren Illinois filed a petition seeking state regulatory approval necessary to extend the maturity date of its Borrowing Sublimit under the 2012 Illinois Credit Agreement to November 14, 2017. If and when regulatory approval is received, no lender approval will be required to effect the extension. The principal amount of each revolving loan owed by a borrower under any of the 2012 Credit Agreements to which it is a party will be due and payable no later than the final maturity date relating to such borrower under such 2012 Credit Agreements.

The obligations of all borrowers under the 2012 Credit Agreements are unsecured. Loans are available on a revolving basis under each of the 2012 Credit Agreements. Funds borrowed may be repaid and, subject to satisfaction of the conditions to borrowing, reborrowed from time to time. At the election of each borrower, the interest rates on such loans will be the alternate base rate ("ABR") plus the margin applicable to the particular borrower and/or the Eurodollar rate plus the margin applicable to the particular borrower. The applicable margins will be determined by the borrower's long-term unsecured credit ratings or, if no such ratings are then in effect, the borrower's corporate/issuer ratings then in effect. Letters of credit in an aggregate undrawn face amount not to exceed 25% of the applicable aggregate commitment under the respective 2012 Credit Agreements are also available for issuance for the account of the borrowers thereunder (but within the $2.1 billion overall combined facility borrowing limitations of the 2012 Credit Agreements).

The borrowers will use the proceeds from any borrowings under the 2012 Credit Agreements for general corporate purposes, including working capital, commercial paper liquidity support, loan funding under the Ameren money pool arrangements or other short-term intercompany loan arrangements, or paying fees and expenses incurred in connection with the 2012 Credit Agreements.

The 2012 Credit Agreements are used to borrow cash, to issue letters of credit, and to support issuances under Ameren's $500 million commercial paper program and Ameren Missouri's $500 million commercial paper program. Either of the 2012 Credit Agreements are available to Ameren to support issuances under Ameren's commercial paper program, subject to borrowing sublimits. The 2012 Missouri Credit Agreement is available to support issuances under Ameren Missouri's commercial paper program. Ameren Illinois' $500 million commercial paper program, under which no commercial paper was ever issued, was terminated in 2013. As of December 31, 2013, based on commercial paper outstanding and letters of credit issued under the 2012 Credit Agreements, the aggregate amount of credit capacity available to Ameren (parent), Ameren Missouri and Ameren Illinois, collectively, at December 31, 2013, was $1.7 billion.

Ameren, Ameren Missouri, and Ameren Illinois did not borrow under the 2012 Credit Agreements for the years ended December 31, 2013, and 2012.

Commercial Paper

The following table summarizes the borrowing activity and relevant interest rates under Ameren's commercial paper program, for the years ended December 31, 2013, and 2012:

	2013	2012
Average daily borrowings outstanding	$ 54	$ 49
Outstanding borrowings at period-end	368	—
Weighted-average interest rate	0.56%	0.92%
Peak borrowings during period	$ 368	$ 229
Peak interest rate	0.85%	1.25%

Indebtedness Provisions and Other Covenants

The information below presents a summary of the Ameren Companies' compliance with indebtedness provisions and other covenants.

The 2012 Credit Agreements contain conditions to borrowings and issuances of letters of credit, including the absence of default or unmatured default, material accuracy of representations and warranties (excluding any representation after the closing date as to the absence of material adverse change and material litigation, and the absence of any notice of violation, liability or requirement under any environmental laws that could have a material adverse effect), and obtaining required regulatory authorizations. In addition, as it relates to borrowings under the 2012 Illinois Credit Agreement, it is a condition for any such borrowing that, at the time of and after giving effect to such borrowing, the borrower not be in violation of any limitation on its ability to incur unsecured indebtedness contained in its articles of incorporation.

The 2012 Credit Agreements also contain nonfinancial covenants, including restrictions on the ability to incur liens, to transact with affiliates, to dispose of assets, to make investments in or transfer assets to its affiliates, and to merge with other entities. The 2012 Credit Agreements require each of Ameren, Ameren Missouri and Ameren Illinois to maintain consolidated indebtedness of not more than 65% of its consolidated total capitalization pursuant to a defined calculation set forth in the agreements. As of December 31, 2013, the ratios of consolidated indebtedness to total consolidated capitalization, calculated in accordance with the provisions of the 2012 Credit Agreements, were 48%, 47% and 44%, for Ameren, Ameren Missouri and Ameren Illinois, respectively. In addition, under the 2012 Illinois Credit Agreement and, by virtue of the cross-default provisions of the 2012 Missouri Credit Agreement, Ameren is required to maintain a ratio of consolidated funds from operations plus interest expense to consolidated interest expense of 2.0 to 1.0, to be calculated quarterly, as of the end of the most recent four fiscal quarters then ending, in accordance with the 2012 Illinois Credit Agreement. Ameren's ratio as of December 31, 2013, was 5.3 to 1.0. Failure of a borrower to satisfy a financial covenant constitutes an immediate default under the applicable 2012 Credit Agreement.

The 2012 Credit Agreements contain default provisions that apply separately to each borrower, provided, however, that a default of Ameren Missouri or Ameren Illinois under the applicable 2012 Credit Agreement will also be deemed to constitute a default of Ameren under such agreement. Defaults include a cross-default to a default of such borrower under any other agreement covering outstanding indebtedness of such borrower and certain subsidiaries (other than project finance subsidiaries and nonmaterial subsidiaries) in excess of $50 million in the aggregate (including under the other 2012 Credit Agreement). However, under the default provisions of the 2012 Credit Agreements, any default of Ameren under any such 2012 Credit Agreements that results solely from a default of Ameren Missouri or Ameren Illinois thereunder does not result in a cross-default of Ameren under the other 2012 Credit Agreement. Further, the 2012 Credit Agreement default provisions provide that an Ameren default under any of the 2012 Credit Agreements does not trigger a default by Ameren Missouri or Ameren Illinois.

None of the Ameren Companies' credit agreements or financing arrangements contain credit rating triggers that would cause a default or acceleration of repayment of outstanding balances. Management believes that the Ameren Companies were in compliance with the provisions and covenants of their credit agreements at December 31, 2013.

Money Pools

Ameren has money pool agreements with and among its subsidiaries to coordinate and provide for certain short-term cash and working capital requirements. Ameren Services is responsible for the operation and administration of the money pool agreements.

Ameren Missouri, Ameren Illinois, and Ameren Services may participate in the utility money pool as both lenders and borrowers. Ameren may participate in the money pool only as a lender. Internal funds are surplus funds contributed to the money pool from participants. The primary sources of external funds for the money pool are the 2012 Credit Agreements and the commercial paper programs. The total amount available to the pool participants from the money pool at any given time is reduced by the amount of borrowings made by participants, but it is increased to the extent that the pool participants advance surplus funds to the money pool or remit funds from other external sources. The availability of funds is also determined by funding requirement limits established by regulatory authorizations. The money pool was established to coordinate and to provide short-term cash and working capital for the participants. Participants receiving a loan under the money pool agreement must repay the principal amount of such loan, together with accrued interest. The rate of interest depends on the composition of internal and external funds in the money pool. The average interest rate for borrowing under the money pool for the year ended December 31, 2013, was 0.14% (2012 - 0.13%).

See Note 14 – Related Party Transactions for the amount of interest income and expense from the money pool arrangements recorded by the Ameren Companies for the years ended December 31, 2013, 2012, and 2011.

Unilateral Borrowing Agreement

In addition, a unilateral borrowing agreement exists among Ameren, Ameren Illinois, and Ameren Services, which enables Ameren Illinois to make short-term borrowings directly from Ameren. The aggregate amount of borrowings outstanding at any time by Ameren Illinois under the unilateral borrowing agreement and the utility money pool agreement, together with any outstanding Ameren Illinois external credit facility borrowings, may not exceed $500 million, pursuant to authorization from the ICC. Ameren Illinois is not currently borrowing under the unilateral borrowing agreement.

NOTE 5 – LONG-TERM DEBT AND EQUITY FINANCINGS

The following table presents long-term debt outstanding, including maturities due within one year, for the Ameren Companies as of December 31, 2013, and 2012:

	2013	2012
Ameren (Parent):		
8.875% Senior unsecured notes due 2014	$ 425	$ 425
Less: Unamortized discount and premium	—	(1)
Less: Maturities due within one year	(425)	—
Long-term debt, net	$ —	$ 424
Ameren Missouri:		
Senior secured notes:[a]		
4.65% Senior secured notes due 2013	—	200
5.50% Senior secured notes due 2014	104	104
4.75% Senior secured notes due 2015	114	114
5.40% Senior secured notes due 2016	260	260
6.40% Senior secured notes due 2017	425	425
6.00% Senior secured notes due 2018[b]	179	179
5.10% Senior secured notes due 2018	199	199
6.70% Senior secured notes due 2019[b]	329	329
5.10% Senior secured notes due 2019	244	244
5.00% Senior secured notes due 2020	85	85
5.50% Senior secured notes due 2034	184	184
5.30% Senior secured notes due 2037	300	300
8.45% Senior secured notes due 2039[b]	350	350
3.90% Senior secured notes due 2042[b]	485	485
Environmental improvement and pollution control revenue bonds:		
1992 Series due 2022[c][d]	47	47
1993 5.45% Series due 2028[e]	(e)	44
1998 Series A due 2033[c][d]	60	60
1998 Series B due 2033[c][d]	50	50
1998 Series C due 2033[c][d]	50	50
Capital lease obligations:		
City of Bowling Green capital lease (Peno Creek CT) through 2022	59	64
Audrain County capital lease (Audrain County CT) due 2023	240	240
Total long-term debt, gross	3,764	4,013
Less: Unamortized discount and premium	(7)	(7)
Less: Maturities due within one year	(109)	(205)
Long-term debt, net	$ 3,648	$ 3,801

	2013	2012
Ameren Illinois:		
Senior secured notes:		
8.875% Senior secured notes due 2013[f]	$ —	$ 150
6.20% Senior secured notes due 2016[f]	54	54
6.25% Senior secured notes due 2016[g]	75	75
6.125% Senior secured notes due 2017[g][h]	250	250
6.25% Senior secured notes due 2018[g][h]	144	144
9.75% Senior secured notes due 2018[g][h]	313	313
2.70% Senior secured notes due 2022[g][h]	400	400
6.125% Senior secured notes due 2028[g]	60	60
6.70% Senior secured notes due 2036[g]	61	61
6.70% Senior secured notes due 2036[f]	42	42
4.80% Senior secured notes due 2043[g]	280	—
Environmental improvement and pollution control revenue bonds:		
5.90% Series 1993 due 2023[i]	32	32
5.70% 1994A Series due 2024[j]	36	36
1993 Series C-1 5.95% due 2026[k]	35	35
1993 Series C-2 5.70% due 2026[k]	8	8
1993 Series B-1 due 2028[d][k]	17	17
5.40% 1998A Series due 2028[j]	19	19
5.40% 1998B Series due 2028[j]	33	33
Fair-market value adjustments	4	4
Total long-term debt, gross	1,863	1,733
Less: Unamortized discount and premium	(7)	(6)
Less: Maturities due within one year	—	(150)
Long-term debt, net	$ 1,856	$ 1,577
Ameren consolidated long-term debt, net	$ 5,504	$ 5,802

(a) These notes are collaterally secured by first mortgage bonds issued by Ameren Missouri under the Ameren Missouri mortgage indenture. The notes have a fall-away lien provision and will remain secured only as long as any first mortgage bonds issued under the Ameren Missouri mortgage indenture remain outstanding. Redemption, purchase, or maturity of all first mortgage bonds, including first mortgage bonds currently outstanding and any that may be issued in the future, would result in a release of the first mortgage bonds currently securing these notes, at which time these notes would become unsecured obligations. Considering the Ameren Missouri first mortgage bonds and senior secured notes currently outstanding, and assuming no early retirement of any series of such securities in full, we do not expect the first mortgage bond lien protection associated with these notes to fall away until 2042.

(b) Ameren Missouri has agreed, during the life of these notes, not to optionally redeem, purchase or otherwise retire in full its first mortgage bonds. Ameren Missouri has also agreed to prevent a first mortgage bond release date from occurring as long as any of the 8.45% senior secured notes due 2039 and any of the 3.90% senior secured notes due 2042 remain outstanding.

(c) These bonds are collaterally secured by first mortgage bonds issued by Ameren Missouri under the Ameren Missouri mortgage indenture and have a fall-away lien provision similar to that of Ameren Missouri's senior secured notes. The bonds are also backed by an insurance guarantee policy.

(d) Interest rates, and periods during which such rates apply, vary depending on our selection of defined rate modes. Maximum interest rates could range up to 18% depending on the series of bonds. The average interest rates for 2013 and 2012 were as follows:

	2013	2012
Ameren Missouri 1992 Series	0.17%	0.30%
Ameren Missouri 1998 Series A	0.34%	0.65%
Ameren Missouri 1998 Series B	0.33%	0.64%
Ameren Missouri 1998 Series C	0.34%	0.64%
Ameren Illinois 1993 Series B-1	0.14%	0.22%

(e) These bonds are first mortgage bonds issued by Ameren Missouri under the Ameren Missouri mortgage bond indenture and are secured by substantially all Ameren Missouri property and franchises. The bonds are callable at 100% of par value. Less than $1 million principal amount of the bonds remain outstanding.

(f) These notes are collaterally secured by first mortgage bonds issued by Ameren Illinois under the CILCO mortgage indenture. The notes have a fall-away lien provision and will remain secured only as long as any series of first mortgage bonds issued under the CILCO mortgage indenture remain outstanding. Redemption, purchase, or maturity of all first mortgage bonds, including first mortgage bonds currently outstanding and any that may be issued in the future, would result in a release of the first mortgage bonds currently securing these notes, at which time these notes would become unsecured obligations. Considering the CILCO first mortgage bonds and senior secured notes currently outstanding, and assuming no early retirement of any series of such securities in full, we do not expect the first mortgage bond lien protection associated with these notes to fall away until 2023.

(g) These notes are collaterally secured by mortgage bonds issued by Ameren Illinois under the Ameren Illinois mortgage indenture. The notes have a fall-away lien provision and will remain secured only as long as any series of first mortgage bonds issued under the Ameren Illinois mortgage indenture remain outstanding. Redemption, purchase, or maturity of all mortgage bonds, including first mortgage bonds currently outstanding and any that may be issued in the future, would result in a release of the mortgage bonds currently securing these notes, at which time these notes would become unsecured obligations. Considering the Ameren Illinois mortgage bonds and senior secured notes currently outstanding, and assuming no early retirement of any series of such securities in full, we do not expect the mortgage bond lien protection associated with these notes to fall away until 2028.

(h) Ameren Illinois has agreed, during the life of these notes, not to optionally redeem, purchase, or otherwise retire in full its Ameren Illinois mortgage bonds; therefore, an Ameren Illinois first mortgage bond release date will not occur as long as any of these notes are outstanding.

(i) These bonds are first mortgage bonds issued by Ameren Illinois under the CILCO mortgage indenture and are secured by substantially all property of the former CILCO. The bonds are callable at 100% of par value.
(j) These bonds are mortgage bonds issued by Ameren Illinois under the Ameren Illinois mortgage indenture and are secured by substantially all property of the former IP and CIPS. The bonds are callable at 100% of par value. The bonds are also backed by an insurance guarantee policy.
(k) The bonds are callable at 100% of par value.

The following table presents the aggregate maturities of long-term debt, including current maturities, for the Ameren Companies at December 31, 2013:

	Ameren (Parent)[a]	Ameren Missouri[a]	Ameren Illinois[a][b]	Ameren Consolidated
2014	$ 425	$ 109	$ —	$ 534
2015	—	120	—	120
2016	—	266	129	395
2017	—	431	250	681
2018	—	383	457	840
Thereafter	—	2,455	1,023	3,478
Total	$ 425	$ 3,764	$ 1,859	$ 6,048

(a) Excludes unamortized discount and premium of $7 million and $7 million at Ameren Missouri and Ameren Illinois, respectively.
(b) Excludes $4 million related to Ameren Illinois' long-term debt fair-market value adjustments, which are being amortized to interest expense over the remaining life of the debt.

All classes of Ameren Missouri's and Ameren Illinois' preferred stock are entitled to cumulative dividends and have voting rights. Preferred stock not subject to mandatory redemption of Ameren's subsidiaries was included in "Noncontrolling Interests" on Ameren's consolidated balance sheet. The following table presents the outstanding preferred stock of Ameren Missouri and Ameren Illinois that is not subject to mandatory redemption. The preferred stock is redeemable, at the option of the issuer, at the prices shown below as of December 31, 2013, and 2012:

		Redemption Price(per share)	2013	2012
Ameren Missouri:				
Without par value and stated value of $100 per share, 25 million shares authorized				
$3.50 Series	130,000 shares	$ 110.00	$ 13	$ 13
$3.70 Series	40,000 shares	104.75	4	4
$4.00 Series	150,000 shares	105.625	15	15
$4.30 Series	40,000 shares	105.00	4	4
$4.50 Series	213,595 shares	110.00 (a)	21	21
$4.56 Series	200,000 shares	102.47	20	20
$4.75 Series	20,000 shares	102.176	2	2
$5.50 Series A	14,000 shares	110.00	1	1
Total			$ 80	$ 80
Ameren Illinois:				
With par value of $100 per share, 2 million shares authorized				
4.00% Series	144,275 shares	$ 101.00	$ 14	$ 14
4.08% Series	45,224 shares	103.00	5	5
4.20% Series	23,655 shares	104.00	2	2
4.25% Series	50,000 shares	102.00	5	5
4.26% Series	16,621 shares	103.00	2	2
4.42% Series	16,190 shares	103.00	2	2
4.70% Series	18,429 shares	103.00	2	2
4.90% Series	73,825 shares	102.00	7	7
4.92% Series	49,289 shares	103.50	5	5
5.16% Series	50,000 shares	102.00	5	5
6.625% Series	124,274 shares	100.00	12	12
7.75% Series	4,542 shares	100.00	1	1
Total			$ 62	$ 62
Total Ameren			$ 142	$ 142

(a) In the event of voluntary liquidation, $105.50.

Ameren has 100 million shares of $0.01 par value preferred stock authorized, with no shares outstanding. Ameren Missouri has 7.5 million shares of $1 par value preference stock authorized, with no such preference stock outstanding. Ameren Illinois has 2.6 million shares of no par value preferred stock authorized, with no shares outstanding.

Ameren

Ameren filed a Form S-8 registration statement with the SEC in October 2013, authorizing the offering of 4 million additional shares of its common stock under its 401(k) plan. Shares of common stock sold under the 401(k) plan are, at Ameren's option, newly issued shares, treasury shares, or shares purchased in the open market or in privately negotiated transactions.

Ameren filed a Form S-3 registration statement with the SEC in June 2011, authorizing the offering of 6 million additional shares of its common stock under DRPlus. Shares of common stock sold under DRPlus are, at Ameren's option, newly issued shares, treasury shares, or shares purchased in the open market or in privately negotiated transactions. In 2013 and 2012, Ameren shares were purchased in the open market for DRPlus and its 401(k) plan. Under DRPlus and its 401(k) plan, Ameren issued 2.2 million shares of common stock in 2011, which were valued at $65 million.

Ameren Missouri

In October 2013, $44 million of Ameren Missouri's 1993 5.45% Series tax-exempt first mortgage bonds were redeemed at par value plus accrued interest, and $200 million of Ameren Missouri's 4.65% senior secured notes matured and were retired.

On September 11, 2012, Ameren Missouri issued $485 million principal amount of 3.90% senior secured notes due September 15, 2042, with interest payable semiannually on March 15 and September 15 of each year, beginning March 15, 2013. These notes are secured by first mortgage bonds. Ameren Missouri received net proceeds of $478 million. The proceeds were used, together with other available cash, to provide the funds necessary to complete Ameren Missouri's tender offer on September 20, 2012, including the payment of interest and all related fees and expenses, and to retire the $173 million principal amount 5.25% senior secured notes that matured in September 2012.

On September 20, 2012, Ameren Missouri completed its tender offer to purchase for cash its outstanding 6.00% senior secured notes due 2018, 6.70% senior secured notes due 2019, 5.10% senior secured notes due 2018, and 5.10% senior secured notes due 2019. Any notes that were not tendered and purchased in the tender offer remain outstanding and continue to be obligations of Ameren Missouri. The following table sets forth the aggregate principal amount of each series of notes repurchased, along with certain other items related to the tender offer:

Senior Secured Notes	Principal Amount Repurchased	Premium Plus Accrued and Unpaid Interest[(a)]	Principal Amount Outstanding After Tender Offer
6.00% senior secured notes due 2018	$ 71	$ 19	$ 179
6.70% senior secured notes due 2019	121	35	329
5.10% senior secured notes due 2018	1	(b)	199
5.10% senior secured notes due 2019	56	12	244

(a) The premiums paid in association with the tender offer were recorded as a regulatory asset and are being amortized over the life of the $485 million 3.90% senior secured notes due 2042.
(b) Amount is less than $1 million.

Ameren Illinois

In January 2014, Ameren Illinois redeemed the following environmental improvement and pollution control revenue bonds at par value plus accrued interest:

Senior Secured Notes	Principal Amount
5.90% Series 1993 due 2023[(a)]	$ 32
5.70% 1994A Series due 2024[(a)]	36
1993 Series C-1 5.95% due 2026	35
1993 Series C-2 5.70% due 2026	8
5.40% 1998A Series due 2028	19
5.40% 1998B Series due 2028	33
Total amount redeemed	$ 163

(a) Less than $1 million principal amount of the bonds remain outstanding as of January 31, 2014.

In December 2013, Ameren Illinois issued $280 million principal amount of 4.80% senior secured notes due December 15, 2043, with interest payable semiannually on June 15 and December 15 of each year, beginning June 15, 2014. These notes are secured by first mortgage bonds. Ameren Illinois received net proceeds of $276 million. The proceeds were used, together with other available cash, to repay at maturity $150 million aggregate principal amount of its 8.875% senior secured notes due December 15, 2013, and to repay its short-term debt.

On August 20, 2012, Ameren Illinois issued $400 million principal amount of 2.70% senior secured notes due September 1, 2022, with interest payable semiannually on March 1 and September 1 of each year, beginning March 1, 2013. These notes are secured by first mortgage bonds. Ameren Illinois received net proceeds of $397 million. The proceeds were used, together with other available cash, to provide the funds necessary to complete Ameren Illinois' tender offer on August 27, 2012, including the payment of interest and all related fees and expenses, and to redeem $51 million principal amount of 5.50% pollution control revenue bonds at par value plus accrued interest.

On August 27, 2012, Ameren Illinois completed its tender offer to purchase for cash its outstanding 9.75% senior secured notes due 2018 and 6.25% senior secured notes due 2018. Any notes that were not tendered and purchased in the tender offer remain outstanding and continue to be obligations of Ameren Illinois. The following table sets forth the aggregate principal amount of each series of notes repurchased, along with certain other items related to the tender offer:

Senior Secured Notes	Principal Amount Repurchased	Premium Plus Accrued and Unpaid Interest[(a)]	Principal Amount Outstanding After Tender Offer
9.75% senior secured notes due 2018	$ 87	$ 36	$ 313
6.25% senior secured notes due 2018	194	47	144

(a) Premiums paid in the amount of $21 million in association with the tender offer were recorded as a regulatory asset and are being amortized over the life of the $400 million 2.70% senior secured notes due 2022. Premiums of $15 million were expensed in 2013 as a result of disallowances in the ICC's December 2013 electric and natural gas rate orders. See Note 2 – Rate and Regulatory Matters for further information regarding the disallowances.

In November 2012, $1 million principal amount of Ameren Illinois' 6.20% Series 1992B Pollution Control revenue bonds matured and were retired.

Indenture Provisions and Other Covenants

Ameren Missouri's and Ameren Illinois' indentures and articles of incorporation include covenants and provisions related to issuances of first mortgage bonds and preferred stock. Ameren Missouri and Ameren Illinois are required to meet certain ratios to issue additional first mortgage bonds and preferred stock. A failure to achieve these ratios would not result in a default under these covenants and provisions but would restrict the companies' ability to issue bonds or preferred stock. The following table summarizes the required and actual interest coverage ratios for interest charges and dividend coverage ratios and bonds and preferred stock issuable as of December 31, 2013, at an assumed interest rate of 6% and dividend rate of 7%.

	Required Interest Coverage Ratio[(a)]	Actual Interest Coverage Ratio	Bonds Issuable[(b)]	Required Dividend Coverage Ratio[(c)]	Actual Dividend Coverage Ratio	Preferred Stock Issuable
Ameren Missouri	>2.0	4.5	$ 3,831	>2.5	116.5	$ 2,228
Ameren Illinois	>2.0	6.8	3,565 [(d)]	>1.5	2.4	203

(a) Coverage required on the annual interest charges on first mortgage bonds outstanding and to be issued. Coverage is not required in certain cases when additional first mortgage bonds are issued on the basis of retired bonds.
(b) Amount of bonds issuable based either on required coverage ratios or unfunded property additions, whichever is more restrictive. The amounts shown also include bonds issuable based on retired bond capacity of $729 million and $365 million at Ameren Missouri and Ameren Illinois, respectively.
(c) Coverage required on the annual dividend on preferred stock outstanding and to be issued, as required in the respective company's articles of incorporation.
(d) Amount of bonds issuable by Ameren Illinois based on unfunded property additions and retired bonds solely under the former IP mortgage indenture.

Ameren's indenture does not require Ameren to comply with any quantitative financial covenants. The indenture does, however, include certain cross-default provisions. Specifically, either (1) the failure by Ameren to pay when due and upon expiration of any applicable grace period any portion of any Ameren indebtedness in excess of $25 million or (2) the acceleration upon default of the maturity of any Ameren indebtedness in excess of $25 million under any indebtedness agreement, including the 2012 Credit Agreements, constitutes a default under the indenture, unless such past due or accelerated debt is discharged or the acceleration is rescinded or annulled within a specified period.

Ameren Missouri and Ameren Illinois and certain other nonregistrant Ameren subsidiaries are subject to Section 305(a) of the Federal Power Act, which makes it unlawful for any officer or director of a public utility, as defined in the Federal Power Act, to participate in the making or paying of any dividend from any funds "properly included in capital account." FERC has consistently interpreted the provision to allow dividends to be paid as long as (1) the source of the dividends is clearly disclosed, (2) the dividends are not excessive, and (3) there is no self-dealing on the part of corporate officials. At a minimum, Ameren believes that dividends can be paid by its subsidiaries that are public utilities from net income and retained earnings. In addition, under Illinois law, Ameren Illinois may not pay any dividend on its stock, unless, among other things, its earnings and earned surplus are sufficient to declare and pay a dividend after provision is made for reasonable and proper reserves, or unless Ameren Illinois has specific authorization from the ICC.

Ameren Illinois' articles of incorporation require dividend payments on its common stock to be based on ratios of common stock to total capitalization and other provisions related to certain operating expenses and accumulations of earned surplus. Ameren Illinois committed to FERC to maintain a minimum 30% ratio of common stock equity to total capitalization. As of December 31, 2013, Ameren Illinois' ratio of common stock equity to total capitalization was 55%.

In order for the Ameren Companies to issue securities in the future, they will have to comply with all applicable requirements in effect at the time of any such issuances.

Off-Balance-Sheet Arrangements

At December 31, 2013, none of the Ameren Companies had any off-balance-sheet financing arrangements, other than operating leases entered into in the ordinary course of business. None of the Ameren Companies expect to engage in any significant off-balance-sheet financing arrangements in the near future. See Note 16 – Divestiture Transactions and Discontinued Operations for Ameren (parent) guarantees and letters of credit issued to support New AER based on the transaction agreement with IPH.

NOTE 6 – OTHER INCOME AND EXPENSES

The following table presents the components of "Other Income and Expenses" in the Ameren Companies' statements of income (loss) for the years ended December 31, 2013, 2012, and 2011:

	2013	2012	2011
Ameren:[(a)]			
Miscellaneous income:			
Allowance for equity funds used during construction	$ 37	$ 36	$ 34
Interest income on industrial development revenue bonds	27	28	28
Interest and dividend income	3	4 (b)	3
Other	2	2	3
Total miscellaneous income	$ 69	$ 70	$ 68
Miscellaneous expense:			
Donations	$ 12	$ 24 (c)	$ 8
Other	14	13	15
Total miscellaneous expense	$ 26	$ 37	$ 23
Ameren Missouri:			
Miscellaneous income:			
Allowance for equity funds used during construction	$ 31	$ 31	$ 30
Interest income on industrial development revenue bonds	27	28	28
Interest and dividend income	—	4 (b)	2
Other	—	—	1
Total miscellaneous income	$ 58	$ 63	$ 61
Miscellaneous expense:			
Donations	$ 4	$ 9	$ 3
Other	7	5	7
Total miscellaneous expense	$ 11	$ 14	$ 10
Ameren Illinois:			
Miscellaneous income:			
Allowance for equity funds used during construction	$ 6	$ 5	$ 4
Interest and dividend income	2	—	1
Other	2	2	2
Total miscellaneous income	$ 10	$ 7	$ 7
Miscellaneous expense:			
Donations	$ 4	$ 11 (c)	$ 1
Other	5	6	5
Total miscellaneous expense	$ 9	$ 17	$ 6

(a) Includes amounts for Ameren registrant and nonregistrant subsidiaries and intercompany eliminations.
(b) Includes interest income received in 2012 relating to a refund of charges included in an expired power purchase agreement with Entergy. See Note 2 – Rate and Regulatory Matters for additional information.
(c) Includes Ameren Illinois' one-time $7.5 million donation to the Illinois Science and Energy Innovation Trust pursuant to the IEIMA as a result of Ameren Illinois' 2012 participation in the electric delivery formula ratemaking process.

NOTE 7 – DERIVATIVE FINANCIAL INSTRUMENTS

We use derivatives principally to manage the risk of changes in market prices for natural gas, diesel, power, and uranium. Such price fluctuations may cause the following:

- an unrealized appreciation or depreciation of our contracted commitments to purchase or sell when purchase or sale prices under the commitments are compared with current commodity prices;
- market values of natural gas and uranium inventories that differ from the cost of those commodities in inventory; and
- actual cash outlays for the purchase of these commodities that differ from anticipated cash outlays.

The derivatives that we use to hedge these risks are governed by our risk management policies for forward contracts, futures, options, and swaps. Our net positions are continually assessed within our structured hedging programs to determine whether new or offsetting transactions are required. The goal of the hedging program is generally to mitigate financial risks while ensuring that sufficient volumes are available to meet our requirements. Contracts we enter into as part of our risk management program may be settled financially, settled by physical delivery, or net settled with the counterparty.

The following table presents open gross commodity contract volumes by commodity type for derivative assets and liabilities as of December 31, 2013, and 2012. As of December 31, 2013, these contracts ran through October 2016, October 2019, May 2032, and October 2016 for fuel oils, natural gas, power, and uranium, respectively.

	Quantity (in millions, except as indicated)					
	2013			2012		
Commodity	Ameren Missouri	Ameren Illinois	Ameren	Ameren Missouri	Ameren Illinois	Ameren
Fuel oils (in gallons)[(a)]	**66**	**(b)**	**66**	70	(b)	70
Natural gas (in mmbtu)	**28**	**108**	**136**	19	128	147
Power (in megawatthours)	**3**	**11**	**14**	11	14	25
Uranium (pounds in thousands)	**796**	**(b)**	**796**	446	(b)	446

(a) Fuel oils consist of heating oil, ultra-low-sulfur diesel, and crude oil.
(b) Not applicable.

Authoritative accounting guidance regarding derivative instruments requires that all contracts considered to be derivative instruments be recorded on the balance sheet at their fair values, unless the NPNS exception applies. See Note 8 – Fair Value Measurements for discussion of our methods of assessing the fair value of derivative instruments. Many of our physical contracts, such as our purchased power contracts, qualify for the NPNS exception to derivative accounting rules. The revenue or expense on NPNS contracts is recognized at the contract price upon physical delivery.

If we determine that a contract meets the definition of a derivative and is not eligible for the NPNS exception, we review the contract to determine if it qualifies for hedge accounting. We also consider whether gains or losses resulting from such derivatives qualify for regulatory deferral. Derivative contracts that qualify for regulatory deferral are recorded at fair value, with changes in fair value recorded as regulatory assets or regulatory liabilities in the period in which the change occurs. Ameren Missouri and Ameren Illinois believe derivative gains and losses deferred as regulatory assets and regulatory liabilities are probable of recovery or refund through future rates charged to customers. Regulatory assets and regulatory liabilities are amortized to operating income as related losses and gains are reflected in rates charged to customers. Therefore, gains and losses on these derivatives have no effect on operating income. As of December 31, 2013, and 2012, all contracts that qualify for hedge accounting receive regulatory deferral.

Authoritative accounting guidance permits companies to offset fair value amounts recognized for the right to reclaim cash collateral (a receivable) or the obligation to return cash collateral (a liability) against fair value amounts recognized for derivative instruments that are executed with the same counterparty under the same master netting arrangement. The Ameren Companies did not elect to adopt this guidance for any eligible commodity contracts.

The following table presents the carrying value and balance sheet location of all derivative instruments as of December 31, 2013, and 2012:

	Balance Sheet Location	Ameren Missouri	Ameren Illinois	Ameren
2013				
Derivative assets not designated as hedging instruments [a]				
Commodity contracts:				
Fuel oils	Other current assets	$ 6	$ —	$ 6
	Other assets	3	—	3
Natural gas	Other current assets	1	1	2
Power	Other current assets	23	—	23
	Total assets	$ 33	$ 1	$ 34
Derivative liabilities not designated as hedging instruments [a]				
Commodity contracts:				
Fuel oils	MTM derivative liabilities	$ (b)	$ —	$ 2
	Other current liabilities	2	—	—
	Other deferred credits and liabilities	1	—	1
Natural gas	MTM derivative liabilities	(b)	27	32
	Other current liabilities	5	—	—
	Other deferred credits and liabilities	6	19	25
Power	MTM derivative liabilities	(b)	9	13
	Other current liabilities	4	—	—
	Other deferred credits and liabilities	—	99	99
Uranium	MTM derivative liabilities	(b)	—	5
	Other current liabilities	5	—	—
	Other deferred credits and liabilities	1	—	1
	Total liabilities	$ 24	$ 154	$ 178
2012				
Derivative assets not designated as hedging instruments [a]				
Commodity contracts:				
Fuel oils	Other current assets	$ 8	$ —	$ 8
	Other assets	4	—	4
Natural gas	Other current assets	—	1	1
	Other assets	1	—	1
Power	Other current assets	14	—	14
	Other assets	1	—	1
	Total assets	$ 28	$ 1	$ 29
Derivative liabilities not designated as hedging instruments [a]				
Commodity contracts:				
Fuel oils	MTM derivative liabilities	$ (b)	$ —	$ 2
	Other current liabilities	2	—	—
	Other deferred credits and liabilities	2	—	2
Natural gas	MTM derivative liabilities	(b)	56	64
	Other current liabilities	8	—	—
	Other deferred credits and liabilities	7	38	45
Power	MTM derivative liabilities	(b)	21	25
	Other current liabilities	4	—	—
	Other deferred credits and liabilities	—	90	90
Uranium	MTM derivative liabilities	(b)	—	1
	Other current liabilities	1	—	—
	Other deferred credits and liabilities	1	—	1
	Total liabilities	$ 25	$ 205	$ 230

(a) Includes derivatives subject to regulatory deferral.
(b) Balance sheet line item not applicable to registrant.

The following table presents the cumulative amount of pretax net gains (losses) on all derivative instruments deferred in regulatory assets or regulatory liabilities as of December 31, 2013, and 2012:

	Ameren Missouri	Ameren Illinois	Ameren
2013			
Cumulative gains (losses) deferred in regulatory liabilities or assets:			
Fuel oils derivative contracts[(a)]	$ 2	$ —	$ 2
Natural gas derivative contracts[(b)]	(10)	(45)	(55)
Power derivative contracts[(c)]	19	(108)	(89)
Uranium derivative contracts[(d)]	(6)	—	(6)
2012			
Cumulative gains (losses) deferred in regulatory liabilities or assets:			
Fuel oils derivative contracts[(a)]	$ 4	$ —	$ 4
Natural gas derivative contracts[(b)]	(14)	(93)	(107)
Power derivative contracts[(c)]	12	(111)	(99)
Uranium derivative contracts[(d)]	(2)	—	(2)

(a) Represents net gains on fuel oils derivative contracts at Ameren Missouri. These contracts are a partial hedge of Ameren Missouri's transportation costs for coal through October 2016, as of December 31, 2013. Current gains deferred as regulatory liabilities include $3 million and $3 million at Ameren and Ameren Missouri as of December 31, 2013, respectively. Current losses deferred as regulatory assets include $1 million and $1 million at Ameren and Ameren Missouri as of December 31, 2013, respectively.

(b) Represents net losses associated with natural gas derivative contracts. These contracts are a partial hedge of natural gas requirements through October 2019 at Ameren and Ameren Missouri and through March 2017 at Ameren Illinois, in each case as of December 31, 2013. Current gains deferred as regulatory liabilities include $2 million, $1 million, and $1 million at Ameren, Ameren Missouri, and Ameren Illinois, respectively, as of December 31, 2013. Current losses deferred as regulatory assets include $32 million, $5 million, and $27 million at Ameren, Ameren Missouri and Ameren Illinois, respectively, as of December 31, 2013.

(c) Represents net gains (losses) associated with power derivative contracts. These contracts are a partial hedge of power price requirements through May 2032 at Ameren and Ameren Illinois and through December 2015 at Ameren Missouri, in each case as of December 31, 2013. Current gains deferred as regulatory liabilities include $23 million and $23 million at Ameren and Ameren Missouri, respectively, as of December 31, 2013. Current losses deferred as regulatory assets include $13 million, $4 million, and $9 million at Ameren, Ameren Missouri and Ameren Illinois, respectively, as of December 31, 2013.

(d) Represents net losses on uranium derivative contracts at Ameren Missouri. These contracts are a partial hedge of Ameren Missouri's uranium requirements through October 2016, as of December 31, 2013. Current losses deferred as regulatory assets include $5 million and $5 million at Ameren and Ameren Missouri as of December 31, 2013, respectively.

Derivative instruments are subject to various credit-related losses in the event of nonperformance by counterparties to the transaction. Exchange-traded contracts are supported by the financial and credit quality of the clearing members of the respective exchanges and have nominal credit risk. In all other transactions, we are exposed to credit risk. Our credit risk management program involves establishing credit limits and collateral requirements for counterparties, using master trading and netting agreements, and reporting daily exposure to senior management.

We believe that entering into master trading and netting agreements mitigates the level of financial loss that could result from default by allowing net settlement of derivative assets and liabilities. We generally enter into the following master trading and netting agreements: (1) the International Swaps and Derivatives Association Agreement, a standardized financial natural gas and electric contract; (2) the Master Power Purchase and Sale Agreement, created by the Edison Electric Institute and the National Energy Marketers Association, a standardized contract for the purchase and sale of wholesale power; and (3) the North American Energy Standards Board Inc. agreement, a standardized contract for the purchase and sale of natural gas. These master trading and netting agreements allow the counterparties to net settle sale and purchase transactions. Further, collateral requirements are calculated at the master trading and netting agreement level by counterparty.

Although Ameren had not previously elected to offset fair value amounts and collateral for derivative instruments executed with the same counterparty under the same master netting arrangement, authoritative accounting guidance, effective in the first quarter 2013, requires those amounts eligible to be offset to be presented both at the gross and net amounts. The following table provides the recognized gross derivative balances and the net amounts of those derivatives subject to an enforceable master netting arrangement or similar agreement as of December 31, 2013, and 2012:

	Gross Amounts Recognized in the Balance Sheet	Gross Amounts Not Offset in the Balance Sheet: Derivative Instruments	Gross Amounts Not Offset in the Balance Sheet: Cash Collateral Received/Posted[(a)]	Net Amount
2013				
Commodity contracts eligible to be offset:				
Assets:				
Ameren Missouri	$ 33	$ 9	$ —	$ 24
Ameren Illinois	1	1	—	—
Ameren	$ 34	$ 10	$ —	$ 24
Liabilities:				
Ameren Missouri	$ 24	$ 9	$ 9	$ 6
Ameren Illinois	154	1	15	138
Ameren	$ 178	$ 10	$ 24	$ 144
2012				
Commodity contracts eligible to be offset:				
Assets:				
Ameren Missouri	$ 28	$ 9	$ —	$ 19
Ameren Illinois	1	1	—	—
Ameren	$ 29	$ 10	$ —	$ 19
Liabilities:				
Ameren Missouri	$ 25	$ 9	$ 7	$ 9
Ameren Illinois	205	1	58	146
Ameren	$ 230	$ 10	$ 65	$ 155

(a) Cash collateral received reduces gross asset balances and is included in "Other current liabilities" and "Other deferred credits and liabilities" on the balance sheet. Cash collateral posted reduces gross liability balances and is included in "Other current assets" and "Other assets" on the balance sheet.

Concentrations of Credit Risk

In determining our concentrations of credit risk related to derivative instruments, we review our individual counterparties and categorize each counterparty into groupings according to the primary business in which each engages. We calculate maximum exposures based on the gross fair value of financial instruments, including accrual and NPNS contracts. As of December 31, 2013, if counterparty groups were to fail completely to perform on contracts, Ameren, Ameren Missouri, and Ameren Illinois' maximum exposure was $13 million, $12 million, and $1 million, respectively. As of December 31, 2012, if counterparty groups were to fail completely to perform on contracts, Ameren, Ameren Missouri, and Ameren Illinois' maximum exposure was $23 million, $22 million, and $1 million, respectively. The potential loss on counterparty exposures is reduced by the application of master trading and netting agreements and collateral held to the extent of reducing the exposure to zero. As of December 31, 2013, the potential loss after consideration of the application of master trading and netting agreements and collateral held for Ameren and Ameren Missouri was $6 million and $6 million, respectively. As of December 31, 2012, the potential loss after consideration of the application of master trading and netting agreements and collateral held for Ameren and Ameren Missouri was $15 million and $15 million, respectively.

Derivative Instruments with Credit Risk-Related Contingent Features

Our commodity contracts contain collateral provisions tied to the Ameren Companies' credit ratings. If we were to experience an adverse change in our credit ratings, or if a counterparty with reasonable grounds for uncertainty regarding performance of an obligation requested adequate assurance of performance, additional collateral postings might be required. The following table presents, as of December 31, 2013, and 2012, the aggregate fair value of all derivative instruments with credit risk-related contingent features in a gross liability position, the cash collateral posted, and the aggregate amount of additional collateral that could be required to be posted with counterparties. The additional collateral required is the net liability position allowed under the master trading and netting agreements assuming (1) the credit risk-related contingent features underlying these agreements were triggered on December 31, 2013, or 2012, respectively, and (2) those counterparties with rights to do so requested collateral:

	Aggregate Fair Value of Derivative Liabilities[a]		Cash Collateral Posted		Potential Aggregate Amount of Additional Collateral Required[b]
2013					
Ameren Missouri	$	70	$ 2	$	67
Ameren Illinois		75	15		55
Ameren	$	145	$ 17	$	122
2012					
Ameren Missouri	$	78	$ 3	$	71
Ameren Illinois		148	58		84
Ameren	$	226	$ 61	$	155

(a) Prior to consideration of master trading and netting agreements and including NPNS and accrual contract exposures.

(b) As collateral requirements with certain counterparties are based on master trading and netting agreements, the aggregate amount of additional collateral required to be posted is determined after consideration of the effects of such agreements.

Derivatives Subject to Regulatory Deferral

The following table represents the net change in market value associated with derivatives that qualify for regulatory deferral for the years ended December 31, 2013 and 2012:

		Gain (Loss) Recognized in Regulatory Liabilities or Regulatory Assets	
		2013	2012
Ameren[a]	Fuel oils	$ (2)	$ (15)
	Natural gas	52	84
	Power	10	(180)
	Uranium	(4)	(1)
	Total	$ 56	$ (112)
Ameren Missouri	Fuel oils	$ (2)	$ (15)
	Natural gas	4	10
	Power	7	(9)
	Uranium	(4)	(1)
	Total	$ 5	$ (15)
Ameren Illinois	Natural gas	$ 48	$ 74
	Power	3	29
	Total	$ 51	$ 103

(a) Amounts include intercompany eliminations.

NOTE 8 – FAIR VALUE MEASUREMENTS

Fair value is defined as the exchange price that would be received for an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date. We use various methods to determine fair value, including market, income, and cost approaches. With these approaches, we adopt certain assumptions that market participants would use in pricing the asset or liability, including assumptions about market risk or the risks inherent in the inputs to the valuation. Inputs to valuation can be readily observable, market-corroborated, or unobservable. We use valuation techniques that maximize the use of observable inputs and minimize the use of unobservable inputs. Authoritative accounting guidance established a fair value hierarchy that prioritizes the inputs used to measure fair value. All financial assets and liabilities carried at fair value are classified and disclosed in one of the following three hierarchy levels:

Level 1: Inputs based on quoted prices in active markets for identical assets or liabilities. Level 1 assets and liabilities are primarily exchange-traded derivatives and assets, including cash and cash equivalents and listed equity securities, such as those held in Ameren Missouri's nuclear decommissioning trust fund.

The market approach is used to measure the fair value of equity securities held in Ameren Missouri's nuclear decommissioning trust fund. Equity securities in this fund are representative of the S&P 500 index, excluding securities of Ameren Corporation, owners and/or operators of nuclear power plants and the trustee and investment managers. The S&P 500 index comprises stocks of large capitalization companies.

Level 2: Market-based inputs corroborated by third-party brokers or exchanges based on transacted market data. Level 2 assets and liabilities include certain assets held in Ameren Missouri's nuclear decommissioning trust fund, including corporate bonds and other fixed-income securities, United States treasury and agency securities, and certain over-the-counter derivative instruments, including natural gas and financial power transactions.

Fixed income securities are valued using prices from independent industry recognized data vendors who provide values that are either exchange-based or matrix-based. The fair value measurements of fixed income securities classified as Level 2 are based on inputs other than quoted prices that are observable for the asset or liability. Examples are matrix pricing, market corroborated pricing, and inputs such as yield curves and indices. Level 2 fixed income securities in the nuclear decommissioning trust fund are primarily corporate bonds, asset-backed securities and United States agency bonds.

Derivative instruments classified as Level 2 are valued by corroborated observable inputs, such as pricing services or prices from similar instruments that trade in liquid markets. Our development and corroboration process entails obtaining multiple quotes or prices from outside sources. To derive our forward view to price our derivative instruments at fair value, we average the midpoints of the bid/ask spreads. To validate forward prices obtained from outside parties, we compare the pricing to recently settled market transactions. Additionally, a review of all sources is performed to identify any anomalies or potential errors. Further, we consider the volume of transactions on certain trading platforms in our reasonableness assessment of the averaged midpoint. Natural gas derivative contracts are valued based upon exchange closing prices without significant unobservable adjustments. Power derivatives contracts are valued based upon the use of multiple forward prices provided by third parties. The prices are averaged and shaped to a monthly profile when needed without significant unobservable adjustments.

Level 3: Unobservable inputs that are not corroborated by market data. Level 3 assets and liabilities are valued by internally developed models and assumptions or methodologies that use significant unobservable inputs. Level 3 assets and liabilities include derivative instruments that trade in less liquid markets, where pricing is largely unobservable. We value Level 3 instruments by using pricing models with inputs that are often unobservable in the market, as well as certain internal assumptions. Our development and corroboration process entails obtaining multiple quotes or prices from outside sources. As a part of our reasonableness review, an evaluation of all sources is performed to identify any anomalies or potential errors.

We perform an analysis each quarter to determine the appropriate hierarchy level of the assets and liabilities subject to fair value measurements. Financial assets and liabilities are classified in their entirety according to the lowest level of input that is significant to the fair value measurement. All assets and liabilities whose fair value measurement is based on significant unobservable inputs are classified as Level 3.

The following table describes the valuation techniques and unobservable inputs for the fair value of financial assets and liabilities classified as Level 3 in the fair value hierarchy for the period ended December 31, 2013:

		Fair Value					Weighted
		Assets	Liabilities	Valuation Technique(s)	Unobservable Input	Range	Average
Level 3 Derivative asset and liability – commodity contracts [(a)]:							
Ameren	Fuel oils	$ 8	$ (3)	Option model	Volatilities(%)[(b)]	10 - 35	16
				Discounted cash flow	Counterparty credit risk(%)[(c)(d)]	0.26 - 2	1
	Power[(e)]	21	(110)	Discounted cash flow	Average forward peak and off-peak pricing - forwards/swaps($/MWh)[(c)]	25 - 51	32
					Estimated auction price for FTRs($/MW)[(b)]	(1,594) - 945	305
					Nodal basis($/MWh)[(c)]	(3) - (1)	(2)
					Counterparty credit risk(%)[(c)(d)]	0.39 - 0.50	0.42
					Ameren credit risk(%)[(c)(d)]	2	(f)
				Fundamental energy production model	Estimated future gas prices($/mmbtu)[(b)]	4 - 5	5
					Escalation rate(%)[(b)(g)]	3 - 4	4
				Contract price allocation	Estimated renewable energy credit costs($/credit)[(b)]	5 - 7	6
	Uranium	—	(6)	Discounted cash flow	Average bid/ask consensus pricing($/pound)[(b)]	34 - 41	36
Ameren Missouri	Fuel oils	$ 8	$ (3)	Option model	Volatilities(%)[(b)]	10 - 35	16
				Discounted cash flow	Counterparty credit risk(%)[(c)(d)]	0.26 - 2	1
	Power[(e)]	21	(2)	Discounted cash flow	Average forward peak and off-peak pricing - forwards/swaps($/MWh)[(c)]	25 - 51	40
					Estimated auction price for FTRs($/MW)[(b)]	(1,594) - 945	305
					Nodal basis($/MWh)[(c)]	(3) - (1)	(2)
					Counterparty credit risk(%)[(c)(d)]	0.39 - 0.50	0.42
					Ameren Missouri credit risk(%)[(c)(d)]	2	(f)
	Uranium	—	(6)	Discounted cash flow	Average bid/ask consensus pricing($/pound)[(b)]	34 - 41	36
Ameren Illinois	Power[(e)]	$ —	$ (108)	Discounted cash flow	Average forward peak and off-peak pricing - forwards/swaps($/MWh)[(b)]	27 - 36	30
					Nodal basis($/MWh)[(b)]	(4) - 0	(2)
					Ameren Illinois credit risk(%)[(c)(d)]	2	(f)
				Fundamental energy production model	Estimated future gas prices($/mmbtu)[(b)]	4 - 5	5
					Escalation rate(%)[(b)(g)]	3 - 4	4
				Contract price allocation	Estimated renewable energy credit costs($/credit)[(b)]	5 - 7	6

(a) The derivative asset and liability balances are presented net of counterparty credit considerations.
(b) Generally, significant increases (decreases) in this input in isolation would result in a significantly higher (lower) fair value measurement.
(c) Generally, significant increases (decreases) in this input in isolation would result in a significantly lower (higher) fair value measurement.
(d) Counterparty credit risk is applied only to counterparties with derivative asset balances. Ameren, Ameren Missouri and Ameren Illinois credit risk is applied only to counterparties with derivative liability balances.
(e) Power valuations use visible third-party pricing evaluated by month for peak and off-peak demand through 2017. Valuations beyond 2017 use fundamentally modeled pricing by month for peak and off-peak demand.
(f) Not applicable.
(g) Escalation rate applies to power prices 2026 and beyond.

The following table describes the valuation techniques and unobservable inputs for the fair value of financial assets and liabilities classified as Level 3 in the fair value hierarchy as of December 31, 2012:

		Fair Value					Weighted
		Assets	Liabilities	Valuation Technique	Unobservable Input	Range	Average
Level 3 Derivative asset and liability – commodity contracts (a):							
Ameren	Fuel oils	$ 8	$ (3)	Option model	Volatilities(%)(b)	7 - 27	24
				Discounted cash flow	Escalation rate(%)(b)	0.21 - 0.60	0.44
					Counterparty credit risk(%)(c)(d)	0.12 - 1	1
					Ameren credit risk(%)(c)(d)	2	(e)
	Power(f)	14	(114)	Discounted cash flow	Average forward peak and off-peak power pricing - forwards/swaps($/MWh)(c)	22 - 47	31
					Estimated auction price for FTRs($/MW)(b)	(281) - 1,851	178
					Nodal basis($/MWh)(c)	(5) - (1)	(3)
					Counterparty credit risk(%)(c)(d)	0.22 - 1	1
					Ameren credit risk(%)(c)(d)	2 - 5	5
				Fundamental energy production model	Estimated future gas prices($/mmbtu)(b)	4 - 8	6
				Contract price allocation	Estimated renewable energy credit costs($/credit)(b)	5 - 7	6
	Uranium	—	(2)	Discounted cash flow	Average forward uranium pricing($/pound)(b)	43 - 46	44
Ameren Missouri	Fuel oils	$ 8	$ (3)	Option model	Volatilities(%)(b)	7 - 27	24
				Discounted cash flow	Escalation rate(%)(b)	0.21 - 0.60	0.44
					Counterparty credit risk(%)(c)(d)	0.12 - 1	1
					Ameren Missouri credit risk(%)(c)(d)	2	(e)
	Power(f)	14	(3)	Discounted cash flow	Average forward peak and off-peak power pricing - forwards/swaps($/MWh)(c)	24 - 56	36
					Estimated auction price for FTRs($/MW)(b)	(281) - 1,851	178
					Nodal basis($/MWh)(c)	(5) - (1)	(2)
					Counterparty credit risk(%)(c)(d)	0.22 - 1	1
					Ameren Missouri credit risk(%)(c)(d)	2	(e)
	Uranium	—	(2)	Discounted cash flow	Average forward uranium pricing($/pound)(b)	43 - 46	44
Ameren Illinois	Power(f)	$ —	$ (111)	Discounted cash flow	Average forward peak and off-peak power pricing - forwards/swaps($/MWh)(b)	22 - 47	30
					Nodal basis($/MWh)(b)	(5) - (1)	(3)
					Ameren Illinois credit risk(%)(c)(d)	5	(e)
				Fundamental energy production model	Estimated future gas prices($/mmbtu)(b)	4 - 8	6
				Contract price allocation	Estimated renewable energy credit costs($/credit)(b)	5 - 7	6

(a) The derivative asset and liability balances are presented net of counterparty credit considerations.
(b) Generally, significant increases (decreases) in this input in isolation would result in a significantly higher (lower) fair value measurement.
(c) Generally, significant increases (decreases) in this input in isolation would result in a significantly lower (higher) fair value measurement.
(d) Counterparty credit risk is applied only to counterparties with derivative asset balances. Ameren, Ameren Missouri and Ameren Illinois credit risk is applied only to counterparties with derivative liability balances.
(e) Not applicable.
(f) Power valuations use visible third-party pricing evaluated by month for peak and off-peak demand through 2017. Valuations beyond 2017 use fundamentally modeled pricing by month for peak and off-peak demand.

In accordance with applicable authoritative accounting guidance, we consider nonperformance risk in our valuation of derivative instruments by analyzing the credit standing of our counterparties and considering any counterparty credit enhancements (e.g., collateral). The guidance also requires that the fair value measurement of liabilities reflect the nonperformance risk of the reporting entity, as applicable. Therefore, we have factored the impact of our credit standing, as well as any potential credit enhancements, into the fair value measurement of both derivative assets and derivative liabilities. Included in our valuation, and based on current market conditions, is a valuation adjustment for counterparty default derived from market data such as the price of credit default swaps, bond yields, and credit ratings. Ameren recorded no gains or losses related to valuation adjustments for counterparty default risk in 2013, 2012 or 2011. At December 31, 2013, the counterparty default risk liability valuation adjustment related to derivative contracts totaled $3 million, less than $1 million, and $3 million, for Ameren, Ameren Missouri, and Ameren Illinois, respectively. At December 31, 2012, the counterparty default risk liability valuation adjustment related to derivative contracts totaled $7 million, less than $1 million, and $7 million for Ameren, Ameren Missouri, and Ameren Illinois, respectively.

The following table sets forth, by level within the fair value hierarchy, our assets and liabilities measured at fair value on a recurring basis as of December 31, 2013:

		Quoted Prices in Active Markets for Identical Assets or Liabilities (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Other Unobservable Inputs (Level 3)	Total
Assets:					
Ameren	Derivative assets – commodity contracts[a]:				
	Fuel oils	$ 1	$ —	$ 8	$ 9
	Natural gas	—	2	—	2
	Power	—	2	21	23
	Total derivative assets – commodity contracts	$ 1	$ 4	$ 29	$ 34
	Nuclear decommissioning trust fund:				
	Cash and cash equivalents	$ 3	$ —	$ —	$ 3
	Equity securities:				
	U.S. large capitalization	332	—	—	332
	Debt securities:				
	Corporate bonds	—	52	—	52
	Municipal bonds	—	2	—	2
	U.S. treasury and agency securities	—	94	—	94
	Asset-backed securities	—	10	—	10
	Other	—	1	—	1
	Total nuclear decommissioning trust fund	$ 335	$ 159	$ —	$ 494
	Total Ameren	$ 336	$ 163	$ 29	$ 528
Ameren Missouri	Derivative assets – commodity contracts[a]:				
	Fuel oils	$ 1	$ —	$ 8	$ 9
	Natural gas	—	1	—	1
	Power	—	2	21	23
	Total derivative assets – commodity contracts	$ 1	$ 3	$ 29	$ 33
	Nuclear decommissioning trust fund:				
	Cash and cash equivalents	$ 3	$ —	$ —	$ 3
	Equity securities:				
	U.S. large capitalization	332	—	—	332
	Debt securities:				
	Corporate bonds	—	52	—	52
	Municipal bonds	—	2	—	2
	U.S. treasury and agency securities	—	94	—	94
	Asset-backed securities	—	10	—	10
	Other	—	1	—	1
	Total nuclear decommissioning trust fund	$ 335	$ 159	$ —	$ 494
	Total Ameren Missouri	$ 336	$ 162	$ 29	$ 527
Ameren Illinois	Derivative assets – commodity contracts[a]:				
	Natural gas	$ —	$ 1	$ —	$ 1
Liabilities:					
Ameren	Derivative liabilities – commodity contracts[a]:				
	Fuel oils	$ —	$ —	$ 3	$ 3
	Natural gas	3	54	—	57
	Power	—	2	110	112
	Uranium	—	—	6	6
	Total Ameren	$ 3	$ 56	$ 119	$ 178

Ameren Missouri	Derivative liabilities – commodity contracts [a]:				
	Fuel oils	$ —	$ —	$ 3	$ 3
	Natural gas	3	8	—	11
	Power	—	2	2	4
	Uranium	—	—	6	6
	Total Ameren Missouri	$ 3	$ 10	$ 11	$ 24
Ameren Illinois	Derivative liabilities – commodity contracts [a]:				
	Natural gas	$ —	$ 46	$ —	$ 46
	Power	—	—	108	108
	Total Ameren Illinois	$ —	$ 46	$ 108	$ 154

(a) The derivative asset and liability balances are presented net of counterparty credit considerations.

The following table sets forth, by level within the fair value hierarchy, our assets and liabilities measured at fair value on a recurring basis as of December 31, 2012:

		Quoted Prices in Active Markets for Identical Assets or Liabilities (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Other Unobservable Inputs (Level 3)	Total
Assets:					
Ameren	Derivative assets – commodity contracts [a]:				
	Fuel oils	$ 4	$ —	$ 8	$ 12
	Natural gas	—	2	—	2
	Power	—	1	14	15
	Total derivative assets – commodity contracts	$ 4	$ 3	$ 22	$ 29
	Nuclear decommissioning trust fund:				
	Cash and cash equivalents	$ 1	$ —	$ —	$ 1
	Equity securities:				
	U.S. large capitalization	264	—	—	264
	Debt securities:				
	Corporate bonds	—	47	—	47
	Municipal bonds	—	1	—	1
	U.S. treasury and agency securities	—	81	—	81
	Asset-backed securities	—	11	—	11
	Other	—	1	—	1
	Total nuclear decommissioning trust fund	$ 265	$ 141	$ —	$ 406 [b]
	Total Ameren	$ 269	$ 144	$ 22	$ 435
Ameren Missouri	Derivative assets – commodity contracts [a]:				
	Fuel oils	$ 4	$ —	$ 8	$ 12
	Natural gas	—	1	—	1
	Power	—	1	14	15
	Total derivative assets – commodity contracts	$ 4	$ 2	$ 22	$ 28
	Nuclear decommissioning trust fund:				
	Cash and cash equivalents	$ 1	$ —	$ —	$ 1
	Equity securities:				
	U.S. large capitalization	264	—	—	264
	Debt securities:				
	Corporate bonds	—	47	—	47
	Municipal bonds	—	1	—	1
	U.S. treasury and agency securities	—	81	—	81
	Asset-backed securities	—	11	—	11
	Other	—	1	—	1
	Total nuclear decommissioning trust fund	$ 265	$ 141	$ —	$ 406 [b]
	Total Ameren Missouri	$ 269	$ 143	$ 22	$ 434
Ameren Illinois	Derivative assets – commodity contracts [a]:				
	Natural gas	$ —	$ 1	$ —	$ 1

Liabilities:					
Ameren	Derivative liabilities – commodity contracts [a]:				
	Fuel oils	$ 1	$ —	$ 3	$ 4
	Natural gas	7	102	—	109
	Power	—	1	114	115
	Uranium	—	—	2	2
	Total Ameren	$ 8	$ 103	$ 119	$ 230
Ameren Missouri	Derivative liabilities – commodity contracts [a]:				
	Fuel oils	$ 1	$ —	$ 3	$ 4
	Natural gas	7	8	—	15
	Power	—	1	3	4
	Uranium	—	—	2	2
	Total Ameren Missouri	$ 8	$ 9	$ 8	$ 25
Ameren Illinois	Derivative liabilities – commodity contracts [a]:				
	Natural gas	$ —	$ 94	$ —	$ 94
	Power	—	—	111	111
	Total Ameren Illinois	$ —	$ 94	$ 111	$ 205

(a) The derivative asset and liability balances are presented net of counterparty credit considerations.
(b) Balance excludes $2 million of receivables, payables, and accrued income, net.

The following table summarizes the changes in the fair value of financial assets and liabilities classified as Level 3 in the fair value hierarchy as of December 31, 2013:

	Net Derivative Commodity Contracts		
	Ameren Missouri	Ameren Illinois	Ameren
Fuel oils:			
Beginning balance at January 1, 2013	$ 5	$ (a)	$ 5
Realized and unrealized gains (losses):			
Included in regulatory assets/liabilities	—	(a)	—
Total realized and unrealized gains (losses)	—	(a)	—
Purchases	3	(a)	3
Sales	(1)	(a)	(1)
Settlements	(2)	(a)	(2)
Ending balance at December 31, 2013	$ 5	$ (a)	$ 5
Change in unrealized gains (losses) related to assets/liabilities held at December 31,2013	$ —	$ (a)	$ —
Natural gas:			
Beginning balance at January 1, 2013	$ —	$ —	$ —
Realized and unrealized gains (losses):			
Included in regulatory assets/liabilities	—	(1)	(1)
Total realized and unrealized gains (losses)	—	(1)	(1)
Purchases	—	1	1
Ending balance at December 31, 2013	$ —	$ —	$ —
Change in unrealized gains (losses) related to assets/liabilities held at December 31, 2013	$ —	$ —	$ —
Power:			
Beginning balance at January 1, 2013	$ 11	$ (111)	$ (100)
Realized and unrealized gains (losses):			
Included in regulatory assets/liabilities	3	(18)	(15)
Total realized and unrealized gains (losses)	3	(18)	(15)
Purchases	40	—	40
Settlements	(36)	21	(15)
Transfers into Level 3	(3)	—	(3)
Transfers out of Level 3	4	—	4
Ending balance at December 31, 2013	$ 19	$ (108)	$ (89)
Change in unrealized gains (losses) related to assets/liabilities held at December 31, 2013	$ (1)	$ (24)	$ (25)
Uranium:			
Beginning balance at January 1, 2013	$ (2)	$ (a)	$ (2)
Realized and unrealized gains (losses):			
Included in regulatory assets/liabilities	(3)	(a)	(3)
Total realized and unrealized gains (losses)	(3)	(a)	(3)
Purchases	(2)	(a)	(2)
Settlements	1	(a)	1
Ending balance at December 31, 2013	$ (6)	$ (a)	$ (6)
Change in unrealized gains (losses) related to assets/liabilities held at December 31, 2013	$ (2)	$ (a)	$ (2)

(a) Not applicable.

The following table summarizes the changes in the fair value of financial assets and liabilities classified as Level 3 in the fair value hierarchy as of December 31, 2012:

	Net Derivative Commodity Contracts		
	Ameren Missouri	Ameren Illinois	Ameren
Fuel oils:			
Beginning balance at January 1, 2012	$ 3	$ (a)	$ 3
Realized and unrealized gains (losses):			
Included in regulatory assets/liabilities	(1)	(a)	(1)
Total realized and unrealized gains (losses)	(1)	(a)	(1)
Purchases	7	(a)	7
Sales	(3)	(a)	(3)
Settlements	(2)	(a)	(2)
Transfers into Level 3	1	(a)	1
Ending balance at December 31, 2012	$ 5	$ (a)	$ 5
Change in unrealized gains (losses) related to assets/liabilities held at December 31, 2012	$ (1)	$ (a)	$ (1)
Natural gas:			
Beginning balance at January 1, 2012	$ (14)	$ (160)	$ (174)
Realized and unrealized gains (losses):			
Included in regulatory assets/liabilities	(2)	(25)	(27)
Total realized and unrealized gains (losses)	(2)	(25)	(27)
Settlements	1	15	16
Transfers out of Level 3	15	170	185
Ending balance at December 31, 2012	$ —	$ —	$ —
Change in unrealized gains (losses) related to assets/liabilities held at December 31, 2012	$ —	$ —	$ —
Power[(b)]:			
Beginning balance at January 1, 2012	$ 21	$ (140)	$ 81
Realized and unrealized gains (losses):			
Included in regulatory assets/liabilities	11	(226)	(175)
Total realized and unrealized gains (losses)	11	(226)	(175)
Purchases	21	—	21
Sales	(1)	—	(1)
Settlements	(37)	255	(22)
Transfers out of Level 3	(4)	—	(4)
Ending balance at December 31, 2012	$ 11	$ (111)	$ (100)
Change in unrealized gains (losses) related to assets/liabilities held at December 31, 2012	$ —	$ (191) (c)	$ (175)
Uranium:			
Beginning balance at January 1, 2012	$ (1)	$ (a)	$ (1)
Realized and unrealized gains (losses):			
Included in regulatory assets/liabilities	(2)	(a)	(2)
Total realized and unrealized gains (losses)	(2)	(a)	(2)
Settlements	1	(a)	1
Ending balance at December 31, 2012	$ (2)	$ (a)	$ (2)
Change in unrealized gains (losses) related to assets/liabilities held at December 31, 2012	$ (1)	$ (a)	$ (1)

(a) Not applicable.
(b) Ameren amounts include intercompany eliminations.
(c) The change in unrealized losses was due to decreases in long-term power prices applied to 20-year Ameren Illinois swap contracts, which expire in May 2032.

Transfers in or out of Level 3 represent either (1) existing assets and liabilities that were previously categorized as a higher level but were recategorized to Level 3 because the inputs to the model became unobservable during the period, or (2) existing assets and liabilities that were previously classified as Level 3 but were recategorized to a higher level because the lowest significant input became observable during the period. Transfers out of Level 3 into Level 2 for natural gas derivatives were due to management previously using broker quotations to estimate the fair value of natural gas contracts and changing to estimates based upon exchange closing prices without significant unobservable adjustments in 2012. Estimates of fair value based on exchange closing prices are deemed to be a more accurate approximation of natural gas prices. Transfers between Level 2 and Level 3 for power derivatives and between Level 1 and Level 3 for fuel oils were primarily caused by changes in availability of financial trades observable on electronic exchanges between the periods shown below. Any reclassifications are reported as transfers out of Level 3 at the fair value measurement reported at the beginning of the period in which the changes occur. For the years ended December 31, 2013 and 2012, there were no transfers between Level 1 and Level 2 related to derivative commodity contracts. The following table summarizes all transfers between fair value hierarchy levels related to derivative commodity contracts for the years ended December 31, 2013 and 2012:

		2013		2012
Ameren - derivative commodity contracts:				
Transfers into Level 3 / Transfers out of Level 1 – Fuel oils	$	—	$	1
Transfers out of Level 3 / Transfers into Level 2 – Natural gas		—		185
Transfers into Level 3 / Transfers out of Level 2 – Power		(3)		—
Transfers out of Level 3 / Transfers into Level 2 – Power		4		(4)
Net fair value of Level 3 transfers	$	1	$	182
Ameren Missouri - derivative commodity contracts:				
Transfers into Level 3 / Transfers out of Level 1 – Fuel oils	$	—	$	1
Transfers out of Level 3 / Transfers into Level 2 – Natural gas		—		15
Transfers into Level 3 / Transfers out of Level 2 – Power		(3)		—
Transfers out of Level 3 / Transfers into Level 2 – Power		4		(4)
Net fair value of Level 3 transfers	$	1	$	12
Ameren Illinois - derivative commodity contracts:				
Transfers out of Level 3 / Transfers into Level 2 – Natural gas	$	—	$	170

See Note 11 – Retirement Benefits for the fair value hierarchy tables detailing Ameren's pension and postretirement plan assets as of December 31, 2013, as well as a table summarizing the changes in Level 3 plan assets during 2013.

The Ameren Companies' carrying amounts of cash and cash equivalents approximate fair value because of the short-term nature of these instruments and are considered to be Level 1 in the fair value hierarchy. Ameren's and Ameren Missouri's carrying amounts of investments in debt securities related to the two CTs from the city of Bowling Green and Audrain County approximate fair value. These investments are classified as held-to-maturity. These investments are considered Level 2 in the fair value hierarchy as they are valued based on similar market transactions. The Ameren Companies' short-term borrowings also approximate fair value because of their short-term nature. Short-term borrowings are considered to be Level 2 in the fair value hierarchy as they are valued based on market rates for similar market transactions. The estimated fair value of long-term debt and preferred stock is based on the quoted market prices for same or similar issuances for companies with similar credit profiles or on the current rates offered to the Ameren Companies for similar financial instruments, which fair value measurement is considered Level 2 in the fair value hierarchy.

The following table presents the carrying amounts and estimated fair values of our long-term debt and preferred stock at December 31, 2013 and 2012:

	2013				2012			
	Carrying Amount		Fair Value		Carrying Amount		Fair Value	
Ameren:[(a)]								
Long-term debt and capital lease obligations (including current portion)	$	6,038	$	6,584	$	6,157	$	7,110
Preferred stock		142		118		142		123
Ameren Missouri:								
Long-term debt and capital lease obligations (including current portion)	$	3,757	$	4,124	$	4,006	$	4,625
Preferred stock		80		71		80		74
Ameren Illinois:								
Long-term debt (including current portion)	$	1,856	$	2,028	$	1,727	$	2,020
Preferred stock		62		47		62		49

(a) Preferred stock is recorded in "Noncontrolling Interests" on the consolidated balance sheet.

NOTE 9 – NUCLEAR DECOMMISSIONING TRUST FUND INVESTMENTS

Ameren Missouri has investments in debt and equity securities that are held in a trust fund for the purpose of funding the decommissioning of its Callaway energy center. We have classified these investments as available for sale, and we have recorded all such investments at their fair market value at December 31, 2013, and 2012. See Note 10 – Callaway Energy Center for additional information.

Investments in the nuclear decommissioning trust fund have a target allocation of 60% to 70% in equity securities, with the balance invested in debt securities.

The following table presents proceeds from the sale and maturities of investments in Ameren Missouri's nuclear decommissioning trust fund and the gross realized gains and losses resulting from those sales for the years ended December 31, 2013, 2012, and 2011:

	2013	2012	2011
Proceeds from sales and maturities	$ 196	$ 384	$ 199
Gross realized gains	7	6	5
Gross realized losses	5	2	4

Net realized and unrealized gains and losses are deferred and recorded as regulatory assets or regulatory liabilities on Ameren's and Ameren Missouri's balance sheets. This reporting is consistent with the method used to account for the decommissioning costs recovered in rates. Gains or losses associated with assets in the trust fund could result in lower or higher funding requirements for decommissioning costs, which are expected to be reflected in electric rates paid by Ameren Missouri's customers. See Note 2 – Rate and Regulatory Matters.

The following table presents the costs and fair values of investments in debt and equity securities in Ameren Missouri's nuclear decommissioning trust fund at December 31, 2013, and 2012:

Security Type	Cost	Gross Unrealized Gain	Gross Unrealized Loss	Fair Value
2013				
Debt securities	$ 157	$ 4	$ 2	$ 159
Equity securities	137	199	4	332
Cash	3	—	—	3
Other[(b)]	(a)	—	—	(a)
Total	$ 297	$ 203	$ 6	$ 494
2012				
Debt securities	$ 133	$ 8	$ (a)	$ 141
Equity securities	145	130	11	264
Cash	1	—	—	1
Other[(b)]	2	—	—	2
Total	$ 281	$ 138	$ 11	$ 408

(a) Amount less than $1 million.
(b) Represents payables relating to pending security purchases, net of receivables related to pending security sales and interest receivables.

The following table presents the costs and fair values of investments in debt securities in Ameren Missouri's nuclear decommissioning trust fund according to their contractual maturities at December 31, 2013:

	Cost	Fair Value
Less than 5 years	$ 93	$ 94
5 years to 10 years	31	32
Due after 10 years	33	33
Total	$ 157	$ 159

We have unrealized losses relating to certain available-for-sale investments included in our decommissioning trust fund, recorded as regulatory assets as discussed above. Decommissioning will not occur until the operating license for our nuclear energy center expires. Ameren Missouri submitted a license extension application to the NRC to extend the Callaway energy center's operating license to 2044. The following table presents the fair value and the gross unrealized losses of the available-for-sale securities held in Ameren Missouri's nuclear decommissioning trust fund. They are aggregated by investment category and the length of time that individual securities have been in a continuous unrealized loss position at December 31, 2013:

	Less than 12 Months		12 Months or Greater		Total	
	Fair Value	Gross Unrealized Losses	Fair Value	Gross Unrealized Losses	Fair Value	Gross Unrealized Losses
Debt securities	$ 72	$ 2	$ (a)	$ (a)	$ 72	$ 2
Equity securities	6	(a)	7	4	13	4
Total	$ 78	$ 2	$ 7	$ 4	$ 85	$ 6

(a) Amount less than $1 million.

NOTE 10 – CALLAWAY ENERGY CENTER

Under the NWPA, the DOE is responsible for disposing of spent nuclear fuel from the Callaway energy center and other commercial nuclear energy centers. Under the NWPA, Ameren and other utilities that own and operate those energy centers are responsible for paying the disposal costs. The NWPA established the fee that these utilities pay the federal government for disposing of the spent nuclear fuel at one mill, or one-tenth of one cent, for each kilowatthour generated by those plants and sold. The NWPA also requires the DOE to review the nuclear waste fee against the cost of the nuclear waste disposal program and to propose to the United States Congress any fee adjustment necessary to offset the costs of the program. As required by the NWPA, Ameren Missouri and other utilities have entered into standard contracts with the federal government. The government, represented by the DOE, is responsible for implementing these provisions of the NWPA. Consistent with the NWPA and its standard contract, Ameren Missouri collects one mill from its electric customers for each kilowatthour of electricity that it generates and sells from its Callaway energy center.

Although both the NWPA and the standard contract stated that the federal government would begin to dispose of spent nuclear fuel by 1998, the federal government is not meeting its disposal obligation. Ameren Missouri has sufficient installed capacity at the Callaway energy center to store its spent nuclear fuel generated through 2020, and it has the capability for additional storage capacity for spent nuclear fuel generated through the end of the energy center's current licensed life. The DOE's delay in carrying out its obligation to dispose of spent nuclear fuel from the Callaway energy center is not expected to adversely affect the continued operations of the energy center.

In January 2009, the federal government announced that a spent nuclear fuel repository at Yucca Mountain, Nevada was unworkable. The federal government took steps to terminate the Yucca Mountain program, while acknowledging its continuing obligation to dispose of utilities' spent nuclear fuel. In January 2013, the DOE issued its plan for the management and disposal of spent nuclear fuel. The DOE's plan calls for a pilot interim storage facility to begin operation with an initial focus on accepting spent nuclear fuel from shutdown reactor sites by 2021. By 2025, a larger interim storage facility would be available, co-located with the pilot facility. The plan also proposes to site a permanent geological repository by 2026, to characterize the site and to design and to license the repository by 2042, and to begin operation by 2048.

In view of the federal government's efforts to terminate the Yucca Mountain program, the Nuclear Energy Institute, a number of individual utilities, and the National Association of Regulatory Utility Commissioners sued the DOE in the United States Court of Appeals for the District of Columbia Circuit, seeking the suspension of the one mill nuclear waste fee, alleging that the DOE failed to undertake an appropriate fee adequacy review reflecting the current unsettled state of the nuclear waste program. In a June 2012 decision, the court ruled that DOE's fee adequacy review was legally inadequate and remanded the matter to the DOE. Although the court ruled it has the power to direct the DOE to suspend the fee, the court decided that it was premature to do so. Instead, the court ordered the DOE to provide within six months a revised assessment of the amount that should be collected. In January 2013, the DOE issued the revised assessment required by the court. The DOE determined that "neither insufficient nor excess revenues are being collected," and it proposed no adjustment to the one mill nuclear waste fee. In November 2013, the court rejected the DOE's revised assessment and ordered the DOE to submit a proposal to the United States Congress to reduce the fee to zero. The DOE filed for rehearing, however there is no deadline for the court to act. In January 2014, the DOE, pursuant to the court's November 2013 order, submitted to Congress a proposal to reduce the fee to zero.

As a result of the DOE's failure to begin to dispose of the utilities' spent nuclear fuel and fulfill its contractual obligations, Ameren Missouri and other nuclear energy center owners have also sued the DOE to recover costs incurred for ongoing storage of their spent fuel. Ameren Missouri filed a breach of contract lawsuit to recover costs that it incurred through 2009. It sought reimbursement for the cost of reracking the Callaway energy center's spent fuel pool, as well as certain NRC fees, and Missouri ad valorem taxes that Ameren Missouri would not have incurred had the DOE performed its contractual obligations. In June 2011, the parties reached a settlement agreement that included a payment to Ameren Missouri of $11 million for spent fuel storage and related costs through 2010. In addition, the settlement agreement provides for annual recovery of additional spent fuel storage and related costs incurred from 2011 through 2013 with the ability to extend the recovery period as mutually agreed to by the parties. The parties have agreed in principle to extend the recovery period through 2016. As a result of the settlement agreement, Ameren Missouri recorded a pretax reduction of $2 million and $2 million to its "Operating Expenses – Depreciation and amortization" and "Operating Expenses – Other operations and maintenance" expense line items, respectively, on its statement of income for the year ended December 31, 2011. In 2012, Ameren Missouri received a 2011 cost reimbursement of $1 million and reduced its "Property and plant, net" assets on its balance sheet by that amount. In 2013, Ameren Missouri received a 2012 cost reimbursement of $6 million and reduced its "Property and plant, net" assets on its balance sheet by that amount. In March 2014, Ameren Missouri plans to submit approximately $15 million of 2013 costs to the DOE for reimbursement pursuant to the settlement agreement. Ameren Missouri reduced its "Property and plant, net" assets by this amount with an offset to "Miscellaneous accounts and notes receivable" on its balance sheet as of December 31, 2013. Included in these reimbursements are costs related to a dry spent fuel storage facility Ameren Missouri is constructing at its Callaway energy center. Ameren Missouri intends to begin transferring spent fuel assemblies to this facility in 2015. Until the facility is completed, Ameren Missouri will, in accordance with the settlement agreement, apply for reimbursement from the DOE for the cost to construct the dry spent fuel storage facility along with related allowable costs.

In December 2011, Ameren Missouri submitted a license extension application to the NRC to extend its Callaway energy center's operating license from 2024 to 2044. There is no deadline by which the NRC must act on this application. Among the rules that the NRC has historically relied upon in approving license extensions are rules dealing with the storage of spent nuclear fuel at the reactor site and with the NRC's confidence that permanent disposal of spent nuclear fuel will be available when needed. In a June 2012 decision, the United States Court of Appeals for the District of Columbia Circuit vacated these rules and remanded the case to the NRC, holding that the NRC's obligations under the National Environmental Policy Act required a more thorough environmental analysis in support of the NRC's waste confidence decision. In June 2012, a number of groups petitioned the NRC to suspend final licensing decisions in certain NRC licensing proceedings, including the Callaway license extension, until the NRC completed its proceedings on the vacated rules. In August 2012, the NRC stated that it would not issue licenses dependent on the vacated rules until it appropriately addressed the court's remand. In September 2012, the NRC directed its staff to issue, within two years, a generic environmental impact statement and a final rule to address the court's ruling. The NRC also stated that a site-specific analysis of these issues could be conducted in rare circumstances. If the Callaway energy center's license is extended, additional spent fuel storage will be required.

Electric utility rates charged to customers provide for the recovery of the Callaway energy center's decommissioning costs, which include decontamination, dismantling, and site restoration costs, over an assumed 40-year life of the nuclear center, ending with the expiration of the energy center's current operating license in 2024. It is assumed that the Callaway energy center site will be decommissioned through the immediate dismantlement method and removed from service. Ameren and Ameren Missouri have recorded an ARO for the Callaway energy center decommissioning costs at fair value, which represents the present value of estimated future cash outflows. Decommissioning costs are included in the costs of service used to establish electric rates for Ameren Missouri's customers. These costs amounted to $7 million in each of the years 2013, 2012, and 2011. Every three years, the MoPSC requires Ameren Missouri to file an updated cost study and funding analysis for decommissioning its Callaway energy center. Electric rates may be adjusted at such times to reflect changed estimates. The last cost study and funding analysis were filed with the MoPSC in September 2011. In October 2012, the MoPSC issued an order approving the stipulation and agreement between Ameren Missouri and the MoPSC staff that maintained the current rate of deposits to the trust fund and the rate of return assumptions used in the analysis. If Ameren Missouri's operating license extension application is approved by the NRC, a revised funding analysis will be prepared, and the rates charged to customers will be adjusted accordingly to reflect the operating license extension at the time the next triennial cost study and funding analysis is approved by the MoPSC. Amounts collected from customers are deposited in an external trust fund to provide for the Callaway energy center's decommissioning. If the assumed return on trust assets is not earned, we believe that it is probable that any such earnings deficiency will be recovered in rates. The fair value of the nuclear decommissioning trust fund for Ameren Missouri's Callaway energy center is reported as "Nuclear decommissioning trust fund" in Ameren's and Ameren Missouri's balance sheets. This amount is legally restricted and may be used only to fund the costs of nuclear decommissioning. Changes in the fair value of the trust fund are recorded as an increase or decrease to the nuclear decommissioning trust fund, with an offsetting adjustment to the related regulatory liability.

See Note 2 – Rate and Regulatory Matters and Note 9 – Nuclear Decommissioning Trust Fund Investments for additional information related to the Callaway energy center.

NOTE 11 – RETIREMENT BENEFITS

The primary objective of the Ameren pension and postretirement benefit plans is to provide eligible employees with pension and postretirement health care and life insurance benefits. Ameren offers defined benefit pension and postretirement benefit plans covering substantially all of its employees. Ameren uses a measurement date of December 31 for its pension and postretirement benefit plans. Ameren Missouri and Ameren Illinois each participate in Ameren's single-employer pension and other postretirement plans. Ameren's qualified pension plan is the Ameren Retirement Plan. Ameren also has an unfunded nonqualified pension plan, the Ameren Supplemental Retirement Plan, which is available for certain management employees and retirees to provide a supplemental benefit when their qualified pension plan benefits are capped to comply with Internal Revenue Code limitations. Ameren's other postretirement plans are the Ameren Retiree Medical Plan and the Ameren Group Life Insurance Plan. Nonaffiliated Ameren companies do not participate in the Ameren Retirement Plan, the Ameren Supplemental Retirement Plan, the Ameren Retiree Medical Plan, or the Ameren Group Life Insurance Plan.

On December 2, 2013, Ameren completed the divestiture of New AER to IPH. In accordance with the transaction agreement, Ameren retained the pension obligations as of December 2, 2013, associated with the current and former employees of New AER and its subsidiaries who were included in the Ameren Retirement Plan and the Ameren Supplemental Retirement Plan. Ameren also retained the postretirement benefit obligations associated with the employees of New AER and its subsidiaries who were eligible to retire at December 2, 2013, from the Ameren Retiree Medical Plan and the Ameren Group Life Insurance Plan. IPH assumed the existing pension and other postretirement benefit obligations associated with EEI's current and former employees that are included in EEI's single-employer pension and other postretirement plans. Coincident with Ameren's divestiture of New AER, a significant number of employees left Ameren which required a measurement of Ameren's pension and postretirement benefit plan assets and obligations as of December 2, 2013, based upon current market conditions. The reduction in obligations for the postretirement benefit plans and the accelerated recognition of gains previously recorded in accumulated other comprehensive income that had not previously been recognized through net periodic benefit cost for the pension and postretirement benefit plans resulted in a $19 million pretax curtailment gain, which was included in discontinued operations.

Ameren completed another measurement as of December 31, 2013, as is its historical accounting practice, based upon the market conditions at the end of the year. Excluding the EEI plans, which were assumed by IPH during 2013, Ameren's unfunded obligation under its pension and other postretirement benefit plans was $461 million and $1,143 million as of December 31, 2013, and December 31, 2012, respectively. These net liabilities are recorded in "Other current liabilities," "Pension and other postretirement benefits," and "Other assets" on Ameren's consolidated balance sheet. The primary factors contributing to this unfunded obligation reduction during 2013 were a 75 basis point increase in the pension and other postretirement benefit plan discount rates used to determine the present value of the obligations, and asset returns being better than expected. The offset to the unfunded obligation reduction was primarily a reduction to "Regulatory assets" on Ameren's consolidated balance sheet.

The following table presents the net benefit liability recorded on the balance sheets of each of the Ameren Companies as of December 31, 2013, and 2012:

	2013	2012
Ameren[(a)]	$ **461**	$ 1,143
Ameren Missouri	**191**	464
Ameren Illinois	**198**	408

(a) Includes amounts for Ameren registrant and nonregistrant subsidiaries.

Ameren recognizes the under-funded status of its pension and postretirement plans as a liability on its consolidated balance sheet, with offsetting entries to accumulated OCI and regulatory assets, in accordance with authoritative accounting guidance. The following table presents the funded status of our pension and postretirement benefit plans as of December 31, 2013, and 2012. It also provides the amounts included in regulatory assets and accumulated OCI at December 31, 2013, and 2012, that have not been recognized in net periodic benefit costs.

	2013		2012	
	Pension Benefits[a]	Postretirement Benefits[a]	Pension Benefits[a]	Postretirement Benefits[a]
Accumulated benefit obligation at end of year	$ 3,698	$ (b)	$ 3,829	$ (b)
Change in benefit obligation:				
Net benefit obligation at beginning of year	$ 4,051	$ 1,157	$ 3,764	$ 1,145
Service cost	91	22	81	22
Interest cost	163	46	166	47
Participant contributions	—	16	—	16
Actuarial (gain) loss	(207)	(76)	240	(10)
Curtailment gain[c]	—	(3)	—	—
Settlement[d]	—	(5)	—	—
Benefits paid	(198)	(64)	(200)	(69)
Early retiree reinsurance program receipt	(b)	—	(b)	2
Federal subsidy on benefits paid	(b)	3	(b)	4
Net benefit obligation at end of year	3,900	1,096	4,051	1,157
Change in plan assets:				
Fair value of plan assets at beginning of year	3,127	938	2,814	836
Actual return on plan assets	376	156	385	104
Employer contributions	156	25	128	45
Federal subsidy on benefits paid	(b)	3	(b)	4
Early retiree reinsurance program receipt	(b)	—	(b)	2
Participant contributions	—	16	—	16
Benefits paid	(198)	(64)	(200)	(69)
Fair value of plan assets at end of year	3,461	1,074	3,127	938
Funded status – deficiency	439	22	924	219
Accrued benefit cost at December 31	$ 439	$ 22	$ 924	$ 219
Amounts recognized in the balance sheet consist of:				
Noncurrent asset[e]	$ —	$ (9)	$ —	$ —
Current liability[f]	3	1	3	2
Noncurrent liability	436	30	921	217
Net liability recognized	$ 439	$ 22	$ 924	$ 219
Amounts recognized in regulatory assets consist of:				
Net actuarial (gain) loss	$ 282	$ (71)	$ 699	$ 103
Prior service cost (credit)	(7)	(20)	(6)	(24)
Amounts (pretax) recognized in accumulated OCI consist of:				
Net actuarial (gain) loss	17	(12)	65	5
Prior service cost (credit)	—	(1)	(14)	(6)
Total	$ 292	$ (104)	$ 744	$ 78

(a) Includes amounts for Ameren registrant and nonregistrant subsidiaries.
(b) Not applicable.
(c) Effective with the divestiture of New AER on December 2, 2013, the liability for active management employees of New AER and its subsidiaries not eligible to retire were neither transferred to IPH nor retained by Ameren, which resulted in a curtailment gain. See Note 16 – Divestiture Transactions and Discontinued Operations for further information on the divestiture.
(d) Effective with the divestiture of New AER on December 2, 2013, the liability for active union employees of New AER and its subsidiaries not eligible to retire was transferred to IPH based on the assumption of the collective bargaining agreements in place, which resulted in a settlement. See Note 16 – Divestiture Transactions and Discontinued Operations for further information on the divestiture.
(e) Included in "Other assets" on Ameren's consolidated balance sheet.
(f) Included in "Other current liabilities" on Ameren's consolidated balance sheet.

The following table presents the assumptions used to determine our benefit obligations at December 31, 2013, and 2012:

	Pension Benefits		Postretirement Benefits	
	2013	2012	2013	2012
Discount rate at measurement date	4.75%	4.00%	4.75%	4.00%
Increase in future compensation	3.50	3.50	3.50	3.50
Medical cost trend rate (initial)	—	—	5.00	5.00
Medical cost trend rate (ultimate)	—	—	5.00	5.00
Years to ultimate rate	—	—	—	—

Ameren determines discount rate assumptions by identifying a theoretical settlement portfolio of high-quality corporate bonds sufficient to provide for a plan's projected benefit payments, pursuant to authoritative accounting guidance on the determination of discount rates used for defined benefit plan obligations. The settlement portfolio of bonds is selected from a pool of over 500 high-quality corporate bonds. A single discount rate is then determined; that rate results in a discounted value of the plan's benefit payments that equates to the market value of the selected bonds.

Funding

Pension benefits are based on the employees' years of service and compensation. Ameren's pension plan is funded in compliance with income tax regulations and federal funding or regulatory requirements. As a result, Ameren expects to fund its pension plan at a level equal to the greater of the pension expense or the legally required minimum contribution. Considering its assumptions at December 31, 2013, its investment performance in 2013, and its pension funding policy, Ameren expects to make annual contributions of $20 million to $100 million in each of the next five years, with aggregate estimated contributions of $270 million. We expect Ameren Missouri's and Ameren Illinois' portion of the future funding requirements to be 52%, and 47%, respectively. These amounts are estimates. They may change based on actual investment performance, changes in interest rates, changes in our assumptions, changes in government regulations, and any voluntary contributions. Our funding policy for postretirement benefits is primarily to fund the Voluntary Employee Beneficiary Association (VEBA) trusts to match the annual postretirement expense.

The following table presents the cash contributions made to our defined benefit retirement plan and to our postretirement plans during 2013, 2012, and 2011:

	Pension Benefits			Postretirement Benefits		
	2013	2012	2011	2013	2012	2011
Ameren Missouri	$ 60	$ 52	$ 43	$ 10	$ 9	$ 9
Ameren Illinois	50	46	28	11	35	118
Other	46	30	25	4	1	2
Ameren[(a)]	156	128	96	25	45	129

(a) Includes amounts for Ameren registrant and nonregistrant subsidiaries.

Investment Strategy and Policies

Ameren manages plan assets in accordance with the "prudent investor" guidelines contained in ERISA. The investment committee, to the extent authority is delegated to it by the finance committee of Ameren's board of directors, implements investment strategy and asset allocation guidelines for the plan assets. The investment committee includes members of senior management. The investment committee's goals are twofold: first, to ensure that sufficient funds are available to provide the benefits at the time they are payable; second, to maximize total return on plan assets and minimize expense volatility consistent with its tolerance for risk. Ameren delegates investment management to specialists in each asset class. As appropriate, Ameren provides the investment manager with guidelines that specify allowable and prohibited investment types. The investment committee regularly monitors manager performance and compliance with investment guidelines.

The expected return on plan assets assumption is based on historical and projected rates of return for current and planned asset classes in the investment portfolio. Projected rates of return for each asset class were estimated after an analysis of historical experience, future expectations, and the volatility of the various asset classes. After considering the target asset allocation for each asset class, we adjusted the overall expected rate of return for the portfolio for historical and expected experience of active portfolio management results compared with benchmark returns and for the effect of expenses paid from plan assets. Ameren will use an expected return on plan assets for its pension plan assets and postretirement plan assets of 7.25% and 7.00%, respectively, in 2014. No plan assets are expected to be returned to Ameren during 2014.

Ameren's investment committee strives to assemble a portfolio of diversified assets that does not create a significant concentration of risks. The investment committee develops asset allocation guidelines between asset classes, and it creates diversification through investments in assets that differ by type (equity, debt, real estate, private equity), duration, market capitalization, country, style (growth or value) and industry, among other factors. The diversification of assets is displayed in the target allocation table below. The investment committee also routinely rebalances the plan assets to adhere to the diversification goals. The investment committee's strategy reduces the concentration of investment risk; however, Ameren is still subject to overall market risk. The following table presents our target allocations for

2014 and our pension and postretirement plans' asset categories as of December 31, 2013, and 2012.

Asset Category	Target Allocation 2014	Percentage of Plan Assets at December 31, 2013	2012
Pension Plan:			
Cash and cash equivalents	0 - 5 %	2%	2%
Equity securities:			
U.S. large capitalization	29 - 39	36	34%
U.S. small and mid-capitalization	2 - 12	8	7%
International and emerging markets	9 - 19	14	13%
Total equity	50 - 60	58	54%
Debt securities	35 - 45	36	39%
Real estate	0 - 9	4	4%
Private equity	0 - 4	(a)	1%
Total		100%	100%
Postretirement Plans:			
Cash and cash equivalents	0 - 10 %	4%	4%
Equity securities:			
U.S. large capitalization	33 - 43	41%	40%
U.S. small and mid-capitalization	3 - 13	8%	8%
International	10 - 20	14%	14%
Total equity	55 - 65	63%	62%
Debt securities	30 - 40	33%	34%
Total		100%	100%

(a) Less than 1% of plan assets.

In general, the United States large capitalization equity investments are passively managed or indexed, whereas the international, emerging markets, United States small capitalization, and United States mid-capitalization equity investments are actively managed by investment managers. Debt securities include a broad range of fixed income vehicles. Debt security investments in high-yield securities, emerging market securities, and non-United States dollar-denominated securities are owned by the plans, but in limited quantities to reduce risk. Most of the debt security investments are under active management by investment managers. Real estate investments include private real estate vehicles; however, Ameren does not, by policy, hold direct investments in real estate property. Ameren's investment in private equity funds consists of 9 different limited partnerships, with invested capital ranging from $0.1 million to $5 million each, which invest primarily in a diversified number of small United States-based companies. No further commitments may be made to private equity investments without approval by the finance committee of the board of directors. Additionally, Ameren's investment committee allows investment managers to use derivatives, such as index futures, exchange traded funds, foreign exchange futures, and options, in certain situations, to increase or to reduce market exposure in an efficient and timely manner.

Fair Value Measurements of Plan Assets

Investments in the pension and postretirement benefit plans were stated at fair value as of December 31, 2013. The fair value of an asset is the amount that would be received upon sale in an orderly transaction between market participants at the measurement date. Cash and cash equivalents have initial maturities of three months or less and are recorded at cost plus accrued interest. The carrying amounts of cash and cash equivalents approximate fair value because of the short-term nature of these instruments. Investments traded in active markets on national or international securities exchanges are valued at closing prices on the last business day on or before the measurement date. Securities traded in over-the-counter markets are valued based on quoted market prices, broker or dealer quotations, or alternative pricing sources with reasonable levels of price transparency. Derivative contracts are valued at fair value, as determined by the investment managers (or independent third parties on behalf of the investment managers), who use proprietary models and take into consideration exchange quotations on underlying instruments, dealer quotations, and other market information. The fair value of real estate is based on annual appraisal reports prepared by an independent real estate appraiser.

The following table sets forth, by level within the fair value hierarchy discussed in Note 8 – Fair Value Measurements, the pension plan assets measured at fair value as of December 31, 2013:

	Quoted Prices in Active Markets for Identified Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Other Unobservable Inputs (Level 3)	Total
Cash and cash equivalents	$ 5	$ 39	$ —	$ 44
Equity securities:				
U.S. large capitalization	107	1,162	—	1,269
U.S. small and mid-capitalization	273	—	—	273
International and emerging markets	143	372	—	515
Debt securities:				
Corporate bonds	—	860	—	860
Municipal bonds	—	149	—	149
U.S. treasury and agency securities	—	256	—	256
Other	—	27	—	27
Real estate	—	—	131	131
Private equity	—	—	15	15
Derivative assets	1	—	—	1
Derivative liabilities	(1)	—	—	(1)
Total	$ 528	$ 2,865	$ 146	$ 3,539
Less: Medical benefit assets at December 31 [(a)]				(112)
Plus: Net receivables at December 31 [(b)]				34
Fair value of pension plans assets at year end				$ 3,461

(a) Medical benefit (health and welfare) component for accounts maintained in accordance with Section 401(h) of the Internal Revenue Code to fund a portion of the postretirement obligation.
(b) Receivables related to pending security sales, offset by payables related to pending security purchases.

The following table sets forth, by level within the fair value hierarchy discussed in Note 8 – Fair Value Measurements, the pension plan assets measured at fair value as of December 31, 2012:

	Quoted Prices in Active Markets for Identified Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Other Unobservable Inputs (Level 3)	Total
Cash and cash equivalents	$ 1	$ 28	$ —	$ 29
Equity securities:				
U.S. large capitalization	83	1,007	—	1,090
U.S. small and mid-capitalization	235	—	—	235
International and emerging markets	134	301	—	435
Debt securities:				
Corporate bonds	—	832	—	832
Municipal bonds	—	176	—	176
U.S. treasury and agency securities	—	250	—	250
Other	—	17	—	17
Real estate	—	—	118	118
Private equity	—	—	19	19
Derivative assets	—	—	—	—
Derivative liabilities	(1)	—	—	(1)
Total	$ 452	$ 2,611	$ 137	$ 3,200
Less: Medical benefit assets at December 31 [(a)]				(102)
Plus: Net receivables at December 31 [(b)]				29
Fair value of pension plans assets at year end				$ 3,127

(a) Medical benefit (health and welfare) component for accounts maintained in accordance with Section 401(h) of the Internal Revenue Code to fund a portion of the postretirement obligation.
(b) Receivables related to pending security sales, offset by payables related to pending security purchases.

The following table summarizes the changes in the fair value of the pension plan assets classified as Level 3 in the fair value hierarchy for each of the years ended December 31, 2013, and 2012:

	Beginning Balance at January 1,	Actual Return on Plan Assets Related to Assets Still Held at the Reporting Date	Actual Return on Plan Assets Related to Assets Sold During the Period	Purchases, Sales, and Settlements, Net	Net Transfers into (out of) of Level 3	Ending Balance at December 31,
2013:						
Real estate	$ 118	$ 9	$ —	$ 4	$ —	$ 131
Private equity	19	(9)	11	(6)	—	15
2012:						
Real estate	$ 108	$ 7	$ —	$ 3	$ —	$ 118
Private equity	23	(7)	8	(5)	—	19

The following table sets forth, by level within the fair value hierarchy discussed in Note 8 – Fair Value Measurements, the postretirement benefit plans assets measured at fair value as of December 31, 2013:

	Quoted Prices in Active Markets for Identified Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Other Unobservable Inputs (Level 3)	Total
Cash and cash equivalents	$ 77	$ —	$ —	$ 77
Equity securities:				
U.S. large capitalization	297	101	—	398
U.S. small and mid-capitalization	77	—	—	77
International	39	96	—	135
Debt securities:				
Corporate bonds	—	89	—	89
Municipal bonds	—	103	—	103
U.S. treasury and agency securities	—	72	—	72
Asset-backed securities	—	10	—	10
Other	—	40	—	40
Total	$ 490	$ 511	$ —	$ 1,001
Plus: Medical benefit assets at December 31 (a)				112
Less: Net payables at December 31 (b)				(39)
Fair value of postretirement benefit plans assets at year end				$ 1,074

(a) Medical benefit (health and welfare) component for 401(h) accounts to fund a portion of the postretirement obligation. These 401(h) assets are included in the pension plan assets shown above.

(b) Payables related to pending security purchases, offset by Medicare, interest receivables, and receivables related to pending security sales.

The following table sets forth, by level within the fair value hierarchy discussed in Note 8 – Fair Value Measurements, the postretirement benefit plans assets measured at fair value as of December 31, 2012:

	Quoted Prices in Active Markets for Identified Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Other Unobservable Inputs (Level 3)	Total
Cash and cash equivalents	$ 83	$ —	$ —	$ 83
Equity securities:				
U.S. large capitalization	245	88	—	333
U.S. small and mid-capitalization	66	—	—	66
International	45	69	—	114
Debt securities:				
Corporate bonds	—	88	—	88
Municipal bonds	—	91	—	91
U.S. treasury and agency securities	—	67	—	67
Asset-backed securities	—	18	—	18
Other	—	22	—	22
Total	$ 439	$ 443	$ —	$ 882
Plus: Medical benefit assets at December 31 (a)				102
Less: Net payables at December 31 (b)				(46)
Fair value of postretirement benefit plans assets at year end				$ 938

(a) Medical benefit (health and welfare) component for 401(h) accounts to fund a portion of the postretirement obligation. These 401(h) assets are included in the pension plan assets shown above.

(b) Payables related to pending security purchases, offset by Medicare, interest receivables, and receivables related to pending security sales.

Net Periodic Benefit Cost

The following table presents the components of the net periodic benefit cost of our pension and postretirement benefit plans during 2013, 2012, and 2011:

	Pension Benefits Ameren[a]	Postretirement Benefits Ameren[a]
2013		
Service cost	$ 91	$ 22
Interest cost	163	46
Expected return on plan assets	(218)	(62)
Amortization of:		
Transition obligation	—	—
Prior service cost	(2)	(6)
Actuarial loss	87	8
Curtailment gain	(12)	(7)
Net periodic benefit cost[b]	$ 109	$ 1
2012		
Service cost	$ 81	$ 22
Interest cost	166	47
Expected return on plan assets	(208)	(56)
Amortization of:		
Transition obligation	—	2
Prior service cost	(3)	(6)
Actuarial loss	75	5
Net periodic benefit cost[c]	$ 111	$ 14
2011		
Service cost	$ 73	$ 20
Interest cost	175	54
Expected return on plan assets	(211)	(50)
Amortization of:		
Transition obligation	—	2
Prior service cost	(1)	(6)
Actuarial loss	41	3
Net periodic benefit cost[c]	$ 77	$ 23

(a) Includes amounts for Ameren registrant and nonregistrant subsidiaries.
(b) The net periodic benefit cost includes a $6 million and a $7 million net gain for pension benefits and postretirement benefits, respectively, which was included in "Income (loss) from discontinued operations, net of taxes" on Ameren's consolidated statement of income (loss). This net gain includes the curtailment gain recognized in 2013 as a result of a significant reduction in employees as of the December 2, 2013 closing date of the New AER divestiture. See Note 16 – Divestiture Transactions and Discontinued Operations for additional information on the divestiture.
(c) The net periodic benefit cost includes $9 million and $- million in total net costs for pension benefits and postretirement benefits, respectively, for 2012 which were included in "Income (loss) from discontinued operations, net of taxes" on Ameren's consolidated statement of income (loss). The net periodic benefit cost includes $7 million and $- million in total net costs for pension benefits and postretirement benefits, respectively, for 2011 which were included in "Income (loss) from discontinued operations, net of taxes" on Ameren's consolidated statement of income (loss). See Note 16 – Divestiture Transactions and Discontinued Operations for additional information on the divestiture.

The current year expected return on plan assets is determined primarily by adjusting the prior-year market-related asset value for current year contributions, disbursements, and expected return, plus 25% of the actual return in excess of (or less than) expected return for the four prior years.

The estimated amounts that will be amortized from regulatory assets and accumulated OCI into net periodic benefit cost in 2014 are as follows:

	Pension Benefits	Postretirement Benefits
	Ameren[a]	Ameren[a]
Regulatory assets:		
Prior service cost (credit)	$ (1)	$ (4)
Net actuarial loss	60	9
Accumulated OCI:		
Net actuarial (gain) loss	1	(2)
Total	$ 60	$ 3

(a) Includes amounts for Ameren registrant and nonregistrant subsidiaries.

Prior service cost is amortized on a straight-line basis over the average future service of active participants benefiting under the plan amendment. The net actuarial (gain) loss subject to amortization is amortized on a straight-line basis over 10 years.

The Ameren Companies are responsible for their share of the pension and postretirement benefit costs. The following table presents the pension costs and the postretirement benefit costs incurred and included in continuing operations for the years ended December 31, 2013, 2012, and 2011:

	Pension Costs			Postretirement Costs		
	2013	2012	2011	2013	2012	2011
Ameren Missouri	$ 69	$ 63	$ 51	$ 8	$ 10	$ 11
Ameren Illinois	41	37	16	—	4	11
Other	5	2	3	—	—	1
Ameren[a]	115	102	70	8	14	23

(a) Includes amounts for Ameren registrant and nonregistrant subsidiaries.

The expected pension and postretirement benefit payments from qualified trust and company funds and the federal subsidy for postretirement benefits related to prescription drug benefits, which reflect expected future service, as of December 31, 2013, are as follows:

	Pension Benefits		Postretirement Benefits		
	Paid from Qualified Trust	Paid from Company Funds	Paid from Qualified Trust	Paid from Company Funds	Federal Subsidy
2014	$ 247	$ 3	$ 61	$ 2	$ 3
2015	249	3	63	2	4
2016	255	3	66	2	4
2017	260	3	69	2	4
2018	264	3	72	2	4
2019 - 2023	1,342	14	394	12	19

The following table presents the assumptions used to determine net periodic benefit cost for our pension and postretirement benefit plans for the years ended December 31, 2013, 2012, and 2011:

	Pension Benefits			Postretirement Benefits		
	2013	2012	2011	2013	2012	2011
Discount rate at measurement date	4.00%	4.50%	5.25%	4.00%	4.50%	5.25%
Expected return on plan assets	7.50	7.75	8.00	7.25	7.50	7.75
Increase in future compensation	3.50	3.50	3.50	3.50	3.50	3.50
Medical cost trend rate (initial)	—	—	—	5.00	5.50	6.00
Medical cost trend rate (ultimate)	—	—	—	5.00	5.00	5.00
Years to ultimate rate	—	—	—	—	1 year	2 years

The table below reflects the sensitivity of Ameren's plans to potential changes in key assumptions:

	Pension Benefits		Postretirement Benefits	
	Service Cost and Interest Cost	Projected Benefit Obligation	Service Cost and Interest Cost	Postretirement Benefit Obligation
0.25% decrease in discount rate	$ (2)	$ 109	$ —	$ 32
0.25% increase in salary scale	2	17	—	—
1.00% increase in annual medical trend	—	—	2	40
1.00% decrease in annual medical trend	—	—	(2)	(37)

Other

Ameren sponsors a 401(k) plan for eligible employees. The Ameren 401(k) plan covered all eligible employees at December 31, 2013. The plan allowed employees to contribute a portion of their compensation in accordance with specific guidelines. Ameren matched a percentage of the employee contributions up to certain limits. The following table presents the portion of the matching contribution to the Ameren 401(k) plan attributable to the continuing operations for each of the Ameren Companies for the years ended December 31, 2013, 2012, and 2011:

	2013	2012	2011
Ameren Missouri	$ 16	$ 16	$ 16
Ameren Illinois	10	9	8
Other	1	1	1
Ameren[(a)]	27	26	25

(a) Includes amounts for Ameren registrant and nonregistrant subsidiaries.

NOTE 12 – STOCK-BASED COMPENSATION

Ameren's long-term incentive plan available for eligible employees is the shareholder-approved 2006 Omnibus Incentive Compensation Plan (2006 Plan), which became effective May 2, 2006. The 2006 Plan provides for a maximum of 4 million common shares to be available for grant to eligible employees and directors. The 2006 Plan awards may be stock options, stock appreciation rights, restricted stock, restricted stock units, performance shares, performance share units, cash-based awards, and other stock-based awards.

A summary of nonvested shares at December 31, 2013, and changes during the year ended December 31, 2013, under the 2006 Plan are presented below:

	Performance Share Units	
	Share Units	Weighted-average Fair Value per Unit
Nonvested at January 1, 2013	1,192,487	$ 33.56
Granted[(a)]	840,482	31.19
Unearned or forfeited[(b)]	(29,730)	31.93
Earned and vested[(c)]	(784,695)	31.60
Nonvested at December 31, 2013	1,218,544	$ 33.23

(a) Includes performance share units (share units) granted to certain executive and nonexecutive officers and other eligible employees in 2013 under the 2006 Plan.
(b) Includes share units granted in 2011 that were not earned based on performance provisions of the award grants.
(c) Includes share units granted in 2011 that vested as of December 31, 2013, that were earned pursuant to the provisions of the award grants. Also includes share units that vested due to attainment of retirement eligibility by certain employees and certain employees whose employment terminated on December 2, 2013, with the divestiture of New AER. Actual shares issued for retirement-eligible employees and former New AER subsidiaries' employees will vary depending on actual performance over the three-year measurement period.

Ameren recorded compensation expense of $20 million, $22 million, and $13 million for the years ended December 31, 2013, 2012, and 2011, respectively, and a related tax benefit of $8 million, $8 million and $5 million for the years ended December 31, 2013, 2012, and 2011, respectively. Ameren settled performance share units and restricted shares of $11 million, $11 million, and $4 million for the years ended December 31, 2013, 2012, and 2011. All outstanding restricted shares vested as of the end of 2011. There were no significant compensation costs capitalized related to the performance share units during the years ended December 31, 2013, 2012, and 2011. As of December 31, 2013, total compensation cost of $20 million related to nonvested awards not yet recognized is expected to be recognized over a weighted-average period of 20 months.

Performance Share Units

Performance share units have been granted under the 2006 Plan. A share unit vests and entitles an employee to receive shares of Ameren common stock (plus accumulated dividends) if, at the end of the three-year performance period, certain specified performance or market conditions have been met and the individual remains employed by Ameren. The exact number of shares issued pursuant to a share unit varies from 0% to 200% of the target award, depending on actual company performance relative to the performance goals.

The fair value of each share unit awarded in January 2013 under the 2006 Plan was determined to be $31.19. That amount was based on Ameren's closing common share price of $30.72 at December 31, 2012, and lattice simulations. Lattice simulations are used to estimate expected share payout based on Ameren's total shareholder return for a three-year performance period relative to the designated peer group beginning January 1, 2013. The simulations can produce a greater fair value for the share unit than the applicable closing common share price because they include the weighted payout scenarios in which an increase in the share price has occurred. The significant assumptions used to calculate fair value also included a three-year risk-free rate of 0.36%, volatility of 12% to 21% for the peer group, and Ameren's attainment of a three-year average earnings per share threshold during the performance period.

The fair value of each share unit awarded in January 2012 under the 2006 Plan was determined to be $35.68. That amount was based on Ameren's closing common share price of $33.13 at December 31, 2011, and lattice simulations. Lattice simulations are used to estimate expected share payout based on Ameren's total shareholder return for a three-year performance period relative to the designated peer group beginning January 1, 2012. The simulations can produce a greater fair value for the share unit than the applicable closing common share price because they include the weighted payout scenarios in which an increase in the share price has occurred. The significant assumptions used to calculate fair value also included a three-year risk-free rate of 0.41%, volatility of 17% to 31% for the peer group, and Ameren's attainment of a three-year average earnings per share threshold during the performance period.

NOTE 13 – INCOME TAXES

The following table presents the principal reasons why the effective income tax rate differed from the statutory federal income tax rate for the years ended December 31, 2013, 2012, and 2011:

	Ameren Missouri	Ameren Illinois	Ameren
2013			
Statutory federal income tax rate:	35 %	35 %	35 %
Increases (decreases) from:			
Depreciation differences	—	(1)	—
Amortization of investment tax credit	(1)	—	(1)
State tax	3	6	4
Other permanent items[(a)]	1	—	—
Effective income tax rate	38 %	40 %	38 %
2012			
Statutory federal income tax rate:	35 %	35 %	35 %
Increases (decreases) from:			
Depreciation differences	(1)	—	(1)
Amortization of investment tax credit	(1)	(1)	(1)
State tax	3	6	5
Reserve for uncertain tax positions	1	—	—
Other permanent items[(a)]	—	—	(1)
Effective income tax rate	37 %	40 %	37 %
2011			
Statutory federal income tax rate:	35 %	35 %	35 %
Increases (decreases) from:			
Depreciation differences	(2)	—	(1)
Amortization of investment tax credit	(1)	(1)	(1)
State tax	3	5	4
Reserve for uncertain tax positions	—	—	1
Tax credits	—	—	(1)
Other permanent items[(a)]	1	—	—
Effective income tax rate	36 %	39 %	37 %

(a) Permanent items are treated differently for book and tax purposes and primarily include non-taxable income related to company-owned life insurance and deductions related to dividends on DRPlus and the 401(k) plan for Ameren, as well as nondeductible expenses related to lobbying and stock issuance costs for Ameren Missouri.

The following table presents the components of income tax expense (benefit) for the years ended December 31, 2013, 2012, and 2011:

	Ameren Missouri	Ameren Illinois	Other	Ameren[(a)]
2013				
Current taxes:				
Federal	$ 136	$ (15)	$ (239) [(b)]	$ (118)
State	41	21	(43) [(b)]	19
Deferred taxes:				
Federal	64	99	205 [(b)]	368
State	6	6	36 [(b)]	48
Deferred investment tax credits, amortization	(5)	(1)	—	(6)
Total income tax expense (benefit)	$ 242	$ 110	$ (41)	$ 311
2012				
Current taxes:				
Federal	$ (25)	$ (7)	$ 72	$ 40
State	(10)	(3)	23	10
Deferred taxes:				
Federal	248	76	(120)	204
State	44	30	(14)	60
Deferred investment tax credits, amortization	(5)	(2)	—	(7)
Total income tax expense (benefit)	$ 252	$ 94	$ (39)	$ 307
2011				
Current taxes:				
Federal	$ 3	$ (24)	$ 15	$ (6)
State	2	(4)	—	(2)
Deferred taxes:				
Federal	129	123	(39)	213
State	31	34	(10)	55
Deferred investment tax credits, amortization	(4)	(2)	—	(6)
Total income tax expense (benefit)	$ 161	$ 127	$ (34)	$ 254

(a) Includes amounts for Ameren registrant and nonregistrant subsidiaries and intercompany eliminations.
(b) These amounts are substantially related to the reversal of unrecognized tax benefits as a result of new IRS guidance related to the deductibility of expenditures to maintain, replace or improve steam or electric power generation property, along with casualty loss deductions for storm damage. They also reflect the increase in deferred tax expense due to available net operating losses.

The Illinois corporate income tax rate increased from 7.3% to 9.5%, as of January 2011. The tax rate is scheduled to decrease to 7.75% in 2015, and it is scheduled to return to 7.3% in 2025. This corporate income tax rate increase in Illinois increased current income tax expense in 2011 by $6 million and $4 million for Ameren and Ameren Illinois, respectively. As a result of this corporate income tax rate increase, accumulated deferred tax balances were revalued, resulting in a decrease in deferred tax expense of $2 million and $3 million for Ameren and Ameren Illinois, respectively, in 2011.

The following table presents the deferred tax assets and deferred tax liabilities recorded as a result of temporary differences at December 31, 2013, and 2012:

	Ameren Missouri	Ameren Illinois	Other	Ameren[(a)]
2013				
Accumulated deferred income taxes, net liability (asset):				
Plant related	$ 2,513	$ 1,243	$ 13	$ 3,769
Regulatory assets, net	74	2	—	76
Deferred employee benefit costs	(74)	(85)	(114)	(273)
Purchase accounting	—	(27)	(1)	(28)
ARO	(7)	1	—	(6)
Other[(b)(c)]	(17)	(63)	(398)	(478)
Total net accumulated deferred income tax liabilities (assets)[(d)]	$ 2,489	$ 1,071	$ (500)	$ 3,060
2012				
Accumulated deferred income taxes, net liability (asset):				
Plant related	$ 2,385	$ 1,145	$ 20	$ 3,550
Regulatory assets, net	73	—	—	73
Deferred employee benefit costs	(84)	(102)	(137)	(323)
Purchase accounting	—	(27)	(1)	(28)
ARO	(7)	1	—	(6)
Other[(b)]	50	(77)	(223)	(250)
Total net accumulated deferred income tax liabilities (assets)[(e)]	$ 2,417	$ 940	$ (341)	$ 3,016

(a) Includes amounts for Ameren registrant and nonregistrant subsidiaries and intercompany eliminations.
(b) Includes deferred tax assets related to net operating loss and tax credit carryforwards detailed in the table below.
(c) Includes total valuation allowances for Ameren, Ameren Missouri, and Ameren Illinois of $7 million, $1 million, and $1 million, respectively, as of December 31, 2013. The state valuation allowances are shown in the table below.
(d) Includes $20 million recorded in "Other current assets" on Ameren Missouri's balance sheet as of December 31, 2013.
(e) Includes $26 million recorded in "Other current assets" on Ameren Missouri's balance sheet as of December 31, 2012.

The following table presents the components of deferred tax assets relating to net operating loss carryforwards and tax credit carryforwards at December 31, 2013:

	Ameren Missouri	Ameren Illinois	Other	Ameren[(a)]
Net operating loss carryforwards:				
Federal[(b)]	$ 61	$ 84	$ 215	$ 360
State[(c)]	3	11	34	48
Total net operating loss carryforwards	$ 64	$ 95	$ 249	$ 408
Tax credit carryforwards:				
Federal[(d)]	$ 12	$ —	$ 76	$ 88
State[(e)]	1	1	32	34
State valuation allowance[(f)]	(1)	(1)	(2)	(4)
Total tax credit carryforwards	$ 12	$ —	$ 106	$ 118

(a) Includes amounts for Ameren registrant and nonregistrant subsidiaries.
(b) These will begin to expire in 2028.
(c) These will begin to expire in 2017.
(d) These will begin to expire in 2029.
(e) These will begin to expire in 2014.
(f) This balance increased by $2 million, $- million and $- million for Ameren, Ameren Missouri and Ameren Illinois, respectively, during 2013.

The following table presents the components of deferred tax assets relating to net operating loss carryforwards and tax credit carryforwards at December 31, 2012:

	Ameren Missouri	Ameren Illinois	Other	Ameren[(a)]
Net operating loss carryforwards:				
Federal[(b)]	$ 61	$ 61	$ 51	$ 173
State[(c)]	3	11	13	27
Total net operating loss carryforwards	$ 64	$ 72	$ 64	$ 200
Tax credit carryforwards:				
Federal[(d)]	$ 11	$ —	$ 75	$ 86
State[(e)]	1	1	23	25
State valuation allowance[(f)]	(1)	(1)	—	(2)
Total tax credit carryforwards	$ 11	$ —	$ 98	$ 109

(a) Includes amounts for Ameren registrant and nonregistrant subsidiaries.
(b) These will begin to expire in 2028
(c) These will begin to expire in2017.
(d) These will begin to expire in 2029.
(e) These began to expire in 2013.
(f) This balance increased by $1 million, $- million and $1 million for Ameren, Ameren Missouri and Ameren Illinois, respectively, during 2012.

Uncertain Tax Positions

A reconciliation of the change in the unrecognized tax benefit balance during the years ended December 31, 2011, 2012, and 2013, is as follows:

	Ameren Missouri	Ameren Illinois	Other	Ameren[(a)]
Unrecognized tax benefits – January 1, 2011	$ 164	$ 56	$ 26	$ 246
Increases based on tax positions prior to 2011	15	—	7	22
Decreases based on tax positions prior to 2011	(63)	(41)	(21)	(125)
Increases based on tax positions related to 2011	13	—	4	17
Changes related to settlements with taxing authorities	(5)	(4)	(1)	(10)
Decreases related to the lapse of statute of limitations	—	—	(2)	(2)
Unrecognized tax benefits – December 31, 2011	$ 124	$ 11	$ 13	$ 148
Increases based on tax positions prior to 2012	4	—	1	5
Decreases based on tax positions prior to 2012	(7)	(1)	(5)	(13)
Increases (decreases) based on tax positions related to 2012	15	3	(1)	17
Changes related to settlements with taxing authorities	—	—	—	—
Decreases related to the lapse of statute of limitations	—	—	(1)	(1)
Unrecognized tax benefits – December 31, 2012	$ 136	$ 13	$ 7	$ 156
Increases based on tax positions prior to 2013	—	2	5	7
Decreases based on tax positions prior to 2013	(122)	(16)	(5)	(143)
Increases based on tax positions related to 2013	16	—	53 [(b)]	69
Changes related to settlements with taxing authorities	—	—	—	—
Increases related to the lapse of statute of limitations	1	—	—	1
Unrecognized tax benefits (detriments) – December 31, 2013	$ 31	$ (1)	$ 60	$ 90
Total unrecognized tax benefits that, if recognized, would affect the effective tax rates as of December 31, 2011	$ 1	$ —	$ —	$ 1
Total unrecognized tax benefits (detriments) that, if recognized, would affect the effective tax rates as of December 31, 2012	$ 3	$ (1)	$ (1)	$ 1
Total unrecognized tax benefits that, if recognized, would affect the effective tax rates as of December 31, 2013	$ 3	$ —	$ 51 [(b)]	$ 54

(a) Includes amounts for Ameren registrant and nonregistrant subsidiaries.
(b) Primarily due to tax positions relating to the New AER divestiture. The income statement impact of this unrecognized tax benefit was included in "Income (loss) from discontinued operations, net of taxes" on Ameren's consolidated statement of income (loss). See Note 16 – Divestiture Transactions and Discontinued Operations for additional information.

The Ameren Companies recognize interest charges (income) and penalties accrued on tax liabilities on a pretax basis as interest charges (income) or miscellaneous expense, respectively, in the statements of income.

A reconciliation of the change in the liability for interest on unrecognized tax benefits during the years ended December 31, 2011, 2012, and 2013, is as follows:

	Ameren Missouri		Ameren Illinois		Other		Ameren[(a)]
Liability for interest – January 1, 2011	$	10	$	2	$	5	$	17
Interest income for 2011		(3)		(1)		(7)		(11)
Interest payment		(1)		—		—		(1)
Liability for interest – December 31, 2011	$	6	$	1	$	(2)	$	5
Interest charges (income) for 2012		2		—		(1)		1
Liability for interest – December 31, 2012	$	8	$	1	$	(3)	$	6
Interest charges (income) for 2013		(8)		(1)		4		(5)
Liability for interest – December 31, 2013	$	—	$	—	$	1	$	1

(a) Includes amounts for Ameren registrant and nonregistrant subsidiaries and intercompany eliminations.

As of December 31, 2011, 2012, and 2013, the Ameren Companies have accrued no amount for penalties with respect to unrecognized tax benefits.

In 2011, a final settlement for the years 2005 and 2006 was reached with the IRS. It resulted in a reduction in uncertain tax liabilities of $39 million, $17 million and $12 million for Ameren, Ameren Missouri and Ameren Illinois, respectively. Ameren's federal income tax returns for the years 2007 through 2011 are before the Appeals Office of the IRS. Ameren's federal income tax return for the year 2012 is currently under examination.

It is reasonably possible that a settlement will be reached with the Appeals Office of the IRS in the next twelve months for the years 2007 through 2011. This settlement, primarily related to uncertain tax positions for capitalization versus currently deductible repair expense and research deductions, is expected to result in a decrease in uncertain tax benefits of approximately $20 million and $13 million for Ameren and Ameren Missouri, respectively. In addition, it is reasonably possible that other events will occur during the next twelve months that would cause the total amount of unrecognized tax benefits for the Ameren Companies to increase or decrease. However, the Ameren Companies do not believe any such increases or decreases, including the decrease from the reasonably possible IRS Appeals Office settlement discussed above, would be material to their results of operations, financial position, or liquidity.

In 2013, unrecognized tax benefits related to the deductibility of expenditures to maintain, replace, or improve steam or electric power generation property, along with casualty loss deductions for storm damage, were reduced by $103 million, $95 million and $5 million for Ameren, Ameren Missouri and Ameren Illinois, respectively. This reduction in unrecognized tax benefits did not impact overall income tax expense for the Ameren Companies. However, the liability for interest related to these unrecognized tax benefits has been released. In 2013, Ameren adopted an accounting method change as a result of the recent guidance issued by the IRS, establishing new rules for the amount and timing of the deductions to maintain, replace or improve generation property. In 2014, Ameren expects to adopt an accounting method change as a result of the recent guidance establishing new rules for the amount and timing of casualty loss deductions for storm damage.

State income tax returns are generally subject to examination for a period of three years after filing of the return. The state impact of any federal changes remains subject to examination by various states for a period of up to one year after formal notification to the states. The Ameren Companies do not currently have material state income tax issues under examination, administrative appeals, or litigation.

Ameren Missouri has an uncertain tax position tracker. Under Missouri's regulatory framework, uncertain tax positions do not reduce Ameren Missouri's electric rate base. When an uncertain income tax position liability is resolved, the MoPSC requires, through the uncertain tax position tracker, the creation of a regulatory asset or regulatory liability to reflect the time value, using the weighted-average cost of capital included in each of the electric rate orders in effect before the tax position was resolved, of the difference between the uncertain income tax position liability that was excluded from rate base and the final tax liability. The resulting regulatory asset or liability will affect earnings in the year it is created and then will be amortized over three years beginning on the effective date of new rates established in the next electric rate case.

NOTE 14 – RELATED PARTY TRANSACTIONS

The Ameren Companies have engaged in, and may in the future engage in, affiliate transactions in the normal course of business. These transactions primarily consist of natural gas and power purchases and sales, services received or rendered, and borrowings and lendings. Transactions between affiliates are reported as intercompany transactions on their financial statements, but are eliminated in consolidation for Ameren's financial statements. Below are the material related party agreements.

Electric Power Supply Agreements

Capacity Supply Agreements

Ameren Illinois, as an electric load-serving entity, must acquire capacity sufficient to meet its obligations to customers.

In 2010, Ameren Illinois used an RFP process, administered by the IPA, to contract capacity for the period from June 1, 2010, through May 31, 2013. As a winning supplier in this process, in April 2010, Ameren Missouri contracted to supply a portion of Ameren Illinois' capacity requirements for less than $1 million for the period from June 1, 2010, through May 31, 2013.

In 2012, Ameren Illinois used an RFP process, administered by the IPA, to contract capacity for the period from June 1, 2012, through May 31, 2015. As a winning supplier in this process, in April 2012, Ameren Missouri contracted to supply a portion of Ameren Illinois' capacity requirements for $1 million and $3 million for the 12 months ending May 31, 2014, and 2015, respectively.

Energy Swaps and Energy Products

Ameren Illinois, as an electric load-serving entity, must acquire energy sufficient to meet its obligations to customers.

In 2011, Ameren Illinois used an RFP process, administered by the IPA, to procure energy products that will settle physically from June 1, 2011, through May 31, 2014. Ameren Missouri was among the winning suppliers in the energy product RFP process. In May 2011, Ameren Missouri and Ameren Illinois entered into energy product agreements by which Ameren Missouri agreed to sell and Ameren Illinois agreed to purchase approximately 16,800 megawatthours at approximately $37 per megawatthour during the 12 months ending May 31, 2012, approximately 40,800 megawatthours at approximately $29 per megawatthour during the 12 months ending May 31, 2013, and approximately 40,800 megawatthours at approximately $28 per megawatthour during the 12 months ending May 31, 2014. The energy product agreements between Ameren Missouri and Ameren Illinois for the periods ending May 31, 2012, and May 31, 2013, were for off-peak hours only.

Interconnection and Transmission Agreements

Ameren Missouri and Ameren Illinois are parties to an interconnection agreement for the use of their respective transmission lines and other facilities for the distribution of power. These agreements have no contractual expiration date, but may be terminated by either party with three years' notice.

Joint Ownership Agreement

ATXI and Ameren Illinois have a joint ownership agreement to construct, own, operate, and maintain certain electric transmission assets in Illinois. Under the terms of this agreement, Ameren Illinois and ATXI are responsible for their applicable share of all costs related to the construction, operation, and maintenance of electric transmission systems. Currently, there are no construction projects or joint ownership of existing assets under this agreement.

In January 2011, ATXI repaid advances for the construction of transmission assets to Ameren Illinois in the amount of $52 million, including $3 million of accrued interest.

In April 2011, ATXI transferred, at cost, all of ATXI's construction work in progress assets related to a transmission line to Ameren Illinois for $20 million.

Support Services Agreements

Ameren Services provides support services to its affiliates. The costs of support services, including wages, employee benefits, professional services, and other expenses, are based on, or are an allocation of, actual costs incurred. The shared services support agreement can be terminated with respect to a particular affiliate by the mutual agreement of Ameren Services and that affiliate or by either Ameren Services or that affiliate with 60 days' notice before the end of a calendar year.

In addition, Ameren Missouri and Ameren Illinois provide affiliates, primarily Ameren Services, with access to their facilities for administrative purposes. The cost of the rent and facility services are based on, or are an allocation of, actual costs incurred.

Separately, Ameren Missouri and Ameren Illinois provide storm-related and miscellaneous support services to each other on an as-needed basis.

Transmission Services

Ameren Illinois must take transmission service from MISO for the retail load it serves in the AMIL pricing zone. ATXI is one of the transmission owners in the AMIL pricing zone. Accordingly ATXI receives transmission payments from Ameren Illinois through the MISO billing process.

Money Pool

See Note 4 – Short-term Debt and Liquidity and Note 5 – Long-term Debt and Equity Financings for a discussion of affiliate borrowing arrangements.

Collateral Postings

Under the terms of the Illinois power procurement agreements entered into through RFP processes administered by the IPA, suppliers must post collateral under certain market conditions to protect Ameren Illinois in the event of nonperformance. The collateral postings are unilateral, meaning that only the suppliers would be required to post collateral. Therefore, Ameren Missouri, as a winning supplier in the RFP process, may be required to post collateral. As of December 31, 2013, and 2012, there were no collateral postings required of Ameren Missouri related to the Illinois power procurement agreements.

The following table presents the impact on Ameren Missouri and Ameren Illinois of related party transactions for the years ended December 31, 2013, 2012, and 2011. It is based primarily on the agreements discussed above and the money pool arrangements discussed in Note 4 – Short-term Debt and Liquidity.

Agreement	Income Statement Line Item		Ameren Missouri	Ameren Illinois
Ameren Missouri power supply agreements with Ameren Illinois	Operating Revenues	2013	$ 3	$ (a)
		2012	(b)	(a)
		2011	2	(a)
Ameren Missouri and Ameren Illinois rent and facility services	Operating Revenues	2013	21	1
		2012	19	1
		2011	16	2
Ameren Missouri and Ameren Illinois miscellaneous support services	Operating Revenues	2013	1	3
		2012	1	(b)
		2011	5	1
Total Operating Revenues		2013	$ 25	$ 4
		2012	20	1
		2011	23	3
Ameren Illinois power supply agreements with Ameren Missouri	Purchased Power	2013	$ (a)	$ 3
		2012	(a)	(b)
		2011	(a)	2
Ameren Illinois transmission services with ATXI	Purchased Power	2013	(a)	2
		2012	(a)	3
		2011	(a)	3
Total Purchased Power		2013	$ (a)	$ 5
		2012	(a)	3
		2011	(a)	5
Ameren Services support services agreement	Other Operations and Maintenance	2013	$ 116	$ 93
		2012	106	88
		2011	114	87
Insurance premiums[(c)]	Other Operations and Maintenance	2013	(b)	(a)
		2012	(b)	(a)
		2011	(b)	(a)
Total Other Operations and Maintenance Expenses		2013	$ 116	$ 93
		2012	106	88
		2011	114	87
Money pool borrowings (advances)	Interest (Charges) Income	2013	$ (b)	$ (b)
		2012	(b)	(b)
		2011	—	—

(a) Not applicable.
(b) Amount less than $1 million.
(c) Represents insurance premiums paid to Energy Risk Assurance Company, an affiliate for replacement power, property damage, and terrorism coverage.

NOTE 15 – COMMITMENTS AND CONTINGENCIES

We are involved in legal, tax, and regulatory proceedings before various courts, regulatory commissions, authorities, and governmental agencies with respect to matters that arise in the ordinary course of business, some of which involve substantial amounts of money. We believe that the final disposition of these proceedings, except as otherwise disclosed in these notes to our financial statements, will not have a material adverse effect on our results of operations, financial position, or liquidity.

See also Note 1 – Summary of Significant Accounting Policies, Note 2 – Rate and Regulatory Matters, Note 10 – Callaway Energy

Center, Note 14 – Related Party Transactions, and Note 16 – Divestiture Transactions and Discontinued Operations in this report.

Callaway Energy Center

The following table presents insurance coverage at Ameren Missouri's Callaway energy center at December 31, 2013. The property coverage and the nuclear liability coverage must be renewed on April 1 and January 1, respectively, of each year.

Type and Source of Coverage	Maximum Coverages	Maximum Assessments
Public liability and nuclear worker liability:		
American Nuclear Insurers	$ 375	$ —
Pool participation	13,241 (a)	128 (b)
	$ 13,616 (c)	$ 128
Property damage:		
Nuclear Electric Insurance Limited	$ 2,250 (d)	$ 23 (e)
European Mutual Association for Nuclear Insurance	500 (f)	—
	$ 2,750	$ 23
Replacement power:		
Nuclear Electric Insurance Limited	$ 490 (g)	$ 9 (e)
Missouri Energy Risk Assurance Company	$ 64 (h)	$ —

(a) Provided through mandatory participation in an industrywide retrospective premium assessment program.

(b) Retrospective premium under the Price-Anderson Act. This is subject to retrospective assessment with respect to a covered loss in excess of $375 million in the event of an incident at any licensed United States commercial reactor, payable at $19 million per year.

(c) Limit of liability for each incident under the Price-Anderson Act liability provisions of the Atomic Energy Act of 1954, as amended. A company could be assessed up to $128 million per incident for each licensed reactor it operates with a maximum of $19 million per incident to be paid in a calendar year for each reactor. This limit is subject to change to account for the effects of inflation and changes in the number of licensed reactors.

(d) Nuclear Electric Insurance Limited provides $2.25 billion in property damage, decontamination, and premature decommissioning insurance. There is a $1.7 billion sublimit for non-radiation events, of which the top $200 million is a shared limit with other generators purchasing this coverage and includes one free reinstatement.

(e) All Nuclear Electric Insurance Limited insured plants could be subject to assessments should losses exceed the accumulated funds from Nuclear Electric Insurance Limited.

(f) European Mutual Association for Nuclear Insurance provides $500 million in excess of the $2.25 billion property coverage and $1.7 billion non-radiation coverage.

(g) Provides replacement power cost insurance in the event of a prolonged accidental outage at our nuclear energy center. Weekly indemnity up to $4.5 million for 52 weeks, which commences after the first eight weeks of an outage, plus up to $3.6 million per week for a minimum of 71 weeks thereafter for a total not exceeding the policy limit of $490 million. Effective April 1, 2013, non-radiation events are sub-limited to $327.6 million.

(h) Provides replacement power cost insurance in the event of a prolonged accidental outage at our nuclear energy center. The coverage commences after the first 52 weeks of insurance coverage from Nuclear Electric Insurance Limited and is a weekly indemnity of $900,000 for 71 weeks in excess of the $3.6 million per week set forth above. Missouri Energy Risk Assurance Company LLC is an affiliate and has reinsured this coverage with third-party insurance companies. See Note 14 – Related Party Transactions for more information on this affiliate transaction.

The Price-Anderson Act is a federal law that limits the liability for claims from an incident involving any licensed United States commercial nuclear energy center. The limit is based on the number of licensed reactors. The limit of liability and the maximum potential annual payments are adjusted at least every five years for inflation to reflect changes in the Consumer Price Index. The five-year inflationary adjustment was effective September 10, 2013. Owners of a nuclear reactor cover this exposure through a combination of private insurance and mandatory participation in a financial protection pool, as established by the Price-Anderson Act.

Losses resulting from terrorist attacks are covered under Nuclear Electric Insurance Limited's policies, subject to an industrywide aggregate policy limit of $3.24 billion within a 12-month period for coverage for such terrorist acts.

If losses from a nuclear incident at the Callaway energy center exceed the limits of, or are not covered by insurance, or if coverage is unavailable, Ameren Missouri is at risk for any uninsured losses. If a serious nuclear incident were to occur, it could have a material adverse effect on Ameren's and Ameren Missouri's results of operations, financial position, or liquidity.

Leases

We lease various facilities, office equipment, plant equipment, and rail cars under capital and operating leases. The following table presents our lease obligations at December 31, 2013:

	Total	2014	2015	2016	2017	2018	After 5 Years
Ameren:[(a)]							
Minimum capital lease payments[(b)]	$ 556	$ 32	$ 33	$ 33	$ 33	$ 32	$ 393
Less amount representing interest	257	27	27	27	27	26	123
Present value of minimum capital lease payments	$ 299	$ 5	$ 6	$ 6	$ 6	$ 6	$ 270
Operating leases[(c)]	117	14	13	13	13	13	51
Total lease obligations	$ 416	$ 19	$ 19	$ 19	$ 19	$ 19	$ 321
Ameren Missouri:							
Minimum capital lease payments[(b)]	$ 556	$ 32	$ 33	$ 33	$ 33	$ 32	$ 393
Less amount representing interest	257	27	27	27	27	26	123
Present value of minimum capital lease payments	$ 299	$ 5	$ 6	$ 6	$ 6	$ 6	$ 270
Operating leases[(c)]	106	11	11	11	12	11	50
Total lease obligations	$ 405	$ 16	$ 17	$ 17	$ 18	$ 17	$ 320
Ameren Illinois:							
Operating leases[(c)]	$ 7	$ 2	$ 1	$ 1	$ 1	$ 1	$ 1

(a) Includes amounts for Ameren registrant and nonregistrant subsidiaries and intercompany eliminations.
(b) See Properties under Part I, Item 2, and Note 3 – Property and Plant, Net, of this report for additional information.
(c) Amounts related to certain land-related leases have indefinite payment periods. The annual obligation of $2 million, $1 million and $1 million for Ameren, Ameren Missouri and Ameren Illinois for these items is included in the 2014 through 2018 columns, respectively.

The following table presents total rental expense, included in operating expenses, for the years ended December 31, 2013, 2012, and 2011:

	2013	2012	2011
Ameren[(a)]	**$ 32**	$ 33	$ 36
Ameren Missouri	**29**	29	29
Ameren Illinois	**21**	19	17

(a) Includes amounts for Ameren registrant and nonregistrant subsidiaries and intercompany eliminations.

Other Obligations

To supply a portion of the fuel requirements of our energy centers, we have entered into various long-term commitments for the procurement of coal, natural gas, nuclear fuel, and methane gas. We also have entered into various long-term commitments for purchased power and natural gas for distribution. The table below presents our estimated commitments at December 31, 2013. Ameren's and Ameren Missouri's purchased power obligations include a 102-megawatt power purchase agreement with a wind farm operator that expires in 2024. Ameren's and Ameren Illinois' purchased power obligations include the Ameren Illinois power purchase agreements entered into as part of the IPA-administered power procurement process. Included in the Other column are minimum purchase commitments under contracts for equipment, design and construction, and meter reading services at December 31, 2013. Ameren's and Ameren Illinois' Other column also include obligations related to IEIMA. In addition, the Other column includes Ameren's and Ameren Missouri's obligations related to energy efficiency programs under the MEEIA as approved by the MoPSC's December 2012 electric rate order. Ameren Missouri expects to incur $48 million in 2014 and $64 million in 2015 for these energy efficiency programs. See Note 2 – Rate and Regulatory Matters for additional information about the IEIMA and MEEIA.

	Coal	Natural Gas[(a)]	Nuclear Fuel	Purchased Power[(b)]	Methane Gas	Other	Total
Ameren:[(c)]							
2014	$ 620	$ 323	$ 64	$ 308	$ 3	$ 201	$ 1,519
2015	642	179	63	164	4	143	1,195
2016	664	90	81	78	4	76	993
2017	676	45	58	55	4	50	888
2018	120	28	57	52	5	51	313
Thereafter	125	82	158	635	91	350	1,441
Total	$ 2,847	$ 747	$ 481	$ 1,292	$ 111	$ 871	$ 6,349
Ameren Missouri:							
2014	$ 620	$ 62	$ 64	$ 19	$ 3	$ 127	$ 895
2015	642	32	63	19	4	101	861
2016	664	19	81	19	4	40	827
2017	676	11	58	19	4	26	794
2018	120	8	57	19	5	27	236
Thereafter	125	28	158	110	91	183	695
Total	$ 2,847	$ 160	$ 481	$ 205	$ 111	$ 504	$ 4,308
Ameren Illinois:							
2014	$ —	$ 261	$ —	$ 289	$ —	$ 23	$ 573
2015	—	147	—	145	—	24	316
2016	—	71	—	59	—	24	154
2017	—	34	—	36	—	24	94
2018	—	20	—	33	—	24	77
Thereafter	—	54	—	525	—	167	746
Total	$ —	$ 587	$ —	$ 1,087	$ —	$ 286	$ 1,960

(a) Includes amounts for generation and for distribution.

(b) The purchased power amounts for Ameren and Ameren Illinois include 20-year agreements for renewable energy credits that were entered into in December 2010 with various renewable energy suppliers. The agreements contain a provision that allows Ameren Illinois to reduce the quantity purchased in the event that Ameren Illinois would not be able to recover the costs associated with the renewable energy credits.

(c) Includes amounts for Ameren registrant and nonregistrant subsidiaries and intercompany eliminations.

Ameren Illinois has entered into an agreement, through a process administered by the IPA, to purchase power from a repowered unit at the Meredosia energy center designed for permanent carbon dioxide capture and storage, annually over a 20-year period beginning in 2017, for its electric delivery service customers. The agreement is contingent on the parties interested in repowering the unit at the abandoned Meredosia energy center reaching certain milestones related to the construction and commencement of operations of this unit. Ameren will not repower the unit; however, a sale of the unit to a third party is possible. Construction has not begun on the unit at this energy center; therefore, Ameren Illinois' obligations are not certain at this time and consequently not included in the table above. If the plant is not in service by 2019, Ameren Illinois can terminate the agreement.

Environmental Matters

We are subject to various environmental laws and regulations enforced by federal, state, and local authorities. From the beginning phases of siting and development to the ongoing operation of existing or new electric generation, transmission and distribution facilities and natural gas storage, transmission and distribution facilities, our activities involve compliance with diverse environmental laws and regulations. These laws and regulations address emissions, discharges to water, water usage, impacts to air, land, and water, and chemical and waste handling. Complex and lengthy processes are required to obtain and renew approvals, permits, or licenses for new, existing or modified facilities. Additionally, the use and handling of various chemicals or hazardous materials require release prevention plans and emergency response procedures.

The EPA is developing environmental regulations that will have a significant impact on the electric utility industry. Over time, compliance with these regulations could be particularly costly for certain companies, including Ameren Missouri, that operate coal-fired energy centers. Significant new rules proposed or promulgated include the regulation of CO_2 emissions from new energy centers; revised national ambient air quality standards for ozone, fine particulates, SO_2, and NO_x emissions; the CSAPR, which would have required further reductions of SO_2 emissions and NO_x emissions from energy centers; a regulation governing management of CCR and coal ash impoundments; the MATS, which require reduction of emissions of mercury, toxic metals, and acid gases from energy centers; revised NSPS for particulate matter, SO_2, and NO_x emissions from new sources; new effluent standards applicable to waste water discharges from energy centers and new regulations under the Clean Water Act that could require significant capital expenditures, such as modifications to water intake structures or new cooling towers at our energy centers. The EPA is expected to propose CO_2 standards for existing fossil fuel-fired electric generation units in the future. These new and proposed regulations, if adopted, may be challenged through litigation, so their ultimate implementation, as well as the timing of any such implementation, is uncertain. Although many details of these future regulations are unknown, the combined effects of the new and proposed environmental regulations may result in significant capital expenditures and increased operating costs over the next five to ten years for Ameren and Ameren Missouri. Compliance with these environmental laws and regulations could be prohibitively expensive or could result in the closure or alteration of the operation of some of our energy centers. Ameren and Ameren Missouri would expect these costs to be recoverable through rates, but the nature and timing of costs, as well as the applicable regulatory framework, could result in regulatory lag.

As of December 31, 2013, Ameren and Ameren Missouri estimate capital expenditure investments of $275 million to $350 million over the next five years to comply with existing environmental regulations. This estimate assumes that CCR will continue to be regulated as nonhazardous. This estimate does not include the impacts of regulations proposed by the EPA under the Clean Water Act, in March 2011, regarding cooling water intake structures or the impact of the effluent standards applicable to steam-electric generating units that the EPA proposed in April 2013, as the technology requirements of these final rules are not yet known. Considerable uncertainty remains in this estimate. The actual amount of capital expenditure investments to comply with existing environmental regulations may vary substantially from the above estimate due to uncertainty as to the precise compliance strategies that will be used and their ultimate cost, among other things.

Ameren Missouri's current environmental compliance plan for air emissions includes burning ultra-low-sulfur coal and installing new or optimizing existing pollution control equipment. Ameren Missouri has two scrubbers at its Sioux energy center, which are used to reduce SO_2 emissions and other pollutants. Currently, Ameren Missouri's compliance plan assumes the installation of additional controls including mercury control technology and precipitator upgrades at multiple energy centers within its coal-fired fleet during the next five years. However, Ameren Missouri is currently evaluating its operations and options to determine how to comply with the MATS and other recently finalized or proposed EPA regulations. Additional controls may be necessary, depending upon the resolution of the CSAPR litigation currently pending before the United States Supreme Court or if a new rule replacing CAIR is ultimately adopted, as discussed below. If CSAPR is implemented, Ameren Missouri may be required to install two additional scrubbers within the next ten years.

Environmental compliance costs at some of Ameren Missouri's energy centers could be prohibitive and additional capital investment or continued operations unwarranted. Ameren Missouri's capital expenditures and other costs are subject to MoPSC prudence reviews, which could result in cost disallowances as well as regulatory lag.

The following sections describe the more significant environmental laws and rules that affect or could affect our operations.

Clean Air Act

Both federal and state laws require significant reductions in SO_2 and NO_x emissions that result from burning fossil fuels. In 2005, the EPA issued regulations with respect to SO_2 and NO_x emissions (the CAIR). In December 2008, the United States Court of Appeals for the District of Columbia Circuit found various aspects of the law to be unlawful and remanded the CAIR to the EPA for further action, but allowed the CAIR's cap-and-trade programs to remain effective until they are replaced by the EPA. In July 2011, the EPA issued the CSAPR as the CAIR replacement. The CSAPR regulations were vacated by the United States Court of Appeals for the District of Columbia Circuit. The EPA appealed to the United States Supreme Court, and a ruling is expected by June 2014. The EPA will continue to administer the CAIR until a new rule is ultimately adopted or until the United States Supreme Court overturns the decision to vacate the CSAPR.

In December 2011, the EPA issued the MATS under the Clean Air Act, which require emission reductions for mercury and other hazardous air pollutants, such as acid gases, toxic metals, and hydrogen chloride emissions. The MATS do not require a specific control technology to achieve the emission reductions. The MATS will apply to each unit at a coal-fired power plant; however in certain cases, emission compliance can be achieved by averaging emissions from similar electric generating units at the same power plant. Compliance is required by April 2015 or, with a case-by-case extension, by April 2016. Ameren Missouri's

Labadie and Meramec energy centers requested and were granted extensions to April 2016 to comply with the MATS.

Emission Allowances

The Clean Air Act created marketable commodities called emission allowances under the acid rain program, the NO_x budget trading program, and the CAIR. Ameren Missouri expects to have enough CAIR allowances for 2014 to avoid making external purchases to comply with these programs.

Greenhouse Gas Regulation

In December 2009, the EPA issued its "endangerment finding" under the Clean Air Act, which stated that greenhouse gas emissions, including CO_2, endanger human health and welfare and that emissions of greenhouse gases from motor vehicles contribute to that endangerment. In March 2010, the EPA issued a determination that greenhouse gas emissions from stationary sources, such as power plants, would be subject to regulation under the Clean Air Act effective the beginning of 2011. As a result of these actions, we are required to consider the emissions of greenhouse gases in any air permit application.

Recognizing the difficulties presented by regulating at once virtually all emitters of greenhouse gases, the EPA issued the "Tailoring Rule," which established new higher emission thresholds beginning in January 2011 for regulating greenhouse gas emissions from stationary sources, such as power plants. The rule requires any source that already has an operating permit to have greenhouse-gas-specific provisions added to its permits upon renewal. Currently, all Ameren energy centers have operating permits that have been modified to address greenhouse gas emissions. The Tailoring Rule also provides that if projects performed at major sources or new major sources result in an increase in emissions of greenhouse gases over an applicable annual threshold, such projects could trigger permitting requirements under the NSR programs and the application of best available control technology to control greenhouse gas emissions. In June 2012, the United States Court of Appeals for the District of Columbia Circuit upheld the Tailoring Rule. Industry groups and a coalition of states filed petitions in April 2013 requesting that the United States Supreme Court review the circuit court's decision. In October 2013, the United States Supreme Court granted limited review of one petition, agreeing to consider whether the Clean Air Act authorizes the EPA to regulate emissions of greenhouse gases from stationary sources, including power plants, as a result of its determination to regulate greenhouse gas emissions from motor vehicles. A ruling is expected in 2014.

In June 2013, the Obama administration announced that it had directed the EPA to set CO_2 emissions standards for both new and existing power plants. The EPA published proposed regulations in January 2014 that would set revised CO_2 emissions standards for new electricity generating units. The proposed standards would establish separate emissions limits for new natural gas-fired plants and new coal-fired plants. In addition, the Obama administration directed the EPA to propose a CO_2 emissions standard for existing power plants by June 2014 and to finalize such standard by June 2015. Currently, the Ameren Companies are unable to predict the outcome or impacts of such future regulations.

Future federal and state legislation or regulations that mandate limits on the emission of greenhouse gases may result in significant increases in capital expenditures and operating costs, which, in turn, could lead to increased liquidity needs and higher financing costs. These compliance costs could be prohibitive at some of our energy centers, as the expected return from these investments, at current market prices for energy and capacity, might not justify the required capital expenditures or their continued operation, which could result in the impairment of long-lived assets if costs are not recovered through rates. To the extent that Ameren Missouri requests recovery of these costs through rates, its regulators might delay or deny timely recovery. Mandatory limits on the emission of greenhouse gases could increase costs for our customers or have a material adverse impact on Ameren's and Ameren Missouri's results of operations, financial position, and liquidity. To the extent investments in environmental control technology are reflected and recovered on a timely basis in rate base, Ameren's and Ameren Missouri's earnings may benefit from increased investment in such control technology.

NSR and Clean Air Litigation

In January 2011, the Department of Justice on behalf of the EPA filed a complaint against Ameren Missouri in the United States District Court for the Eastern District of Missouri. The EPA's complaint, as amended in October 2013, alleges that in performing projects at its Rush Island coal-fired energy center in 2007 and 2010, Ameren Missouri violated provisions of the Clean Air Act and Missouri law. In January 2012, the United States District Court granted, in part, Ameren Missouri's motion to dismiss various aspects of the EPA's penalty claims. The EPA's claims for unspecified injunctive relief remain. The trial in this matter is currently scheduled to begin in January 2015. Ameren Missouri believes its defenses are meritorious and will defend itself vigorously. However, there can be no assurances that it will be successful in its efforts.

Ultimate resolution of these matters could have a material adverse impact on the future results of operations, financial position, and liquidity of Ameren and Ameren Missouri. A resolution could result in increased capital expenditures for the installation of pollution control equipment, increased operations and maintenance expenses, and penalties. We are unable to predict the ultimate resolution of these matters or the costs that might be incurred.

Clean Water Act

In March 2011, the EPA announced a proposed rule applicable to cooling water intake structures at existing power plants. The proposed rule would impose standards for reducing the mortality of aquatic organisms impinged on the plant's intake screens or entrained through the plant's cooling water system. All coal-fired, nuclear, and combined cycle energy centers at Ameren Missouri with cooling water systems are subject to this proposed rule. The EPA has agreed to finalize the rule in April 2014. When finalized the final rule could have an adverse effect on our results of operations, financial position, and liquidity if its implementation requires the installation of cooling towers or extensive modifications to the cooling water systems at our energy centers.

In April 2013, the EPA announced its proposal to revise the effluent limitation guidelines applicable to steam electric generating units under the Clean Water Act. Effluent limitation guidelines are national standards for wastewater discharges to surface water that are based on the effectiveness of available control technology. The EPA's proposed rule raised several compliance options that would prohibit effluent discharges of certain, but not all, waste streams and impose more stringent limitations on certain components in wastewater discharges from power plants. If the rule is enacted as proposed, Ameren Missouri would be subject to the revised limitations beginning as early as July 1, 2017, but no later than July 1, 2022. Ameren is reviewing the proposed rule and evaluating its potential impact on operations. The EPA expects to issue final guidelines in April 2014.

Ash Management

In May 2010, the EPA announced proposed new regulations regarding the management and disposal of CCR, which could affect future disposal and handling costs at our energy centers. Those proposed regulations include two options for managing CCRs, under either solid or hazardous waste regulations, but either alternative would allow for some continued beneficial uses, such as recycling of CCR without classifying it as waste. The EPA announced that its April 2013 proposed revisions to the effluent limitations applicable to steam electric generating units would apply to ash ponds and CCR management and that it intended to align this proposal with the CCR rules when finalized. The EPA is expected to issue a final rule in December 2014. Ameren Missouri is currently evaluating all of the proposed regulations to determine whether current management of CCR, including beneficial reuse, and the use of the ash ponds should be altered. Ameren Missouri is evaluating the potential costs associated with compliance with the proposed regulation of CCR impoundments and landfills, which could be material, if such regulations are adopted.

Remediation

We are involved in a number of remediation actions to clean up sites impacted by hazardous substances as required by federal and state law. Such statutes require that responsible parties fund remediation actions regardless of their degree of fault, the legality of original disposal, or the ownership of a disposal site. Ameren Missouri and Ameren Illinois have each been identified by the federal or state governments as a potentially responsible party (PRP) at several contaminated sites.

As of December 31, 2013, Ameren Illinois owned or was otherwise responsible for 44 former MGP sites in Illinois. These sites are in various stages of investigation, evaluation, remediation, and closure. Based on current estimated plans, Ameren Illinois could substantially conclude remediation efforts at most of these sites by 2018. The ICC permits Ameren Illinois to recover remediation and litigation costs associated with its former MGP sites from its electric and natural gas utility customers through environmental adjustment rate riders. To be recoverable, such costs must be prudently incurred. Costs are subject to annual review by the ICC.

As of December 31, 2013, Ameren Missouri has one remaining former MGP site for which remediation is scheduled. Remediation is complete at the other Ameren Missouri former MGP sites. Ameren Missouri does not currently have a rate rider mechanism that permits it to recover from utility customers remediation costs associated with MGP sites.

The following table presents, as of December 31, 2013, the estimated obligation to complete the remediation of these former MGP sites.

	Estimate		Recorded Liability[(a)]
	Low	High	
Ameren	$ 278	$ 338	$ 278
Ameren Missouri	4	5	4
Ameren Illinois	274	333	274

(a) Recorded liability represents the estimated minimum probable obligations, as no other amount within the range provided a better estimate.

The scope and extent to which these former MGP sites are remediated may increase as remediation efforts continue. Considerable uncertainty remains in these estimates, as many factors can influence the ultimate actual costs, including site specific unanticipated underground structures, the degree to which groundwater is encountered, regulatory changes, local ordinances and site accessibility. The actual costs may vary substantially from these estimates.

Ameren Illinois used an off-site landfill, which Ameren Illinois did not own, in connection with the former operation of an energy center. Ameren Illinois could be required to perform certain maintenance activities associated with that landfill. As of December 31, 2013, Ameren Illinois estimated the obligation related to this site at $0.5 million to $6 million. Ameren Illinois recorded a liability of $0.5 million to represent its estimated minimum obligation for this site, as no other amount within the range was a better estimate. Ameren Illinois is also responsible for the cleanup of some underground storage tanks and a water treatment plant in Illinois. As of December 31, 2013, Ameren Illinois recorded a liability of $0.8 million to represent its estimate of the obligation for these sites.

Ameren Missouri is investigating and addressing two waste sites in Missouri as a result of federal agency mandates. One of the cleanup sites is a former coal tar distillery located in St. Louis, Missouri. In 2008, the EPA issued an administrative order to Ameren Missouri pertaining to this distillery operated by Koppers Company or its predecessor and successor companies. While Ameren Missouri is the current owner of the site, it did not conduct any of the manufacturing operations involving coal tar or its byproducts. Ameren Missouri, along with two other PRPs, is currently performing a site investigation. As of December 31, 2013, Ameren Missouri estimated its obligation at $2 million to $5 million. Ameren Missouri recorded a liability of $2 million to represent its estimated minimum obligation, as no other amount within the range was a better estimate. Ameren Missouri's other active federal agency-mandated cleanup site in Missouri is in Cape Girardeau. Ameren Missouri was a customer of an electrical equipment repair and disposal company that previously operated a facility at this site. A trust was established in the early 1990s by several businesses and governmental agencies to fund the investigation and cleanup of this site, which was completed in 2005. Ameren Missouri anticipates that this trust fund will be sufficient to complete the remaining adjacent off-site cleanup, and therefore, Ameren Missouri believes it has no liability at December 31, 2013, for this site.

Ameren Missouri also has a federal agency mandate to complete an investigation for a site in Illinois. In 2000, the EPA notified Ameren Missouri and numerous other companies, including Solutia, that former landfills and lagoons in Sauget, Illinois, may contain soil and groundwater contamination. These sites are known as Sauget Area 2. From about 1926 until 1976, Ameren Missouri operated an energy center adjacent to Sauget Area 2. Ameren Missouri currently owns a parcel of property that was once used as a landfill. Under the terms of an Administrative Order on Consent, Ameren Missouri joined with other potentially responsible parties to evaluate the extent of potential contamination with respect to Sauget Area 2.

The Sauget Area 2 investigations overseen by the EPA have been completed. In December 2013, the EPA issued its record of decision approving the investigation and the remediation alternatives recommended by the potentially responsible parties. Further negotiation among the potentially responsible parties will determine how to fund the implementation of the EPA approved cleanup remedies. As of December 31, 2013, Ameren Missouri estimated its obligation related to Sauget Area 2 at $0.3 million to $10 million. Ameren Missouri recorded a liability of $0.3 million to represent its estimated minimum obligation, as no other amount within the range was a better estimate.

In December 2012, Ameren Missouri signed an administrative order with the EPA and agreed to investigate soil and groundwater conditions at an Ameren Missouri owned substation in St. Charles, Missouri. As of December 31, 2013, Ameren Missouri estimated the obligation related to the cleanup at $1.6 million to $4.5 million. Ameren Missouri recorded a liability of $1.6 million to represent its estimated minimum obligation for this site, as no other amount within the range was a better estimate.

Our operations or those of our predecessor companies involve the use of, disposal of, and in appropriate circumstances, the cleanup of substances regulated under environmental laws. We are unable to determine whether such practices will result in future environmental commitments or will affect our results of operations, financial position, or liquidity.

Pumped-storage Hydroelectric Facility Breach

In December 2005, there was a breach of the upper reservoir at Ameren Missouri's Taum Sauk pumped-storage hydroelectric energy center. This resulted in significant flooding in the local area, which damaged a state park. The rebuilt Taum Sauk energy center became fully operational in April 2010.

Ameren Missouri had liability insurance coverage for the Taum Sauk incident, subject to certain limits and deductibles. As of December 31, 2013, Ameren Missouri had an insurance receivable balance of $68 million.

In June 2010, Ameren Missouri sued an insurance company that was providing Ameren Missouri with liability coverage on the date of the Taum Sauk incident. In the litigation, filed in the United States District Court for the Eastern District of Missouri, Ameren Missouri claimed that the insurance company breached its duty to indemnify Ameren Missouri for the losses resulting from the incident. In January 2011, the district court ruled that the parties must first pursue alternative dispute resolution and enforced the forum selection clause of their coverage agreement. The forum selection clause requires use of New York law and effectively requires mandatory arbitration. Ameren Missouri appealed the January 2011 ruling to the United States Court of Appeals for the Eighth Circuit. In August 2012, the court of appeals remanded the case to the district court for consideration of whether Missouri public policy voids the forum selection clause. In September 2013, the district court ruled that Missouri public policy does void the forum selection clause.

Separately, in April 2012, Ameren Missouri sued a second insurance company that was providing Ameren Missouri with liability coverage on the date of the Taum Sauk incident. In the April 2012 litigation, which is pending in the United States District Court for the Eastern District of Missouri, Ameren Missouri claimed the insurance company breached its duty to indemnify Ameren Missouri for the losses resulting from the incident. The insurance company filed a motion to compel arbitration, which the district court denied. In April 2013, the United States Court of Appeals for the Eighth Circuit affirmed the district court's denial of the insurer's motion and remanded the case to the district court.

Ameren's and Ameren Missouri's results of operations, financial position and liquidity could be adversely affected if Ameren Missouri's remaining liability insurance claims are not paid by insurers.

Asbestos-related Litigation

Ameren, Ameren Missouri and Ameren Illinois have been named, along with numerous other parties, in a number of lawsuits filed by plaintiffs claiming varying degrees of injury from asbestos exposure at our present or former energy centers. Most have been filed in the Circuit Court of Madison County, Illinois. The total number of defendants named in each case varies, with the average number of parties being 82 as of December 31, 2013. Each lawsuit seeks unspecified damages that, if awarded at trial, typically would be shared among the various defendants.

In connection with the divestiture of New AER to IPH, certain agreements related to former Ameren Illinois energy centers were amended to provide that Ameren Illinois will continue to retain asbestos exposure-related liabilities for claims arising or existing from activities prior to its transfer of the ownership of the former Ameren Illinois energy centers to New AER. IPH will be responsible for any asbestos-related claims arising from activities that occur after the effective date of the divestiture. No claims arose solely from activities in the period after the transfer of the energy centers from Ameren Illinois to AER, but before IPH took ownership of New AER.

The following table presents the pending asbestos-related lawsuits filed against the Ameren Companies as of December 31, 2013:

Ameren	Ameren Missouri	Ameren Illinois	Total[(a)]
1	47	50	71

(a) Total does not equal the sum of the subsidiary unit lawsuits because some of the lawsuits name multiple Ameren entities as defendants.

At December 31, 2013, Ameren, Ameren Missouri and Ameren Illinois had liabilities of $11 million, $5 million, and $6 million, respectively, recorded to represent their best estimate of their obligations related to asbestos claims.

Ameren Illinois has a tariff rider to recover the costs of IP asbestos-related litigation claims, subject to the following terms: 90% of cash expenditures in excess of the amount included in base electric rates are to be recovered from a trust fund that was established when Ameren acquired IP. At December 31, 2013, the trust fund balance was $23 million, including accumulated interest. If cash expenditures are less than the amount in base rates, Ameren Illinois will contribute 90% of the difference to the trust fund. Once the trust fund is depleted, 90% of allowed cash expenditures in excess of base rates will be recovered through charges assessed to customers under the tariff rider. The rider will permit recovery from customers within IP's historical service territory.

Ameren Illinois Municipal Taxes

Ameren Illinois received tax liability notices from the city of O'Fallon, Illinois, relating to prior-period electric and natural gas municipal taxes. The city alleges that Ameren Illinois failed to collect prior-period taxes from more than 2,400 accounts, primarily in annexed areas, for the period 2004 through 2012. In July 2013, the O'Fallon city administrator issued an order stating that Ameren Illinois was liable to the city of O'Fallon for $4 million. In August 2013, Ameren Illinois filed an appeal and a stay of the O'Fallon city administrator's order to the St. Clair County Circuit Court. In addition, in December 2012, the city of Peoria issued a tax liability notice alleging that Ameren Illinois failed to collect prior-period municipal taxes from certain accounts. In September 2013, a hearing officer issued an order stating that Ameren Illinois was liable to the city of Peoria for $0.5 million. Ameren Illinois filed an appeal and a stay of the order to the Peoria County Circuit Court. Ameren Illinois believes its defenses to the allegations are meritorious and will defend itself vigorously. As of December 31, 2013, Ameren Illinois estimated its obligation at $1 million to $5 million. Ameren Illinois recorded a liability of $1 million to represent its estimated minimum obligation to the city of O'Fallon and the city of Peoria, as no other amount within the range was a better estimate.

In addition, at the end of 2012, five other cities issued tax liability notices alleging that Ameren Illinois failed to collect prior-period taxes from certain accounts. At this time, it is premature in Ameren Illinois' review of the additional notices received at the end of 2012 to reasonably estimate any likelihood of loss.

NOTE 16 – DIVESTITURE TRANSACTIONS AND DISCONTINUED OPERATIONS

Transaction Agreement with IPH

On December 2, 2013, Ameren completed the divestiture of New AER to IPH, in accordance with the transaction agreement between Ameren and IPH dated March 14, 2013, as amended by a letter agreement entered into by Ameren and IPH on December 2, 2013. IPH acquired all of the outstanding limited liability interests in New AER, which was a newly created, wholly owned subsidiary of AER. Prior to the closing, AER effected a reorganization that, among other things, transferred substantially all of its assets and liabilities to New AER, other than (i) any outstanding debt obligations of AER to Ameren or its other subsidiaries, except for certain intercompany balances discussed below; (ii) the assets and liabilities associated with Genco's Meredosia and Hutsonville energy centers; (iii) the obligations relating to Ameren's single-employer pension and postretirement benefit plans; and (iv) the deferred income tax assets and liabilities associated with Ameren's ownership of these retained assets and liabilities.

Ameren retained certain pension and postretirement benefit obligations associated with current and former employees of AER, with the exception of the pension and postretirement benefit obligations associated with current and former employees of EEI, which were assumed by IPH. Ameren retained the Meredosia and Hutsonville energy centers, including their AROs, which totaled $31 million as of December 31, 2013. These energy centers were abandoned and had an immaterial property and plant asset balance as of December 31, 2013. All other AROs associated with AER were assumed by New AER or by Rockland Capital, the third-party buyer of the Grand Tower energy center, as discussed below.

Upon the IPH transaction agreement closing, all intercompany agreements and debt that existed between New AER and its subsidiaries, on the one hand, and Ameren and its non-New AER affiliates, on the other hand, with the exception of certain agreements, such as supply obligations to Ameren Illinois, a note from Marketing Company to Ameren relating to cash collateral that remained outstanding at closing, Genco money pool advances and certain New AER subsidiary money pool borrowings, were either retained or cancelled by Ameren, without any cost or obligation to IPH or New AER and its subsidiaries. Immediately prior to the closing of the divestiture, the money pool borrowings through which Ameren provided cash collateral to Marketing Company were converted to a note payable to Ameren, which is payable, with interest, 24 months after closing or sooner as cash collateral requirements are reduced. The balance of the note was $18 million at December 31, 2013, and is reflected on Ameren's consolidated balance sheet in "Other assets."

Pursuant to the transaction agreement, as amended by the December 2, 2013 letter agreement, Ameren caused $235 million of cash to be retained at New AER immediately prior to closing, which included amounts previously paid to Genco for the sale of the Elgin, Gibson City, and Grand Tower energy centers to Medina Valley as well as additional amounts retained at Genco, AERG, and Marketing Company. Within 120 days after the closing of the divestiture, a working capital adjustment will be finalized, which may result in a cash payment from Ameren to IPH or from IPH to Ameren. Ameren received no cash proceeds as a result of the divestiture of New AER. Pursuant to the transaction agreement, as amended, Ameren is obligated to pay up to $39 million for certain contingent liabilities. Of these liabilities, $29 million are included in "Other deferred credits and liabilities" and $10 million are included in "Accounts and wages payable" on Ameren's December 31, 2013 consolidated balance sheet.

As a condition to the transaction agreement, Genco exercised the amended put option agreement for the sale of the Elgin, Gibson City, and Grand Tower gas-fired energy centers to Medina Valley. In October 2013, Genco completed the sale of the Elgin, Gibson City, and Grand Tower gas-fired energy centers to Medina Valley, receiving total payments of $137.5 million. The third-party sale of these energy centers to Rockland Capital was completed on January 31, 2014 and is discussed below.

Sale of Gas-fired Energy Centers

Prior to entry into the transaction agreement with IPH, Genco entered into a put option agreement, as amended, with Medina Valley. This agreement gave Genco the option to sell to Medina Valley the Elgin, Gibson City, and Grand Tower gas-fired energy centers for the fair market value of the energy centers, as determined by three independent appraisers. Genco exercised its option, and in October 2013 completed its sale of the Elgin, Gibson City, and Grand Tower gas-fired energy centers to Medina Valley for $137.5 million, which was the fair value of the gas-fired energy centers as determined by the three independent appraisers.

The transaction agreement with IPH, as amended, provides that if the Elgin, Gibson City, and Grand Tower gas-fired energy centers are subsequently sold by Medina Valley and if Medina Valley receives additional proceeds from such sale, Medina Valley will pay Genco any proceeds from such sale, net of taxes and other expenses, in excess of the $137.5 million previously paid to Genco.

On January 31, 2014, Medina Valley completed the sale of the Elgin, Gibson City, and Grand Tower gas-fired energy centers to Rockland Capital for a total purchase price of $168 million, before consideration of a net working capital adjustment. The agreement with Rockland Capital required $17 million of the purchase price to be held in escrow until the two-year anniversary of the closing of the sale to fund certain indemnity obligations, if any, of Medina Valley. The net working capital adjustment will be finalized within 120 days after the January 31, 2014 closing date. As a result, pending final resolution of the net working capital adjustment, taxes, and other expenses, Medina Valley expects to pay Genco any remaining portion of the escrow balance on January 31, 2016. Ameren will not record a gain from its sale of the Elgin, Gibson City, and Grand Tower gas-fired energy centers.

Discontinued Operations Presentation

As of March 14, 2013, Ameren determined that New AER and the Elgin, Gibson City, and Grand Tower gas-fired energy centers qualified for discontinued operations presentation. In addition, effective December 2, 2013, coinciding with the completion of the divestiture of New AER to IPH, Ameren determined that the Meredosia and Hutsonville energy centers had been abandoned. Ameren is prohibited from operating these energy centers through December 31, 2020, as a provision of the Illinois Pollution Control Board's November 2013 order granting IPH a variance of the MPS. As a result, Ameren determined the Meredosia and Hutsonville energy centers qualified for discontinued operations presentation as of December 2, 2013.

New AER and the Elgin, Gibson City, Grand Tower, Meredosia, and Hutsonville energy centers have been classified collectively in Ameren's consolidated financial statements as discontinued operations for all periods presented in this report. The disposal groups have been aggregated in the disclosures below. The following table presents the components of discontinued operations in Ameren's consolidated statement of income (loss) for the years ended December 31, 2013, 2012 and 2011:

	Year ended		
	2013	2012	2011
Operating revenues	$ 1,037	$ 1,047	$ 1,358
Operating expenses	(1,207) [(a)]	(3,474) [(b)]	(1,150)
Operating income (loss)	(170)	(2,427)	208
Other income (loss)	(1)	—	1
Interest charges	(39)	(56)	(64)
Income (loss) before income taxes	(210)	(2,483)	145
Income tax (expense) benefit	(13)	987	(56)
Income (loss) from discontinued operations, net of taxes	$ (223)	$ (1,496)	$ 89

(a) Includes a $201 million pretax loss on disposal relating to the New AER divestiture.

(b) Includes a noncash pretax asset impairment charge of $628 million to reduce the carrying value of AERG's Duck Creek energy center to its estimated fair value under held and used accounting guidance. In addition, includes a noncash pretax asset impairment charge of $1.95 billion to reduce the carrying values of all the AER coal and natural gas-fired energy centers, except the Joppa coal-fired energy center, to their estimated fair values, under held and used accounting guidance, as a result of the decision in December 2012 that Ameren intended to exit the Merchant Generation business.

Upon completion of the divestiture of New AER, Ameren finalized its loss on disposal. Ameren received no cash proceeds from IPH for the divestiture of New AER. Ameren recorded a pretax charge to earnings related to the New AER divestiture of $201 million for the year ended December 31, 2013. The loss was recorded in "Operating expenses" within the components of the discontinued operations statement of income (loss). The ultimate loss on disposal may differ as a result of the finalization of the working capital adjustment within 120 days of close.

In 2013, Ameren adjusted the accumulated deferred income taxes on its consolidated balance sheet to reflect the excess of tax basis over financial reporting basis of its stock investment in AER. This change in basis resulted in a discontinued operations deferred tax expense of $99 million, which was partially offset by the expected tax benefits of $86 million related to the pretax loss from discontinued operations including the loss on disposal, during the year ended December 31, 2013. The final tax basis of the AER disposal group and the related tax benefit resulting from the transaction agreement with IPH are dependent upon the resolution of tax matters under IRS audit, including the adoption of recently issued guidance from the IRS related to tangible property repairs and other matters. As a result, tax expense and benefits ultimately realized in discontinued operations may differ materially from those recorded as of December 31, 2013.

As the Elgin, Gibson City, and Grand Tower gas-fired energy center disposal group continued to meet the discontinued operations criteria at December 31, 2013, Ameren evaluated whether any impairment existed by comparing the disposal group's carrying value to the estimated fair value of the disposal group, less cost to sell. In December 2012, Ameren recorded a noncash long-lived asset impairment charge to reduce the carrying value of AER's energy centers, including the Elgin, Gibson City, and Grand Tower gas-fired energy centers, to their estimated fair values under the accounting guidance for held and used assets. Ameren did not record any additional impairment relating to the Elgin, Gibson City, and Grand Tower energy centers for the year ended December 31, 2013. As discussed above, on January 31, 2014, Medina Valley completed the sale of the Elgin, Gibson City, and Grand Tower gas-fired energy centers to Rockland Capital for a total purchase price of $168 million, before consideration of a net working capital adjustment. Ameren will not recognize a gain from the third party sale to Rockland Capital for any value in excess of its $137.5 million carrying value for this disposal group since any excess amount that Medina Valley may receive, net of taxes and other expenses, over the carrying value, will ultimately be paid to Genco pursuant to the transaction agreement with IPH.

Long-lived Asset Impairments

New AER and the Elgin, Gibson City, and Grand Tower energy centers were impaired under held and used accounting guidance in 2012 and the Meredosia and Hutsonville energy centers were impaired under held and used accounting guidance in 2011. The 2012 and 2011 impairments are discussed below.

As a result of the December 2012 decision that Ameren intended to, and it was probable that it would, exit the Merchant Generation segment before the end of the Merchant Generation long-lived assets' previously estimated useful lives, Ameren determined that estimated undiscounted cash flows during the period in which it expected to continue to own certain energy centers would be insufficient to recover the carrying value of those energy centers. Accordingly, Ameren recorded a noncash pretax impairment charge of $1.95 billion in the fourth quarter of 2012 to reduce the carrying values of all of the Merchant Generation's coal and natural gas-fired energy centers, except the Joppa coal-fired energy center, to their estimated fair values. The estimated undiscounted cash flows of the Joppa coal-fired energy center exceeded its carrying value; therefore, the Joppa coal-fired energy center was unimpaired.

In early 2012, the observable market price for power for delivery in that year and in future years in the Midwest sharply declined below 2011 levels, primarily because of declining natural gas prices and the impact of the stay of the CSAPR. As a result of this sharp decline in the market price of power and the related impact on electric margins, Genco decelerated the construction of two scrubbers at its Newton energy center in February 2012. The sharp decline in the market price of power in early 2012 and the related impact on electric margins, as well as the deceleration of construction of Genco's Newton energy center scrubber project, caused Ameren to evaluate, during the first quarter of 2012, whether the carrying values of Merchant Generation coal-fired energy centers were recoverable. AERG's Duck Creek energy center's carrying value exceeded its estimated undiscounted future cash flows. As a result, Ameren recorded a noncash pretax asset impairment charge of $628 million to reduce the carrying value of that energy center to its estimated fair value during the first quarter of 2012.

In December 2011, Genco ceased operations at its Meredosia and Hutsonville energy centers. As a result, Ameren recorded a noncash pretax asset impairment charge of $26 million to reduce the carrying value of the Meredosia and Hutsonville energy centers to their estimated fair values and a $4 million impairment for materials and supplies.

Key assumptions used in the determination of estimated undiscounted cash flows for the 2012 and 2011 long-lived assets tested for impairment under held and used accounting guidance discussed above included forward price projections for energy and fuel costs, the expected life or duration of ownership of the long-lived assets, environmental compliance costs and strategies, and operating costs. Those same cash flow assumptions, along with a discount rate and terminal year earnings multiples, were used to estimate the fair value of each energy center. These assumptions are subject to a high degree of judgment and complexity. The fair value estimate of these long-lived assets was based on a combination of the income approach, which considers discounted cash flows, and the market approach, which considers market multiples for similar assets within the electric generation industry. The fair value estimate was determined using observable inputs and significant unobservable inputs, which are Level 3 inputs as defined by accounting guidance for fair value measurements.

The following table presents the carrying amounts of the components of assets and liabilities segregated on Ameren's consolidated balance sheets as discontinued operations at December 31, 2013, and 2012:

	December 31, 2013	December 31, 2012
Assets of discontinued operations		
Cash and cash equivalents	$ —	$ 25
Accounts receivable and unbilled revenue	5	102
Materials and supplies	5	135
Mark-to-market derivative assets	—	102
Property and plant, net	142	748
Accumulated deferred income taxes, net[(a)]	13	395
Other assets	—	104
Total assets of discontinued operations	$ 165	$ 1,611
Liabilities of discontinued operations		
Accounts payable and other current obligations	$ 5	$ 141
Mark-to-market derivative liabilities	—	63
Long-term debt, net	—	824
Asset retirement obligations[(b)]	40	97
Pension and other postretirement benefits	—	40
Other liabilities	—	28
Total liabilities of discontinued operations	$ 45	$ 1,193
Accumulated other comprehensive income [(c)]	$ —	$ 19
Noncontrolling interest[(d)]	$ —	$ 8

(a) The December 31, 2013 balance primarily consists of deferred income tax assets related to the abandoned Meredosia and Hutsonville energy centers.

(b) Includes AROs associated with the abandoned Meredosia and Hutsonville energy centers of $31 million and $26 million at December 31, 2013, and 2012, respectively.

(c) Accumulated other comprehensive income related to discontinued operations included in "Accumulated other comprehensive loss" on Ameren's December 31, 2012, consolidated balance sheet. This balance related to New AER assets and liabilities that were realized or removed from Ameren's consolidated balance sheet either before or at the December 2, 2013 closing of the New AER divestiture.

(d) The 20% ownership interest of EEI not owned by Ameren was included in "Noncontrolling interests" on Ameren's December 31, 2012, consolidated balance sheet. This noncontrolling interest was removed from Ameren's consolidated balance sheet at the December 2, 2013 closing of the New AER divestiture.

Ameren has continuing transactions with New AER. Ameren Illinois has power supply agreements with Marketing Company, which are a result of the power procurement process in Illinois administered by the IPA, as required by the Illinois Public Utilities Act. Ameren Illinois continues to purchase power and to purchase trade receivables as required by Illinois law. Ameren Illinois and ATXI continue to sell transmission services to Marketing Company. Also, the transaction agreement requires Ameren (parent) to maintain certain guarantees discussed below. Immediately prior to the transaction agreement closing, the money pool borrowings through which Ameren provided cash collateral to Marketing Company were converted to a note payable to Ameren, which is payable, with interest, 24 months after closing or sooner as cash collateral requirements are reduced. Also, within 120 days after closing, a working capital adjustment will be finalized, which may result in a cash payment from Ameren to New AER or from New AER to Ameren. Ameren has determined that the continuing cash flows generated by these arrangements are not significant and, accordingly, are not deemed to be direct cash flows of the divested business. Additionally, these arrangements do not provide Ameren with the ability to significantly influence the operating results of New AER.

Ameren will not have significant continuing involvement with or material cash flows from the Elgin, Gibson City, or Grand Tower energy centers after their sale.

Ameren Guarantees

Upon the divestiture of New AER, the transaction agreement between Ameren and IPH requires Ameren (parent) to maintain its financial obligations with respect to all credit support provided to New AER as of the closing date of such divestiture. Ameren must also provide such additional credit support as required by contracts entered into prior to the closing date, in each case for up to 24 months after the closing. IPH shall indemnify Ameren for any payments Ameren makes pursuant to these credit support obligations if the counterparty does not return the posted collateral to Ameren. IPH's indemnification obligation is secured by certain AERG and Genco assets. In addition, Dynegy has provided a limited guarantee of $25 million to Ameren (parent) pursuant to which Dynegy will, among other things, guarantee IPH's indemnification obligations for a period of up to 24 months after the closing.

At December 31, 2013, Ameren had a total of $190 million in guarantees outstanding, which included:

- $176 million related to guarantees supporting Marketing Company for physically and financially settled power transactions with its counterparties that were in place at the December 2, 2013 closing of the divestiture, as well as for Marketing Company's clearing broker and other service agreements. If Marketing Company did not fulfill its obligations to these counterparties who had active open positions as of December 31, 2013, Ameren would have been required under its guarantees to provide $6 million to the counterparties.
- $14 million related to requirements for leasing agreements and potential environmental obligations.

Additionally, at December 31, 2013, Ameren had issued letters of credit totaling $11 million as credit support on behalf of New AER.

Ameren has not recorded a reserve for these contingent obligations because it does not believe a payment for any of these guarantees is probable as of December 31, 2013.

NOTE 17 – SEGMENT INFORMATION

Ameren has two reportable segments: Ameren Missouri and Ameren Illinois. The Ameren Missouri segment for both Ameren and Ameren Missouri includes all the operations of Ameren Missouri's business as described in Note 1 – Summary of Significant Accounting Policies. The Ameren Illinois segment for both Ameren and Ameren Illinois consists of all of the operations of Ameren Illinois as described in Note 1 – Summary of Significant Accounting Policies. The category called Other primarily includes Ameren parent company activities, Ameren Services, and ATXI. The Other category also includes certain corporate activities previously included in the Merchant Generation segment. See Note 16 – Divestiture Transactions and Discontinued Operations for additional information.

The following table presents information about the reported revenues and specified items reflected in Ameren's net income attributable to Ameren Corporation from continuing operations for the years ended December 31, 2013, 2012, and 2011, and total assets in continuing operations as of December 31, 2013, 2012, and 2011.

Ameren

	Ameren Missouri	Ameren Illinois	Other	Intersegment Eliminations	Consolidated
2013					
External revenues	$ 3,516	$ 2,307	$ 15	$ —	$ 5,838
Intersegment revenues	25	4	2	(31)	—
Depreciation and amortization	454	243	9	—	706
Interest and dividend income	27	2	1	—	30
Interest charges	210	143	45	—	398
Income taxes (benefit)	242	110	(41)	—	311
Net income (loss) attributable to Ameren Corporation from continuing operations	395	160	(43)	—	512
Capital expenditures	648	701	30 (a)	—	1,379
Total assets	12,904	7,454	752	(233)	20,877 (b)
2012					
External revenues	$ 3,252	$ 2,524	$ 5	$ —	$ 5,781
Intersegment revenues	20	1	3	(24)	—
Depreciation and amortization	440	221	12	—	673
Interest and dividend income	32	—	—	—	32
Interest charges	223	129	40	—	392
Income taxes (benefit)	252	94	(39)	—	307
Net income (loss) attributable to Ameren Corporation from continuing operations	416	141	(41)	—	516
Capital expenditures	595	442	26 (a)	—	1,063
Total assets	13,043	7,282	1,228	(934)	20,619 (b)
2011					
External revenues	$ 3,360	$ 2,784	$ 4	$ —	$ 6,148
Intersegment revenues	23	3	3	(29)	—
Depreciation and amortization	408	215	20	—	643
Interest and dividend income	30	1	—	—	31
Interest charges	209	136	42	—	387
Income taxes (benefit)	161	127	(34)	—	254
Net income (loss) attributable to Ameren Corporation from continuing operations	287	193	(49)	—	431
Capital expenditures	550	351	(20) (a)	—	881
Total assets	12,757	7,213	1,211	(1,179)	20,002 (b)

(a) Includes the elimination of intercompany transfers.
(b) Excludes total assets from discontinued operations of $165 million, $1,611 million, and $3,721 million as of December 31, 2013, 2012, and 2011, respectively.

SELECTED QUARTERLY INFORMATION (Unaudited) (In millions, except per share amounts)

Ameren	2013				2012			
Quarter ended [(a)]	March 31	June 30	September 30	December 31	March 31	June 30	September 30	December 31
Operating revenues	$ 1,475	$ 1,403	$ 1,638	$ 1,322	$ 1,412	$ 1,402	$ 1,709	$ 1,258
Operating income	185	261	567	171	159	347	570	112
Net income (loss)[(b)]	(143)	96	304	38	(403)	210	374	(1,155)
Net income attributable to Ameren Corporation – continuing operations	$ 54	$ 105	$ 305	$ 48	$ 38	$ 164	$ 302	$ 12
Net income (loss) attributable to Ameren Corporation – discontinued operations [(b)]	(199)	(10)	(3)	(11)	(441)	47	72	(1,168)
Net income (loss) attributable to Ameren Corporation	$ (145)	$ 95	$ 302	$ 37	$ (403)	$ 211	$ 374	$ (1,156)
Earnings per common share – basic – continuing operations	$ 0.22	$ 0.44	$ 1.26	$ 0.19	$ 0.16	$ 0.67	$ 1.25	$ 0.05
Earnings (loss) per common share – basic – discontinued operations	(0.82)	(0.05)	(0.01)	(0.04)	(1.82)	0.20	0.29	(4.81)
Earnings (loss) per common share – basic	$ (0.60)	$ 0.39	$ 1.25	$ 0.15	$ (1.66)	$ 0.87	$ 1.54	$ (4.76)
Earnings per common share – diluted – continuing operations	$ 0.22	$ 0.44	$ 1.25	$ 0.19	$ 0.16	$ 0.67	$ 1.25	$ 0.05
Earnings (loss) per common share – diluted – discontinued operations	(0.82)	(0.05)	(0.01)	(0.04)	(1.82)	0.20	0.29	(4.81)
Earnings (loss) per common share – diluted	$ (0.60)	$ 0.39	$ 1.24	$ 0.15	$ (1.66)	$ 0.87	$ 1.54	$ (4.76)

(a) The sum of quarterly amounts, including per share amounts, may not equal amounts reported for year-to-date periods. This is due to the effects of rounding and to changes in the number of weighted-average shares outstanding each period.

(b) Includes pretax asset impairment charge of $2.6 billion recorded in discontinued operations during the year ended December 31, 2012. See Note 16 – Divestiture Transactions and Discontinued Operations under Part II, Item 8, for additional information.

Ameren Missouri Quarter ended	Operating revenues	Operating income	Net income (loss)	Net income (loss) available to common stockholder
March 31, 2013	$ 796	$ 111	$ 41	$ 40
March 31, 2012	691	78	22	21
June 30, 2013	889	179	85	84
June 30, 2012	844	269	144	143
September 30, 2013	1,093	417	239	238
September 30, 2012	1,064	429	237	236
December 31, 2013	763	96	33	33
December 31, 2012	673	69	16	16

Ameren Illinois Quarter ended	Operating revenues	Operating income	Net income	Net income available to common stockholder
March 31, 2013	$ 684	$ 85	$ 32	$ 31
March 31, 2012	724	89	28	27
June 30, 2013	516	87	32	31
June 30, 2012	564	86	33	32
September 30, 2013	547	158	77	77
September 30, 2012	648	151	71	71
December 31, 2013	564	85	22	21
December 31, 2012	589	51	12	11

ITEM 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE.

None.

ITEM 9A. CONTROLS AND PROCEDURES.

Each of the Ameren Companies was required to comply with Section 404 of the Sarbanes-Oxley Act of 2002 and related SEC regulations as to management's assessment of internal control over financial reporting for the 2013 fiscal year.

(a) Evaluation of Disclosure Controls and Procedures

As of December 31, 2013, evaluations were performed under the supervision and with the participation of management, including the principal executive officer and principal financial officer of each of the Ameren Companies, of the effectiveness of the design and operation of such registrant's disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) of the Exchange Act). Based on those evaluations, as of December 31, 2013, the principal executive officer and principal financial officer of each of the Ameren Companies concluded that such disclosure controls and procedures are effective to provide assurance that information required to be disclosed in such registrant's reports filed or submitted under the Exchange Act is recorded, processed, summarized, and reported within the time periods specified in the SEC's rules and forms and such information is accumulated and communicated to its management, including its principal executive and principal financial officers, to allow timely decisions regarding required disclosure.

(b) Management's Report on Internal Control over Financial Reporting

Management is responsible for establishing and maintaining adequate internal control over financial reporting, as such term is defined in Exchange Act Rules 13a-15(f) and 15d-15(f). Under the supervision of and with the participation of management, including the principal executive officer and principal financial officer, an evaluation was conducted of the effectiveness of each of the Ameren Companies' internal control over financial reporting based on the framework in *Internal Control – Integrated Framework* (1992) issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO 1992). After making that evaluation, management concluded that each of the Ameren Companies' internal control over financial reporting was effective as of December 31, 2013. The effectiveness of Ameren's internal control over financial reporting as of December 31, 2013, has been audited by PricewaterhouseCoopers LLP, an independent registered public accounting firm, as stated in its report herein under Part II, Item 8. This annual report does not include an attestation report of Ameren Missouri's or Ameren Illinois' (the Subsidiary Registrants) independent registered public accounting firm regarding internal control over financial reporting. Management's report for each of the Subsidiary Registrants is not subject to attestation by an independent registered public accounting firm.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness into future periods are subject to the risk that internal controls might become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures might deteriorate.

(c) Change in Internal Control

There has been no change in the Ameren Companies' internal control over financial reporting during their most recent fiscal quarter that has materially affected, or is reasonably likely to materially affect, their internal control over financial reporting.

ITEM 9B. OTHER INFORMATION.

The Ameren Companies have no information reportable under this item that was required to be disclosed in a report on SEC Form 8-K during the fourth quarter of 2013 that has not previously been reported on an SEC Form 8-K.

PART III

ITEM 10. DIRECTORS, EXECUTIVE OFFICERS, AND CORPORATE GOVERNANCE.

Information required by Items 401, 405, 406 and 407(c)(3),(d)(4) and (d)(5) of SEC Regulation S-K for Ameren will be included in its definitive proxy statement for its 2014 annual meeting of shareholders filed pursuant to SEC Regulation 14A; it is incorporated herein by reference. Information required by these SEC Regulation S-K items for Ameren Missouri and Ameren Illinois will be included in each company's definitive information statement for its 2014 annual meeting of shareholders filed pursuant to SEC Regulation 14C; it is incorporated herein by reference. Specifically, reference is made to the following sections of Ameren's definitive proxy statement and each of Ameren Missouri's and Ameren Illinois' definitive information statement: "Information Concerning Nominees to the Board of Directors," "Section 16(a) Beneficial Ownership Reporting Compliance," "Corporate Governance" and "Board Structure."

Information concerning executive officers of the Ameren Companies required by Item 401 of SEC Regulation S-K is reported under a separate caption entitled "Executive Officers of the Registrants" in Part I of this report.

Ameren Missouri and Ameren Illinois do not have separately designated standing audit committees, but instead use Ameren's audit and risk committee to perform such committee functions for their boards of directors. These companies have no securities listed on the NYSE and therefore are not subject to the NYSE listing standards. Walter J. Galvin serves as chairman of Ameren's audit and risk committee, and Catherine S. Brune, Ellen M. Fitzsimmons and Stephen R. Wilson serve as members. The board of directors of Ameren has determined that Walter J. Galvin qualifies as an audit committee financial expert and that he is "independent" as that term is used in SEC Regulation 14A.

Also, on the same basis as reported above, the boards of directors of Ameren Missouri and Ameren Illinois use the nominating and corporate governance committee of Ameren's board of directors to perform such committee functions. This committee is responsible for the nomination of directors and corporate governance practices. Ameren's nominating and corporate governance committee will consider director nominations from shareholders in accordance with its Policy Regarding Nominations of Directors, which can be found on Ameren's website: www.ameren.com.

To encourage ethical conduct in its financial management and reporting, Ameren has adopted a Code of Ethics that applies to the principal executive officer, the president, the principal financial officer, the principal accounting officer, the controller, and the treasurer of each of the Ameren Companies. Ameren has also adopted a code of business conduct that applies to the directors, officers, and employees of the Ameren Companies. It is referred to as the Corporate Compliance Policy. The Ameren Companies make available free of charge through Ameren's website (www.ameren.com) the Code of Ethics and the Corporate Compliance Policy. Any amendment to the Code of Ethics or the Corporate Compliance Policy and any waiver from a provision of the Code of Ethics or the Corporate Compliance Policy as it relates to the principal executive officer, the president, the principal financial officer, the principal accounting officer, the controller and the treasurer of each of the Ameren Companies will be posted on Ameren's website within four business days following the date of the amendment or waiver.

ITEM 11. EXECUTIVE COMPENSATION.

Information required by Items 402 and 407(e)(4) and (e)(5) of SEC Regulation S-K for Ameren will be included in its definitive proxy statement for its 2014 annual meeting of shareholders filed pursuant to SEC Regulation 14A; it is incorporated herein by reference. Information required by these SEC Regulation S-K items for Ameren Missouri and Ameren Illinois will be included in each company's definitive information statement for its 2014 annual meeting of shareholders filed pursuant to SEC Regulation 14C; it is incorporated herein by reference. Specifically, reference is made to the following sections of Ameren's definitive proxy statement and each of Ameren Missouri's and Ameren Illinois' definitive information statement: "Executive Compensation" and "Human Resources Committee Interlocks and Insider Participation."

ITEM 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS.

Equity Compensation Plan Information

The following table presents information as of December 31, 2013, with respect to the shares of Ameren's common stock that may be issued under its existing equity compensation plans.

Plan Category	Column A Number of Securities To Be Issued Upon Exercise of Outstanding Options, Warrants and Rights	Column B Weighted-Average Exercise Price of Outstanding Options, Warrants and Rights	Column C Number of Securities Remaining Available for Future Issuance Equity Compensation Plans (excluding securities reflected in Column A)
Equity compensation plans approved by security holders [(a)]	2,509,073	(b)	627,648
Equity compensation plans not approved by security holders	—	—	—
Total	2,509,073	(b)	627,648

(a) Consists of the Ameren Corporation 2006 Omnibus Incentive Compensation Plan, which was approved by shareholders in May 2006 and expires on May 2, 2016. Pursuant to grants of performance share units (PSUs) under the 2006 Omnibus Incentive Compensation Plan, 801,853 of the securities represent PSUs that vested as of December 31, 2013 (including accrued and reinvested dividends), and 1,653,280 of the securities represent target PSUs granted but not vested (including accrued and reinvested dividends) as of December 31, 2013. The actual number of shares issued in respect of the PSUs will vary from 0% to 200% of the target level depending upon the achievement of total shareholder return objectives established for such awards. For additional information about the PSUs, including payout calculations, see "Compensation Discussion and Analysis – Long-Term Incentives: Performance Share Unit Program (PSUP)" in Ameren's definitive proxy statement for its 2014 annual meeting of shareholders filed pursuant to SEC Regulation 14A. 53,940 of the securities represent shares that may be issued as of December 31, 2013, to satisfy obligations under the Ameren Corporation Deferred Compensation Plan for members of the board of directors.

(b) Earned PSUs and deferred compensation stock units are paid in shares of Ameren common stock on a one-for-one basis. Accordingly, the PSUs and deferred compensation stock units have been excluded for purposes of calculating the weighted-average exercise price.

Ameren Missouri and Ameren Illinois do not have separate equity compensation plans.

Security Ownership of Certain Beneficial Owners and Management

The information required by Item 403 of SEC Regulation S-K for Ameren will be included in its definitive proxy statement for its 2014 annual meeting of shareholders filed pursuant to SEC Regulation 14A; it is incorporated herein by reference. Information required by this SEC Regulation S-K item for Ameren Missouri and Ameren Illinois will be included in each company's definitive information statement for its 2014 annual meeting of shareholders filed pursuant to SEC Regulation 14C; it is incorporated herein by reference. Specifically, reference is made to the following section of Ameren's definitive proxy statement and each of Ameren Missouri's and Ameren Illinois' definitive information statement: "Security Ownership."

ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS AND DIRECTOR INDEPENDENCE.

Information required by Item 404 and Item 407(a) of SEC Regulation S-K for Ameren will be included in its definitive proxy statement for its 2014 annual meeting of shareholders filed pursuant to SEC Regulation 14A; it is incorporated herein by reference. Information required by these SEC Regulation S-K items for Ameren Missouri and Ameren Illinois will be included in each company's definitive information statement for its 2014 annual meeting of shareholders filed pursuant to SEC Regulation 14C; it is incorporated herein by reference. Specifically, reference is made to the following sections of Ameren's definitive proxy statement and each of Ameren Missouri's and Ameren Illinois' definitive information statement: "Policy and Procedures With Respect to Related Person Transactions" and "Director Independence."

ITEM 14. PRINCIPAL ACCOUNTING FEES AND SERVICES.

Information required by Item 9(e) of SEC Schedule 14A for the Ameren Companies will be included in the definitive proxy statement of Ameren and the definitive information statements of Ameren Missouri and Ameren Illinois for their 2014 annual meetings of stockholders filed pursuant to SEC Regulations 14A and 14C, respectively; it is incorporated herein by reference. Specifically, reference is made to the following section of Ameren's definitive proxy statement and each of Ameren Missouri's and Ameren Illinois' definitive information statement: "Independent Registered Public Accounting Firm."

PART IV

ITEM 15. EXHIBITS AND FINANCIAL STATEMENT SCHEDULES.

Schedule I and II should be read in conjunction with the aforementioned financial statements. Certain schedules have been omitted because they are not applicable or because the required data is shown in the aforementioned financial statements.

(a)(3)	Exhibits.
	Reference is made to the Exhibit Index commencing on page 169.
(b)	Exhibits are listed in the Exhibit Index commencing on page 169.

SCHEDULE I – CONDENSED FINANCIAL INFORMATION OF PARENT
AMEREN CORPORATION
CONDENSED STATEMENT OF INCOME (LOSS) AND COMPREHENSIVE INCOME (LOSS)
For the Years Ended December 31, 2013, 2012 and 2011

(In millions)		2013		2012		2011
Operating revenues	$	—	$	—	$	—
Operating expenses		26		17		13
Operating loss		(26)		(17)		(13)
Equity in earnings of subsidiaries		546		546		464
Interest income from affiliates		3		3		5
Miscellaneous expense		5		4		4
Interest charges		42		39		41
Income tax (benefit)		(36)		(27)		(20)
Net Income Attributable to Ameren Corporation – Continuing Operations		512		516		431
Net Income (Loss) Attributable to Ameren Corporation – Discontinued Operations		(223)		(1,490)		88
Net Income (Loss) Attributable to Ameren Corporation	$	289	$	(974)	$	519
Net Income Attributable to Ameren Corporation – Continuing Operations	$	512	$	516	$	431
Other Comprehensive Income (Loss), Net of Taxes:						
Pension and other postretirement benefit plan activity, net of income taxes (benefit) of $16, $(6), and $(14), respectively		30		(8)		(19)
Comprehensive Income from Continuing Operations Attributable to Ameren Corporation		542		508		412
Net Income (Loss) Attributable to Ameren Corporation – Discontinued Operations		(223)		(1,490)		88
Other Comprehensive Income (Loss) from Discontinued Operations, Net of Income Taxes		(19)		50		(14)
Comprehensive Income (Loss) from Discontinued Operations Attributable to Ameren Corporation		(242)		(1,440)		74
Comprehensive Income (Loss) Attributable to Ameren Corporation	$	300	$	(932)	$	486

SCHEDULE I – CONDENSED FINANCIAL INFORMATION OF PARENT
AMEREN CORPORATION
CONDENSED BALANCE SHEET

(In millions)	December 31, 2013	December 31, 2012
Assets:		
Cash and cash equivalents	$ 11	$ 23
Advances to money pool	334	316
Accounts and notes receivable – affiliates	27	31
Miscellaneous accounts and notes receivable	125	—
Other current assets	42	49
Total current assets	539	419
Investments in subsidiaries – continuing operations	6,336	6,315
Investments in subsidiaries – discontinued operations	(5)	(353)
Note receivable - affiliates	51	462
Accumulated deferred income taxes, net	623	210
Other non-current assets	141	110
Total assets	$ 7,685	$ 7,163
Liabilities and Stockholders' Equity:		
Current maturities of long-term debt	$ 425	$ —
Short-term debt	368	—
Accounts payable	119	3
Accounts payable – affiliates	4	10
Other current liabilities	20	30
Total current liabilities	936	43
Long-term debt	—	424
Other deferred credits and liabilities	205	80
Total liabilities	1,141	547
Commitments and Contingencies		
Stockholders' Equity:		
Common stock, $.01 par value, 400.0 shares authorized – shares outstanding of 242.6	2	2
Other paid-in capital, principally premium on common stock	5,632	5,616
Retained earnings	907	1,006
Accumulated other comprehensive income (loss)	3	(8)
Total stockholders' equity	6,544	6,616
Total liabilities and stockholders' equity	$ 7,685	$ 7,163

SCHEDULE I – CONDENSED FINANCIAL INFORMATION OF PARENT
AMEREN CORPORATION
CONDENSED STATEMENT OF CASH FLOWS
For the Years Ended December 31, 2013, 2012 and 2011

(In millions)	2013	2012	2011
Net cash flows provided by operating activities	$ 453	$ 532	$ 804
Cash flows from investing activities:			
Money pool advances, net	(371)	24	(276)
Notes receivable – affiliates, net	(23)	(20)	358
Investments in subsidiaries	(50)	(2)	(94)
Distributions from subsidiaries	1	21	3
Other	(2)	(5)	(5)
Net cash flows provided by (used in) investing activities	(445)	18	(14)
Cash flows from financing activities:			
Dividends on common stock	(388)	(382)	(375)
Short-term debt and credit facility borrowings, net	368	(148)	(481)
Issuances of common stock	—	—	65
Net cash flows used in financing activities	(20)	(530)	(791)
Net change in cash and cash equivalents	$ (12)	$ 20	$ (1)
Cash and cash equivalents at beginning of year	23	3	4
Cash and cash equivalents at the end of year	$ 11	$ 23	$ 3
Cash dividends received from consolidated subsidiaries	$ 570	$ 610	$ 730
Noncash investing activity – divestiture	$ 494	$ —	$ —
Noncash financing activity – dividends on common stock	—	(7)	—

AMEREN CORPORATION (parent company only)

NOTES TO CONDENSED FINANCIAL STATEMENTS
December 31, 2013

NOTE 1 – BASIS OF PRESENTATION

Ameren Corporation (parent company only) is a public utility holding company that conducts substantially all of its business operations through its subsidiaries. In accordance with authoritative accounting guidance, Ameren Corporation (parent company only) has accounted for wholly owned subsidiaries using the equity method. These financial statements are presented on a condensed basis. Additional disclosures relating to the parent company financial statements are included within the combined notes under Part II, Item 8, of this report.

NOTE 2 – SHORT-TERM DEBT AND LIQUIDITY

See Note 4 – Short-term Debt and Liquidity under Part II, Item 8, of this report for a description and details of short-term debt and liquidity needs of Ameren Corporation (parent company only).

NOTE 3 – LONG-TERM OBLIGATIONS

See Note 5 – Long-term Debt and Equity Financings under Part II, Item 8, of this report for a description and details of long-term obligations of Ameren Corporation (parent company only).

NOTE 4 – COMMITMENTS AND CONTINGENCIES

See Note 15 – Commitments and Contingencies and Note 16 – Divestiture Transactions and Discontinued Operations under Part II, Item 8, of this report for a description of all material contingencies and guarantees outstanding of Ameren Corporation (parent company only).

NOTE 5 – NEW AER DIVESTITURE AND DISCONTINUED OPERATIONS

In December 2012, Ameren determined that it intended to, and it was probable that it would, exit its Merchant Generation business before the end of the previously estimated useful lives of that business's long-lived assets. As a result of the 2012 determination, Ameren Corporation (parent company only) recorded a pretax impairment charge of $1.88 billion to reduce its investment in certain of the Merchant Generation segment's coal and natural gas-fired energy centers to their estimated fair values. On December 2, 2013, Ameren completed a divestiture that included a significant portion of that business. As a result of the divestiture in 2013, Ameren Corporation (parent company only) recorded a pretax loss on disposal of $201 million. These charges were included within "Net Income (Loss) Attributable to Ameren Corporation - Discontinued Operations" in the Ameren Corporation (parent company only) Condensed Statement of Income (Loss) and Comprehensive Income (Loss) for the years ended December 31, 2013, and 2012.

The "Miscellaneous accounts and notes receivable" on the December 31, 2013 Ameren Corporation (parent company only) Condensed Balance Sheet included a receivable from Dynegy related to the non-state-regulated subsidiary money pool borrowing balance as of the divestiture date of certain New AER subsidiaries. Additionally, a payable to Dynegy of the estimated working capital adjustment required under the terms of the agreement with IPH is reflected in "Accounts payable" on the December 31, 2013 Ameren Corporation (parent company only) Condensed Balance Sheet. Assuming IPH and Ameren reach an agreement, both the receivable and the payable will be finalized within 120 days after the closing of the divestiture.

See Note 16 – Divestiture Transactions and Discontinued Operations under Part II, Item 8, of this report for additional information on the impairment charges recognized in 2013 and 2012 as well as the divestiture.

SCHEDULE II – VALUATION AND QUALIFYING ACCOUNTS
FOR THE YEARS ENDED DECEMBER 31, 2013, 2012 AND 2011

(in millions)

Column A	Column B	Column C		Column D	Column E
Description	Balance at Beginning of Period	(1) Charged to Costs and Expenses	(2) Charged to Other Accounts[a]	Deductions[b]	Balance at End of Period
Ameren:					
Deducted from assets – allowance for doubtful accounts:					
2013	$ 17	$ 35	$ 4	$ 38	$ 18
2012	20	30	2	35	17
2011	23	41	—	44	20
Deferred tax valuation allowance:					
2013	$ 2	$ 5	$ —	$ —	$ 7
2012	1	1	—	—	2
2011	1	—	—	—	1
Ameren Missouri:					
Deducted from assets – allowance for doubtful accounts:					
2013	$ 5	$ 16	$ —	$ 16	$ 5
2012	7	11	—	13	5
2011	8	17	—	18	7
Deferred tax valuation allowance:					
2013	$ 1	$ —	$ —	$ —	$ 1
2012	1	—	—	—	1
2011	1	—	—	—	1
Ameren Illinois:					
Deducted from assets – allowance for doubtful accounts:					
2013	$ 12	$ 19	$ 4	$ 22	$ 13
2012	13	19	2	22	12
2011	13	24	—	24	13
Deferred tax valuation allowance:					
2013	$ 1	$ —	$ —	$ —	$ 1
2012	—	1	—	—	1
2011	—	—	—	—	—

(a) Uncollectible account reserve associated with receivables purchased by Ameren Illinois from alternative retail electric suppliers, as required by the Illinois Public Utilities Act.
(b) Uncollectible accounts charged off, less recoveries.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, each registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized. The signatures for each undersigned company shall be deemed to relate only to matters having reference to such company or its subsidiaries.

AMEREN CORPORATION (registrant)

Date: March 3, 2014

By /s/ Thomas R. Voss

Thomas R. Voss
Chairman and Chief Executive Officer

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the date indicated.

Signature	Title	Date
/s/ Thomas R. Voss Thomas R. Voss	Chairman and Chief Executive Officer, and Director (Principal Executive Officer)	March 3, 2014
/s/ Martin J. Lyons, Jr. Martin J. Lyons, Jr.	Executive Vice President and Chief Financial Officer (Principal Financial Officer)	March 3, 2014
/s/ Bruce A. Steinke Bruce A. Steinke	Senior Vice President, Finance and Chief Accounting Officer (Principal Accounting Officer)	March 3, 2014
* Warner L. Baxter	Director	March 3, 2014
* Catherine S. Brune	Director	March 3, 2014
* Ellen M. Fitzsimmons	Director	March 3, 2014
* Walter J. Galvin	Director	March 3, 2014
* Richard J. Harshman	Director	March 3, 2014
* Gayle P.W. Jackson	Director	March 3, 2014
* James C. Johnson	Director	March 3, 2014
* Steven H. Lipstein	Director	March 3, 2014
* Patrick T. Stokes	Director	March 3, 2014
* Stephen R. Wilson	Director	March 3, 2014
* Jack D. Woodard	Director	March 3, 2014
*By /s/ Martin J. Lyons, Jr. Martin J. Lyons, Jr. Attorney-in-Fact		March 3, 2014

UNION ELECTRIC COMPANY (registrant)

Date: March 3, 2014

By /s/ Warner L. Baxter
Warner L. Baxter
Chairman, President and Chief Executive Officer

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the date indicated.

/s/ Warner L. Baxter Warner L. Baxter	Chairman, President and Chief Executive Officer, and Director (Principal Executive Officer)	March 3, 2014
/s/ Martin J. Lyons, Jr. Martin J. Lyons, Jr.	Executive Vice President and Chief Financial Officer, and Director (Principal Financial Officer)	March 3, 2014
/s/ Bruce A. Steinke Bruce A. Steinke	Senior Vice President, Finance and Chief Accounting Officer (Principal Accounting Officer)	March 3, 2014
* Daniel F. Cole	Director	March 3, 2014
* Michael L. Moehn	Director	March 3, 2014
* Charles D. Naslund	Director	March 3, 2014
* Gregory L. Nelson	Director	March 3, 2014
*By /s/ Martin J. Lyons, Jr. Martin J. Lyons, Jr. Attorney-in-Fact		March 3, 2014

AMEREN ILLINOIS COMPANY (registrant)

Date: March 3, 2014

By /s/ Richard J. Mark
Richard J. Mark
Chairman, President and Chief Executive Officer

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the date indicated.

/s/ Richard J. Mark Richard J. Mark	Chairman, President and Chief Executive Officer, and Director (Principal Executive Officer)	March 3, 2014
/s/ Martin J. Lyons, Jr. Martin J. Lyons, Jr.	Executive Vice President and Chief Financial Officer, and Director (Principal Financial Officer)	March 3, 2014
/s/ Bruce A. Steinke Bruce A. Steinke	Senior Vice President, Finance and Chief Accounting Officer (Principal Accounting Officer)	March 3, 2014
* Daniel F. Cole	Director	March 3, 2014
* Gregory L. Nelson	Director	March 3, 2014
*By /s/ Martin J. Lyons, Jr. Martin J. Lyons, Jr. Attorney-in-Fact		March 3, 2014

EXHIBIT INDEX

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

Exhibit Designation	Registrant(s)	Nature of Exhibit	Previously Filed as Exhibit to:
Plan of Acquisition, Reorganization, Arrangement, Liquidation or Succession			
2.1	Ameren Illinois	Agreement and Plan of Merger, dated as of April 13, 2010, among CIPS, CILCO and IP	Annex A to Part I of the Registration Statement on Form S-4, File No. 333-166095).
2.2	Ameren	Transaction Agreement, dated as of March 14, 2013, between Ameren Corporation and Illinois Power Holdings, LLC	March 19, 2013 Form 8-K, Exhibit 2.1, File No. 1-14756
2.3	Ameren	Letter Agreement, dated December 2, 2013, between Ameren Corporation and Illinois Power Holdings, LLC, amending the Transaction Agreement, dated as of March 14, 2013	December 4, 2013 Form 8-K, Exhibit 2.2, File No. 1-14756
Articles of Incorporation/ By-Laws			
3.1(i)	Ameren	Restated Articles of Incorporation of Ameren	Annex F to Part I of the Registration Statement on Form S-4, File No. 33-64165
3.2(i)	Ameren	Certificate of Amendment to Ameren's Restated Articles of Incorporation filed December 14, 1998	1998 Form 10-K, Exhibit 3(i), File No. 1-14756
3.3(i)	Ameren	Certificate of Amendment to Ameren's Restated Articles of Incorporation filed April 21, 2011	April 21, 2011 Form 8-K, Exhibit 3(i), File No. 1-14756
3.4(i)	Ameren	Certificate of Amendment to Ameren's Restated Articles of Incorporation filed December 18, 2012	December 18, 2012 Form 8-K, Exhibit 3.1(i), File No. 1-14756
3.5(i)	Ameren Missouri	Restated Articles of Incorporation of Ameren Missouri	1993 Form 10-K, Exhibit 3(i), File No. 1-2967
3.6(i)	Ameren Illinois	Restated Articles of Incorporation of Ameren Illinois	2010 Form 10-K, Exhibit 3.4(i), File No. 1-3672
3.7(ii)	Ameren	By-Laws of Ameren, as amended December 14, 2012	December 18, 2012 Form 8-K, Exhibit 3.1(ii), File No. 1-14756
3.8(ii)	Ameren Missouri	By-Laws of Ameren Missouri, as amended December 10, 2010	December 15, 2010 Form 8-K, Exhibit 3.1(ii), File No. 1-2967
3.9(ii)	Ameren Illinois	Bylaws of Ameren Illinois, as amended December 10, 2010	December 15, 2010 Form 8-K, Exhibit 3.2(ii), File No. 1-3672
Instruments Defining Rights of Security Holders, Including Indentures			
4.1	Ameren	Indenture dated as of December 1, 2001 from Ameren to The Bank of New York Mellon Trust Company, N.A., as successor trustee, relating to senior debt securities (Ameren Indenture)	Exhibit 4.5, File No. 333-81774
4.2	Ameren	First Supplemental Indenture to Ameren Senior Indenture dated as of May 19, 2008	June 30, 2008 Form 10-Q, Exhibit 4.1, File No. 1-14756
4.3	Ameren	Ameren Indenture Company Order dated May 15, 2009, establishing 8.875% Senior Notes, due 2014 (including the global note)	May 15, 2009 Form 8-K, Exhibits 4.3 and 4.4, File No. 1-14756
4.4	Ameren Ameren Missouri	Indenture of Mortgage and Deed of Trust dated June 15, 1937 (Ameren Missouri Mortgage), from Ameren Missouri to The Bank of New York Mellon, as successor trustee, as amended May 1, 1941, and Second Supplemental Indenture dated May 1, 1941	Exhibit B-1, File No. 2-4940
4.5	Ameren Ameren Missouri	Supplemental Indenture to the Ameren Missouri Mortgage dated as of July 1, 1956	August 2, 1956 Form 8-K, Exhibit 2, File No. 1-2967
4.6	Ameren Ameren Missouri	Supplemental Indenture to the Ameren Missouri Mortgage dated as of April 1, 1971	April 1971 Form 8-K, Exhibit 6, File No. 1-2967
4.7	Ameren Ameren Missouri	Supplemental Indenture to the Ameren Missouri Mortgage dated as of February 1, 1974	February 1974 Form 8-K, Exhibit 3, File No. 1-2967
4.8	Ameren Ameren Missouri	Supplemental Indenture to the Ameren Missouri Mortgage dated as of July 7, 1980	Exhibit 4.6, File No. 2-69821
4.9	Ameren Ameren Missouri	Supplemental Indenture to the Ameren Missouri Mortgage dated as of October 1, 1993, relative to Series 2028	1993 Form 10-K, Exhibit 4.8, File No. 1-2967
4.10	Ameren Ameren Missouri	Supplemental Indenture to the Ameren Missouri Mortgage dated as of February 1, 2000	2000 Form 10-K, Exhibit 4.1, File No. 1-2967

4.11	Ameren Ameren Missouri	Supplemental Indenture to the Ameren Missouri Mortgage dated August 15, 2002	August 23, 2002 Form 8-K, Exhibit 4.3, File No. 1-2967
4.12	Ameren Ameren Missouri	Supplemental Indenture to the Ameren Missouri Mortgage dated March 5, 2003, relative to Series BB	March 11, 2003 Form 8-K, Exhibit 4.4, File No. 1-2967
4.13	Ameren Ameren Missouri	Supplemental Indenture to the Ameren Missouri Mortgage dated April 1, 2003, relative to Series CC	April 10, 2003 Form 8-K, Exhibit 4.4, File No. 1-2967
4.14	Ameren Ameren Missouri	Supplemental Indenture to the Ameren Missouri Mortgage dated July 15, 2003, relative to Series DD	August 4, 2003 Form 8-K, Exhibit 4.4, File No. 1-2967
4.15	Ameren Ameren Missouri	Supplemental Indenture to the Ameren Missouri Mortgage dated October 1, 2003, relative to Series EE	October 8, 2003 Form 8-K, Exhibit 4.4, File No. 1-2967
4.16	Ameren Ameren Missouri	Supplemental Indenture to the Ameren Missouri Mortgage dated February 1, 2004, relative to Series 2004A (1998A)	March 31, 2004 Form 10-Q, Exhibit 4.1, File No. 1-2967
4.17	Ameren Ameren Missouri	Supplemental Indenture to the Ameren Missouri Mortgage dated February 1, 2004, relative to Series 2004B (1998B)	March 31, 2004 Form 10-Q, Exhibit 4.2, File No. 1-2967
4.18	Ameren Ameren Missouri	Supplemental Indenture to the Ameren Missouri Mortgage dated February 1, 2004, relative to Series 2004C (1998C)	March 31, 2004 Form 10-Q, Exhibit 4.3, File No. 1-2967
4.19	Ameren Ameren Missouri	Supplemental Indenture to the Ameren Missouri Mortgage dated February 1, 2004, relative to Series 2004H (1992)	March 31, 2004 Form 10-Q, Exhibit 4.8, File No. 1-2967
4.20	Ameren Ameren Missouri	Supplemental Indenture to the Ameren Missouri Mortgage dated May 1, 2004 relative to Series FF	May 18, 2004 Form 8-K, Exhibit 4.4, File No. 1-2967
4.21	Ameren Ameren Missouri	Supplemental Indenture to the Ameren Missouri Mortgage dated September 1, 2004 relative to Series GG	September 23, 2004 Form 8-K, Exhibit 4.4, File No. 1-2967
4.22	Ameren Ameren Missouri	Supplemental Indenture to the Ameren Missouri Mortgage dated January 1, 2005 relative to Series HH	January 27, 2005 Form 8-K, Exhibit 4.4, File No. 1-2967
4.23	Ameren Ameren Missouri	Supplemental Indenture to the Ameren Missouri Mortgage dated July 1, 2005 relative to Series II	July 21, 2005 Form 8-K, Exhibit 4.4, File No. 1-2967
4.24	Ameren Ameren Missouri	Supplemental Indenture to the Ameren Missouri Mortgage dated December 1, 2005 relative to Series JJ	December 9, 2005 Form 8-K, Exhibit 4.4, File No. 1-2967
4.25	Ameren Ameren Missouri	Supplemental Indenture to the Ameren Missouri Mortgage dated June 1, 2007 relative to Series KK	June 15, 2007 Form 8-K, Exhibit 4.5, File No. 1-2967
4.26	Ameren Ameren Missouri	Supplemental Indenture to the Ameren Missouri Mortgage dated April 1, 2008 relative to Series LL	April 8, 2008 Form 8-K, Exhibit 4.7, File No. 1-2967
4.27	Ameren Ameren Missouri	Supplemental Indenture to the Ameren Missouri Mortgage dated June 1, 2008 relative to Series MM	June 19, 2008 Form 8-K, Exhibit 4.5, File No. 1-2967
4.28	Ameren Ameren Missouri	Supplemental Indenture to the Ameren Missouri Mortgage dated March 1, 2009 relative to Series NN	March 23, 2009 Form 8-K, Exhibit 4.5, File No. 1-2967
4.29	Ameren Ameren Missouri	Supplemental Indenture to the Ameren Missouri Mortgage dated May 15, 2012	Exhibit 4.45, File No. 333-182258
4.30	Ameren Ameren Missouri	Supplemental Indenture to the Ameren Missouri Mortgage dated September 1, 2012 relative to Series OO	September 11, 2012 Form 8-K, Exhibit 4.4, File No. 1-2967
4.31	Ameren Ameren Missouri	Loan Agreement dated as of December 1, 1992, between the Missouri Environmental Authority and Ameren Missouri, together with Indenture of Trust dated as of December 1, 1992, between the Missouri Environmental Authority and UMB Bank, N.A. as successor trustee to Mercantile Bank of St. Louis, N.A.	1992 Form 10-K, Exhibit 4.38, File No. 1-2967
4.32	Ameren Ameren Missouri	First Amendment dated as of February 1, 2004, to Loan Agreement dated as of December 1, 1992, between the Missouri Environmental Authority and Ameren Missouri	March 31, 2004 Form 10-Q, Exhibit 4.10, File No. 1-2967
4.33	Ameren Ameren Missouri	Series 1998A Loan Agreement dated as of September 1, 1998, between the Missouri Environmental Authority and Ameren Missouri	September 30, 1998 Form 10-Q, Exhibit 4.28, File No. 1-2967
4.34	Ameren Ameren Missouri	First Amendment dated as of February 1, 2004, to Series 1998A Loan Agreement dated as of September 1, 1998, between the Missouri Environmental Authority and Ameren Missouri	March 31, 2004 Form 10-Q, Exhibit 4.11, File No. 1-2967
4.35	Ameren Ameren Missouri	Series 1998B Loan Agreement dated as of September 1, 1998, between the Missouri Environmental Authority and Ameren Missouri	September 30, 1998 Form 10-Q, Exhibit 4.29, File No. 1-2967

4.36	Ameren Ameren Missouri	First Amendment dated as of February 1, 2004, to Series 1998B Loan Agreement dated as of September 1, 1998, between the Missouri Environmental Authority and Ameren Missouri	March 31, 2004 Form 10-Q, Exhibit 4.12, File No. 1-2967
4.37	Ameren Ameren Missouri	Series 1998C Loan Agreement dated as of September 1, 1998, between the Missouri Environmental Authority and Ameren Missouri	September 30, 1998 Form 10-Q, Exhibit 4.30, File No. 1-2967
4.38	Ameren Ameren Missouri	First Amendment dated as of February 1, 2004, to Series 1998C Loan Agreement dated as of September 1, 1998, between the Missouri Environmental Authority and Ameren Missouri	March 31, 2004 Form 10-Q, Exhibit 4.13, File No. 1-2967
4.39	Ameren Ameren Missouri	Indenture dated as of August 15, 2002, from Ameren Missouri to The Bank of New York Mellon, as successor trustee (relating to senior secured debt securities) (Ameren Missouri Indenture)	August 23, 2002 Form 8-K, Exhibit 4.1, File No. 1-2967
4.40	Ameren Ameren Missouri	First Supplemental Indenture to the Ameren Missouri Indenture, dated as of May 15, 2012	Exhibit 4.48, File No. 333-182258
4.41	Ameren Ameren Missouri	Ameren Missouri Indenture Company Order dated March 10, 2003, establishing the 5.50% Senior Secured Notes due 2034 (including the global note)	March 11, 2003 Form 8-K, Exhibits 4.2 and 4.3, File No. 1-2967
4.42	Ameren Ameren Missouri	Ameren Missouri Indenture Company Order dated April 9, 2003, establishing the 4.75% Senior Secured Notes due 2015 (including the global note)	April 10, 2003 Form 8-K, Exhibits 4.2 and 4.3, File No. 1-2967
4.43	Ameren Ameren Missouri	Ameren Missouri Indenture Company Order dated July 28, 2003, establishing the 5.10% Senior Secured Notes due 2018 (including the global note)	August 4, 2003 Form 8-K, Exhibits 4.2 and 4.3, File No. 1-2967
4.44	Ameren Ameren Missouri	Ameren Missouri Indenture Company Order dated October 7, 2003, establishing the 4.65% Senior Secured Notes due 2013 (including the global note)	October 8, 2003 Form 8-K, Exhibits 4.2 and 4.3, File No. 1-2967
4.45	Ameren Ameren Missouri	Ameren Missouri Indenture Company Order dated May 13, 2004, establishing the 5.50% Senior Secured Notes due 2014 (including the global note)	May 18, 2004 Form 8-K, Exhibits 4.2 and 4.3, File No. 1-2967
4.46	Ameren Ameren Missouri	Ameren Missouri Indenture Company Order dated September 1, 2004, establishing the 5.10% Senior Secured Notes due 2019 (including the global note)	September 23, 2004 Form 8-K, Exhibits 4.2 and 4.3, File No. 1-2967
4.47	Ameren Ameren Missouri	Ameren Missouri Indenture Company Order dated January 27, 2005, establishing the 5.00% Senior Secured Notes due 2020 (including the global note)	January 27, 2005 Form 8-K, Exhibits 4.2 and 4.3, File No. 1-2967
4.48	Ameren Ameren Missouri	Ameren Missouri Indenture Company Order dated July 21, 2005, establishing the 5.30% Senior Secured Notes due 2037 (including the global note)	July 21, 2005 Form 8-K, Exhibits 4.2 and 4.3, File No. 1-2967
4.49	Ameren Ameren Missouri	Ameren Missouri Indenture Company Order dated December 8, 2005, establishing the 5.40% Senior Secured Notes due 2016 (including the global note)	December 9, 2005 Form 8-K, Exhibits 4.2 and 4.3, File No. 1-2967
4.50	Ameren Ameren Missouri	Ameren Missouri Indenture Company Order dated June 15, 2007, establishing the 6.40% Senior Secured Notes due 2017 (including the global note)	June 15, 2007 Form 8-K, Exhibits 4.2 and 4.3, File No. 1-2967
4.51	Ameren Ameren Missouri	Ameren Missouri Indenture Company Order dated April 8, 2008, establishing the 6.00% Senior Secured Notes due 2018 (including the global note)	April 8, 2008 Form 8-K, Exhibits 4.3 and 4.5, File No. 1-2967
4.52	Ameren Ameren Missouri	Ameren Missouri Indenture Company Order dated June 19, 2008, establishing the 6.70% Senior Secured Notes due 2019 (including the global note)	June 19, 2008 Form 8-K, Exhibits 4.2 and 4.3, File No. 1-2967
4.53	Ameren Ameren Missouri	Ameren Missouri Indenture Company Order dated March 20, 2009, establishing 8.45% Senior Secured Notes due 2039 (including the global note)	March 23, 2009 Form 8-K, Exhibits 4.2 and 4.3, File No. 1-2967
4.54	Ameren Ameren Missouri	Ameren Missouri Indenture Company Order dated September 11, 2012, establishing 3.90% Senior Secured Notes due 2042 (including the global note)	September 30, 2012 Form 10-Q, Exhibit 4.1 and September 11, 2012 Form 8-K, Exhibit 4.2, File No. 1-2967
4.55	Ameren Ameren Illinois	Indenture dated as of December 1, 1998, from Central Illinois Public Service Company (now known as Ameren Illinois) to The Bank of New York Mellon Trust Company, N.A., as successor trustee (CIPS Indenture)	Exhibit 4.4, File No. 333-59438
4.56	Ameren Ameren Illinois	First Supplemental Indenture to the CIPS Indenture, dated as of June 14, 2006	June 19, 2006 Form 8-K, Exhibit 4.2, File No. 1-3672
4.57	Ameren Ameren Illinois	Second Supplemental Indenture to the CIPS Indenture, dated as of March 1, 2010	Exhibit 4.17, File No. 333-166095
4.58	Ameren Ameren Illinois	Third Supplemental Indenture to the CIPS Indenture, dated as of October 1, 2010	2010 Form 10-K, Exhibit 4.59, File No. 1-3672
4.59	Ameren Ameren Illinois	Ameren Illinois Global Note, dated October 1, 2010, representing CIPS Indenture Senior Notes, 6.125% due 2028	2010 Form 10-K, Exhibit 4.60, File No. 1-3672

4.60	Ameren Ameren Illinois	Ameren Illinois Global Note, dated October 1, 2010, representing CIPS Indenture Senior Notes, 6.70% Series Secured Notes due 2036	2010 Form 10-K, Exhibit 4.62, File No. 1-3672
4.61	Ameren Ameren Illinois	Indenture of Mortgage and Deed of Trust between Illinois Power Company (predecessor in interest to CILCO and Ameren Illinois) and Bankers Trust Company (now known as Deutsche Bank Trust Company Americas), as trustee, dated as of April 1, 1933 (CILCO Mortgage), Supplemental Indenture between the same parties dated as of June 30, 1933, Supplemental Indenture between CILCO (predecessor in interest to Ameren Illinois) and the trustee, dated as of July 1, 1933, Supplemental Indenture between the same parties dated as of January 1, 1935, and Supplemental Indenture between the same parties dated as of April 1, 1940	Exhibit B-1, Registration No. 2-1937; Exhibit B-1(a), Registration No. 2-2093; and Exhibit A, April 1940 Form 8-K, File No. 1-2732
4.62	Ameren Ameren Illinois	Supplemental Indenture to the CILCO Mortgage, dated December 1, 1949	December 1949 Form 8-K, Exhibit A, File No. 1-2732
4.63	Ameren Ameren Illinois	Supplemental Indenture to the CILCO Mortgage, dated July 1, 1957	July 1957 Form 8-K, Exhibit A, File No. 1-2732
4.64	Ameren Ameren Illinois	Supplemental Indenture to the CILCO Mortgage, dated February 1, 1966	February 1966 Form 8-K, Exhibit A, File No. 1-2732
4.65	Ameren Ameren Illinois	Supplemental Indenture to the CILCO Mortgage, dated January 15, 1992	January 30, 1992 Form 8-K, Exhibit 4(b), File No. 1-2732
4.66	Ameren Ameren Illinois	Supplemental Indenture to the CILCO Mortgage, dated June 1, 2006 for the Series AA and BB	June 19, 2006 Form 8-K, Exhibit 4.11, File No. 1-2732
4.67	Ameren Ameren Illinois	Supplemental Indenture to the CILCO Mortgage, dated December 1, 2008 for the Series CC	December 9, 2008 Form 8-K, Exhibit 4.5, File No. 1-2732
4.68	Ameren Ameren Illinois	Supplemental Indenture to the CILCO Mortgage, dated as of October 1, 2010	October 7, 2010 Form 8 K, Exhibit 4.4, File No. 1-14756
4.69	Ameren Ameren Illinois	Indenture dated as of June 1, 2006, from CILCO (predecessor in interest to Ameren Illinois) to The Bank of New York Mellon Trust Company, N.A., as successor trustee (CILCO Indenture)	June 19, 2006 Form 8-K, Exhibit 4.3, File No. 1-2732
4.70	Ameren Ameren Illinois	First Supplemental Indenture to the CILCO Indenture, dated October 1, 2010	October 7, 2010 Form 8 K, Exhibit 4.1, File No. 1-3672
4.71	Ameren Ameren Illinois	Second Supplemental Indenture to the CILCO Indenture dated as of July 21, 2011	September 30, 2011 Form 10-Q, Exhibit 4.1, File No. 1-3672
4.72	Ameren Ameren Illinois	CILCO Indenture Company Order, dated June 14, 2006, establishing the 6.20% Senior Secured Notes due 2016 (including the global note) and the 6.70% Senior Secured Notes due 2036 (including the global note)	June 19, 2006 Form 8-K, Exhibit 4.6, File No. 1-2732
4.73	Ameren Ameren Illinois	CILCO Indenture Company Order, dated December 9, 2008, establishing the 8.875% Senior Secured Notes due 2013 (including the global note)	December 9, 2008 Form 8-K, Exhibits 4.2 and 4.3, File No. 1-2732
4.74	Ameren Ameren Illinois	General Mortgage Indenture and Deed of Trust dated as of November 1, 1992 between Illinois Power Company (predecessor in interest to Ameren Illinois) and The Bank of New York Mellon Trust Company, N.A., as successor trustee (Ameren Illinois Mortgage)	1992 Form 10-K, Exhibit 4(cc), File No. 1-3004
4.75	Ameren Ameren Illinois	Supplemental Indenture dated as of March 1, 1998, to Ameren Illinois Mortgage for Series S	Exhibit 4.41, File No. 333-71061
4.76	Ameren Ameren Illinois	Supplemental Indenture dated as of March 1, 1998, to Ameren Illinois Mortgage for Series T	Exhibit 4.42, File No. 333-71061
4.77	Ameren Ameren Illinois	Supplemental Indenture amending the Ameren Illinois Mortgage dated as of June 15, 1999	June 30, 1999 Form 10-Q, Exhibit 4.2, File No. 1-3004
4.78	Ameren Ameren Illinois	Supplemental Indenture dated as of July 15, 1999, to Ameren Illinois Mortgage for Series U	June 30, 1999 Form 10-Q, Exhibit 4.4, File No. 1-3004
4.79	Ameren Ameren Illinois	Supplemental Indenture amending the Ameren Illinois Mortgage dated as of December 15, 2002	December 23, 2002 Form 8-K, Exhibit 4.1, File No. 1-3004
4.80	Ameren Ameren Illinois	Supplemental Indenture dated as of June 1, 2006, to Ameren Illinois Mortgage for Series AA	June 19, 2006 Form 8-K, Exhibit 4.13, File No. 1-3004
4.81	Ameren Ameren Illinois	Supplemental Indenture dated as of November 15, 2007, to Ameren Illinois Mortgage for Series BB	November 20, 2007 Form 8-K, Exhibit 4.4, File No. 1-3004
4.82	Ameren Ameren Illinois	Supplemental Indenture dated as of April 1, 2008, to Ameren Illinois Mortgage for Series CC	April 8, 2008 Form 8-K, Exhibit 4.9, File No. 1-3004

4.83	Ameren Ameren Illinois	Supplemental Indenture dated as of October 1, 2008, to Ameren Illinois Mortgage for Series DD	October 23, 2008 Form 8-K, Exhibit 4.4, File No. 1-3004
4.84	Ameren Ameren Illinois	Supplemental Indenture, dated as of October 1, 2010, to Ameren Illinois Mortgage for Series CIPS-AA, CIPS-BB and CIPS-CC	October 7, 2010 Form 8 K, Exhibit 4.9, File No. 1-3672
4.85	Ameren Ameren Illinois	Supplemental Indenture, dated as of January 15, 2011, to Ameren Illinois Mortgage	Exhibit 4.78, File No. 333-182258
4.86	Ameren Ameren Illinois	Supplemental Indenture dated as of August 1, 2012, to Ameren Illinois Mortgage for Series EE	August 20, 2012 Form 8-K, Exhibit 4.4, File No. 1-3672
4.87	Ameren Ameren Illinois	Supplemental Indenture, dated as of December 1, 2013, to Ameren Illinois Mortgage for Series FF	December 10, 2013 Form 8-K, Exhibit 4.5, File No. 1-3672
4.88	Ameren Ameren Illinois	Indenture, dated as of June 1, 2006 from IP (predecessor in interest to Ameren Illinois) to The Bank of New York Mellon Trust Company, N.A., as successor trustee (Ameren Illinois Indenture)	June 19, 2006 Form 8-K, Exhibit 4.4, File No. 1-3004
4.89	Ameren Ameren Illinois	First Supplemental Indenture, dated as of October 1, 2010, to the Ameren Illinois Indenture for Series CIPS-AA, CIPS-BB and CIPS-CC	October 7, 2010 Form 8 K, Exhibit 4.5, File No. 1-14756
4.90	Ameren Ameren Illinois	Second Supplemental Indenture to the Ameren Illinois Indenture dated as of July 21, 2011	September 30, 2011 Form 10-Q, Exhibit 4.2, File No. 1-3672
4.91	Ameren Ameren Illinois	Third Supplemental Indenture to the Ameren Illinois Indenture dated as of May 15, 2012	Exhibit 4.83, File No. 333-182258
4.92	Ameren Ameren Illinois	Ameren Illinois Indenture Company Order, dated June 14, 2006, establishing the 6.25% Senior Secured Notes due 2016 (including the global note)	June 19, 2006 Form 8-K, Exhibit 4.7, File No. 1-3004
4.93	Ameren Ameren Illinois	Ameren Illinois Indenture Company Order, dated November 15, 2007, establishing 6.125% Senior Secured Notes due 2017 (including the global note)	November 20, 2007 Form 8-K, Exhibit 4.2, File No. 1-3004
4.94	Ameren Ameren Illinois	Ameren Illinois Indenture Company Order, dated April 8, 2008, establishing 6.25% Senior Secured Notes due 2018 (including the global note)	April 8, 2008 Form 8-K, Exhibit 4.4, File No. 1-3004
4.95	Ameren Ameren Illinois	Ameren Illinois Indenture Company Order dated October 23, 2008, establishing 9.75% Senior Secured Notes due 2018 (including the global note)	October 23, 2008 Form 8-K, Exhibit 4.2, File No. 1-3004
4.96	Ameren Ameren Illinois	Ameren Illinois Indenture Company Order dated August 20, 2012, establishing 2.70% Senior Secured Notes due 2022 (including the global note)	August 20, 2012 Form 8-K, Exhibits 4.2 and 4.3, File No. 1-3004
4.97	Ameren Ameren Illinois	Ameren Illinois Indenture Company Order dated December 10, 2013, establishing 4.80% Senior Secured Notes due 2043 (including the global note)	December 10, 2013 Form 8-K, Exhibit 4.2, File No. 1-3672

Material Contracts

10.1	Ameren Ameren Illinois	Unilateral Borrowing Agreement by and among Ameren, IP (predecessor in interest to Ameren Illinois) and Ameren Services, dated as of September 30, 2004	October 1, 2004 Form 8-K, Exhibit 10.3, File No. 1-3004
10.2	Ameren Companies	Third Amended Ameren Corporation System Utility Money Pool Agreement, as amended September 30, 2004	October 1, 2004 Form 8-K, Exhibit 10.2, File No. 1-14756
10.3	Ameren Ameren Missouri	Credit Agreement, dated as of November 14, 2012, by and among Ameren, Ameren Missouri and JPMorgan Chase Bank, N.A., as agent, and the lenders party thereto.	November 15, 2012 Form 8-K, Exhibit 10.1, File No. 1-14756
10.4	Ameren Ameren Illinois	Credit Agreement, dated as of November 14, 2012, by and among Ameren, Ameren Illinois and JPMorgan Chase Bank, N.A., as agent, and the lenders party thereto.	November 15, 2012 Form 8-K, Exhibit 10.2, File No. 1-14756
10.5	Ameren	*Summary Sheet of Ameren Corporation Non-Management Director Compensation revised on August 9, 2013 and effective as of August 12, 2013	September 30, 2013 Form 10-Q, Exhibit 10.1, File No. 1-14756
10.6	Ameren	*Ameren's Deferred Compensation Plan for Members of the Board of Directors amended and restated effective January 1, 2009, dated June 13, 2008	June 30, 2008 Form 10-Q, Exhibit 10.3, File No. 1-14756
10.7	Ameren Companies	*Amendment dated October 12, 2009, to Ameren's Deferred Compensation Plan for Members of the Board of Directors, effective January 1, 2010	2009 Form 10-K, Exhibit 10.15 , File No. 1-14756
10.8	Ameren Companies	*Amendment dated October 14, 2010, to Ameren's Deferred Compensation Plan for Members of the Board of Directors	2010 Form 10-K, Exhibit 10.15, File No. 1-14756
10.9	Ameren Companies	*Ameren's Deferred Compensation Plan as amended and restated effective January 1, 2010	October 14, 2009 Form 8-K, Exhibit 10.1, File No. 1-14756
10.10	Ameren Companies	*Amendment dated October 14, 2010 to Ameren's Deferred Compensation Plan	2010 Form 10-K, Exhibit 10.17, File No. 1-14756

10.11	Ameren Companies	*2012 Ameren Executive Incentive Plan	December 14, 2011 Form 8-K, Exhibit 10.1, File No. 1-14756
10.12	Ameren Companies	*2013 Ameren Executive Incentive Plan	December 18, 2012 Form 8-K, Exhibit 10.1, File No. 1-14756
10.13	Ameren Companies	*2012 Base Salary Table for Named Executive Officers	2011 Form 10-K, Exhibit 10.23, File No. 1-14756
10.14	Ameren Companies	*2013 Base Salary Table for Named Executive Officers	2012 Form 10-K, Exhibit 10.17, File No. 1-14756
10.15	Ameren Companies	*2014 Base Salary Table for Named Executive Officers	
10.16	Ameren Companies	*Second Amended and Restated Ameren Corporation Change of Control Severance Plan	2008 Form 10-K, Exhibit 10.37, File No. 1-14756
10.17	Ameren Companies	*First Amendment dated October 12, 2009, to the Second Amended and Restated Ameren Change of Control Severance Plan	October 14, 2009 Form 8-K, Exhibit 10.2, File No. 1-14756
10.18	Ameren Companies	*Revised Schedule I to Second Amended and Restated Ameren Change of Control Severance Plan, as amended	September 30, 2013 Form 10-Q, Exhibit 10.2, File No. 1-14756
10.19	Ameren Companies	*Formula for Determining 2011 Target Performance Share Unit Awards to be Issued to Named Executive Officers	December 15, 2010 Form 8-K, Exhibit 99.1, File No. 1-14756
10.20	Ameren Companies	*Formula for Determining 2012 Target Performance Share Unit Awards to be Issued to Named Executive Officers	December 14, 2011 Form 8-K, Exhibit 99.1, File No. 1-14756
10.21	Ameren Companies	*Formula for Determining 2013 Target Performance Share Unit Awards to be Issued to Named Executive Officers	December 18, 2012 Form 8-K, Exhibit 99.1, File No. 1-14756
10.22	Ameren Companies	*Ameren Corporation 2006 Omnibus Incentive Compensation Plan	February 16, 2006 Form 8-K, Exhibit 10.3, File No. 1-14756
10.23	Ameren Companies	*Form of Performance Share Unit Award Agreement for Awards Issued in 2011 pursuant to 2006 Omnibus Incentive Compensation Plan	December 15, 2010 Form 8-K, Exhibit 10.2, File No. 1-14756
10.24	Ameren Companies	*Form of Performance Share Unit Award Agreement for Awards Issued in 2012 pursuant to 2006 Omnibus Incentive Compensation Plan	December 14, 2011 Form 8-K, Exhibit 10.2, File No. 1-14756
10.25	Ameren Companies	*Form of Performance Share Unit Award Agreement for Awards Issued in 2013 pursuant to 2006 Omnibus Incentive Compensation Plan	December 18, 2012 Form 8-K, Exhibit 10.2, File No. 1-14756
10.26	Ameren Companies	*Performance Stock Bonus Award Agreement, dated March 1, 2011, between Ameren and Adam C. Heflin	March 31, 2011 Form 10-Q, Exhibit 10.1, File No. 1-14756
10.27	Ameren Companies	*Ameren Supplemental Retirement Plan amended and restated effective January 1, 2008, dated June 13, 2008	June 30, 2008 Form 10-Q, Exhibit 10.1, File No. 1-14756
10.28	Ameren Companies	*First Amendment to amended and restated Ameren Supplemental Retirement Plan, dated October 24, 2008	2008 Form 10-K, Exhibit 10.44, File No. 1-14756
10.29	Ameren Ameren Illinois	*CILCO Executive Deferral Plan as amended effective August 15, 1999	1999 Form 10-K, Exhibit 10, File No. 1-2732
10.30	Ameren Ameren Illinois	*CILCO Executive Deferral Plan II as amended effective April 1, 1999	1999 Form 10-K, Exhibit 10(a), File No. 1-2732
10.31	Ameren Ameren Illinois	*CILCO Restructured Executive Deferral Plan (approved August 15, 1999)	1999 Form 10-K, Exhibit 10(e), File No. 1-2732
10.32	Ameren	Novation and Amendment of Put Option Agreement, dated March 14, 2013, by and among Medina Valley, AERG, Genco and Ameren	March 19, 2013 Form 8-K, Exhibit 10.3, File No. 1-14756
10.33	Ameren	*Employment and Change of Control Agreement, dated March 13, 2013, between Steven R. Sullivan, AER and Ameren	March 19, 2013 Form 8-K, Exhibit 10.4, File No. 1-14756

Statement re: Computation of Ratios			
12.1	Ameren	Ameren's Statement of Computation of Ratio of Earnings to Fixed Charges	
12.2	Ameren Missouri	Ameren Missouri's Statement of Computation of Ratio of Earnings to Fixed Charges and Combined Fixed Charges and Preferred Stock Dividend Requirements	
12.3	Ameren Illinois	Ameren Illinois' Statement of Computation of Ratio of Earnings to Fixed Charges and Combined Fixed Charges and Preferred Stock Dividend Requirements	

Code of Ethics			
14.1	Ameren Companies	Code of Ethics, as amended February 8, 2013	2012 Form 10-K, Exhibit 14.1, File No. 1-14756

Subsidiaries of the Registrant			
21.1	Ameren Companies	Subsidiaries of Ameren	

Consent of Experts and Counsel			
23.1	Ameren	Consent of Independent Registered Public Accounting Firm with respect to Ameren	
23.2	Ameren Missouri	Consent of Independent Registered Public Accounting Firm with respect to Ameren Missouri	
23.3	Ameren Illinois	Consent of Independent Registered Public Accounting Firm with respect to Ameren Illinois	

Power of Attorney			
24.1	Ameren	Powers of Attorney with respect to Ameren	
24.2	Ameren Missouri	Power of Attorney with respect to Ameren Missouri	
24.3	Ameren Illinois	Power of Attorney with respect to Ameren Illinois	

Rule 13a-14(a)/15d-14(a) Certifications			
31.1	Ameren	Rule 13a-14(a)/15d-14(a) Certification of Principal Executive Officer of Ameren	
31.2	Ameren	Rule 13a-14(a)/15d-14(a) Certification of Principal Financial Officer of Ameren	
31.3	Ameren Missouri	Rule 13a-14(a)/15d-14(a) Certification of Principal Executive Officer of Ameren Missouri	
31.4	Ameren Missouri	Rule 13a-14(a)/15d-14(a) Certification of Principal Financial Officer of Ameren Missouri	
31.5	Ameren Illinois	Rule 13a-14(a)/15d-14(a) Certification of Principal Executive Officer of Ameren Illinois	
31.6	Ameren Illinois	Rule 13a-14(a)/15d-14(a) Certification of Principal Financial Officer of Ameren Illinois	

Section 1350 Certifications			
32.1	Ameren	Section 1350 Certification of Principal Executive Officer and Principal Financial Officer of Ameren	
32.2	Ameren Missouri	Section 1350 Certification of Principal Executive Officer and Principal Financial Officer of Ameren Missouri	
32.3	Ameren Illinois	Section 1350 Certification of Principal Executive Officer and Principal Financial Officer of Ameren Illinois	
Additional Exhibits			
99.1	Ameren Companies	Amended and Restated Tax Allocation Agreement, dated as of November 21, 2013	
Interactive Data File			
101.INS**	Ameren Companies	XBRL Instance Document	
101.SCH**	Ameren Companies	XBRL Taxonomy Extension Schema Document	
101.CAL**	Ameren Companies	XBRL Taxonomy Extension Calculation Linkbase Document	
101.LAB**	Ameren Companies	XBRL Taxonomy Extension Label Linkbase Document	
101.PRE**	Ameren Companies	XBRL Taxonomy Extension Presentation Linkbase Document	
101.DEF**	Ameren Companies	XBRL Taxonomy Extension Definition Document	

The file number references for the Ameren Companies' filings with the SEC are: Ameren, 1-14756; Ameren Missouri, 1-2967; and Ameren Illinois, 1-3672.

*Compensatory plan or arrangement.

**Attached as Exhibit 101 to this report is the following financial information for each of the Ameren Companies' Annual Report on Form 10-K for the year ended December 31, 2013, formatted in XBRL (eXtensible Business Reporting Language): (i) the Consolidated Statement of Income (Loss) for the years ended December 31, 2013, 2012, and 2011, (ii) the Consolidated Statement of Comprehensive Income (Loss) for the years ended December 31, 2013, 2012 and 2011, (iii) the Consolidated Balance Sheet at December 31, 2013 and December 31, 2012, (iv) the Consolidated Statement of Cash Flows for the years ended December 31, 2013, 2012, and 2011, (v) the

Consolidated Statement of Stockholders' Equity for the years ended December 31, 2013, 2012, and 2011, and (vi) the Combined Notes to the Financial Statements for the year ended December 31, 2013.

Each registrant hereby undertakes to furnish to the SEC upon request a copy of any long-term debt instrument not listed above that such registrant has not filed as an exhibit pursuant to the exemption provided by Item 601(b)(4)(iii)(A) of Regulation S-K.

Exhibit 10.15

2014 BASE SALARY TABLE FOR NAMED EXECUTIVE OFFICERS

The 2014 annual base salaries of the following Named Executive Officers of Ameren Corporation ("Ameren"), Union Electric Company ("UE") and Ameren Illinois Company ("AIC") (which officers are employed by Ameren and/or an Ameren subsidiary as of February 28, 2014, and were determined to the extent applicable by reference to the Ameren Proxy Statement and the UE and AIC Information Statements for the 2014 annual meetings of shareholders and by reference to the definition of "Named Executive Officer" in Item 402(a)(3) of SEC Regulation S-K) are as follows:

Name and Position at February 28, 2014	2014 Base Salary
Thomas R. Voss Chairman and Chief Executive Officer – Ameren[1]	$1,062,000
Warner L. Baxter President – Ameren[1] Chairman, President and Chief Executive Officer – UE	$642,000[2]
Martin J. Lyons, Jr. Executive Vice President and Chief Financial Officer – Ameren, UE and AIC	$566,500
Charles D. Naslund Executive Vice President – UE	$476,000
Gregory L. Nelson Senior Vice President, General Counsel and Secretary – Ameren, UE and AIC	$453,500
Daniel F. Cole Chairman, President and Chief Executive Officer – Ameren Services Company	$427,000
Richard J. Mark Chairman, President and Chief Executive Officer – AIC	$424,500
Bruce A. Steinke Senior Vice President, Finance, and Chief Accounting Officer – Ameren, UE and AIC	$330,000

(1) On February 14, 2014, Mr. Voss advised the Ameren board of directors of his intention to retire from his position as President of Ameren, effective February 14, 2014, as Chief Executive Officer of Ameren, effective April 24, 2014, and as Chairman and member of the Ameren board, effective July 1, 2014. On February 14, 2014, Mr. Baxter succeeded Mr. Voss as President of Ameren and a member of the Ameren board. On April 24, 2014, Mr. Baxter will succeed Mr. Voss as Chief Executive Officer of Ameren. The Ameren board expects that Mr. Baxter will succeed Mr. Voss as Chairman of the Ameren board.
(2) Effective April 24, 2014, Mr. Baxter's base salary will be increased from $642,000 to $950,000.

EXHIBIT 12.1

Ameren Corporation
Computation of Ratio of Earnings to Fixed Charges
(Thousands of Dollars, Except Ratios)

	Year Ended December 31,				
	2009	2010	2011[a]	2012	2013
Earnings available for fixed charges, as defined:					
Net income from continuing operations attributable to Ameren Corporation	$ 359,040	$ 513,579	$ 431,213	$ 515,491	$ 512,055
Income from equity investee	—	—	—	—	(57)
Tax expense based on income	145,835	294,037	254,269	307,319	311,288
Fixed charges excluding capitalized interest and preferred stock dividends tax adjustment [b][c]	552,547	542,676	492,058	478,998	455,574
Amortization of capitalized interest [c]	3,301	3,484	3,544	3,435	1,477
Earnings available for fixed charges, as defined	$ 1,060,723	$ 1,353,776	$ 1,181,084	$ 1,305,243	$ 1,280,337
Fixed charges, as defined:					
Interest expense on short-term and long-term debt [b]	$ 509,407	$ 502,032	$ 456,724	$ 440,590	$ 415,465
Capitalized interest [c][d]	12,798	5,852	2,920	13,069	17,076
Estimated interest cost within rental expense	8,341	8,593	8,196	8,039	8,189
Amortization of net debt premium, discount, and expenses	24,925	23,773	21,110	23,926	25,477
Subsidiary preferred stock dividends	9,874	8,278	6,028	6,443	6,443
Adjust preferred stock dividends to pretax basis	5,271	4,753	3,561	4,529	4,116
Total fixed charges, as defined	$ 570,616	$ 553,281	$ 498,539	$ 496,596	$ 476,766
Consolidated ratio of earnings to fixed charges	1.86	2.45	2.37	2.63	2.69

(a) In 2011, Ameren Corporation recorded a charge to earnings of $89 million related to an Ameren Missouri loss on regulatory disallowance. See Note 1 – Summary of Significant Accounting Policies under Part II, Item 8, of this Form 10-K for additional information.
(b) Includes net interest related to uncertain tax positions.
(c) All capitalized interest is associated with discontinued operations.
(d) Excludes allowance for funds used during construction.

Exhibit 12.2

Union Electric Company
Computation of Ratio of Earnings to Fixed Charges and Combined
Fixed Charges and Preferred Stock Dividend Requirements
(Thousands of Dollars, Except Ratios)

	2009	2010	2011 [a]	2012	2013
Earnings available for fixed charges, as defined:					
Net income	$ 265,020	$ 368,702	$ 290,227	$ 419,950	$ 398,523
Tax expense based on income	127,982	199,085	160,085	251,736	241,657
Fixed charges [b]	255,500	242,590	237,120	241,529	229,720
Earnings available for fixed charges, as defined	$ 648,502	$ 810,377	$ 687,432	$ 913,215	$ 869,900
Fixed charges, as defined:					
Interest expense on short-term and long-term debt [b]	$ 242,152	$ 235,277	$ 227,165	$ 231,679	$ 218,725
Estimated interest cost within rental expense	3,542	3,689	3,608	3,445	3,534
Amortization of net debt premium, discount, and expenses	9,806	3,624	6,347	6,405	7,461
Total fixed charges, as defined	$ 255,500	$ 242,590	$ 237,120	$ 241,529	$ 229,720
Ratio of earnings to fixed charges	2.53	3.34	2.90	3.78	3.79
Earnings required for combined fixed charges and preferred stock dividends:					
Preferred stock dividends	$ 5,941	$ 4,716	$ 3,420	$ 3,420	$ 3,420
Adjustment to pretax basis	2,869	2,546	1,887	2,050	2,074
	$ 8,810	$ 7,262	$ 5,307	$ 5,470	$ 5,494
Combined fixed charges and preferred stock dividend requirements	$ 264,310	$ 249,852	$ 242,427	$ 246,999	$ 235,214
Ratio of earnings to combined fixed charges and preferred stock dividend requirements	2.45	3.24	2.84	3.70	3.70

(a) In 2011, Union Electric Company recorded a loss from regulatory disallowance of $89 million. See Note 1 - Summary of Significant Accounting Policies under Part II, Item 8 of this Form 10-K for additional information.

(b) Includes net interest related to uncertain tax positions.

Exhibit 12.3

Ameren Illinois Company
Computation of Ratio of Earnings to Fixed Charges and Combined Fixed Charges and Preferred Stock Dividend Requirements
(Thousands of Dollars, Except Ratios)

	2009[a]	2010[a]	2011	2012	2013
Earnings available for fixed charges, as defined:					
Net income from continuing operations	$ 133,360	$ 212,547	$ 195,731	$ 143,626	$ 163,011
Tax expense based on income	78,970	136,614	126,821	94,166	110,115
Fixed charges [b]	173,945	161,816	141,308	134,191	135,424
Earnings available for fixed charges, as defined	$ 386,275	$ 510,977	$ 463,860	$ 371,983	$ 408,550
Fixed charges, as defined:					
Interest expense on short-term and long-term debt [b]	$ 160,647	$ 147,366	$ 129,300	$ 119,248	$ 117,327
Estimated interest cost within rental expense	3,797	3,899	3,581	3,577	3,731
Amortization of net debt premium, discount, and expenses	9,501	10,551	8,427	11,366	14,366
Total fixed charges, as defined	$ 173,945	$ 161,816	$ 141,308	$ 134,191	$ 135,424
Ratio of earnings to fixed charges	2.22	3.15	3.28	2.77	3.02
Earnings required for combined fixed charges and preferred stock dividends:					
Preferred stock dividends	$ 5,678	$ 4,435	$ 3,045	$ 3,023	$ 3,023
Adjustment to pretax basis	3,362	2,396	1,973	1,982	2,042
	$ 9,040	$ 6,831	$ 5,018	$ 5,005	$ 5,065
Combined fixed charges and preferred stock dividend requirements	$ 182,985	$ 168,647	$ 146,326	$ 139,196	$ 140,489
Ratio of earnings to combined fixed charges and preferred stock dividend requirements	2.11	3.02	3.17	2.67	2.91

(a) In 2010, Central Illinois Light Company and Illinois Power Company merged with and into Central Illinois Public Service Company, with the surviving corporation renamed Ameren Illinois Company. The periods presented reflect the combined results of the three companies.

(b) Includes net interest related to uncertain tax positions.

Exhibit 21.1

SUBSIDIARIES OF AMEREN CORPORATION
AT DECEMBER 31, 2013

Name	State or Jurisdiction of Organization
Ameren Corporation	Missouri
Ameren Development Company	Missouri
Missouri Central Railroad Company	Delaware
CIPSCO Leasing Company	Illinois
CLC Aircraft Leasing Company, LLC	Delaware
QST Enterprises Inc.	Illinois
AmerenEnergy Medina Valley Cogen, L.L.C.	Illinois
Ameren Transmission Company	Delaware
Ameren Michigan Gas Storage, LLC	Delaware
Ameren Transmission Company of Illinois	Illinois
Ameren Services Company	Missouri
Ameren Illinois Company	Illinois
Energy Risk Assurance Company	Vermont
Missouri Energy Risk Assurance Company LLC	Missouri
Union Electric Company (d/b/a Ameren Missouri)	Missouri
Fuelco LLC (50% interest)	Delaware

Subsidiaries not included on this list, considered in the aggregate as a single subsidiary, would not constitute a significant subsidiary as of December 31, 2013.

Exhibit 23.1

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in the Registration Statements on Form S-3 (Nos. 333-175151 and 333-182258) and the Registration Statements on Form S-8 (Nos. 333-50793, 333-133998, 333-157655 and 333-191786) of Ameren Corporation of our report dated March 3, 2014 relating to the financial statements, financial statement schedules and the effectiveness of internal control over financial reporting, which appears in this Form 10-K.

/s/ PricewaterhouseCoopers LLP
PricewaterhouseCoopers LLP
St. Louis, Missouri
March 3, 2014

Exhibit 23.2

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in the Registration Statement on Form S-3 (No. 333-182258-02) of Union Electric Company of our report dated March 3, 2014 relating to the financial statements and financial statement schedule, which appears in this Form 10-K.

/s/ PricewaterhouseCoopers LLP
PricewaterhouseCoopers LLP
St. Louis, Missouri
March 3, 2014

Exhibit 23.3

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in the Registration Statement on Form S-3 (No. 333-182258-01) of Ameren Illinois Company of our report dated March 3, 2014 relating to the financial statements and financial statement schedule, which appears in this Form 10-K.

/s/ PricewaterhouseCoopers LLP
PricewaterhouseCoopers LLP
St. Louis, Missouri
March 3, 2014

Exhibit 24.1

POWER OF ATTORNEY

WHEREAS, AMEREN CORPORATION, a Missouri corporation (herein referred to as the "Company"), is required to file with the Securities and Exchange Commission, under the provisions of the Securities Exchange Act of 1934, as amended, its annual report on Form 10-K for the year ended December 31, 2013; and

WHEREAS, each of the individuals identified below is a director of the Company.

NOW, THEREFORE, each of the undersigned hereby constitutes and appoints Thomas R. Voss and/or Gregory L. Nelson and/or Martin J. Lyons, Jr. 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 to said Form 10-K and any amendments thereto, 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 have hereunto set their hands this 14th day of February, 2014:

Catherine S. Brune, Director	/s/ Catherine S. Brune
Ellen M. Fitzsimmons, Director	/s/ Ellen M. Fitzsimmons
Walter J. Galvin, Director	/s/ Walter J. Galvin
Richard J. Harshman, Director	/s/ Richard J. Harshman
Gayle P. W. Jackson, Director	/s/ Gayle P. W. Jackson
James C. Johnson, Director	/s/ James C. Johnson
Steven H. Lipstein, Director	/s/ Steven H. Lipstein
Patrick T. Stokes, Director	/s/ Patrick T. Stokes
Stephen R. Wilson, Director	/s/ Stephen R. Wilson
Jack D. Woodard, Director	/s/ Jack D. Woodard

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

On this 14th day of February, 2014, before me, the undersigned Notary Public in and for said State, personally appeared the above-named directors of Ameren Corporation, known to me to be the persons described in and who executed the foregoing power of attorney and acknowledged to me that they executed the same as their free act and deed for the purposes therein stated.

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

/s/ Carla J. Flinn
CARLA J. FLINN
Notary Public - Notary Seal
STATE OF MISSOURI - ST. LOUIS CITY
Commission #10399906
My Commission Expires 4/20/2014

POWER OF ATTORNEY

WHEREAS, AMEREN CORPORATION, a Missouri corporation (herein referred to as the "Company"), is required to file with the Securities and Exchange Commission, under the provisions of the Securities Exchange Act of 1934, as amended, its annual report on Form 10-K for the year ended December 31, 2013; and

WHEREAS, the below undersigned is a director of the Company;

NOW, THEREFORE, the undersigned hereby constitutes and appoints Thomas R. Voss and/or Gregory L. Nelson and/or Martin J. Lyons, Jr. 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 to said Form 10-K and any amendments thereto, 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 have hereunto set their hands this 24th day of February, 2014:

Warner L. Baxter, Director /s/ Warner L. Baxter

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

On this 24th day of February, 2014, before me, the undersigned Notary Public in and for said State, personally appeared the above-named director of Ameren Corporation, 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.

/s/ Carla J. Flinn
CARLA J. FLINN
Notary Public - Notary Seal
STATE OF MISSOURI - ST. LOUIS CITY
Commission #10399906
My Commission Expires 4/20/2014

Exhibit 24.2

POWER OF ATTORNEY

WHEREAS, UNION ELECTRIC COMPANY, a Missouri corporation (herein referred to as the "Company"), is required to file with the Securities and Exchange Commission, under the provisions of the Securities Exchange Act of 1934, as amended, its annual report on Form 10-K for the year ended December 31, 2013; and

WHEREAS, each of the individuals identified below is a director of the Company.

NOW, THEREFORE, each of the undersigned hereby constitutes and appoints Warner L. Baxter and/or Gregory L. Nelson and/or Martin J. Lyons, Jr. 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 to said Form 10-K and any amendments thereto, 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 have hereunto set their hands this 14th day of February, 2014:

Daniel F. Cole, Director	/s/ Daniel F. Cole
Michael L. Moehn, Director	/s/ Michael L. Moehn
Charles D. Naslund, Director	/s/ Charles D. Naslund
Gregory L. Nelson, Director	/s/ Gregory L. Nelson

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

On this 14th day of February, 2014, before me, the undersigned Notary Public in and for said State, personally appeared the above-named directors of Union Electric Company, known to me to be the persons described in and who executed the foregoing power of attorney and acknowledged to me that they executed the same as their free act and deed for the purposes therein stated.

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

/s/ Carla J. Flinn

CARLA J. FLINN
Notary Public - Notary Seal
STATE OF MISSOURI - ST. LOUIS CITY
Commission #10399906
My Commission Expires 4/20/2014

Exhibit 24.3

POWER OF ATTORNEY

WHEREAS, AMEREN ILLINOIS COMPANY, an Illinois corporation (herein referred to as the "Company"), is required to file with the Securities and Exchange Commission, under the provisions of the Securities Exchange Act of 1934, as amended, its annual report on Form 10-K for the year ended December 31, 2013; and

WHEREAS, each of the individuals identified below is a director of the Company.

NOW, THEREFORE, each of the undersigned hereby constitutes and appoints Richard J. Mark and/or Gregory L. Nelson and/or Martin J. Lyons, Jr. 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 to said Form 10-K and any amendments thereto, 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 have hereunto set their hands this 14th day of February, 2014:

Daniel F. Cole, Director	/s/ Daniel F. Cole
Gregory L. Nelson, Director	/s/ Gregory L. Nelson

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

On this 14th day of February, 2014, before me, the undersigned Notary Public in and for said State, personally appeared the above-named directors of Ameren Illinois Company, known to me to be the persons described in and who executed the foregoing power of attorney and acknowledged to me that they executed the same as their free act and deed for the purposes therein stated.

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

/s/ Carla J. Flinn

CARLA J. FLINN
Notary Public - Notary Seal
STATE OF MISSOURI - ST. LOUIS CITY
Commission #10399906
My Commission Expires 4/20/2014

Exhibit 31.1

RULE 13a-14(a)/15d-14(a) CERTIFICATION
OF PRINCIPAL EXECUTIVE OFFICER OF AMEREN CORPORATION
(required by Section 302 of the Sarbanes-Oxley Act of 2002)

I, Thomas R. Voss, certify that:

1. I have reviewed this report on Form 10-K for the fiscal year ended December 31, 2013, of Ameren Corporation;

2. Based on my knowledge, this 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 report;

3. Based on my knowledge, the financial statements, and other financial information included in this 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 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-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, 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 report is being prepared;

b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: March 3, 2014

/s/ Thomas R. Voss
Thomas R. Voss
Chairman and Chief Executive Officer
(Principal Executive Officer)

Exhibit 31.2

RULE 13a-14(a)/15d-14(a) CERTIFICATION
OF PRINCIPAL FINANCIAL OFFICER OF AMEREN CORPORATION
(required by Section 302 of the Sarbanes-Oxley Act of 2002)

I, Martin J. Lyons, Jr., certify that:

1. I have reviewed this report on Form 10-K for the fiscal year ended December 31, 2013, of Ameren Corporation;

2. Based on my knowledge, this 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 report;

3. Based on my knowledge, the financial statements, and other financial information included in this 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 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-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, 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 report is being prepared;

b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: March 3, 2014

/s/ Martin J. Lyons, Jr.

Martin J. Lyons, Jr.
Executive Vice President and Chief Financial Officer
(Principal Financial Officer)

Exhibit 31.3

RULE 13a-14(a)/15d-14(a) CERTIFICATION
OF PRINCIPAL EXECUTIVE OFFICER OF UNION ELECTRIC COMPANY
(required by Section 302 of the Sarbanes-Oxley Act of 2002)

I, Warner L. Baxter, certify that:

1. I have reviewed this report on Form 10-K for the fiscal year ended December 31, 2013, of Union Electric Company;

2. Based on my knowledge, this 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 report;

3. Based on my knowledge, the financial statements, and other financial information included in this 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 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-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, 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 report is being prepared;

b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: March 3, 2014

/s/ Warner L. Baxter

Warner L. Baxter
Chairman, President and Chief Executive Officer
(Principal Executive Officer)

Exhibit 31.4

RULE 13a-14(a)/15d-14(a) CERTIFICATION
OF PRINCIPAL FINANCIAL OFFICER OF UNION ELECTRIC COMPANY
(required by Section 302 of the Sarbanes-Oxley Act of 2002)

I, Martin J. Lyons, Jr., certify that:

1. I have reviewed this report on Form 10-K for the fiscal year ended December 31, 2013, of Union Electric Company;

2. Based on my knowledge, this 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 report;

3. Based on my knowledge, the financial statements, and other financial information included in this 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 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-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, 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 report is being prepared;

b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: March 3, 2014

/s/ Martin J. Lyons, Jr.

Martin J. Lyons, Jr.
Executive Vice President and Chief Financial Officer
(Principal Financial Officer)

Exhibit 31.5

RULE 13a-14(a)/15d-14(a) CERTIFICATION
OF PRINCIPAL EXECUTIVE OFFICER OF AMEREN ILLINOIS COMPANY
(required by Section 302 of the Sarbanes-Oxley Act of 2002)

I, Richard J. Mark, certify that:

1. I have reviewed this report on Form 10-K for the fiscal year ended December 31, 2013, of Ameren Illinois Company;

2. Based on my knowledge, this 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 report;

3. Based on my knowledge, the financial statements, and other financial information included in this 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 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-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, 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 report is being prepared;

b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: March 3, 2014

/s/ Richard J. Mark

Richard J. Mark
Chairman, President and Chief Executive Officer
(Principal Executive Officer)

Exhibit 31.6

RULE 13a-14(a)/15d-14(a) CERTIFICATION
OF PRINCIPAL FINANCIAL OFFICER OF AMEREN ILLINOIS COMPANY
(required by Section 302 of the Sarbanes-Oxley Act of 2002)

I, Martin J. Lyons, Jr., certify that:

1. I have reviewed this report on Form 10-K for the fiscal year ended December 31, 2013, of Ameren Illinois Company;

2. Based on my knowledge, this 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 report;

3. Based on my knowledge, the financial statements, and other financial information included in this 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 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-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, 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 report is being prepared;

b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: March 3, 2014

/s/ Martin J. Lyons, Jr.

Martin J. Lyons, Jr.
Executive Vice President and Chief Financial Officer
(Principal Financial Officer)

Exhibit 32.1

SECTION 1350 CERTIFICATION OF
AMEREN CORPORATION
(required by Section 906 of the
Sarbanes-Oxley Act of 2002)

In connection with the report on Form 10-K for the fiscal year ended December 31, 2013, of Ameren Corporation (the "Registrant") as filed by the Registrant with the Securities and Exchange Commission on the date hereof (the "Form 10-K"), each undersigned officer of the Registrant does hereby certify, pursuant to 18 U.S.C. §1350, as adopted pursuant to §906 of the Sarbanes-Oxley Act of 2002, that:

(1) The Form 10-K fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934 (15 U.S.C. 78m or 78o(d)); and

(2) The information contained in the Form 10-K fairly presents, in all material respects, the financial condition and results of operations of the Registrant.

Date: March 3, 2014

/s/ Thomas R. Voss
Thomas R. Voss
Chairman and Chief Executive Officer
(Principal Executive Officer)

/s/ Martin J. Lyons, Jr.
Martin J. Lyons, Jr.
Executive Vice President and Chief Financial Officer
(Principal Financial Officer)

Exhibit 32.2

SECTION 1350 CERTIFICATION OF
UNION ELECTRIC COMPANY
(required by Section 906 of the
Sarbanes-Oxley Act of 2002)

In connection with the report on Form 10-K for the fiscal year ended December 31, 2013, of Union Electric Company (the "Registrant") as filed by the Registrant with the Securities and Exchange Commission on the date hereof (the "Form 10-K"), each undersigned officer of the Registrant does hereby certify, pursuant to 18 U.S.C. §1350, as adopted pursuant to §906 of the Sarbanes-Oxley Act of 2002, that:

(1) The Form 10-K fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934 (15 U.S.C. 78m or 78o(d)); and

(2) The information contained in the Form 10-K fairly presents, in all material respects, the financial condition and results of operations of the Registrant.

Date: March 3, 2014

/s/ Warner L. Baxter
Warner L. Baxter
Chairman, President and Chief Executive Officer
(Principal Executive Officer)

/s/ Martin J. Lyons, Jr.
Martin J. Lyons, Jr.
Executive Vice President and Chief Financial Officer
(Principal Financial Officer)

Exhibit 32.3

SECTION 1350 CERTIFICATION OF
AMEREN ILLINOIS COMPANY
(required by Section 906 of the
Sarbanes-Oxley Act of 2002)

In connection with the report on Form 10-K for the fiscal year ended December 31, 2013, of Ameren Illinois Company (the "Registrant") as filed by the Registrant with the Securities and Exchange Commission on the date hereof (the "Form 10-K"), each undersigned officer of the Registrant does hereby certify, pursuant to 18 U.S.C. §1350, as adopted pursuant to §906 of the Sarbanes-Oxley Act of 2002, that:

(1) The Form 10-K fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934 (15 U.S.C. 78m or 78o(d)); and

(2) The information contained in the Form 10-K fairly presents, in all material respects, the financial condition and results of operations of the Registrant.

Date: March 3, 2014

/s/ Richard J. Mark

Richard J. Mark
Chairman, President and Chief Executive Officer
(Principal Executive Officer)

/s/ Martin J. Lyons, Jr.

Martin J. Lyons, Jr.
Executive Vice President and Chief Financial Officer
(Principal Financial Officer)

Exhibit 99.1

AMEREN CORPORATION
AND ITS AFFILIATED CORPORATIONS

AMENDED AND RESTATED
TAX ALLOCATION AGREEMENT

This amended and restated agreement is made effective as of November 21, 2013 by and among Ameren Corporation, a Missouri Corporation, and its affiliated corporations, as identified in Exhibit A hereto (collectively, the "Group"; individually, "member of the Group").

WHEREAS, the members of the Group are affiliated corporations within the meaning of section 1504 of the Internal Revenue Code of 1986, as amended, and will join in the annual filing of a consolidated federal income tax return;

WHEREAS, the members of the Group intend to allocate the consolidated income tax liabilities and benefits to each member of the Group in a fair and equitable manner; and

WHEREAS, the members of the Group intend to allocate the liabilities and benefits arising from the Group's annual consolidated income tax returns in compliance with section 1552(a)(l) of the Internal Revenue Code and Title 26, section 1.1502-33(d)(2) of the Code of Federal Regulations;

WHEREAS, Ameren Corporation has entered into that certain transaction agreement by and between Ameren Corporation and Illinois Power Holdings, LLC ("IPH") dated as of March 14, 2013 ("Transaction Agreement") pursuant to which it is contemplated that certain Subsidiaries of the Transferred Company (as defined in the Transaction Agreement) will cease to be members of the Group;

WHEREAS, Section 7.7 of the Transaction Agreement provides that anything in any other agreement to the contrary notwithstanding, all liabilities, obligations and rights between any member of the Seller Group (as defined in the Transaction Agreement), on the one hand, and any of the Transferred Company (as defined in the Transaction Agreement) or its Subsidiaries, on the other hand, under any Tax (as defined in the Transaction Agreement) sharing or Tax indemnity agreement in effect prior to the Closing Date (as defined in the Transaction Agreement) (other than the Transaction Agreement) shall cease and terminate as of the Closing Date as to all past, present and future taxable periods;

WHEREAS, the Group desires to effectuate Section 7.7 of the Transaction Agreement;

IT IS THEREFORE AGREED, as follows:

Section 1. Definitions

For purposes of this agreement, the following definitions shall apply:

(a) "Consolidated tax" shall mean the Group's aggregate tax liability for a taxable year as shown on the consolidated federal income tax return.

(b) "Consolidated refund" shall mean the Group's refund for a taxable year as shown on the consolidated federal income tax return.

(c) "Corporate taxable income" or "corporate taxable loss" shall mean the income or loss of a member of the Group for a taxable year, computed as though the member had filed a separate federal income tax return on the same basis as used in the consolidated return, except that:

(1) Dividend income from other members of the Group shall be disregarded, and

(2) Intercompany transactions that are eliminated in the consolidated return shall be given appropriate treatment.

(d) "Separate return tax" shall mean the federal income tax liability or federal income tax refund, computed with respect to the corporate taxable income or loss of a member of the Group as though the member were not a member of the Group. If the separate return tax is a liability, it shall be referred to as a "positive separate return tax." If the separate return tax is a refund, it shall be referred to as a "negative separate return tax."

(e) A "positive" allocation shall be the obligation to make a payment to the Group. A "negative" allocation shall be the right to receive a payment from the Group.

Section 2. General Allocation Method

Each taxable year, the members of the Group shall allocate the consolidated tax or consolidated refund in accordance with the following procedures:

(a) A member, to include Ameren Corporation, that would have a positive separate return tax shall receive a positive allocation in an amount equal to such positive separate return tax.

(b) A member, other than Ameren Corporation, that would have a negative separate return tax shall receive a negative allocation in an amount equal to such negative separate return tax.

(c) If Ameren Corporation would have a negative separate return tax, then each member having positive separate return tax shall receive a negative allocation in an amount equal to such negative separate return tax multiplied by the member's allocation ratio of the sum of the positive separate return tax.

Section 3. Special Allocation Rules

(a) *Alternative Minimum Tax.* In any year in which alternative minimum tax (AMT) is payable by the Group, the consolidated tax shall be separated into two parts: regular tax and AMT.

(1) Regular tax shall be allocated in accordance with the general allocation method set forth in section 2, above.

(2) AMT will be allocated to each member of the Group based on the proportion of:

(A) the excess of its separate company tentative minimum tax over its separate company regular tax liability, to

(B) the aggregate of the excesses of such companies' tentative minimum tax amounts over their regular tax liability amounts.

(3) Each member whose regular tax liability exceeds its tentative minimum tax on a separate company basis shall be excluded from this calculation and shall not be impacted by the Group's AMT liability.

(4) The minimum tax credit shall be allocated to the members of the Group to which the associated AMT was allocated, in proportion to the associated AMT allocated to such members.

(b) *Investment Tax Credits; Other Tax Benefits and Material Items Taxed at Different Rates.* Any investment tax credits, other tax benefits and material items taxed at rates other than the rate applicable to corporate taxable income shall be allocated directly to the members of the Group giving rise to them.

Section 4. Maximum Allocation

The tax allocated to any member shall not exceed the separate return tax of such member.

Section 5. Payments

Each member of the Group is responsible for its own tax liability. Payment of such liability shall be made in accordance with the following procedure:

(a) A member of the Group with a net positive allocation shall pay Ameren Corporation the net amount allocated.

(b) A subsidiary member of the Group with a net negative allocation shall receive payment from Ameren Corporation in the amount of the net negative allocation.

(c) Ameren Corporation shall pay to the Internal Revenue Service the Group's net current federal income tax liability from the net of the receipts and payments to and from members of the Group.

(d) Ameren Corporation shall make any calculations on behalf of the members of the Group necessary to comply with the estimated tax provisions of IRC section 6655. Based on such calculations, Ameren Corporation shall charge the members appropriate amounts at intervals consistent with the dates in that section.

(e) If the Group has a consolidated net operating loss ("NOL") for a taxable year (the "loss year") and the NOL cannot be used in full by being carried back to a prior taxable year, the unused portion of the NOL shall be allocated (as negative allocations) to the members of the Group having negative allocations for the loss year in proportion to the relative magnitude of such negative allocations for the loss year. Each such member shall carry negative allocation from the loss year forward to the following taxable year and combine it with its allocation for such following taxable year.

(f) A member shall make any payment required by this section within 60 days after receiving notice of such payment from Ameren Corporation. Alternatively, in the case of any second tier subsidiary (any company that is wholly-owned by a signatory to this agreement), the parent of such second-tier subsidiary may make the payment required by the preceding sentence for itself and all of its second-tier subsidiaries within the 60-day period, with the second-tier subsidiaries to compensate such parent within a reasonable time thereafter.

Section 6. Adjustments to Tax Liability Shown on Returns

(a) In the event that the consolidated tax or consolidated refund is subsequently adjusted by the Internal Revenue Service or by a court decision, the consolidated tax, consolidated refund and separate return tax shall be adjusted accordingly consistent with the methodology set forth previously in this agreement. Any prior payments among the members of the Group shall be adjusted to conform to the change.

(b) If any interest is paid or received as a result of an adjustment to consolidated tax or consolidated refund, it will be allocated to the parties in the proportion that each member's change in separate tax in each affected year bears to the change in consolidated tax or consolidated refund.

(c) Any penalty shall be paid by the member of the Group that is responsible for the penalty. If the party at fault cannot be determined, the penalty shall be allocated in the same manner as if it were additional tax.

Section 7. State Income Taxes

(a) Any state income tax liability (including liability for interest or penalties) associated with the filing of a separate state income tax return by a member of the Group shall be allocated to and paid directly by such member.

(b) Any state income tax liability (including liability for interest or penalties) associated with the filing of a consolidated, unitary, or combined state return shall be allocated to the members of the Group participating in the returns following the procedures set forth above for federal income tax liabilities.

(c) Because certain states utilize a unitary method, the Group's aggregate income tax liability to a state may exceed the sum of the members' separate return income tax liabilities to the state. Notwithstanding section 4 of this agreement, if this occurs, the excess of the Group's aggregate liability to such state over the sum of the members' separate return liabilities for such state shall be allocated to the member or members whose operations caused the Group to be taxed by the state, following the procedures set forth above for federal income tax liabilities. Conversely, the sum of the members' separate return liabilities may exceed the Group's aggregate liability to a state. If this occurs, the excess of the sum of the members' separate return liabilities for such state over the Group's aggregate liability to such state shall be allocated to the member or members whose operations caused the excess, following the procedures set forth above for federal income tax liabilities.

Section 8. New Affiliates

The members of the Group will cause any corporation which becomes an affiliated corporation within the meaning of IRC section 1504 to join in this agreement.

Section 9. Acknowledgement of The Joining of Affiliates Under Prior Tax Allocation Agreement.

The parties to this agreement expressly agree and acknowledge that all entities that became members of the Group on or after September 30, 2004 have been treated as though they had joined in the Ameren Corporation and Its Affiliated Corporations Amended and Restated Tax Allocation Agreement dated as of September 30, 2004 and that it has been, and remains, the intent of the parties to this agreement that all such entities be so treated.

Section 10. Amendment

This agreement may be amended from time to time by agreement amongst the parties to this Agreement.

Section 11. Effectuation of Section 7.7 of the Transaction Agreement

If all of the equity interests of New AER (as defined in the Transaction Agreement) are transferred to IPH pursuant to the Transaction Agreement, then anything in this agreement or any other agreement to the contrary notwithstanding, all liabilities, obligations and rights between any member of the Seller Group (as defined in the Transaction Agreement), on the one hand, and any of the Transferred Company (as defined in the Transaction Agreement) or its Subsidiaries, on the other hand, under any Tax (as defined in the Transaction Agreement) sharing or Tax indemnity agreement as in effect prior to the Closing Date (as defined in the Transaction Agreement) (other than the Transaction Agreement) shall cease and terminate as of the Closing Date as to all past, present and future taxable periods. Nothing in the preceding sentence shall be construed to alter the allocation of income tax for any period prior to the Closing Date to any subsidiary member or former subsidiary member of the Group.

Section 12. Cooperation of Members

Each member shall execute and file such consent, elections and other documents that may be required or appropriate for the proper filing of consolidated income tax returns and for the allocations provided by this agreement.

Section 13. Counterparts

This agreement may be executed in one or more counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same instrument. Confirmation of execution or delivery by telefax, email or other electronic means of a signature page shall be binding upon any party so confirming or delivering.

[REST OF PAGE INTENTIONALLY LEFT BLANK]

The above procedures for allocating the consolidated income tax liability of the Group have been agreed to by each of the below listed members of the Group, as evidenced by the signature of an officer of each member.

Ameren Corporation	by: /s/ Gregory L. Nelson Name: Gregory L. Nelson Title: Senior Vice President, General Counsel & Secretary
Ameren Development Company	by: /s/ Bruce A. Steinke Name: Bruce A. Steinke Title: Senior Vice President, Finance & Chief Accounting Officer
Ameren Energy Resources Company, LLC	by: /s/ Christopher A. Iselin Name: Christopher A. Iselin Title: Senior Vice President
Ameren Energy Fuels & Services Company	by: /s/ Bruce A. Steinke Name: Bruce A. Steinke Title: Senior Vice President, Finance & Chief Accounting Officer
Ameren Energy Generating Company	by: /s/ Christopher A. Iselin Name: Christopher A. Iselin Title: Senior Vice President
Coffeen and Western Railroad Company	by: /s/ James A. Sobule Name: James A. Sobule Title: Assistant Secretary
Ameren Energy Marketing Company	by: /s/ Shawn E. Schukar Name: Shawn E. Schukar Title: Senior Vice President
Ameren Services Company	by: /s/ Bruce A. Steinke Name: Bruce A. Steinke Title: Senior Vice President, Finance & Chief Accounting Officer
AmerenEnergy Resources Generating Company	by: /s/ Christopher A. Iselin Name: Christopher A. Iselin Title: Senior Vice President
Missouri Central Railroad Company	by: /s/ Kendall D. Coyne Name: Kendall D. Coyne Title: Vice President

[Signature Page to Amended and Restated Tax Allocation Agreement]

Union Electric Company	by: /s/ Bruce A. Steinke Name: Bruce A. Steinke Title: Senior Vice President, Finance & Chief Accounting Officer
Ameren Illinois Company	by: /s/ Bruce A. Steinke Name: Bruce A. Steinke Title: Senior Vice President, Finance & Chief Accounting Officer
Ameren Transmission Company of Illinois	by: /s/ Bruce A. Steinke Name: Bruce A. Steinke Title: Senior Vice President, Finance & Chief Accounting Officer
Electric Energy, Inc.	by: /s/ David R. Rambo Name: David R. Rambo Title: Secretary & Treasurer
Met-South, Inc.	by: /s/ John S. Rendleman Name: John S. Rendleman Title: President
Midwest Electric Power, Inc.	by: /s/ David R. Rambo Name: David R. Rambo Title: Treasurer
Joppa & Eastern Railroad Company	by: /s/ David R. Rambo Name: David R. Rambo Title: Treasurer
QST Enterprises Inc.	by: /s/ Bruce A. Steinke Name: Bruce A. Steinke Title: Senior Vice President, Finance & Chief Accounting Officer
Energy Risk Assurance Company	by: /s/ Mark E. Blair Name: Mark E. Blair Title: President
CIPSCO Leasing Company	by: /s/ Bruce A. Steinke Name: Bruce A. Steinke Title: Senior Vice President, Finance & Chief Accounting Officer

EXHIBIT A

Ameren Corporation
Ameren Development Company
Ameren Energy Resources Company, LLC
Ameren Energy Fuels and Services Company Ameren Energy Generating Company
Coffeen and Western Railroad Company
Ameren Energy Marketing Company Ameren Services Company
AmerenEnergy Resources Generating Company
Missouri Central Railroad Company
Union Electric Company
Ameren Illinois Company
Ameren Transmission Company of Illinois
Electric Energy, Inc.
Met-South, Inc.
Midwest Electric Power, Inc.
Joppa & Eastern Railroad Company
QST Enterprises Inc.
Energy Risk Assurance Company
CIPSCO Leasing Company