STAMPS.COM INC
Form 8-K
June 13, 2013

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
FORM 8-K
CURRENT REPORT
Pursuant to Section 13 OR 15(d) of The Securities Exchange Act of 1934
Date of Report (Date of earliest event reported): June 12, 2013

Stamps.com Inc.

(Exact name of registrant as specified in its charter)

Delaware	000-26427	77-0454966
(State or other jurisdiction of incorporation)	(Commission File Number)	(IRS Employer Identification No.)

1990 E. Grand Avenue, El Segundo, CA 90245
(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: (310) 482-5800

Not Applicable

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

o Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 5.07 Submission of Matters to a Vote of Security Holders.

On June 12, 2013, Stamps.com Inc. (the "Company") held its annual meeting of shareholders in El Segundo, California ("Annual Meeting"). As of April 18, 2013, the Company's record date, there were a total of 15,296,587 shares of common stock issued and outstanding and entitled to vote at the Annual Meeting. At the Annual Meeting, 13,147,596 shares of common stock were represented in person or by proxy and, therefore, a quorum was present.

The shareholders of the Company voted on the following items at the Annual Meeting:

1. To elect one director to hold office until the 2016 Annual Meeting of Stockholders;

2. To approve, on an advisory basis, our executive compensation; and

3. To ratify the appointment of Ernst & Young LLP as our independent auditors for 2013.

Votes regarding the election of the director nominees were as follows:

Nominees	For	Withheld	Broker Non-Votes
Mohan Ananda	7,721,234	4,004,430	1,421,932

Based on the votes set forth above, the director nominee was duly elected.

The proposal to approve, on an advisory basis, our executive compensation received the following votes:

For	Against	Abstain	Broker Non-Votes
11,137,278	181,607	406,779	1,421,932

Based on the votes set forth above, the stockholders advised that they were in favor of the executive compensation.

The proposal to ratify the appointment of Ernst & Young LLP as the Company's independent auditors for the year ending December 31, 2013 received the following votes:

For	Against	Abstain	Broker Non-Votes
13,043,155	95,528	8,913	—

Based on the votes set forth above, the appointment of Ernst & Young LLP as the Company's independent auditors for the year ending December 31, 2013 was duly ratified.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

	Stamps.com Inc. (Registrant)
June 13, 2013 Date	/s/ Kenneth McBride (Signature)
	Kenneth McBride, Chief Executive Officer

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amily:ARIAL" SIZE="1">(1) - - (21) (22)

Settlements

(27) 205 (2) (225) (49)

Transfers into Level 3

(1) - - 1 -

Transfers out of Level 3

1 - - (2) (1)

Ending balance at December 31, 2011

$21 $(140) $- $234 $115

Change in unrealized gains (losses) related to assets/liabilities held at December 31, 2011

$1 $13 $(1) $60 $73

Uranium:

Beginning balance at January 1, 2011

$2 $(a) $(a) $(a) $2

Realized and unrealized gains (losses):

Included in regulatory assets/liabilities

(3) (a) (a) (a) (3)

Total realized and unrealized gains (losses)

(3) (a) (a) (a) (3)

Purchases

(1) (a) (a) (a) (1)

Settlements

1 (a) (a) (a) 1

Ending balance at December 31, 2011

$(1) $(a) $(a) $(a) $(1)

Change in unrealized gains (losses) related to assets/liabilities held at December 31, 2011

$- $(a) $(a) $(a) $-

(a) Not applicable.
(b) Net gains and losses on fuel oils and natural gas derivative commodity contracts are recorded in Operating Expenses Fuel , while net gains and losses on power derivative commodity contracts are recorded in Operating Revenues Electric.
(c) Includes amounts for Merchant Generation nonregistrant subsidiaries and intercompany eliminations.

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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, 2010:

	Net derivative commodity contracts				
	Ameren Missouri	Ameren Illinois	Genco	Other(c)	Ameren
Fuel oils:					
Beginning balance at January 1, 2010	$ 32	$ (a)	$ 21	$ 7	$ 60
Realized and unrealized gains (losses):					
Included in earnings(b)	-	(a)	3	(2)	1
Included in regulatory assets/liabilities	8	(a)	(a)	(a)	8
Total realized and unrealized gains (losses)	8	(a)	3	(2)	9
Purchases	18	(a)	11	4	33
Settlements	(28)	(a)	(18)	(5)	(51)
Ending balance at December 31, 2010	$ 30	$ (a)	$ 17	$ 4	$ 51
Change in unrealized gains (losses) related to assets/liabilities held at December 31, 2010	$ 7	$ (a)	$ 4	$ -	$ 11
Natural gas:					
Beginning balance at January 1, 2010	$ (6)	$ (61)	$ -	$ -	$ (67)
Realized and unrealized gains (losses):					
Included in regulatory assets/liabilities	(20)	(152)	(a)	(a)	(172)
Total realized and unrealized gains (losses)	(20)	(152)	-	-	(172)
Purchases	-	(5)	-	-	(5)
Settlements	12	84	-	-	96
Ending balance at December 31, 2010	$ (14)	$ (134)	$ -	$ -	$ (148)
Change in unrealized gains (losses) related to assets/liabilities held at December 31, 2010	$ (11)	$ (82)	$ -	$ 1	$ (92)
Power:					
Beginning balance at January 1, 2010	$ (1)	$ (422)	$ 1	$ 460	$ 38
Realized and unrealized gains (losses):					
Included in earnings(b)	-	-	2	32	34
Included in OCI	-	-	-	8	8
Included in regulatory assets/liabilities	27	(107)	(a)	95	15
Total realized and unrealized gains (losses)	27	(107)	2	135	57
Purchases	4	19	(10)	26	39
Sales	2	-	12	(13)	1
Settlements	(24)	158	(2)	(197)	(65)
Transfers into Level 3	-	-	-	(2)	(2)
Transfers out of Level 3	(6)	-	-	(26)	(32)
Ending balance at December 31, 2010	$ 2	$ (352)	$ 3	$ 383	$ 36
Change in unrealized gains (losses) related to assets/liabilities held at December 31, 2010	$ 1	$ (89)	$ -	$ 81	$ (7)
Uranium:					
Beginning balance at January 1, 2010	$ (2)	$ (a)	$ (a)	$ (a)	$ (2)
Realized and unrealized gains (losses):					
Included in regulatory assets/liabilities	3	(a)	(a)	(a)	3
Total realized and unrealized gains (losses)	3	(a)	(a)	(a)	3
Settlements	1	(a)	(a)	(a)	1
Ending balance at December 31, 2010	$ 2	$ (a)	$ (a)	$ (a)	$ 2
Change in unrealized gains (losses) related to assets/liabilities held at December 31, 2010	$ 1	$ (a)	$ (a)	$ (a)	$ 1

(a) Not applicable.
(b) Net gains and losses on heating oil and natural gas derivative commodity contracts are recorded in Operating Expenses Fuel, while net gains and losses on power derivative commodity contracts are recorded in Operating Revenues Electric.
(c) Includes amounts for Merchant Generation nonregistrant subsidiaries and intercompany eliminations.

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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 between Level 2 and Level 3 were primarily caused by changes in availability of financial power trades observable on electronic exchanges from the previous reporting period for the years ended December 31, 2011 and 2010. 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, 2011 and 2010, 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, 2011 and 2010:

	2011	2010
Ameren - derivative commodity contracts:[(a)]		
Transfers into Level 3 / Transfers out of Level 1	**$ -**	$ (1)
Transfers out of Level 3 / Transfers into Level 1	**(30)**	-
Transfers into Level 3 / Transfers out of Level 2	**-**	(1)
Transfers out of Level 3 / Transfers into Level 2	**(1)**	(32)
Net fair value of Level 3 transfers	**$ (31)**	$ (34)
Ameren Missouri derivative commodity contracts:		
Transfers out of Level 3 / Transfers into Level 1	**$ (19)**	$ -
Transfers into Level 3 / Transfers out of Level 2	**(1)**	-
Transfers out of Level 3 / Transfers into Level 2	**1**	(6)
Net fair value of Level 3 transfers	**$ (19)**	$ (6)
Genco derivative commodity contracts:		
Transfers out of Level 3 / Transfers into Level 1	**$ (9)**	$ -

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

See Note 11 Retirement Benefits for the fair value hierarchy tables detailing Ameren s pension and postretirement plan assets as of December 31, 2011, as well as a table summarizing the changes in Level 3 plan assets during 2011.

The Ameren Companies carrying amounts of cash and cash equivalents, accounts receivable, short-term borrowings, and accounts payable approximate fair value because of the short-term nature of these instruments. The estimated fair value of long-term debt and preferred stock is based on the quoted market prices for same or similar issues for companies with similar credit profiles or on the current rates offered to the Ameren Companies for similar financial instruments.

The following table presents the carrying amounts and estimated fair values of our long-term debt and preferred stock at December 31, 2011 and 2010:

	2011		2010	
	Carrying Amount	Fair Value	Carrying Amount	Fair Value
Ameren:[(a)(b)]				
Long-term debt and capital lease obligations (including current portion)	**$ 6,856**	**$ 7,800**	$ 7,008	$ 7,661
Preferred stock	**142**	**92**	142	102
Ameren Missouri:				
Long-term debt and capital lease obligations (including current portion)	**$ 3,950**	**$ 4,541**	$ 3,954	$ 4,281
Preferred stock	**80**	**55**	80	62
Ameren Illinois:				
Long-term debt (including current portion)	**$ 1,658**	**$ 1,943**	$ 1,807	$ 2,067
Preferred stock	**62**	**37**	62	40
Genco:				
Long-term debt (including current portion)	**$ 824**	**$ 839**	$ 824	$ 826

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

(b) Preferred stock along with the 20% noncontrolling interest of EEI is recorded in Noncontrolling Interests on the 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.

See Note 10 Callaway Energy Center for additional information. We have classified these investments as available for sale, and we have recorded all such investments at their fair market value at December 31, 2011, and 2010.

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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 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, 2011, 2010, and 2009:

	2011	2010	2009
Proceeds from sales	**$ 199**	$ 256	$ 380
Gross realized gains	**5**	5	5
Gross realized losses	**4**	4	10

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, 2011 and 2010:

Security Type	Cost	Gross Unrealized Gain	Gross Unrealized Loss	Fair Value
2011:				
Debt securities	**$ 114**	**$ 7**	**$ (a)**	**$ 121**
Equity securities	**145**	**101**	**12**	**234**
Cash	**3**	**-**	**-**	**3**
Other(b)	**(1)**	**-**	**-**	**(1)**
Total	**$ 261**	**$ 108**	**$ 12**	**$ 357**
2010:				
Debt securities	$ 104	$ 4	$ 1	$ 107
Equity securities	141	95	8	228
Cash	1	-	-	1
Other(b)	1	-	-	1
Total	$ 247	$ 99	$ 9	$ 337

(a) Amount less than $1 million.

(b) Represents payables relating to pending security purchases, net of receivables related to pending securities 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, 2011:

	Cost	Fair Value
Less than 5 years	$ 57	$ 59
5 years to 10 years	34	36
Due after 10 years	23	26
Total	$ 114	$ 121

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 facility 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, 2011:

	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	$ 7	$ (a)	$ (a)	$ (a)	$ 7	$ (a)
Equity securities	18	4	8	8	26	12
Total	$ 25	$ 4	$ 8	$ 8	$ 33	$ 12

(a) Amount less than $1 million.

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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 power plants. Under the NWPA, Ameren and other utilities who own and operate those plants 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 kilowatt hour 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 and other utilities have entered into standard contracts with the federal government. The government, represented by the DOE, implements these provisions of the NWPA. Consistent with the NWPA and its contract, Ameren Missouri collects one mill from its electric customers for each kilowatt hour 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 has acknowledged since at least 1994 that it would not meet that deadline. The federal government is not currently predicting when it will begin to meet its disposal obligation. Ameren Missouri has sufficient installed capacity at its Callaway energy center to store the spent nuclear fuel generated at Callaway through 2020 and has the capability for additional storage capacity for spent nuclear fuel generated through the end of the energy center s current licensed life.

Until January 2009, the DOE program provided for spent nuclear fuel disposal to take place at a geologic repository to be constructed at Yucca Mountain, Nevada. In January 2009, the Obama administration announced that a repository at Yucca Mountain was unworkable and took steps to terminate the Yucca Mountain program, while acknowledging the federal government s continuing obligation to dispose of utilities spent nuclear fuel. In January 2012, an advisory commission established by the DOE issued its report of recommendations for the storage and disposal of spent nuclear fuel. The recommendations covered topics such as the approach to siting future nuclear waste management facilities, the transport and storage of spent fuel and high-level waste, options for waste disposal, institutional arrangements for managing spent nuclear fuel and high-level wastes, and changes needed in the handling of nuclear waste fees and of the Nuclear Waste Fund. Most of these recommendations require action by the DOE and the United States Congress.

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. They allege that the DOE s failure to undertake an appropriate fee adequacy review reflects the current unsettled state of the nuclear waste program. That case is pending. The DOE 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 operation of the energy center.

As a result of DOE s failure to build a repository for nuclear waste or otherwise fulfill its contract obligations, Ameren Missouri and other nuclear power plant owners have also sued DOE to recover costs incurred for ongoing storage of their spent fuel. Ameren Missouri filed a breach of contract suit in 2004 to recover $13 million in costs that it incurred through 2009. This amount included 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 DOE performed its contractual obligations. In June 2011, the parties reached a settlement that included a payment to Ameren Missouri of $11 million for spent fuel storage and related costs through 2010 and, thereafter, annual payment of such costs after they are incurred through 2013 or any other mutually agreed extension. As a result of this 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. Ameren Missouri reduced its property and plant assets by $7 million. Under the settlement, Ameren Missouri s 2004 breach of contract suit was dismissed in July 2011.

In December 2011, Ameren Missouri submitted a license extension application with the NRC to extend its Callaway energy center s operating license from 2024 to 2044. There is no date by which the NRC must act in this relicensing request. If the Callaway energy center s license is extended, additional spent fuel storage will be required. Ameren Missouri plans to install a dry spent fuel storage facility at its Callaway energy center and intends to begin transferring spent fuel assemblies to this facility by 2020.

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 2011, 2010, and 2009. Every three years, the MoPSC requires Ameren Missouri to file an

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updated cost study for decommissioning its Callaway energy center. Electric rates may be adjusted at such times to reflect changed estimates. This cost study was filed with the MoPSC in September 2011. After considering the results of this updated cost study and associated financial analysis, Ameren Missouri recommended to the MoPSC that the current rate of deposits to the trust fund continues to be appropriate and does not need to be changed. 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 consolidated balance sheet and Ameren Missouri s balance sheet. 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 asset or regulatory liability.

NOTE 11 RETIREMENT BENEFITS

The primary objective of the Ameren pension plans 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, Ameren Illinois and Genco, excluding EEI, 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 non-qualified 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 reduced 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. Separately, EEI employees and retirees participate in EEI s single-employer pension and other postretirement plans. EEI s pension plan is the Revised Retirement Plan for Employees of Electric Energy, Inc. EEI s other postretirement plans are the Group Insurance Plan for Management Employees of Electric Energy, Inc. and the Group Insurance Plan for Bargaining Unit Employees of Electric Energy, Inc. Nonaffiliated Ameren companies do not participate in the Ameren Retirement Plan, the Ameren Supplemental Retirement Plan, the Ameren Retiree Medical Plan, and the Ameren Group Life Insurance Plan. Ameren and Genco each consolidate EEI, and therefore, EEI s plans are reflected in Ameren s and Genco s pension and postretirement balances and disclosures.

The following table presents the benefit liability recorded on the balance sheets of each of the Ameren Companies as of December 31, 2011:

Ameren[(a)]	$ 1,350
Ameren Missouri	494
Ameren Illinois	496
Genco	141

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

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Ameren recognizes the underfunded status of its pension and postretirement plans as a liability on its 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, 2011, and 2010. It also provides the amounts included in regulatory assets and accumulated OCI at December 31, 2011, and 2010, that have not been recognized in net periodic benefit costs.

	2011		2010	
	Pension Benefits[a]	Postretirement Benefits[a]	Pension Benefits[a]	Postretirement Benefits[a]
Accumulated benefit obligation at end of year	**$ 3,645**	**$ (b)**	$ 3,246	$ (b)
Change in benefit obligation:				
Net benefit obligation at beginning of year	**$ 3,451**	**$ 1,120**	$ 3,255	$ 1,143
Service cost	**75**	**22**	68	20
Interest cost	**180**	**58**	185	62
Plan amendments[c][d]	**(16)**	**-**	(40)	-
Participant contributions	**-**	**18**	-	17
Actuarial (gain) loss	**348**	**96**	165	(53)
Benefits paid	**(173)**	**(66)**	(182)	(74)
Early retiree reinsurance program receipt	**(b)**	**3**	(b)	-
Federal subsidy on benefits paid	**(b)**	**6**	(b)	5
Net benefit obligation at end of year	**3,865**	**1,257**	3,451	1,120
Change in plan assets:				
Fair value of plan assets at beginning of year	**2,722**	**797**	2,495	732
Actual return on plan assets	**224**	**9**	328	81
Employer contributions	**103**	**129**	81	36
Federal subsidy on benefits paid	**(b)**	**6**	(b)	5
Early retiree reinsurance program receipt	**(b)**	**3**	(b)	-
Participant contributions	**-**	**18**	-	17
Benefits paid	**(173)**	**(66)**	(182)	(74)
Fair value of plan assets at end of year	**2,876**	**896**	2,722	797
Funded status deficiency	**989**	**361**	729	323
Accrued benefit cost at December 31	**$ 989**	**$ 361**	$ 729	$ 323
Amounts recognized in the balance sheet consist of:				
Current liability	**$ 3**	**$ 3**	$ 4	$ 3
Noncurrent liability	**986**	**358**	725	320
Total	**$ 989**	**$ 361**	$ 729	$ 323
Amounts recognized in regulatory assets consist of:				
Net actuarial loss	**$ 734**	**$ 177**	$ 507	$ 86
Prior service cost (credit)	**(7)**	**(28)**	(11)	(32)
Transition obligation	**-**	**2**	-	5
Amounts (pretax) recognized in accumulated OCI consist of:				
Net actuarial loss	**79**	**43**	24	13
Prior service cost (credit)	**(15)**	**(7)**	4	(10)
Total	**$ 791**	**$ 187**	$ 524	$ 62

(a) Includes amounts for Ameren registrant and nonregistrant subsidiaries.
(b) Not applicable.
(c) In 2011, Ameren s pension plan was amended to adjust the calculation of the future benefit obligation of approximately 430 labor union-represented employees from a traditional, final pay formula to a cash balance formula.
(d) In 2010, Ameren s pension plan was amended to adjust the calculation of the future benefit obligation of approximately 700 management employees from a traditional, final pay formula to a cash balance formula.

The following table presents the assumptions used to determine our benefit obligations at December 31, 2011, and 2010:

	Pension Benefits		Postretirement Benefits	
	2011	2010	2011	2010

Discount rate at measurement date	**4.50%**	5.25%	**4.50%**	5.25%
Increase in future compensation	**3.50**	3.50	**3.50**	3.50
Medical cost trend rate (initial)	**-**	-	**5.50**	6.00
Medical cost trend rate (ultimate)	**-**	-	**5.00**	5.00
Years to ultimate rate	**-**	-	**1 year**	2 years

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Ameren determines discount rate assumptions by using an interest rate yield curve pursuant to authoritative accounting guidance on the determination of discount rates used for defined benefit plan obligations. The yield curve is based on the yields of more than 500 high-quality corporate bonds with maturities between zero and 30 years. A theoretical spot-rate curve constructed from this yield curve is then used as a guide to develop a discount rate matching the plans payout structure.

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 Ameren s assumptions at December 31, 2011, its investment performance in 2011, and its pension funding policy, Ameren expects to make annual contributions of $90 million to $150 million in each of the next five years, with aggregate estimated contributions of $580 million. We expect Ameren Missouri s, Ameren Illinois and Genco s portion of the future funding requirements to be 51%, 33%, and 12%, respectively. These amounts are estimates. The estimates may change based on actual investment performance, changes in interest rates, changes in our assumptions, any pertinent 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 2011, 2010, and 2009:

	Pension Benefits			Postretirement Benefits		
	2011	**2010**	**2009**	**2011**	**2010**	**2009**
Ameren(a)	**$ 103**	$ 81	$ 99	**$ 129**	$ 36	$ 49
AMO	**43**	36	42	**9**	11	13
AIC	**28**	23	25	**118**	20	28
Genco	**12**	4	10	**-**	-	-

(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, and 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 utilize an expected return on plan assets for its pension plan assets and postretirement plan assets of 7.75% and 7.50%, respectively, in 2012. No plan assets are expected to be returned to Ameren during 2012.

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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 2012 and our pension and postretirement plans asset categories as of December 31, 2011, and 2010.

Asset	Target Allocation	Percentage of Plan Assets at December 31,	
Category	2012	2011	2010
Pension Plan:			
Cash and cash equivalents	0 - 5 %	**2%**	1%
Equity securities:			
U.S. large capitalization	29 - 39	**33**	31
U.S. small and mid-capitalization	2 - 12	**7**	11
International and emerging markets	9 - 19	**11**	15
Total equity	50 - 60	**51**	57
Debt securities	35 - 45	**42**	37
Real estate	0 - 9	**4**	4
Private equity	0 - 4	**1**	1
Total		**100%**	100%
Postretirement Plans:			
Cash and cash equivalents	0 - 10 %	**4%**	4%
Equity securities:			
U.S. large capitalization	33 - 43	**38**	39
U.S. small and mid-capitalization	3 - 13	**8**	10
International	10 - 20	**13**	14
Total equity	55 - 65	**59**	63
Debt securities	30 - 40	**37**	33
Total		**100%**	100%

In general, the U.S. large capitalization equity investments are passively managed or indexed, whereas the international, emerging markets, U.S. small capitalization, and U.S. 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-U.S. 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 10 different limited partnerships, with invested capital ranging from $0.1 million to $7 million each, which invest primarily in a diversified number of small U.S.-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, 2011. 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.

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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, 2011:

	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	$ -	$ 31	$ -	$ 31
Equity securities:				
U.S. large capitalization	72	922	-	994
U.S. small and mid-capitalization	202	11	-	213
International and emerging markets	115	213	-	328
Debt securities:				
Corporate bonds	-	720	-	720
Municipal bonds	-	176	-	176
U.S. treasury and agency securities	-	230	-	230
Other	-	121	-	121
Real estate	-	-	108	108
Private equity	-	-	23	23
Derivative assets	1	-	-	1
Derivative liabilities	(1)	-	-	(1)
Total	$ 389	$ 2,424	$ 131	$ 2,944
Less: Medical benefit assets at December 31[(a)]				(91)
Plus: Net receivables at December 31[(b)]				23
Fair value of pension plans assets at year end				$ 2,876

(a) Medical benefit (health and welfare) component for accounts maintained in accordance with Section 401(h) of the Internal Revenue Code (401(h) accounts) 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, 2010:

	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	$ -	$ 20	$ -	$ 20
Equity securities:				
U.S. large capitalization	70	812	-	882
U.S. small and mid-capitalization	299	10	-	309
International and emerging markets	129	284	-	413
Debt securities:				
Corporate bonds	-	646	-	646
Municipal bonds	-	129	-	129
U.S. treasury and agency securities	-	154	-	154
Other	-	100	-	100
Real estate	-	-	98	98

Private equity	-	-	28	28
Derivative assets	1	-	-	1
Derivative liabilities	(1)	-	-	(1)
Total	$ 498	$ 2,155	$ 126	$ 2,779
Less: Medical benefit assets at December 31[(a)]				(85)
Plus: Net receivables at December 31[(b)]				28
Fair value of pension plans assets at year end				$ 2,722

(a) Medical benefit (health and welfare) component for accounts maintained in accordance with Section 401(h) of the Internal Revenue Code (401(h) accounts) to fund a portion of the postretirement obligation.

(b) Receivables related to pending security sales, offset by payables related to pending security purchases.

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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, 2011, and 2010:

	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,
2011:						
Real estate	**$ 98**	**$ 10**	**$ -**	**$ -**	**$ -**	**$ 108**
Private equity	**28**	**(10)**	**11**	**(6)**	**-**	**23**
2010:						
Other debt securities	$ 1	$ -	$ -	$ (1)	$ -	$ -
Real estate	90	7	-	1	-	98
Private equity	33	(5)	7	(7)	-	28

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, 2011:

	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	$ 66	$ -	$ 67
Equity securities:				
U.S. large capitalization	235	78	-	313
U.S. small and mid-capitalization	57	-	-	57
International	44	56	-	100
Debt securities:				
Corporate bonds	-	61	-	61
Municipal bonds	-	86	-	86
U.S. treasury and agency securities	-	82	-	82
Asset-backed securities	-	23	-	23
Other	-	49	-	49
Total	$ 337	$ 501	$ -	$ 838
Plus: Medical benefit assets at December 31[(a)]				91
Less: Net payables at December 31[(b)]				(33)
Fair value of postretirement benefit plans assets at year end				$ 896

(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, 2010:

	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	$ -	$ 35	$ -	$ 35
Equity securities:				
U.S. large capitalization	215	72	-	287
U.S. small and mid-capitalization	66	-	-	66
International	43	51	-	94
Debt securities:				
Corporate bonds	-	59	-	59
Municipal bonds	-	58	-	58
U.S. treasury and agency securities	-	59	-	59
Asset-backed securities	-	31	-	31
Other	-	29	-	29
Total	$ 324	$ 394	$ -	$ 718
Plus: Medical benefit assets at December 31[a]				85
Less: Net payables at December 31[b]				(6)
Fair value of postretirement benefit plans assets at year end				$ 797

(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.

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Net Periodic Benefit Cost

The following table presents the components of the net periodic benefit cost of our pension and postretirement benefit plans during 2011, 2010, and 2009:

	Pension Benefits Ameren(a)		Postretirement Benefits Ameren(a)	
2011:				
Service cost	**$**	**75**	**$**	**22**
Interest cost		**180**		**58**
Expected return on plan assets		**(216)**		**(54)**
Amortization of:				
Transition obligation		**-**		**2**
Prior service cost		**(1)**		**(8)**
Actuarial loss		**42**		**5**
Net periodic benefit cost	**$**	**80**	**$**	**25**
2010:				
Service cost	$	68	$	20
Interest cost		185		62
Expected return on plan assets		(212)		(56)
Amortization of:				
Transition obligation		-		2
Prior service cost		6		(8)
Actuarial loss		18		1
Net periodic benefit cost	$	65	$	21
2009:				
Service cost	$	68	$	19
Interest cost		186		66
Expected return on plan assets		(206)		(54)
Amortization of:				
Transition obligation		-		2
Prior service cost		9		(8)
Actuarial loss		24		9
Net periodic benefit cost	$	81	$	34

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

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 2012 are as follows:

	Pension Benefits Ameren(a)		Postretirement Benefits Ameren(a)	
Regulatory assets:				
Transition obligation	$	-	$	2
Prior service cost (credit)		(1)		(4)
Net actuarial loss		87		23
Accumulated OCI:				
Transition obligation		-		-
Prior service cost (credit)		(1)		(1)
Net actuarial loss		6		3
Total	$	91	$	23

(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 loss subject to amortization is amortized on a straight-line basis over 10 years.

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Ameren Missouri, Ameren Illinois and Genco 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 for the years ended December 31, 2011, 2010, and 2009:

	Pension Costs			Postretirement Costs		
	2011	**2010**	**2009**	**2011**	**2010**	**2009**
Ameren[(a)]	**$ 80**	$ 65	$ 81	**$ 25**	$ 21	$ 34
Ameren Missouri	**51**	42	50	**11**	11	15
Ameren Illinois	**16**	10	14	**11**	7	16
Genco	**8**	9	11	**3**	2	3

(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, 2011, 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**
2012	$ 223	$ 3	$ 68	$ 3	$ 5
2013	225	3	71	3	5
2014	230	3	74	3	5
2015	231	3	77	3	6
2016	232	3	80	3	6
2017 - 2021	1,167	12	443	14	32

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, 2011, 2010, and 2009:

	Pension Benefits			Postretirement Benefits		
	2011	**2010**	**2009**	**2011**	**2010**	**2009**
Discount rate at measurement date	**5.25%**	5.75%	5.75%	**5.25%**	5.75%	5.75%
Expected return on plan assets	**8.00**	8.00	8.00	**7.75**	8.00	8.00
Increase in future compensation	**3.50**	3.50	4.00	**3.50**	3.50	4.00
Medical cost trend rate (initial)	**-**	-	-	**6.00**	6.50	7.00
Medical cost trend rate (ultimate)	**-**	-	-	**5.00**	5.00	5.00
Years to ultimate rate	**-**	-	-	**2 years**	3 years	4 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)	$ 110	$ -	$ 38
0.25% increase in salary scale	2	14	-	-
1.00% increase in annual medical trend	-	-	3	42
1.00% decrease in annual medical trend	-	-	(3)	(41)

Other

Ameren sponsors a 401(k) plan for eligible employees. The Ameren plan covered all eligible employees of the Ameren Companies at December 31, 2011. The plans 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 401(k) matching contribution to the Ameren plan attributable to each of the Ameren Companies for the years ended December 31, 2011, 2010, and 2009:

	2011	2010	2009
Ameren[(a)]	**$ 28**	$ 27	$ 24
Ameren Missouri	**16**	16	14
Ameren Illinois	**8**	8	7
Genco	**2**	1	2

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

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NOTE 12 STOCK-BASED COMPENSATION

Ameren s long-term incentive plan for eligible employees, called the Long-term Incentive Plan of 1998 (1998 Plan), was replaced prospectively by the 2006 Omnibus Incentive Compensation Plan (2006 Plan) 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. No new awards may be granted under the 1998 Plan. Previously granted awards have vested in accordance with their original terms and conditions. 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, 2011, and changes during the year ended December 31, 2011, under the 1998 Plan and the 2006 Plan are presented below:

	Performance Share Units[a]		Restricted Shares[b]	
	Share Units	Weighted-average Fair Value per Unit	Shares	Weighted-average Fair Value per Share
Nonvested at January 1, 2011	1,142,768	$ 23.96	83,154	$ 49.87
Granted[c]	731,962	31.41	-	-
Dividends	-	-	1,005	30.04
Unearned or forfeited[d]	(565,538)	16.28	(560)	50.45
Earned and vested[e]	(152,361)	29.47	(83,599)	49.89
Nonvested at December 31, 2011	1,156,831	$ 31.70	-	$ -

(a) Granted under the 2006 Plan.
(b) Granted under the 1998 Plan.
(c) Includes performance share units (share units) granted to certain executive and nonexecutive officers and other eligible employees in January 2011 under the 2006 Plan.
(d) Includes share units granted in 2009 that were not earned based on performance provisions of the award grants.
(e) Includes share units granted in 2009 that vested as of December 31, 2011, 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. Actual shares issued for retirement-eligible employees will vary depending on actual performance over the three-year measurement period.

Ameren recorded compensation expense of $14 million, $13 million, and $13 million for the years ended December 31, 2011, 2010, and 2009, respectively, and a related tax benefit of $5 million for each of the years ended December 31, 2011, 2010, and 2009, respectively. Ameren settled performance share units and restricted shares of $4 million, $2 million, and less than $1 million for the years ended December 31, 2011, 2010, and 2009. There were no significant compensation costs capitalized during the years ended December 31, 2011, 2010, and 2009. As of December 31, 2011, total compensation cost of $17 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 unit awards 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 vary from 0% to 200% of the target award, depending on actual company performance relative to the performance goals. For performance share units granted prior to 2009, vested performance shares units must be held for a two-year period before being paid to the

employee in shares of Ameren common stock. During this two-year hold period, the employee is paid dividend equivalents on a current basis.

The fair value of each share unit awarded in January 2011 under the 2006 Plan was determined to be $31.41. That amount was based on Ameren s closing common share price of $28.19 at December 31, 2010, 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, 2011. The simulations can produce a greater fair value for the share unit than the 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 1.08%, volatility of 22% to 36% for the peer group, and Ameren s attainment of three-year average earnings per share threshold during the performance period.

The fair value of each share unit awarded in January 2010 under the 2006 Plan was determined to be $32.01. That amount was based on Ameren s closing common share price of $27.95 at December 31, 2009, and lattice simulations. Lattice simulations are used to estimate expected share payout based on Ameren s total stockholder return for a three-year performance period relative to the designated peer group beginning January 1, 2010. The

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significant assumptions used to calculate fair value also

included a three-year risk-free rate of 1.70%, volatility of 23% to 39% for the peer group, and Ameren s attainment of three-year average earnings per share threshold during each year of the performance period.

Restricted Stock

Restricted stock awards of Ameren common stock were granted under the 1998 Plan from 2001 to 2005. Restricted shares had the potential to vest over a seven-year period from the date of grant if Ameren achieved certain performance levels. An accelerated vesting provision included in this plan reduced the vesting period from seven years to three years if the earnings growth rate exceeded a prescribed level.

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, 2011, 2010, and 2009:

	Ameren	Ameren Missouri	Ameren Illinois	Genco
2011:				
Statutory federal income tax rate:	**35%**	**35%**	**35%**	**35%**
Increases (decreases) from:				
Production activities deduction	**-**	**-**	**-**	**3**
Depreciation differences	**(1)**	**(2)**	**-**	**-**
Amortization of investment tax credit	**(1)**	**(1)**	**(1)**	**(1)**
State tax	**4**	**3**	**5**	**6**
Tax credits	**-**	**-**	**-**	**(1)**
Other permanent items(a)	**-**	**1**	**-**	**-**
Effective income tax rate	**37%**	**36%**	**39%**	**42%**
2010:				
Statutory federal income tax rate:	35%	35%	35%	35%
Increases (decreases) from:				
Non-deductible impairment of goodwill	32	-	-	(144)
Production activities deduction	-	-	-	7
Depreciation differences	(4)	(3)	-	-
Amortization of investment tax credit	(2)	(1)	(1)	4
State tax	8	3	5	(14)
Reserve for uncertain tax positions	(1)	-	-	(6)
Tax credits	(3)	-	-	13
Change in federal tax law(b)	3	1	-	(19)
Other permanent items(c)	-	-	-	(1)
Effective income tax rate	68%	35%	39%	(125)%
2009:				
Statutory federal income tax rate:	35%	35%	35%	35%
Increases (decreases) from:				
Depreciation differences	(1)	(3)	(1)	-
Amortization of investment tax credit	(1)	(1)	(1)	-
State tax	5	3	5	4
Reserve for uncertain tax positions	(1)	-	-	-
Other permanent items(d)	(1)	-	(1)	(1)
Tax credits	(1)	(1)	-	-
Effective income tax rate	35%	33%	37%	38%

(a) Permanent items are treated differently for book and tax purposes and primarily include nondeductible expenses related to lobbying and stock issuance expenses for Ameren Missouri.

(b) Relates to change in taxation of prescription drug benefits to retiree participants from the enactment in 2010 of the Patient Protection and Affordable Care Act and the Health Care and Education Reconciliation Bill of 2010.
(c) Permanent items are treated differently for book and tax purposes and primarily include nondeductible expenses for Genco.
(d) Permanent items are treated differently for book and tax purposes and primarily include Internal Revenue Code Section 199 production activity deductions for Ameren and Genco, company-owned life insurance for Ameren and Ameren Illinois, employee stock ownership plan dividends for Ameren, and nondeductible expenses for Ameren Illinois.

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The following table presents the components of income tax expense (benefit) for the years ended December 31, 2011, 2010, and 2009:

	Ameren[(a)]	Ameren Missouri	Ameren Illinois	Genco
2011:				
Current taxes:				
Federal	**$ (27)**	**$ 3**	**$ (24)**	**$ (21)**
State	**(5)**	**2**	**(4)**	**(7)**
Deferred taxes:				
Federal	**273**	**129**	**123**	**43**
State	**76**	**31**	**34**	**18**
Deferred investment tax credits, amortization	**(7)**	**(4)**	**(2)**	**(1)**
Total income tax expense	**$ 310**	**$ 161**	**$ 127**	**$ 32**
2010:				
Current taxes:				
Federal	$ 13	$ (14)	$ (20)	$ (5)
State	10	(15)	(5)	6
Deferred taxes:				
Federal	274	206	132	22
State	36	27	32	(2)
Deferred investment tax credits, amortization	(8)	(5)	(2)	(1)
Total income tax expense	$ 325	$ 199	$ 137	$ 20
2009:				
Current taxes:				
Federal	$ (73)	$ (117)	$ (8)	$ 22
State	3	(31)	14	14
Deferred taxes:				
Federal	337	239	64	57
State	74	42	11	9
Deferred investment tax credits, amortization	(9)	(5)	(2)	(1)
Total income tax expense	$ 332	$ 128	$ 79	$ 101

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

The Illinois corporate income tax rate increased from 7.3% to 9.5%, starting in 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, $4 million and $3 million for Ameren, Ameren Illinois and Genco, 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, $3 million and $- million for Ameren, Ameren Illinois, and Genco, respectively.

The following table presents the deferred tax assets and deferred tax liabilities recorded as a result of temporary differences at December 31, 2011, and 2010:

	Ameren[(a)]	Ameren Missouri	Ameren Illinois	Genco
2011:				
Accumulated deferred income taxes, net liability (asset):				
Plant related	**$ 3,811**	**$ 2,134**	**$ 1,003**	**$ 457**
Deferred intercompany tax gain/basis step-up	**3**	**(1)**	**55**	**(54)**
Regulatory assets, net	**73**	**73**	**-**	**-**
Deferred employee benefit costs	**(367)**	**(88)**	**(109)**	**(67)**
Purchase accounting	**35**	**-**	**(27)**	**15**
ARO	**(37)**	**-**	**1**	**(25)**
Other	**(223)**	**6**	**(86)**	**(22)**
Total net accumulated deferred income tax liabilities[(b)]	**$ 3,295**	**$ 2,124**	**$ 837**	**$ 304**
2010:				
Accumulated deferred income taxes, net liability (asset):				
Plant related	$ 3,310	$ 1,974	$ 750	$ 378

Deferred intercompany tax gain/basis step-up	2	(2)	71	(68)
Regulatory assets (liabilities), net	67	68	(1)	-
Deferred employee benefit costs	(360)	(87)	(124)	(45)
Purchase accounting	106	-	41	17
ARO	(48)	(9)	1	(27)
Other	(120)	7	(57)	10
Total net accumulated deferred income tax liabilities[c]	$ 2,957	$ 1,951	$ 681	$ 265

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

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(b) Includes $20 million, $8 million and $58 million as current assets recorded in the balance sheet for Ameren, Ameren Missouri and Ameren Illinois, respectively.
(c) Includes $43 million as current assets recorded in the balance sheet for Ameren Illinois. Includes $71 million, $43 million and $12 million as current liabilities recorded in the balance sheets for Ameren, Ameren Missouri and Genco, respectively.

The following table presents the components of deferred tax assets relating to net operating loss carryforwards and tax credit carryforwards at December 31, 2011:

	Ameren	Ameren Missouri	Ameren Illinois	Genco
Net operating loss carryforwards:				
Federal[a]	$ 136	$ 50	$ 33	$ 8
State[b]	17	3	6	-
Total net operating loss carryforwards	$ 153	$ 53	$ 39	$ 8
Tax credit carryforwards:				
Federal[c]	$ 72	$ 11	$ -	$ 1
State[d]	28	1	-	4
Total tax credit carryforwards	$ 100	$ 12	$ -	$ 5

(a) These will begin to expire in 2028.
(b) These will begin to expire in 2017.
(c) These will begin to expire in 2029.
(d) These will begin to expire in 2012.

Uncertain Tax Positions

A reconciliation of the change in the unrecognized tax benefit balance during the years ended December 31, 2009, 2010, and 2011, is as follows:

	Ameren	Ameren Missouri	Ameren Illinois	Genco
Unrecognized tax benefits January 1, 2009	$ 110	$ 20	$ -	$ 48
Increases based on tax positions prior to 2009	90	76	-	9
Decreases based on tax positions prior to 2009	(84)	(19)	-	(31)
Increases based on tax positions related to 2009	19	11	-	3
Changes related to settlements with taxing authorities	-	-	-	-
Decreases related to the lapse of statute of limitations	-	-	-	-
Unrecognized tax benefits December 31, 2009	$ 135	$ 88	$ -	$ 29
Increases based on tax positions prior to 2010	72	40	27	4
Decreases based on tax positions prior to 2010	(38)	(12)	(2)	(16)
Increases based on tax positions related to 2010	77	48	31	3
Changes related to settlements with taxing authorities	-	-	-	-
Decreases related to the lapse of statute of limitations	-	-	-	-
Unrecognized tax benefits December 31, 2010	$ 246	$ 164	$ 56	$ 20
Increases based on tax positions prior to 2011	**22**	**15**	**-**	**1**
Decreases based on tax positions prior to 2011	**(125)**	**(63)**	**(41)**	**(12)**
Increases based on tax positions related to 2011	**17**	**13**	**-**	**1**
Changes related to settlements with taxing authorities	**(10)**	**(5)**	**(4)**	**-**
Decreases related to the lapse of statute of limitations	**(2)**	**-**	**-**	**(1)**
Unrecognized tax benefits December 31, 2011	**$ 148**	**$ 124**	**$ 11**	**$ 9**
Total unrecognized tax benefits (detriments) that, if recognized, would affect the effective tax rates as of December 31, 2009	$ 6	$ 3	$ -	$ -
Total unrecognized tax benefits that, if recognized, would affect the effective tax rates as of December 31, 2010	$ -	$ 3	$ -	$ 1
Total unrecognized tax benefits that, if recognized, would affect the effective tax rates as of December 31, 2011	**$ 1**	**$ 1**	**$ -**	**$ 1**

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

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A reconciliation of the change in the liability for interest on unrecognized tax benefits during the years ended December 31, 2009, 2010, and 2011, is as follows:

	Ameren	Ameren Missouri	Ameren Illinois	Genco
Liability for interest January 1, 2009	$ 10	$ 2	$ -	$ 4
Interest charges (income) for 2009	(2)	2	-	(2)
Liability for interest December 31, 2009	$ 8	$ 4	$ -	$ 2
Interest charges for 2010	9	6	2	-
Liability for interest December 31, 2010	$ 17	$ 10	$ 2	$ 2
Interest income for 2011	**(11)**	**(3)**	**(1)**	**(1)**
Interest payment	**(1)**	**(1)**	**-**	**-**
Liability for interest December 31, 2011	**$ 5**	**$ 6**	**$ 1**	**$ 1**

As of December 31, 2009, December 31, 2010, and December 31, 2011, the Ameren Companies have accrued no amount for penalties with respect to unrecognized tax benefits.

In the second quarter of 2011, a final settlement for the years 2005 and 2006 was reached with the Internal Revenue Service. It resulted in the reduction of uncertain tax liabilities by $39 million, $17 million, $12 million, and $4 million for Ameren, Ameren Missouri, Ameren Illinois and Genco, respectively. Ameren s federal income tax returns for the years 2007 through 2009 are before the Appeals Office of the Internal Revenue Service. Ameren s federal income tax return for the year 2010 is currently under examination.

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.

It is expected that a partial settlement will be reached with the Appeals Office of the Internal Revenue Service in the next twelve months for the years 2007 through 2009 that would result in a decrease in uncertain tax liabilities. In addition, it is reasonably possible that other events will occur during the next 12 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 would be material to their results of operations, financial position, or liquidity.

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

Genco Power Supply Agreements

The following table presents the amount of physical gigawatthour sales under Genco s related party electric power supply agreements with Marketing Company, including EEI s power supply agreement with Marketing Company, for the years ended December 31, 2011, 2010, and 2009:

	December 31,		
	2011	2010	2009

Genco sales to Marketing Company	**21,040**	21,656	19,598

Genco entered into a power supply agreement, as amended (PSA), with Marketing Company, whereby Genco agreed to sell and Marketing Company agreed to purchase all of the capacity and energy available from Genco s generation fleet. Marketing Company entered into a similar PSA with AERG. Under the PSAs, revenues allocated between Genco and AERG are based on reimbursable expenses and generation. Each PSA will continue through December 31, 2022, and from year to year thereafter unless either party to the respective PSA elects to terminate the PSA by providing the other party with no less than six months advance written notice.

In December 2005, EEI entered into a PSA with Marketing Company, whereby EEI agreed to sell and Marketing Company agreed to purchase all of the capacity and energy available from EEI s generation fleet. The price that Marketing Company pays for capacity is set annually based upon prevailing market prices. Marketing Company pays spot market prices for the associated energy. In addition, EEI will at times purchase energy from Marketing Company to fulfill obligations to a nonaffiliated party. This PSA will continue through May 31, 2016, unless either party elects to terminate the PSA by providing the other party with no less than four years advance written notice or five days written notice in the event of a default, unless the default is cured within 30 business days.

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Capacity Supply Agreements

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

Ameren Illinois used RFP processes in early 2008, pursuant to the 2007 Illinois Electric Settlement Agreement, to contract for the necessary capacity requirements for the period from June 1, 2008, through May 31, 2009. Both Marketing Company and Ameren Missouri were among the winning suppliers in the capacity RFPs. Marketing Company contracted to supply a portion of Ameren Illinois capacity requirements for $6 million. In addition, Ameren Missouri contracted to supply a portion of the Ameren Illinois capacity for $1 million.

In 2009, Ameren Illinois used a RFP process, administered by the IPA, to contract capacity for the period from June 1, 2009, through May 31, 2012. Both Marketing Company and Ameren Missouri were among the winning suppliers in the capacity RFP process. In April 2009, Marketing Company contracted to supply a portion of Ameren Illinois capacity requirements to Ameren Illinois for $4 million, $9 million, and $8 million for the 12 months ending May 31, 2010, 2011, and 2012, respectively. In April 2009, Ameren Missouri contracted to supply a portion of Ameren Illinois capacity requirements to Ameren Illinois for $2 million, $2 million, and $1 million for the 12 months ending May 31, 2010, 2011, and 2012, respectively.

In 2010, Ameren Illinois used a RFP process, administered by the IPA, to contract capacity for the period from June 1, 2010, through May 31, 2013. Both Marketing Company and Ameren Missouri were among the winning suppliers in the capacity RFP process. In April 2010, Marketing Company contracted to supply a portion of Ameren Illinois capacity requirements to Ameren Illinois for $1 million, $2 million, and $3 million for the 12 months ending May 31, 2011, 2012, and 2013, respectively. In April 2010, Ameren Missouri contracted to supply a portion of Ameren Illinois capacity requirements to Ameren Illinois for less than $1 million for the period from June 1, 2010, through May 31, 2013.

Energy Swaps and Energy Products

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

As part of the 2007 Illinois Electric Settlement Agreement, Ameren Illinois entered into financial contracts with Marketing Company (for the benefit of Genco and AERG) to lock in energy prices for 400 to 1,000 megawatts annually of its round-the-clock power requirements during the period June 1, 2008, to December 31, 2012, at then-relevant market prices. These financial contracts do not include capacity, are not load-following products, and do not involve the physical delivery of energy. These financial contracts are derivative instruments. They are accounted for as cash flow hedges by Marketing Company and as

derivatives subject to regulatory deferral by Ameren Illinois. Consequently, Ameren Illinois and Marketing Company record the fair value of the contracts on their respective balance sheets and the changes to the fair value in regulatory assets or liabilities for Ameren Illinois and OCI at Marketing Company. See Note 7 Derivative Financial Instruments for additional information on these derivatives. Below are the remaining contracted volumes and prices per megawatthour as of December 31, 2011:

Period	**Volume**	**Price per Megawatthour**
January 1, 2012 December 31, 2012	1,000 MW	$ 53.08

Ameren Illinois used RFP processes in early 2008, pursuant to the 2007 Illinois Electric Settlement Agreement, to contract for the necessary financial energy swaps required for the period from June 1, 2008, through May 31, 2009. Marketing Company was a winning supplier in Ameren Illinois energy swap RFP process. Marketing Company entered into financial instruments that fixed the price that Ameren Illinois paid for about 2 million megawatthours at approximately $60 per megawatthour.

In 2009, Ameren Illinois used a RFP process, administered by the IPA, to procure financial energy swaps from June 1, 2009, through May 31, 2011. Marketing Company was a winning supplier in the financial energy swap RFP process. In May 2009, Marketing Company entered into financial instruments that fixed the price that Ameren Illinois paid for approximately 80,000 megawatthours at approximately $48 per megawatthour during the 12 months ending May 31, 2010, and for approximately 89,000 megawatthours at approximately $48 per megawatthour during the 12 months ending May 31, 2011.

In 2010, Ameren Illinois used a RFP process, administered by the IPA, to procure financial energy swaps for the period from June 1, 2010, through May 31, 2013. Marketing Company was a winning supplier in the financial energy swap RFP process. In May 2010, Marketing Company entered into financial instruments that fixed the price that Ameren Illinois will pay for approximately 924,000 megawatthours at approximately $33 per megawatthour during the 12 months ending May 31, 2011, and for approximately 296,000 megawatthours at approximately $40 per megawatthour during the 12 months ending May 31, 2012.

Energy Products

In 2011, Ameren Illinois used a RFP process administered by the IPA to procure energy products that will settle physically from June 1, 2011, through May 31, 2014. Marketing Company and Ameren Missouri were winning suppliers in Ameren Illinois energy product RFP process. In May 2011, Marketing Company and Ameren Illinois entered into energy product agreements by which Marketing Company will sell and Ameren Illinois will purchase approximately 1,747,200 megawatthours at approximately $37 per megawatthour during the 12 months

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ending May 31, 2012, approximately 1,840,800 megawatthours at approximately $42 per megawatthour during the 12 months ending May 31, 2013, and approximately 650,000 megawatthours at approximately $42 per megawatthour during the 12 months ending May 31, 2014. In May 2011, Ameren Missouri and Ameren Illinois entered into energy product agreements by which Ameren Missouri will sell and Ameren Illinois will 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 2012 and 2013 energy product agreements between Ameren Missouri and Ameren Illinois are for off-peak hours only.

In February 2012, a rate stability procurement for energy products that will settle physically was administered by the IPA for the June 2013 through May 2017 period to meet certain requirements for purchased power related to the IEIMA. Marketing Company was a winning supplier in Ameren Illinois energy product procurement process. In February 2012, Marketing Company and Ameren Illinois entered into energy product agreements pursuant to which Marketing Company will sell and Ameren Illinois will purchase approximately 3,942,000 megawatthours at approximately $30 per megawatthour during the 12 months ending May 31, 2014, approximately 3,504,000 megawatthours at approximately $32 per megawatthour during the 12 months ending May 31, 2015, and approximately 1,317,600 megawatthours at approximately $34 per megawatthour during the 12 months ending May 31, 2016. The energy product agreements were based on around-the-clock prices.

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. Ameren is the primary beneficiary of ATXI, and therefore consolidates ATXI. 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 March 2011, Ameren Illinois and ATXI signed an agreement to transfer, at cost, all of ATXI s construction work in progress assets related to the construction of a transmission line to Ameren Illinois for $20 million. In April 2011, Ameren Illinois paid ATXI for these assets.

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. AFS provided support services to its affiliates through December 31, 2010. Effective January 1, 2011, the services previously performed by AFS are performed within the Ameren Missouri, Ameren Illinois and Merchant Generation business segments. In addition, Ameren Missouri, Ameren Illinois and Genco 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.

Gas Sales and Transportation Agreement

Under a gas transportation agreement, Genco acquires gas transportation service from Ameren Missouri. This agreement expires in February 2016.

Money Pools

See Note 5 Long-term Debt and Equity Financings for discussion of affiliate borrowing arrangements.

Collateral Postings

Under the terms of the 2011, 2010, and 2009 Illinois power procurement agreements entered into through a RFP process 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 of capacity and energy products, and Marketing Company, as a winning supplier of capacity, financial energy swaps, and energy products, may be required to post collateral. As of December 31, 2011, and 2010, there were no collateral postings required of Ameren Missouri or Marketing Company related to the 2011, 2010, and 2009 Illinois power procurement agreements.

Intercompany Transfers

On October 1, 2010, Ameren Illinois distributed AERG s common stock to Ameren in connection with the Ameren Illinois Merger. Ameren subsequently contributed

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the AERG common stock to AER. The distribution of AERG common stock was accounted for as a transaction between entities under common control; therefore, Ameren Illinois

transferred AERG to Ameren based on AERG s carrying value. See Note 16 Corporate Reorganization and Discontinued Operations for additional information.

The following table presents the impact on Ameren Missouri, Ameren Illinois and Genco, of related party transactions for the years ended December 31, 2011, 2010, and 2009. 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	Genco
Genco and EEI power supply agreements with Marketing Company	Operating Revenues	**2011**	**$ (a)**	**$ (a)**	**$ 1,006**
		2010	(a)	(a)	1,059
		2009	(a)	(a)	1,071
Ameren Missouri power supply agreements with Ameren Illinois	Operating Revenues	**2011**	**2**	**(a)**	**(a)**
		2010	2	(a)	(a)
		2009	3	(a)	(a)
Ameren Missouri and Genco gas transportation agreement	Operating Revenues	**2011**	**1**	**(a)**	**(a)**
		2010	1	(a)	(a)
		2009	1	(a)	(a)
Genco gas sales to Medina Valley	Operating Revenues	**2011**	**(a)**	**(a)**	**3**
		2010	(a)	(a)	2
		2009	(a)	(a)	1
Genco gas sales to distribution companies	Operating Revenues	**2011**	**(a)**	**(a)**	**-**
		2010	(a)	(a)	1
		2009	(a)	(a)	2
Ameren Missouri, Ameren Illinois and Genco rent and facility services	Operating Revenues	**2011**	**16**	**1**	**-**
		2010	16	1	1
		2009	18	1	1
Total Operating Revenues		**2011**	**$ 19**	**$ 1**	**$ 1,009**
		2010	19	1	1,063
		2009	22	1	1,075
Ameren Missouri and Genco gas transportation agreement	Fuel	**2011**	**$ (a)**	**$ (a)**	**$ 1**
		2010	(a)	(a)	1
		2009	(a)	(a)	1
Ameren Illinois power supply agreements with Marketing Company	Purchased Power	**2011**	**$ (a)**	**$ 232**	**$ (a)**
		2010	(a)	233	(a)
		2009	(a)	400	(a)
Ameren Illinois power supply agreements with Ameren Missouri	Purchased Power	**2011**	**(a)**	**2**	**(a)**
		2010	(a)	2	(a)
		2009	(a)	3	(a)
Ameren Illinois ancillary services agreement with Marketing Company	Purchased Power	**2011**	**(a)**	**-**	**(a)**
		2010	(a)	-	(a)
		2009	(a)	(b)	(a)
EEI power supply agreement with Marketing Company	Purchased Power	**2011**	**(a)**	**(a)**	**36**
		2010	(a)	(a)	11
		2009	(a)	(a)	42
Total Purchased Power		**2011**	**$ (a)**	**$ 234**	**$ 37**
		2010	(a)	235	12
		2009	(a)	403	43

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Agreement	Income Statement Line Item		Ameren Missouri	Ameren Illinois	Genco
Gas purchases from Genco	Gas Purchased for Resale	**2011**	**$ (a)**	**$ -**	**$ (a)**
		2010	(a)	1	(a)
		2009	(a)	2	(a)
Ameren Services support services agreement	Other Operations and Maintenance	**2011**	**$ 114**	**$ 90**	**$ 19**
		2010	128	102	23
		2009	131	101	27
AFS support services agreement	Other Operations and Maintenance	**2011**	**(a)**	**(a)**	**(a)**
		2010	7	(b)	3
		2009	7	6	3
Insurance premiums[c]	Other Operations and Maintenance	**2011**	**(b)**	**(a)**	**-**
		2010	1	(a)	-
		2009	2	(a)	1
Total Other Operations and Maintenance Expenses		**2011**	**$ 114**	**$ 90**	**$ 19**
		2010	136	102	26
		2009	140	107	31
Money pool borrowings (advances)	Interest (Charges) Income	**2011**	**$ -**	**$ -**	**$ (b)**
		2010	-	(b)	(b)
		2009	-	(b)	(1)

(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, 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 and Note 14 Related Party Transactions in this report.

Callaway Energy Center

The following table presents insurance coverage at Ameren Missouri s Callaway energy center at December 31, 2011. 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 for Single Incidents
Public liability and nuclear worker liability:		
American Nuclear Insurers	$ 375	$ -
Pool participation	12,219[a]	118[b]
	$ 12,594[c]	$ 118
Property damage:		
Nuclear Electric Insurance Ltd.	$ 2,750[d]	$ 23
Replacement power:		
Nuclear Electric Insurance Ltd	$ 490[e]	$ 9
Energy Risk Assurance Company	$ 64[f]	$ -

(a) Provided through mandatory participation in an industrywide retrospective premium assessment program.
(b) Retrospective premium under Price-Anderson. 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 U.S. commercial reactor, payable at $17.5 million per year.

(c) Limit of liability for each incident under the Price-Anderson liability provisions of the Atomic Energy Act of 1954, as amended. A company could be assessed up to $118 million per incident for each licensed reactor it operates with a maximum of $17.5 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) Provides for $500 million in property damage and decontamination, excess property insurance, and premature decommissioning coverage up to $2.25 billion for losses in excess of the $500 million primary coverage.

(e) Provides the 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.

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(f) Provides the 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 Ltd. and is for a weekly indemnity of $900,000 for 71 weeks in excess of the $3.6 million per week set forth above. Energy Risk Assurance Company 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 power facility. 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 as prescribed by the most recent Price-Anderson Act renewal was effective October 29, 2008. 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 Price-Anderson.

Losses resulting from terrorist attacks are covered under Nuclear Electric Insurance Ltd. 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 operating leases. The following table presents our lease obligations at December 31, 2011:

	Total	2012	2013	2014	2015	2016	After 5 Years
Ameren:[(a)]							
Capital lease payments[(b)]	$ 621	$ 33	$ 32	$ 32	$ 33	$ 33	$ 458
Less amount representing interest	312	28	27	27	27	27	176
Present value of minimum capital lease payments	$ 309	$ 5	$ 5	$ 5	$ 6	$ 6	$ 282
Operating leases[(c)]	307	38	32	26	26	25	160
Total lease obligations	$ 616	$ 43	$ 37	$ 31	$ 32	$ 31	$ 442
Ameren Missouri:							
Capital lease payments[(b)]	$ 621	$ 33	$ 32	$ 32	$ 33	$ 33	$ 458
Less amount representing interest	312	28	27	27	27	27	176
Present value of minimum capital lease payments	$ 309	$ 5	$ 5	$ 5	$ 6	$ 6	$ 282
Operating leases[(c)]	134	13	12	12	12	12	73
Total lease obligations	$ 443	$ 18	$ 17	$ 17	$ 18	$ 18	$ 355
Ameren Illinois:							
Operating leases[(c)]	$ 7	$ 1	$ 1	$ 1	$ 1	$ 1	$ 2
Genco:							
Operating leases[(c)]	$ 131	$ 11	$ 11	$ 11	$ 10	$ 11	$ 77

(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 real estate leases and railroad licenses have indefinite payment periods. Ameren s $2 million annual obligation for these items is included in the 2012 through 2016 columns. The amounts for the indefinite payments are not included in the After 5 Years column because that period is indefinite.

The following table presents total rental expense, included in operating expenses, for the years ended December 31, 2011, 2010 and 2009:

	2011	2010	2009
Ameren[(a)]	**$ 47**	$ 52	$ 50
Ameren Missouri	**29**	29	30
Ameren Illinois	**17**	19	19
Genco	**12**	13	15

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

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Other Obligations

To supply a portion of the fuel requirements of our generating plants, 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 fuel, purchased power, and other commitments at December 31, 2011. Ameren s and Ameren Missouri s coal commitments include multiyear agreements to procure ultra-low-sulfur coal and related transportation from the Powder River Basin in Wyoming. Ameren s and Ameren Missouri s purchased power obligations include a 102-MW 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, meter reading services, and an Ameren tax credit obligation at December 31, 2011. Ameren s tax credit obligation is a $17 million note payable issued for an investment in a commercial real estate development partnership to acquire tax credits. This note payable was netted against the related investment in Other assets on Ameren s balance sheet at December 31, 2011, as Ameren has a legally enforceable right to offset under authoritative accounting guidance.

	Coal	Natural Gas	Nuclear Fuel	Purchased Power	Methane Gas	Other	Total
Ameren:[(a)]							
2012	$ 1,120	$ 398	$ 36	$ 196	$ 1	$ 221	$ 1,972
2013	792	295	37	309	3	80	1,516
2014	692	220	96	125	3	75	1,211
2015	687	116	90	51	3	52	999
2016	674	39	100	52	3	62	930
Thereafter	968	134	298	746	94	246	2,486
Total	$ 4,933	$ 1,202	$ 657	$ 1,479	$ 107	$ 736	$ 9,114
Ameren Missouri:							
2012	$ 623	$ 63	$ 36	$ 19	$ 1	$ 78	$ 820
2013	605	48	37	19	3	50	762
2014	625	36	96	19	3	47	826
2015	614	19	90	19	3	28	773
2016	644	7	100	19	3	38	811
Thereafter	921	30	298	155	94	144	1,642
Total	$ 4,032	$ 203	$ 657	$ 250	$ 107	$ 385	$ 5,634
Ameren Illinois:							
2012	$ -	$ 324	$ -	$ 177	$ -	$ 24	$ 525
2013	-	243	-	290	-	22	555
2014	-	180	-	106	-	22	308
2015	-	94	-	32	-	24	150
2016	-	31	-	33	-	24	88
Thereafter	-	105	-	591	-	102	798
Total	$ -	$ 977	$ -	$ 1,229	$ -	$ 218	$ 2,424
Genco:							
2012	$ 355	$ 9	$ -	$ -	$ -	$ 98	$ 462
2013	108	4	-	-	-	5	117
2014	40	3	-	-	-	5	48
2015	45	2	-	-	-	-	47
2016	-	-	-	-	-	-	-
Thereafter	-	-	-	-	-	-	-
Total	$ 548	$ 18	$ -	$ -	$ -	$ 108	$ 674

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

Also, as part of the 2007 Illinois Electric Settlement Agreement, Ameren Illinois entered into financial contracts with Marketing Company to lock in energy prices for 400 to 1,000 megawatts annually of their round-the-clock power requirements from 2008 to 2012. These commitments are not reflected in the above table. See Note 7 Derivative Financial Instruments and Note 14 Related Party Transactions for additional information.

In February 2012, a rate stability procurement for energy products and renewable energy credits was administered by the IPA for the June 2013 through May 2017 period to meet certain requirements for purchased power related to the IEIMA. Ameren Illinois contracted to purchase approximately 13 million megawatthours of energy products at an average price of approximately $31 per megawatthour. Ameren Illinois is currently reviewing

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the results of the renewable energy credits procurement proceeding.

Ameren Illinois has entered into an agreement to purchase approximately 15.5 billion cubic feet of synthetic natural gas annually over a 10-year period beginning in 2016 for its natural gas customers. The agreement is contingent on the counterparty reaching certain milestones during the project development and the construction of the plant that will produce the synthetic natural gas. Construction has not begun on the plant; therefore, Ameren Illinois obligations are not yet certain at this time. The agreement was entered into pursuant to an Illinois law, which became effective August 2, 2011, and provides that all contract costs for synthetic natural gas incurred by Ameren Illinois are reasonable and prudent and recoverable through the PGA and are not subject to review or disallowance by the ICC.

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 generating, 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, impacts to air, land and water, noise, protected natural and cultural resources (such as wetlands, endangered species and other protected wildlife, and archeological and historical resources), and chemical and waste handling. Complex and lengthy processes are required to obtain approvals, permits, or licenses for new, existing or modified facilities. Additionally, the use and handling of various chemicals or hazardous materials (including wastes) requires release prevention plans and emergency response procedures.

In addition to existing laws and regulations, including the Illinois MPS that applies to our energy centers in Illinois, the EPA is developing numerous new environmental regulations that will have a significant impact on the electric utility industry. These regulations could be particularly burdensome for certain companies, including Ameren, Ameren Missouri and Genco, that operate coal-fired energy centers. Significant new rules proposed or promulgated since the beginning of 2010 include the regulation of greenhouse gas emissions; revised national ambient air quality standards for SO_2 and NO_2 emissions; the CSAPR, which requires further reductions of SO_2 and NO_x emissions from power plants; a regulation governing management of CCR and coal ash impoundments; the MATS, which requires reduction of emissions of mercury, toxic metals, and acid gases from power plants; revised NSPS for particulate matter, SO_2, and NO_x emissions from new sources; and new regulations under the Clean Water Act that could require significant capital expenditures such as new water intake structures or cooling towers at our energy centers. The EPA also plans to propose an additional rule,

applicable to new and existing electric generating units, governing NSPS and emission guidelines for greenhouse gas emissions. These new regulations may be litigated, so the timing of their implementation is uncertain, as evidenced by the stay of the CSAPR by the United States Court of Appeals for the District of Columbia on December 30, 2011. 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/or increased operating costs over the next five to ten years for Ameren, Ameren Missouri and Genco. Actions required to ensure that our facilities and operations are in compliance with environmental laws and regulations could be prohibitively expensive. If they are, these regulations could require us to close or to significantly alter the operation of our energy centers, which could have an adverse effect on our results of operations, financial position, and liquidity, including the impairment of plant assets. Failure to comply with environmental laws and regulations might also result in the imposition of fines, penalties, and injunctive measures.

The estimates in the table below contain all of the known capital costs to comply with existing environmental regulations and our assessment of the potential impacts of the EPA s proposed regulation for CCR, the recently finalized MATS, the stayed CSAPR as currently designed, and the revised national ambient air quality standards for SO_2 and NO_x emissions as of December 31, 2011. The estimates in the table below assume that CCR will continue to be regarded as nonhazardous. The estimates in the table below do not include the impacts of new regulations proposed by the EPA under the Clean Water Act in March 2011 regarding cooling water intake structures as our evaluation of those impacts is ongoing. The estimates shown in the table below could change significantly depending upon a variety of factors including:

- additional federal or state requirements;
- regulation of greenhouse gas emissions;
- new national ambient air quality standards or changes to existing standards for ozone, fine particulates, SO_2, and NO_x emissions;
- additional rules governing air pollutant transport;
- finalized regulations under the Clean Water Act;
- CCR being classified as hazardous;
- whether the CSAPR is implemented and whether any modifications are made to its existing requirements;
- new technology;

expected power prices;
variations in costs of material or labor; and
alternative compliance strategies or investment decisions.

	2012	2013 - 2016		2017 - 2021		Total	
AMO[(a)]	$ 55	$ 325 -	$ 400	$ 845 -	$ 1,030	$ 1,225 -	$ 1,485
Genco	150	100 -	125	245 -	295	495 -	570
AERG	5	20 -	25	80 -	100	105 -	130
Ameren	$ 210	$ 445 -	$ 550	$ 1,170 -	$ 1,425	$ 1,825 -	$ 2,185

(a) Ameren Missouri s expenditures are expected to be recoverable from ratepayers.

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The decision to make pollution control equipment investments at our Merchant Generation business depends on whether the expected future market price for power reflects the increased cost for environmental compliance. In early 2012, there has been a decline in the market price for wholesale power because of factors such as declining natural gas prices and the stay of the CSAPR. As a result of this decline in the market price for power, as well as uncertain environmental regulations, Genco is decelerating the construction of two scrubbers at of its Newton energy center. These scrubbers were originally expected to be installed in late 2013 and spring 2014. The ultimate installation of these scrubbers, now estimated to occur between 2017 and 2021 in the table above, has been postponed until such time as the incremental investment necessary for completion is justified by visible market conditions. However, Genco will continue to incur capital costs related to the construction of these scrubbers. The table above includes Genco s estimated costs of approximately $150 million in 2012 and approximately $20 million annually, excluding capitalized interest, from 2013 through 2016 for the construction of the two scrubbers. In addition to Genco s reduction in estimated capital expenditures, AERG is deferring precipitator upgrades at its E.D. Edwards energy center beyond 2016.

The following sections describe the more significant environmental rules that 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 March 2005, the EPA issued regulations with respect to SO_2 and NO_x emissions (the CAIR). The CAIR required generating facilities in 28 states, including Missouri and Illinois, and the District of Columbia to participate in cap-and-trade programs to reduce annual SO_2 emissions, annual NO_x emissions, and ozone season NO_x emissions.

In December 2008, the United States Court of Appeals for the District of Columbia remanded the CAIR to the EPA for further action to remedy the rule s flaws, 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 was to become effective on January 1, 2012, for SO_2 and annual NO_x reductions and on May 1, 2012, for ozone season NO_x reductions. In the CSAPR, the EPA developed federal implementation plans for each state covered by this rule; however, each impacted state can develop its own implementation rule starting as early as 2013. The CSAPR establishes emission allowance budgets for each of the states subject to the regulation, including Missouri and Illinois. With the CSAPR, the EPA abandoned CAIR s regional approach to cutting emissions and instead set a pollution budget for each of the impacted states based on the EPA s analysis of each upwind state s contribution to air quality in downwind states. For Missouri and Illinois, emission reductions were required in two phases beginning

in 2012, with further reductions in 2014. With the CSAPR, the EPA adopted a cap-and-trade approach that allows intrastate and limited interstate trading of emission allowances with other sources within the same program, that is, in the SO_2 program, in the annual NO_x, or in ozone season NO_x program. Multiple legal challenges were filed requesting to have CSAPR partially or entirely vacated and to stay the implementation of the CSAPR while the court considers the challenges. On December 30, 2011, the United States Court of Appeals for the District of Columbia issued a stay of the CSAPR. The stay does not invalidate the rule, but only delays its implementation until a final court ruling is issued. The United States Court of Appeals for the District of Columbia has expedited its consideration of the regulation and will hear arguments on the validity of CSAPR in April 2012. The ultimate outcome of the challenges to the regulation is uncertain. The court could uphold CSAPR or remand it back to the EPA for partial or entire revision. Until the CSAPR appeal process is concluded, the EPA will continue to administer the CAIR.

On December 21, 2011, the EPA issued the final MATS under the Clean Air Act, which require emission reductions for mercury and other hazardous air pollutants, such as acid gases, toxic metals, and particulate matter by setting emission limits equal to the average emissions of the best performing 12% of existing coal and oil-fired electric generating units. Also, the rule requires reductions in hydrogen chloride emissions, which were not regulated previously, and it may require continuous monitoring systems that are not currently in place. 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, emission compliance can be averaged for the entire power plant. Compliance is required by April 2015 or, with a case-by-case extension, by April 2016.

Separately, in January and June 2010, the EPA finalized new ambient air quality standards for SO_2 and NO_2. It also announced plans for further reductions in the annual national ambient air quality standards for ozone and fine particulates. The state of Illinois and the state of Missouri will be required to develop separate attainment plans to comply with the new ambient air quality standards. Ameren, Ameren Missouri and Genco continue to assess the impacts of these new standards. In September 2011, the EPA withdrew its draft annual national ambient air quality standard for ozone and announced that it was implementing the 2008 national ambient air quality standard for ozone. The EPA is required to revisit this standard again in 2013.

Ameren Missouri s current environmental compliance plan for air emissions from its energy centers includes burning ultra-low-sulfur coal and installing new or optimizing existing pollution control equipment. In July 2011, Ameren Missouri contracted to procure significantly higher volumes of lower-sulfur-content coal than Ameren Missouri s energy centers have historically burned, which will allow Ameren Missouri to eliminate or postpone capital expenditures for pollution control equipment while still

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achieving required emissions levels. In 2010, Ameren Missouri completed the installation of two scrubbers at its Sioux energy center to reduce SO_2 emissions. Currently, Ameren Missouri s compliance plan assumes the installation of two scrubbers within its coal-fired fleet during the next 10 years and precipitator upgrades at multiple energy centers. However, Ameren Missouri is currently evaluating its operations and options to determine how to comply with the additional emission reductions requirements in 2014 set forth in the CSAPR, if ultimately enacted, the MATS, and other recently finalized or proposed EPA regulations.

Existing Illinois state regulations already required Ameren and Genco to reduce their emissions of mercury under the MPS. Ameren s and Genco s review of the MATS indicates that the scope of the federal standards is broader than the MPS, as no exemption exists for smaller coal-fired plants. Additionally, the MATS are more stringent than the MPS because compliance with the MATS is measured on a quarterly basis and, in some cases, a thirty-day rolling basis and not annually, as allowed under state requirements. At the end of 2011, Genco ceased operations of its Meredosia and Hutsonville energy centers. The closure of these energy centers was primarily due to the expected cost of complying with CSAPR and MATS. See Note 17 Goodwill, Impairment and Other Charges for additional information.

Genco and AERG expect to install additional, or optimize existing, pollution control equipment, or modify operations to meet new and incremental emission reduction requirements under the MPS, the MATS, or the CSAPR as they become effective. Under the MPS, as amended, Illinois generators are required to reduce mercury, SO_2, and NO_x emissions by 2015. To comply with the MPS and other air emissions laws and regulations, Genco and AERG are installing equipment designed to reduce their emissions of mercury, NO_x, and SO_2. Genco and AERG have installed a total of three scrubbers at two energy centers. Two additional scrubbers are being constructed at Genco s Newton energy center. As discussed above, the timing of the installation of these scrubbers as well as precipitator upgrades at AERG s E.D. Edwards energy center have been delayed. The closure of Genco s Meredosia and Hutsonville energy centers will allow the Merchant Generation segment additional flexibility in the methods to achieve compliance with environmental standards. Merchant Generation and Genco will continue to review and adjust their compliance plans in light of evolving outlooks for power and capacity prices, delivered fuel costs, environment standards and compliance technologies, among other factors.

The completion of Ameren s, Ameren Missouri s and Genco s review of recently finalized environmental regulations and compliance measures could result in significant increases in capital expenditures and operating costs. The 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.

Emission Allowances

The Clean Air Act created marketable commodities called allowances under the acid rain program, the NO_x budget trading program, the CAIR, and the CSAPR. With the CSAPR, the EPA adopted a cap-and-trade approach that allows intrastate and limited interstate trading of emission allowances with other sources within the same program, that is, either the SO_2, annual NO_x, or ozone season NO_x programs. As noted above, on December 30, 2011, the United States Court of Appeals for the District of Columbia issued a stay of the CSAPR. Until the CSAPR appeal process is concluded, the EPA will continue to administer the CAIR including its allowance program. See Note 1 Summary of Significant Accounting Policies for the SO_2 and NO_x emission allowance book values that were classified as intangible assets as of December 31, 2011 and 2010, and Note 17 Goodwill, Impairment and Other Charges for information regarding the emission allowance impairments recorded during 2011 and 2010.

Environmental regulations including the CAIR and the CSAPR, the timing of the installation of pollution control equipment, fuel mix, and the level of operations, will have a significant impact on the number of allowances required for ongoing operations. The CAIR uses the acid rain program s allowances for SO_2 emissions and created annual and ozone season NO_x allowances. The CSAPR, however, will not rely upon the acid rain program, the NO_x budget trading program, or CAIR allowances for its allowance allocation program. Instead, the EPA issued a new type of emissions allowance for each program under the CSAPR. Any unused SO_2 allowances, annual NO_x allowances, and ozone season NO_x allowances issued under CAIR cannot be used for compliance with CSAPR. Ameren, Ameren Missouri and Genco expect to have adequate CAIR allowances for 2012 to avoid needing to make external purchases.

Should the CSAPR become effective as issued, Ameren, Ameren Missouri and Genco are studying their compliance options to identify additional opportunities that may exist for compliance in an economical fashion. Ameren, Ameren Missouri and Genco may be required to purchase emission allowances, if available, to install new or optimize existing pollution control equipment, to limit generation, or take other actions to achieve compliance with the CSAPR in future phase-in years.

Global Climate Change

State and federal authorities, including the United States Congress, have considered initiatives to limit greenhouse gas emissions and to address global climate change. Potential impacts from any climate change legislation or regulation could vary, depending upon proposed CO_2 emission limits, the timing of implementation of those limits, the method of distributing any allowances, the degree to which offsets are allowed and available, and provisions for cost-containment measures, such as a safety valve provision that provides a maximum price for emission allowances. As a result of our diverse fuel portfolio, our emissions of greenhouse gases vary among

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our energy centers, but coal-fired power plants are significant sources of CO_2. The enactment of a climate change law could result in a significant rise in household costs and rates for electricity could rise significantly. The burden could fall particularly hard on electricity consumers and upon the economy in the Midwest because of the region s reliance on electricity generated by coal-fired power plants. Natural gas emits about half as much CO_2 as coal when burned to produce electricity. Therefore, climate change regulation could cause the conversion of coal-fired power plants to natural gas, or the construction of new natural gas plants to replace coal-fired power plants. As a result, economywide shifts to natural gas as a fuel source for electricity generation also could affect the cost of heating for our utility customers and many industrial processes that use natural gas.

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 finalized in May 2010 regulations, known as the Tailoring Rule, that established new higher thresholds for regulating greenhouse gas emissions from stationary sources, such as power plants. The Tailoring Rule became effective in January 2011. 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, when renewed, may be modified to address greenhouse gas emissions. The Tailoring Rule also provides that if projects performed at major sources result in an increase in emissions of greenhouse gases of at least 75,000 tons per year, measured in CO_2 equivalents, such projects could trigger permitting requirements under the NSR programs and the application of best available control technology, if any, to control greenhouse gas emissions. New major sources are also required to obtain such a permit and to install the best available control technology if their greenhouse gas emissions exceed the applicable emissions threshold. Separately, in December 2010, the EPA announced a settlement agreement under which it would propose NSPS for greenhouse gas emissions at new and existing fossil fuel-fired power plants by July 26, 2011 and issue a final standard by May 2012. The EPA has not yet proposed a rule and has not specified a new estimate of when it will issue that standard. It is uncertain whether reductions to greenhouse gas emissions would be required at Ameren s, Ameren Missouri s or Genco s energy centers as a result of any of the EPA s new and future rules. Legal challenges to the EPA s greenhouse gas rules have been

filed. Any federal climate change legislation that is enacted may preempt the EPA s regulation of greenhouse gas emissions, including the Tailoring Rule, particularly as it relates to power plant greenhouse gas emissions. The extent to which the Tailoring Rule could have a material impact on our energy centers depends upon how state agencies apply the EPA s guidelines as to what constitutes the best available control technology for greenhouse gas emissions from power plants and whether physical changes or changes in operations subject to the rule occur at our energy centers. Although the EPA has stated its intention to regulate greenhouse gas emissions from stationary sources, such as power plants, congressional action could block or delay that effort.

Future federal and state legislation or regulations that mandate limits on the emission of greenhouse gases would likely result in significant increases in capital expenditures and operating costs, which, in turn, could lead to increased liquidity needs and higher financing costs. Moreover, to the extent Ameren Missouri requests recovery of these costs through rates, its regulators might delay or deny timely recovery of these costs. Excessive costs to comply with future legislation or regulations might force Ameren, Ameren Missouri and Genco as well as other similarly situated electric power generators to close some coal-fired facilities earlier than planned, which could lead to possible impairment of assets and reduced revenues. As a result, mandatory limits could have a material adverse impact on Ameren s, Ameren Missouri s, and Genco s results of operations, financial position, and liquidity.

Recent federal court decisions have considered the application of common law causes of action, such as nuisance, to address damages resulting from global climate change. In June 2011, the United States Supreme Court in *State of Connecticut v. American Electric Power* rejected state efforts to impose liability for CO_2 and greenhouse gases emissions under federal common law. That ruling, however, did not address whether private citizens could pursue causes of action based on state common law. In June 2011, a case called Comer v. Murphy Oil (Comer) was filed in the United States District Court for the Southern District of Mississippi. In this litigation, a Mississippi property owner sued several industrial companies, including Ameren Missouri and Genco, alleging that CO_2 emissions created the atmospheric conditions that intensified Hurricane Katrina. Although we are unable to predict the outcome of the Comer litigation on our results of operations, financial position, and liquidity, Ameren believes that it has meritorious defenses. Numerous procedural and substantive challenges are expected in the Comer litigation.

The impact on us of future initiatives related to greenhouse gas emissions and global climate change is unknown. Compliance costs could increase as future federal legislative, federal regulatory, and state-sponsored initiatives to control greenhouse gases continue to progress, making it more likely that some form of greenhouse gas emissions control will eventually be required. Since these initiatives continue to evolve, the

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impact on our coal-fired energy centers and our customers costs is unknown, but any impact would probably be negative. Our costs of complying with any mandated federal or state greenhouse gas program could have a material impact on our future results of operations, financial position, and liquidity.

NSR and Clean Air Litigation

The EPA is engaged in an enforcement initiative to determine whether coal-fired power plants failed to comply with the requirements of the NSR and NSPS provisions under the Clean Air Act when the plants implemented modifications. The EPA s inquiries focus on whether projects performed at power plants should have triggered various permitting requirements and the installation of pollution control equipment.

In April 2005, Genco received a request from the EPA for information pursuant to Section 114(a) of the Clean Air Act. The request sought detailed operating and maintenance history data with respect to Genco s Coffeen, Hutsonville, Meredosia, Newton, and Joppa energy centers and AERG s E.D. Edwards and Duck Creek energy centers. In 2006, the EPA issued a second Section 114(a) request to Genco regarding projects at the Newton energy center. All of these facilities are coal-fired energy centers. In September 2008, the EPA issued a third Section 114(a) request regarding projects at all of Ameren s coal-fired energy centers in Illinois. We completed our response to the information requests, but we are unable to predict the outcome of this matter.

Following the issuance of a Notice of Violation, 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 alleges that in performing projects at its Rush Island coal-fired energy center, 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 injunctive relief, including to require the installation of pollution control equipment, remain. At present, the complaint does not include Ameren Missouri s other coal-fired energy centers, but the EPA has issued Notices of Violation under its NSR enforcement initiative against the company s Labadie, Meramec, and Sioux coal-fired energy centers. Litigation of this matter could take many years to resolve. Ameren Missouri believes its defenses to the allegations described in the complaint as well as the Notices of Violation are meritorious. Ameren Missouri 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, Ameren Missouri and Genco. 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. However, Ameren Missouri has concluded that, while a loss may be reasonably possible, the likelihood of loss is not probable. Therefore, no reserve has been established.

Clean Water Act

In March 2011, the EPA announced a proposed rule applicable to cooling water intake structures at existing power plants that have the ability to withdraw more than 2 million gallons of water per day from a body of water and use at least 25 percent of that water exclusively for cooling. Under the proposed rule, affected facilities would be required either to meet mortality limits for aquatic life impinged on the plant s intake screens or to reduce intake velocity to 0.5 feet per second. The proposed rule also requires plants to meet site-specific entrainment standards or to reduce the cooling water intake flow commensurate with the intake flow of a closed-cycle cooling system. The final rule is scheduled to be issued in July 2012, with compliance expected within eight years thereafter. All coal-fired, nuclear, and combined cycle energy centers at Ameren, Ameren Missouri and Genco with cooling water systems are subject to this proposed rule. The proposed rule did not mandate cooling towers at existing facilities, as other technology options potentially could meet the site-specific standards. Ameren, Ameren Missouri and Genco are currently evaluating the proposed rule, and their assessment of the proposed rule s impacts is ongoing. Therefore, we cannot predict at this time the capital or operating costs associated with compliance. The proposed rule could have an adverse effect on our results of operations, financial position, and liquidity if its implementation requires the installation of cooling towers at our electric generating stations.

In September 2009, the EPA announced its plan to revise the effluent guidelines applicable to steam electric generating units under the Clean Water Act. Effluent guidelines are national standards for wastewater discharges to surface water that are based on the effectiveness of available control technology. The EPA is engaged in information collection and analysis activities in support of this rulemaking. It has indicated that it expects to issue a proposed rule in July 2012 and to finalize the rule in 2014. We are unable at this time to predict the impact of this development.

Remediation

We are involved in a number of remediation actions to clean up hazardous waste sites 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. Several of these sites involve facilities that were transferred by our rate-regulated utility operations in Illinois to Genco in May 2000 and to AERG in October 2003. As part of each transfer, Ameren Illinois contractually agreed to indemnify Genco and AERG for remediation costs associated with preexisting environmental contamination at the transferred sites.

As of December 31, 2011, Ameren and Ameren Illinois owned or were otherwise responsible for 44 former MGP sites in Illinois. These are in various stages of investigation, evaluation, and remediation. Based on current estimated plans, Ameren and Ameren Illinois could substantially conclude remediation efforts at most of these sites by 2015. 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 and properly incurred. Costs are subject to annual review by the ICC.

As of December 31, 2011, Ameren and Ameren Missouri own or are otherwise responsible for 10 MGP sites in Missouri and one site in Iowa. Ameren Missouri does not currently have a rate rider mechanism that permits recovery of remediation costs associated with MGP sites from utility customers. Ameren Missouri does not have any retail utility operations in Iowa that would provide a source of recovery of these remediation costs.

The following table presents, as of December 31, 2011, the estimated probable obligation to remediate these MGP sites.

	Estimate		Recorded
	Low	High	Liability[(a)]
Ameren	$ 107	$ 183	$ 107
Ameren Missouri	3	4	3
Ameren Illinois	104	179	104

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

Ameren Illinois is responsible for the cleanup of a former coal ash landfill in Coffeen, Illinois. As of December 31, 2011, Ameren Illinois estimated that obligation 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 a landfill, underground storage tanks, and a water treatment plant in Illinois. As of December 31, 2011, Ameren Illinois recorded a liability of $0.8 million to represent its best estimate of the obligation for these sites.

Ameren Missouri has responsibility for the investigation and potential cleanup of 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. Ameren Missouri is the current owner of the site, but Ameren Missouri 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, 2011, Ameren Missouri estimated its obligation at $2 million to $5 million. Ameren Missouri has a liability of $2 million recorded 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 a site 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 cleanup of this site, which was completed in 2005. Ameren Missouri anticipates this trust fund will be sufficient to complete the remaining adjacent off-site cleanup and therefore has no recorded liability at December 31, 2011, related to this site.

Ameren Missouri also has a federal agency mandate to complete a site 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 has joined with other PRPs 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. The results have been submitted to the EPA, and a record of decision is expected in 2012. Once the EPA has selected a remedy, if any, it would begin negotiations with various PRPs regarding implementation. Over the last several years, numerous other parties have joined the PRP group. In addition, Pharmacia Corporation and

Monsanto Company have agreed to assume the liabilities related to Solutia s former chemical waste landfill in the Sauget Area 2. As of December 31, 2011, Ameren Missouri estimated its obligation at $0.3 million to $10 million. Ameren Missouri has a liability of $0.3 million recorded to represent its estimated minimum obligation, as no other amount within the range was a better estimate.

In December 2004, AERG submitted a plan to the Illinois EPA to address groundwater and surface water issues associated with the recycle pond, ash ponds, and reservoir at the Duck Creek energy center. In 2010, AERG closed the recycle pond system. Remediation work on the recycle pond was completed in the first quarter of 2011, and therefore no liability exists as of December 31, 2011.

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 protection laws. We are unable to determine whether such practices will result in future environmental commitments or affect our results of operations, financial position, or liquidity.

Ash Management

There has been activity at both state and federal levels regarding additional regulation of ash pond facilities and CCR. In May 2010, the EPA announced proposed new regulations regarding the regulatory framework for 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. As part of its proposal, the EPA is considering alternative regulatory approaches that require coal-fired power plants either to close surface impoundments, such as ash ponds, or to retrofit such facilities with liners. Existing impoundments and landfills used for the disposal of CCR would be subject to groundwater monitoring requirements and requirements related to closure and postclosure care under the proposed regulations. Additionally, in January 2010, EPA announced its intent to develop regulations establishing financial responsibility requirements for the electric generation industry, among other industries, and it specifically discussed CCR as a reason for developing the new requirements. Ameren, Ameren Missouri and Genco are 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, Ameren Missouri and Genco also are 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.

In addition, the Illinois EPA requested that Ameren, Ameren Missouri and Genco establish groundwater monitoring plans for their ash impoundments in Illinois. Ameren and the Illinois EPA have established a framework for closure of ash ponds in Illinois, including the ash ponds at Venice, Hutsonville, and Duck Creek, when such facilities are ultimately taken out of service. Ameren, Ameren Missouri and Genco have recorded AROs, based on current laws, for the estimated costs of the retirement of their ash ponds.

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. Ameren Missouri settled with FERC and the state of Missouri all issues associated with the December 2005 Taum Sauk incident. The rebuilt Taum Sauk energy center became fully operational in April 2010.

Ameren Missouri included certain capitalized costs associated with enhancements, or costs that would have been incurred absent the breach, at the rebuilt Taum Sauk energy center not recovered from property insurers in its 2010 electric rate case filing. However, in the July 2011 rate order, the MoPSC disallowed all of these capitalized costs associated with the rebuilding of the Taum Sauk energy center. As a result of the order, Ameren and Ameren Missouri each recorded a pretax charge to earnings in 2011 of $89 million to reflect this disallowance. See Note 2 Rate and Regulatory Matters for additional information about the appeal of the MoPSC s July 2011 electric rate order.

Ameren Missouri had property and liability insurance coverage for the Taum Sauk incident, subject to certain limits and deductibles. Insurance did not cover some lost electric margins or penalties paid to FERC. Ameren Missouri believes that the total cost for cleanup, damage and liabilities, excluding costs to rebuild the upper reservoir, is $209 million, which is the amount Ameren Missouri had paid as of December 31, 2011. As of December 31, 2011, Ameren Missouri had recorded expenses of $37 million, primarily in prior years (2011 $1 million, 2010 $1 million, 2009 $2 million), for items not covered by insurance. Ameren Missouri recorded a $172 million receivable for amounts recoverable from insurance companies under liability coverage. As of December 31, 2011, Ameren Missouri had received $104 million from insurance companies for liability claims, which reduced the insurance receivable balance subject to liability coverage to $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 the insurance company breached its duty to indemnify Ameren Missouri for the losses experienced from the incident. In January 2011, the court ruled that the parties must first pursue alternative dispute resolution under the terms of their coverage agreement. In February 2011, Ameren Missouri filed an appeal of the January ruling with the United States Court of Appeals for the Eighth Circuit, seeking the ability to pursue resolution of this dispute outside of a dispute resolution process under the terms of its coverage agreement.

Until Ameren s remaining liability insurance claims and the related litigation are resolved, we are unable to determine the total impact the breach could have on Ameren s and Ameren Missouri s results of operations, financial position, and liquidity beyond those amounts already recognized.

Asbestos-related Litigation

Ameren, Ameren Missouri, Ameren Illinois and EEI have been named, along with numerous other parties, in a number of lawsuits filed by plaintiffs claiming varying degrees of injury from asbestos exposure. Most have been

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filed in the Circuit Court of Madison County, Illinois. The total number of defendants named in each case varies, with as many as 272 parties named in some pending cases and as few as two in others. In the cases pending as of December 31, 2011, the average number of parties was 80.

The claims filed against Ameren, Ameren Missouri, Ameren Illinois and Genco allege injury from asbestos exposure during the plaintiffs activities at our present or former electric generating plants. Former CIPS plants are now owned by Genco, and former CILCO plants are now owned by AERG. As a part of the transfer of ownership of the CIPS and CILCO generating plants, CIPS and CILCO, now Ameren Illinois, contractually agreed to indemnify Genco and AERG, for liabilities associated with asbestos-related claims arising from activities prior to the transfer. Each lawsuit seeks unspecified damages that, if awarded at trial, typically would be shared among the various defendants.

The following table presents the pending asbestos-related lawsuits filed against the Ameren Companies as of December 31, 2011:

Ameren	Ameren Missouri	Ameren Illinois	Genco	Total[(a)]
4	53	77	(b)	93

(a) Total does not equal the sum of the subsidiary unit lawsuits because some of the lawsuits name multiple Ameren entities as defendants.
(b) As of December 31, 2011, six asbestos-related lawsuits were pending against EEI. The general liability insurance maintained by EEI provides coverage with respect to liabilities arising from asbestos-related claims.

At December 31, 2011, Ameren, Ameren Missouri, Ameren Illinois and Genco had liabilities of $18 million, $6 million, $12 million, and $- 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 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, 2011, 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 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. Following the Ameren Illinois Merger, this rider is applicable only for claims that occurred within IP s historical service territory. Similarly, the rider will permit recovery only from customers within IP s historical service territory.

Illinois Sales and Use Tax Exemptions and Credits

In *Exelon Corporation v. Department of Revenue*, the Illinois Supreme Court decided in 2009 that electricity is

tangible personal property for purposes of the Illinois income tax investment credit. In March 2010, the United States Supreme Court refused to hear the case, and the decision became final. During the second quarter of 2010, Genco and AERG began claiming Illinois sales and use tax exemptions and credits for purchase transactions related to their generation operations. The basis for those claims is that the determination in the Exelon case that electricity is tangible personal property applies to sales and use tax manufacturing exemptions and credits. On November 2, 2011, EEI received a notice of proposed tax liability, documenting the state of Illinois position that EEI did not qualify for the manufacturing exemption it used during 2010. Genco is challenging the State of Illinois position. In December 2011, EEI filed a request for review by the Informal Conference Board of the Illinois Department of Revenue. Ameren and Genco do not believe that it is probable that the state of Illinois will prevail and therefore have not recorded a charge to earnings for the loss contingency. From the second quarter of 2010 through December 31, 2011, Ameren and Genco claimed manufacturing exemptions and credits of $27 million and $19 million, respectively.

NOTE 16 CORPORATE REORGANIZATION AND DISCONTINUED OPERATIONS

On October 1, 2010, after receiving all necessary approvals, Ameren, CIPS, CILCO, IP, AERG and AER completed a two-step corporate internal reorganization. The first step of the reorganization was the Ameren Illinois Merger. The second step of the reorganization involved the distribution of AERG stock from Ameren Illinois to Ameren (the AERG distribution) and the subsequent contribution by Ameren of the AERG stock to AER.

Upon the Ameren Illinois Merger, the debt and other obligations of CILCO and IP under their mortgage indentures, senior note indentures, and pollution control bond agreements become debt and obligations of Ameren Illinois. The property owned by CILCO and IP immediately before the Ameren Illinois Merger that was subject to the lien of their respective mortgage indentures remained subject to such lien, which continued to secure the bonds outstanding under such mortgage indenture subject to the release and other provisions of such mortgage indenture. The senior secured notes of IP and CILCO remained secured by the mortgage bonds held by their respective senior note trustee, subject to the release and other provisions of the respective senior note indenture. The debt and other obligations of CIPS remained debt and obligations of Ameren Illinois. Ameren Illinois secured the senior notes issued by CIPS with the benefit of a lien under the IP mortgage indenture. Ameren Illinois has also encumbered substantially all of the real estate, fixtures and equipment owned by CIPS immediately before the Ameren Illinois Merger with the lien of the IP mortgage indenture.

At the time of the Ameren Illinois Merger, the common stock of CILCO and IP, all wholly owned by Ameren, was canceled without consideration. Then, pursuant to the

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merger agreement: (i) every two shares of each series of IP preferred stock outstanding immediately prior to the Ameren Illinois Merger were automatically converted into one share of a newly created series of Ameren Illinois preferred stock having the same payment and redemption terms as the existing series of IP preferred stock, except to the extent that IP preferred stockholders exercised their dissenters rights in accordance with Illinois law; and (ii) each outstanding share of CIPS common and preferred stock remained outstanding, except to the extent that CIPS preferred stockholders exercised their dissenters rights in accordance with Illinois law. Stockholders holding approximately 8,337 shares and 423 shares of CIPS and IP preferred stock, respectively, exercised their dissenters rights.

In its application for the FERC orders approving the Ameren Illinois Merger and the AERG distribution, Ameren committed to maintain a minimum 30% equity capital structure at Ameren Illinois after the Ameren Illinois Merger and the AERG distribution.

Ameren Illinois determined that the operating results of AERG qualified for discontinued operations presentation; therefore, Ameren Illinois segregated AERG s operating results and presented them separately as discontinued operations for all periods presented prior to October 1, 2010, in this report. For Ameren s financial statements, AERG s results of operation remain classified as continuing operations. The following table summarizes the operating results of Ameren Illinois former merchant generation subsidiary, AERG, classified as discontinued operations in Ameren Illinois statements of income for the years ended December 31, 2010, and 2009:

	2010	2009
Operating revenues	$ 274	$ 427
Operating expenses	201	233
Operating income	73	194
Other income	1	-
Interest charges	14	16
Income taxes	20	64
Income from discontinued operations, net of tax	$ 40	$ 114

NOTE 17 GOODWILL, IMPAIRMENT AND OTHER CHARGES

The following table summarizes the pretax charges recognized for the years ended December 31, 2011, 2010, and 2009:

	Goodwill	Long-Lived Assets and Related Charges	Emission Allowances	Total
2011:				
Ameren[(a)]	**$ -**	**$ 123**	**$ 2**	**$ 125**
Ameren Missouri	**-**	**89**	**-**	**89**
Genco	**-**	**34**	**1**	**35**
2010:				
Ameren[(a)]	420	101	68	589
Genco	65	64	41	170
2009:				
Ameren[(a)]	-	7	-	7
Genco	-	6	-	6

(a) Includes amounts for registrant and nonregistrant subsidiaries.

Each of the above charges was recorded in the statement of income as Goodwill, impairment and other charges, with the exception of the Ameren Missouri statement of income where it was recorded as Loss from regulatory disallowance. Each of the charges is discussed below.

The goodwill and other asset impairment charges did not result in a violation of any Ameren or Ameren subsidiary debt covenants or counterparty agreements. The charges are not expected to have a material impact on future operations.

Goodwill

Ameren has three reporting units, which also represent Ameren s reportable segments. The Ameren reporting units are Ameren Missouri, Ameren Illinois, and Merchant

Generation. Genco has one reporting unit, Merchant Generation. Ameren Illinois has one reporting unit, Ameren Illinois. Ameren s reporting units have been defined and goodwill has been evaluated at the operating segment level in accordance with authoritative accounting guidance. Our reporting units represent businesses for which discrete financial information is available and reviewed regularly by management.

We evaluate goodwill for impairment as of October 31 of each year, or more frequently if events and circumstances indicate that the asset might be impaired. In 2011, FASB amended its guidance to simplify the testing of goodwill for impairment. The amended guidance provides an option to perform a qualitative assessment to determine whether further impairment testing is necessary. If the qualitative evaluation yields support that it is more likely than not that the fair value of a reporting unit exceeds its

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carrying value, the quantitative impairment test is not required. Ameren and Ameren Illinois adopted the qualitative goodwill evaluation model for its annual goodwill impairment test conducted as of October 31, 2011. Based on the results of Ameren s and Ameren Illinois qualitative assessment, Ameren and Ameren Illinois believe it was more likely than not that the fair value of each of their reporting units exceeded their carrying values as of October 31, 2011, indicating no impairment of Ameren s and Ameren Illinois goodwill. The following factors, not meant to be all-inclusive, were considered by Ameren and Ameren Illinois when assessing whether it was more likely than not that the fair value of the Ameren Illinois reporting unit exceeded its carrying value for the October 31, 2011 test:

- Macroeconomic conditions, including those conditions within Ameren Illinois service territory;
- Pending rate case outcomes and future rate case outcomes;
- Changes in laws and potential law changes, such as the IEIMA;
- Observable industry market multiples; and
- Actual and forecasted financial performance.

During 2010, Ameren recorded a noncash impairment charge of $420 million, which represented all of the goodwill assigned to Ameren s Merchant Generation reporting unit. Genco recorded a noncash impairment charge of $65 million, which represented all the goodwill assigned to Genco s Merchant Generation reporting unit. The impairments recorded in 2010 in the Merchant Generation segment were caused by a sustained decline in market prices for electricity, industry market multiples becoming observable at lower levels than previously estimated, and potentially more stringent environmental regulations being enacted.

Ameren and Ameren Illinois will continue to monitor the actual and forecasted operating results, cash flows, market capitalization, and observable industry market multiples of their reporting units for signs of possible declines in estimated fair value and potential goodwill impairment.

The following tables provide a reconciliation of the beginning and ending carrying amounts of goodwill by reporting unit, for Ameren, Ameren Illinois and Genco for the years ended December 31, 2011 and 2010:

Ameren

	2011	**2010**		
	Ameren Illinois	**Ameren Illinois**	**Merchant Generation**	**Total**[(a)]
Gross goodwill at January 1	**$ 411**	$ 411	$ 420	$ 831
Accumulated impairment losses	**-**	-	-	-
Goodwill, net of accumulated impairment losses	**$ 411**	$ 411	$ 420	$ 831
Impairment losses during year	**-**	-	420	420
Goodwill, net of impairment losses at December 31	**$ 411**	$ 411	$ -	$ 411

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

Ameren Illinois

	2011 Ameren Illinois	**2010 Ameren Illinois**
Gross goodwill at January 1	**$ 411**	$ 411
Accumulated impairment losses	**-**	-

Goodwill, net of accumulated impairment losses	**$**	**411**	$	411
Impairment losses during the year		**-**		-
Goodwill, net of impairment losses at December 31	**$**	**411**	$	411

Genco

	2010	
	Merchant Generation	
Gross goodwill at January 1	$	65
Accumulated impairment losses		-
Goodwill, net of accumulated impairment losses	$	65
Impairment losses during the year		65
Goodwill, net of impairment losses at December 31	$	-

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Long-lived Assets

We evaluate long-lived assets classified as held and used for impairment when events or changes in circumstances indicate that the carrying value of such assets may not be recoverable. Whether impairment has occurred is determined by comparing the estimated undiscounted cash flows attributable to the assets with the carrying value of the assets. If the carrying value exceeds the undiscounted cash flows, we recognize an impairment charge equal to the carrying value of the assets in excess of estimated fair value.

During 2011, the MoPSC issued an electric rate order that disallowed the recovery of all costs of enhancements, or costs that would have been incurred absent the breach, related to the rebuilding of the Taum Sauk energy center in excess of the amount recovered from property insurance. Consequently, Ameren and Ameren Missouri each reported a pretax charge to earnings of $89 million. See Note 2 Rate and Regulatory Matters for additional information.

At the end of 2011, Genco ceased operations of its Meredosia and Hutsonville energy centers. The closure of these energy centers resulted in the elimination of 90 positions. Ameren and Genco each recorded the following pretax charges to earnings during 2011 related to the closure of these energy centers:

- a $26 million noncash impairment, representing the remaining net investment in both energy centers;
- a $4 million noncash impairment of materials and supplies; and
- a $4 million estimate for future cash severance costs, which will be substantially paid during the first quarter of 2012.

The closure of these energy centers is primarily the result of the expected cost of complying with the CSAPR and the MATS. Genco determined that environmental compliance options for these four units were uneconomical. Another factor driving the closure of these energy centers was a lack of a multiyear capacity market managed by MISO, without which Genco was not positioned to make the substantial investment for environmental controls that would be required to keep these units in service. Ameren and Genco expect to receive cash tax benefits of $22 million and $33 million, respectively, as a result of the closure of these energy centers. Previously recorded AROs for ash pond closures, river structure, and asbestos removals at these energy centers were $38 million. Ameren and Genco expect cash expenditures over the next 10 years along with associated cash tax benefits of $16 million.

During 2010, Ameren and Genco evaluated their long-lived assets and recorded noncash pretax asset impairment charges of $101 million and $64 million, respectively, to reduce the carrying value of the Meredosia and Medina Valley energy centers to their estimated fair value during 2010.

In 2009, Genco recorded asset impairment charges of $6 million as a result of the termination of a rail line

extension project at a Genco subsidiary and an adjustment of the carrying value of an office building owned by Genco to its estimated fair value as of December 31, 2009. The charge related to the office building was based on the net proceeds from its sale in 2010. In addition, AERG recorded an asset impairment charge of $1 million to adjust the carrying value of its Indian Trails generation facility s estimated fair value as of December 31, 2009. This charge was based on the net proceeds from the sale of the facility in January 2010.

Intangible Assets

We evaluate emission allowances for impairment if events or changes in circumstances indicate that they will not or cannot be used in operations.

Prior to 2010, Ameren, Ameren Missouri and Genco expected to use their SO_2 emission allowances for ongoing operations. In July 2010, the EPA issued the proposed CSAPR, which would restrict the use of existing SO_2 emission allowances. As a result, Ameren, Ameren Missouri and Genco no longer expected all of their SO_2 emission allowances would be used in operations. Therefore, during 2010, Ameren, Ameren Missouri and Genco recorded an impairment charge to reduce the carrying value of their SO_2 emission allowances to their estimated fair value. Ameren s and Genco s noncash pretax impairment charge was $68 million and $41 million, respectively. Ameren Missouri recorded a $23 million impairment of its SO_2 emission allowances by reducing a previously established regulatory liability relating to SO_2 emission allowances. Therefore, the Ameren Missouri SO_2 emission allowance impairment had no impact on earnings. The fair value of the SO_2 emission allowances was based on observable and unobservable inputs.

In July 2011, the EPA issued CSAPR, which created new allowances for SO_2 and NO_x emissions, and restricted the use of pre-existing SO_2 and NO_x allowances to the acid rain program and to the NO_x budget trading program, respectively. As a result, observable market prices for existing emission allowances declined materially. Consequently, during 2011, Ameren and Genco recorded a noncash pretax impairment charge of $2 million and $1 million, respectively. Ameren Missouri recorded a $1 million impairment of its SO_2 emission allowances by reducing a previously established regulatory liability relating to the SO_2 emission allowances, which had no impact on earnings.

NOTE 18 SEGMENT INFORMATION

Ameren has three reportable segments: Ameren Missouri, Ameren Illinois, and Merchant Generation. The Ameren Missouri segment for 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 Ameren and Ameren Illinois consists of all of the operations of Ameren Illinois as described in Note 1 Summary of Significant Accounting Policies. The Merchant Generation

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segment for Ameren consists primarily of the operations or activities of Genco, including EEI, AERG, Medina Valley and Marketing Company. The category called Other primarily

includes Ameren parent company activities, Ameren Services, and ATXI.

The following table presents information about the reported revenues and specified items reflected in Ameren s net income for the years ended December 31, 2011, 2010, and 2009, and total assets as of December 31, 2011, 2010, and 2009.

Ameren

	Ameren Missouri	Ameren Illinois Regulated Segment	Merchant Generation	Other	Intersegment Eliminations	Consolidated
2011:						
External revenues	**$ 3,358**	**$ 2,774**	**$ 1,394**	**$ 5**	**$ -**	**$ 7,531**
Intersegment revenues	**25**	**13**	**235**	**4**	**(277)**	**-**
Depreciation and amortization	**408**	**215**	**143**	**19**	**-**	**785**
Interest and dividend income	**30**	**1**	**-**	**44**	**(43)**	**32**
Interest charges	**209**	**136**	**105**	**44**	**(43)**	**451**
Income taxes (benefit)	**161**	**127**	**32**	**(10)**	**-**	**310**
Net income (loss) attributable to Ameren Corporation[(a)]	**287**	**193**	**45**	**(6)**	**-**	**519**
Capital expenditures	**550**	**351**	**153**	**(24)[(b)]**	**-**	**1,030**
Total assets	**12,757**	**7,213**	**3,833**	**1,211**	**(1,369)**	**23,645**
2010:						
External revenues	$ 3,176	$ 3,002	$ 1,459	$ 1	$ -	$ 7,638
Intersegment revenues	21	12	234	13	(280)	-
Depreciation and amortization	382	210	146	27	-	765
Interest and dividend income	31	1	1	25	(25)	33
Interest charges	213	143	133	35	(27)	497
Income taxes (benefit)	199	137	6	(17)	-	325
Net income (loss) attributable to Ameren Corporation[(a)]	364	208	(409)	(24)	-	139
Capital expenditures	624	281	101	36	-	1,042
Total assets	12,504	7,406	3,934	1,354	(1,687)	23,511
2009:						
External revenues	$ 2,847	$ 2,957	$ 1,322	$ 9	$ -	$ 7,135
Intersegment revenues	27	27	390	19	(463)	-
Depreciation and amortization	357	216	126	26	-	725
Interest and dividend income	29	6	-	33	(38)	30
Interest charges	229	153	119	48	(41)	508
Income taxes (benefit)	128	79	151	(26)	-	332
Net income (loss) attributable to Ameren Corporation[(a)]	259	127	247	(21)	-	612
Capital expenditures	882	352	408	68	-	1,710
Total assets	12,219	7,181	4,751	1,814	(2,263)	23,702

(a) Represents net income (loss) available to common stockholders.
(b) Includes the elimination of intercompany transfers.

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

Quarter Ended[a]	Operating Revenues	Operating Income	Net Income (Loss) Attributable to Ameren Corporation	Earnings (Loss) per Common Share Basic and Diluted
Ameren				
March 31, 2011	**$ 1,904**	**$ 227**	**$ 71**	**$ 0.29**
March 31, 2010	1,940	298	102	0.43
June 30, 2011	**1,781**	**316**	**138**	**0.57**
June 30, 2010	1,725	331	152	0.64
September 30, 2011	**2,268**	**550**	**285**	**1.18**
September 30, 2010	2,267	89	(167)	(0.70)
December 31, 2011	**1,578**	**148**	**25**	**0.10**
December 31, 2010	1,706	198	52	0.21

(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 changes in the number of weighted-average shares outstanding each period.

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Quarter Ended	Operating Revenues	Operating Income	Net Income (Loss)	Net Income (Loss) Available to Common Stockholder
Ameren Missouri				
March 31, 2011	**$ 772**	**$ 77**	**$ 22**	**$ 21**
March 31, 2010	682	90	28	27
June 30, 2011	**822**	**176**	**91**	**90**
June 30, 2010	761	197	115	113
September 30, 2011	**1,115**	**333**	**191**	**190**
September 30, 2010	1,060	385	224	223
December 31, 2011	**674**	**23**	**(14)**	**(14)**
December 31, 2010	694	39	2	1

Quarter Ended	Operating Revenues	Operating Income	Income from Continuing Operations	Net Income	Net Income Available to Common Stockholder
Ameren Illinois					
March 31, 2011	**$ 808**	**$ 88**	**$ 34**	**$ 34**	**$ 33**
March 31, 2010	911	98	36	48	47
June 30, 2011	**623**	**99**	**38**	**38**	**37**
June 30, 2010	647	112	48	57	55
September 30, 2011	**745**	**196**	**98**	**98**	**98**
September 30, 2010	746	182	91	110	109
December 31, 2011	**611**	**75**	**26**	**26**	**25**
December 31, 2010	710	106	37	37	37

Quarter Ended	Operating Revenues	Operating Income (Loss)	Net Income (Loss)	Net Income (Loss) Attributable to Ameren Energy Generating Company
Genco				
March 31, 2011	**$ 241**	**$ 54**	**$ 22**	**$ 21**
March 31, 2010	266	62	24	23
June 30, 2011	**260**	**37**	**13**	**13**
June 30, 2010	275	45	14	13
September 30, 2011	**327**	**10**	**(4)**	**(5)**
September 30, 2010	335	(99)	(100)	(101)
December 31, 2011	**238**	**38**	**14**	**15**
December 31, 2010	250	54	26	26

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 2011 fiscal year.

(a) Evaluation of Disclosure Controls and Procedures

As of December 31, 2011, 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, 2011, 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.

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(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* issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). After making that evaluation, management concluded that each of the Ameren Companies internal control over financial reporting was effective as of December 31, 2011. The effectiveness of Ameren s internal control over financial reporting as of December 31, 2011, 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, Ameren Illinois or Genco s (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 the 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 2011 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 2012 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 2012 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. With respect to Genco, this information is omitted in reliance on General Instruction I(2) of Form 10-K.

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, Ameren Illinois and Genco 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 Stephen F. Brauer, Catherine S. Brune and Ellen M. Fitzsimmons 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, Ameren Illinois and Genco 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 stockholders 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

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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 Corporate Compliance Policy. Any amendment to the Code of Ethics and Corporate Compliance Policy and any waiver

from a provision of the Code of Ethics and 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 2012 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 2012 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. With respect to Genco, this information is omitted in reliance on General Instruction I(2) of Form 10-K.

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, 2011, with respect to the shares of Ameren s common stock that may be issued under its existing equity compensation plans.

Plan Category	Number of Securities to be Issued Upon Exercise of Outstanding Options, Warrants and Rights (a)	Weighted-Average Exercise Price of Outstanding Options, Warrants and Rights (b)	Number of Securities Remaining Available for Future Issuance Under Equity Compensation Plans (excluding securities reflected in column (a)) (c)
Equity compensation plans approved by security holders[a]	1,744,825	$ (b)	1,877,523
Equity compensation plans not approved by security holders	-	-	-
Total	1,744,825	$ (b)	1,877,523

(a) Consists of the Ameren Corporation Long-term Incentive Plan of 1998, which was approved by stockholders in April 1998 and expired on April 1, 2008, and the Ameren Corporation 2006 Omnibus Incentive Compensation Plan, which was approved by stockholders in May 2006 and expires on May 2, 2016. Pursuant to grants of performance share units (PSUs) under the Long-term Incentive Plan of 1998 and the 2006 Omnibus Incentive Compensation Plan, 211,940 of the securities represent PSUs that vested as of December 31, 2011 (including accrued and reinvested dividends), and 1,496,153 of the securities represent target PSUs granted but not vested (including accrued and reinvested dividends) as of December 31, 2011. 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 stockholder 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 2012 annual meeting of stockholders held pursuant to SEC Regulation 14A. 36,732 of the securities represent shares that may be issued as of December 31, 2011, 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, Ameren Illinois and Genco 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 2012 annual meeting of stockholders 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 2012 annual meeting of stockholders 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 stockholders definitive information statement: Security Ownership. With respect to Genco, this information is omitted in reliance on General Instruction I(2) of Form 10-K.

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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 2012 annual meeting of stockholders filed pursuant to SEC Regulation 14A; it is incorporated herein by reference. Information required by Item 404 of SEC Regulation S-K for Ameren Missouri and Ameren Illinois will be included in each company s definitive information statement for its 2012 annual meeting of stockholders 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. With respect to Genco, this information is omitted in reliance on General Instruction I(2) of Form 10-K.

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 2012 annual meetings of stockholders filed pursuant to SEC Regulations 14A and 14C, respectively; it is incorporated herein by reference. Information required by this Item of Form 10-K for Genco is identical to the information that will be included in Ameren s definitive proxy statement and in the definitive information statements of Ameren Missouri and Ameren Illinois for their 2012 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 181.
(b) Exhibits are listed in the Exhibit Index commencing on page 181.

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Report of Independent Registered Public Accounting Firm on Financial Statement Schedules

To the Board of Directors and Shareholders

of Ameren Corporation:

Our audits of the consolidated financial statements listed in the index appearing under Item 15(a)(1) and of the effectiveness of internal control over financial reporting referred to in our report dated February 28, 2012 also included an audit of the financial statement schedules listed in Item 15(a)(2) of this Form 10-K. In our opinion, these financial statement schedules present fairly, in all material respects, the information set forth therein when read in conjunction with the related consolidated financial statements.

As disclosed in Note 6 to Schedule I, the Company has restated its Parent Company only condensed statement of cash flows included on Schedule I for the years ended December 31, 2010 and December 31, 2009.

/s/ PricewaterhouseCoopers LLP

PricewaterhouseCoopers LLP

St. Louis, Missouri

February 28, 2012

Report of Independent Registered Public Accounting Firm on Financial Statement Schedules

To the Board of Directors and Shareholders

of Union Electric Company:

Our audits of the financial statements listed in the index appearing under Item 15(a)(1) referred to in our report dated February 28, 2012 also included an audit of the financial statement schedule listed in Item 15(a)(2) of this Form 10-K. In our opinion, this financial statement schedule presents fairly, in all material respects, the information set forth therein when read in conjunction with the related financial statements.

/s/ PricewaterhouseCoopers LLP

PricewaterhouseCoopers LLP

St. Louis, Missouri

February 28, 2012

Report of Independent Registered Public Accounting Firm on Financial Statement Schedules

To the Board of Directors and Shareholders

of Ameren Illinois Company:

Our audits of the consolidated financial statements listed in the index appearing under Item 15(a)(1) referred to in our report dated February 28, 2012 also included an audit of the financial statement schedule listed in Item 15(a)(2) of this Form 10-K. In our opinion, this financial statement schedule presents fairly, in all material respects, the information set forth therein when read in conjunction with the related consolidated financial statements.

/s/ PricewaterhouseCoopers LLP

PricewaterhouseCoopers LLP

St. Louis, Missouri

February 28, 2012

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SCHEDULE I CONDENSED FINANCIAL INFORMATION OF PARENT

AMEREN CORPORATION

CONDENSED STATEMENT OF INCOME

For the Years Ended December 31, 2011, 2010 and 2009

(In millions)	2011	2010	2009
Operating revenues	$ -	$ -	$ -
Goodwill, impairment and other charges	-	372	-
Operating expenses	15	24	20
Operating loss	(15)	(396)	(20)
Equity in earnings of subsidiaries	527	535	625
Interest income from affiliates	44	28	36
Miscellaneous expense	4	3	4
Interest charges	41	56	37
Income tax (benefit)	(8)	(31)	(12)
Net income	$ 519	$ 139	$ 612

SCHEDULE I CONDENSED FINANCIAL INFORMATION OF PARENT

AMEREN CORPORATION

CONDENSED BALANCE SHEET

(In millions)	December 31, 2011	December 31, 2010
Assets:		
Cash and cash equivalents	$ 3	$ 4
Advances to money pool	340	64
Accounts and notes receivable affiliates	57	405
Other current assets	-	2
Total current assets	400	475
Investments in subsidiaries	7,532	7,681
Note receivable affiliate	425	425
Other non-current assets	333	403
Total assets	$ 8,690	$ 8,984
Liabilities and Stockholders Equity:		
Short-term debt	$ 148	$ 269
Accounts payable affiliates	13	41
Other current liabilities	62	75
Total current liabilities	223	385
Credit facility borrowings	-	360
Long-term debt	424	423
Other deferred credits and liabilities	74	69
Total liabilities	721	1,237
Commitments and Contingencies		
Stockholders Equity:		
Common stock, $.01 par value, 400.0 shares authorized shares outstanding of 242.6 and 240.4, respectively	2	2
Other paid-in capital, principally premium on common stock	5,598	5,520
Retained earnings	2,369	2,225
Total stockholders equity	7,969	7,747
Total liabilities and stockholders equity	$ 8,690	$ 8,984

SCHEDULE I CONDENSED FINANCIAL INFORMATION OF PARENT

AMEREN CORPORATION

CONDENSED STATEMENT OF CASH FLOWS

For the Years Ended December 31, 2011, 2010 and 2009

(In millions)	**2011**	**Restated 2010**	**Restated 2009**
Net cash flows provided by operating activities	**$ 804**	$ 241	$ 270
Cash flows from investing activities:			
Money pool advances, net	**(276)**	18	300
Notes receivable affiliates, net	**358**	242	(712)
Investments in subsidiaries	**(94)**	(13)	(831)
Other	**(2)**	1	-
Net cash flows provided by (used in) investing activities	**(14)**	248	(1,243)
Cash flows from financing activities:			
Dividends on common stock	**(375)**	(368)	(338)
Short-term debt and credit facility borrowings, net	**(481)**	(221)	275
Issuances of:			
Long-term debt	**-**	-	423
Common stock	**65**	80	634
Other	**-**	-	(19)
Net cash flows provided by (used in) financing activities	**(791)**	(509)	975

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SCHEDULE I CONDENSED FINANCIAL INFORMATION OF PARENT

AMEREN CORPORATION

CONDENSED STATEMENT OF CASH FLOWS

For the Years Ended December 31, 2011, 2010 and 2009

(In millions)	2011	Restated 2010	Restated 2009
Net change in cash and cash equivalents	**$ (1)**	$ (20)	$ 2
Cash and cash equivalents at beginning of year	**4**	24	22
Cash and cash equivalents at the end of year	**$ 3**	$ 4	$ 24
Cash dividends received from consolidated subsidiaries	**$ 730**	$ 368	$ 338

AMEREN CORPORATION (parent company only)

NOTES TO CONDENSED FINANCIAL STATEMENTS

December 31, 2011

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. As specified in Note 5 Long-term Debt and Equity Financings under Part II, Item 8, of this report, there are restrictions on Ameren Corporation s (parent company only) ability to obtain funds from certain of its subsidiaries through dividends, loans or advances. 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 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 GOODWILL AND OTHER ASSET IMPAIRMENTS

See Note 17 Goodwill, Impairments and Other Charges under Part II, Item 8, of this report for a description of the impairment charges incurred by Ameren Corporation (parent company only) in 2010.

NOTE 6 RESTATEMENTS

During 2011, Ameren Corporation (parent company only) identified an error in the cash flow statement classification of intercompany notes receivable that impacted years ended December 31, 2010, and 2009. For the year ended December 31, 2010, previously reported cash flows provided by operating activities were $522 million and cash flows used in investing activities were $33 million. As corrected herein, cash flows provided by operating activities were $241 million and cash flows provided by investing activities were $248 million. For the year ended December 31, 2009, previously reported cash flows used in operating activities were $442 million and cash flows used in investing activities were $531 million. As corrected herein, cash flows provided by operating activities were $270 million and cash flows used in investing activities were $1,243 million.

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SCHEDULE II VALUATION AND QUALIFYING ACCOUNTS

FOR THE YEARS ENDED DECEMBER 31, 2011, 2010 AND 2009

(in millions)

Column A	Column B	Column C		Column D	Column E
		(1)	(2)		
Description	Balance at Beginning of Period	Charged to Costs and Expenses	Charged to Other Accounts	Deductions[a]	Balance at End of Period
Ameren:					
Deducted from assets allowance for doubtful accounts:					
2011	**$ 23**	**$ 41**	**$ -**	**$ 44**	**$ 20**
2010	24	33	-	34	23
2009	28	37	-	41	24
Ameren Missouri:					
Deducted from assets allowance for doubtful accounts:					
2011	**$ 8**	**$ 17**	**$ -**	**$ 18**	**$ 7**
2010	6	14	-	12	8
2009	8	8	-	10	6
Ameren Illinois:					
Deducted from assets allowance for doubtful accounts:					
2011	**$ 13**	**$ 24**	**$ -**	**$ 24**	**$ 13**
2010	17	18	-	22	13
2009	21	27	-	31	17

(a) Uncollectible accounts charged off, less recoveries.

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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: February 28, 2012	By /s/ Thomas R. Voss Thomas R. Voss 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/ Thomas R. Voss	Chairman, President and	February 28, 2012
Thomas R. Voss	Chief Executive Officer and Director (Principal Executive Officer)	
/s/ Martin J. Lyons, Jr.	Senior Vice President and	February 28, 2012
Martin J. Lyons, Jr.	Chief Financial Officer	
	(Principal Financial and Accounting Officer)	
*	Director	February 28, 2012
Stephen F. Brauer		
*	Director	February 28, 2012
Catherine S. Brune		
*	Director	February 28, 2012
Ellen M. Fitzsimmons		
*	Director	February 28, 2012
Walter J. Galvin		
*	Director	February 28, 2012
Gayle P.W. Jackson		
*	Director	February 28, 2012
James C. Johnson		

*	Director	February 28, 2012
Steven H. Lipstein		
*	Director	February 28, 2012
Patrick T. Stokes		
*	Director	February 28, 2012
Stephen R. Wilson		
*	Director	February 28, 2012
Jack D. Woodard		
*By /s/ Martin J. Lyons, Jr.		February 28, 2012
Martin J. Lyons, Jr.		
Attorney-in-Fact		

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UNION ELECTRIC COMPANY (registrant)

Date: February 28, 2012

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	Chairman, President,	February 28, 2012
Warner L. Baxter	Chief Executive Officer and Director (Principal Executive Officer)	
/s/ Martin J. Lyons, Jr.	Senior Vice President, Chief Financial Officer and Director (Principal Financial and Accounting Officer)	February 28, 2012
Martin J. Lyons, Jr.		
*	Director	February 28, 2012
Daniel F. Cole		
*	Director	February 28, 2012
Adam C. Heflin		
*	Director	February 28, 2012
Richard J. Mark		
*	Director	February 28, 2012
Charles D. Naslund		
*	Director	February 28, 2012
Gregory L. Nelson		
*By /s/ Martin J. Lyons, Jr.		February 28, 2012
Martin J. Lyons, Jr.		
Attorney-in-Fact		

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AMEREN ILLINOIS COMPANY (registrant)

Date: February 28, 2012

By /s/ Scott A. Cisel
Scott A. Cisel

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/ Scott A. Cisel	Chairman, President,	February 28, 2012
Scott A. Cisel	Chief Executive Officer and Director (Principal Executive Officer)	
/s/ Martin J. Lyons, Jr.	Senior Vice President, Chief Financial Officer and Director (Principal Financial and Accounting Officer)	February 28, 2012
Martin J. Lyons, Jr.		
*	Director	February 28, 2012
Daniel F. Cole		
*	Director	February 28, 2012
Gregory L. Nelson		
*By /s/ Martin J. Lyons, Jr.		February 28, 2012
Martin J. Lyons, Jr.		
Attorney-in-Fact		

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AMEREN ENERGY GENERATING COMPANY (registrant)

Date: February 28, 2012

By /s/ Steven R. Sullivan
Steven R. Sullivan

Chairman and President

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/ Steven R. Sullivan Steven R. Sullivan	Chairman, President and Director (Principal Executive Officer)	February 28, 2012
/s/ Martin J. Lyons, Jr. Martin J. Lyons, Jr.	Senior Vice President, Chief Financial Officer and Director (Principal Financial and Accounting Officer)	February 28, 2012
* Daniel F. Cole	Director	February 28, 2012
* Gregory L. Nelson	Director	February 28, 2012
*By /s/ Martin J. Lyons, Jr. Martin J. Lyons, Jr. Attorney-in-Fact		February 28, 2012

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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).
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 Missouri	Restated Articles of Incorporation of Ameren Missouri	1993 Form 10-K, Exhibit 3(i), File No. 1-2967
3.5(i)	Ameren Illinois	Restated Articles of Incorporation of Ameren Illinois	2010 Form 10-K, Exhibit 3.4(i), File No. 1-3672
3.6(i)	Genco	Articles of Incorporation of Genco	Exhibit 3.1, Form S-4, File No. 333-56594
3.7(i)	Genco	Amendment to Articles of Incorporation of Genco filed April 19, 2000	Exhibit 3.2, Form S-4, File No. 333-56594
3.8(ii)	Ameren	By-Laws of Ameren, as amended October 8, 2010	October 13, 2010 Form 8-K, Exhibit 3.1(ii), File No. 1-14756
3.9(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
3.10(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
3.11(ii)	Genco	Bylaws of Genco as amended December 10, 2010	December 15, 2010 Form 8-K, Exhibit 3.3(ii), File No. 333-56594
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

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Exhibit Designation	Registrant(s)	Nature of Exhibit	Previously Filed as Exhibit to:
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, relative to Series AA	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

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Exhibit Designation	Registrant(s)	Nature of Exhibit	Previously Filed as Exhibit to:
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	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
4.30	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
4.31	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
4.32	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
4.33	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
4.34	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
4.35	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
4.36	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
4.37	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

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Exhibit Designation	Registrant(s)	Nature of Exhibit	Previously Filed as Exhibit to:
4.38	Ameren Ameren Missouri	Ameren Missouri Indenture Company Order dated August 22, 2002, establishing the 5.25% Senior Secured Notes due 2012 (including the global note)	August 23, 2002 Form 8-K, Exhibit 4.2, File No. 1-2967
4.39	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
4.40	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
4.41	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
4.42	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
4.43	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, No. 1-2967
4.44	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, No. 1-2967
4.45	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
4.46	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
4.47	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
4.48	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
4.49	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
4.50	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
4.51	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

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Exhibit Designation	Registrant(s)	Nature of Exhibit	Previously Filed as Exhibit to:
4.52	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
4.53	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
4.54	Ameren Ameren Illinois	Second Supplemental Indenture to the CIPS Indenture, dated as of March 1, 2010	Exhibit 4.17, File No. 333-166095
4.55	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
4.56	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
4.57	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
4.58	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
4.59	Ameren Ameren Illinois	Supplemental Indenture to the CILCO Mortgage, dated December 1, 1949	December 1949 Form 8-K, Exhibit A, File No. 1-2732
4.60	Ameren Ameren Illinois	Supplemental Indenture to the CILCO Mortgage, dated July 1, 1957	July 1957 Form 8-K, Exhibit A, File No. 1-2732
4.61	Ameren Ameren Illinois	Supplemental Indenture to the CILCO Mortgage, dated February 1, 1966	February 1966 Form 8-K, Exhibit A, File No. 1-2732
4.62	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
4.63	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
4.64	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
4.65	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
4.66	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

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Exhibit Designation	Registrant(s)	Nature of Exhibit	Previously Filed as Exhibit to:
4.67	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
4.68	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
4.69	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
4.70	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
4.71	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
4.72	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
4.73	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
4.74	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
4.75	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
4.76	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
4.77	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
4.78	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
4.79	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
4.80	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
4.81	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
4.82	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

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Exhibit Designation	Registrant(s)	Nature of Exhibit	Previously Filed as Exhibit to:
4.83	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
4.84	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
4.85	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
4.86	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
4.87	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
4.88	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
4.89	Ameren Genco	Indenture dated as of November 1, 2000, from Genco to The Bank of New York Mellon Trust Company, N.A., as successor trustee (Genco Indenture)	Exhibit 4.1, File No. 333-56594
4.90	Ameren Genco	Third Supplemental Indenture dated as of June 1, 2002, to Genco Indenture, relating to Genco s 7.95% Senior Notes, Series E due 2032	June 30, 2002 Form 10-Q, Exhibit 4.1, File No. 333-56594
4.91	Ameren Genco	Fourth Supplemental Indenture dated as of January 15, 2003, to Genco Indenture, relating to Genco 7.95% Senior Notes, Series F due 2032	2002 Form 10-K, Exhibit 4.5, File No. 333-56594
4.92	Ameren Genco	Fifth Supplemental Indenture dated as of April 1, 2008, to Genco Indenture, relating to Genco 7.00% Senior Notes, Series G due 2018	April 9, 2008 Form 8-K, Exhibit 4.2, File No. 333-56594
4.93	Ameren Genco	Sixth Supplemental Indenture, dated as of July 7, 2008, to Genco Indenture, relating to Genco 7.00% Senior Notes, Series H due 2018	Exhibit No. 4.55, File No. 333-155416
4.94	Ameren Genco	Seventh Supplemental Indenture, dated as of November 1, 2009, to Genco Indenture, relating to Genco 6.30% Senior Notes, Series I due 2020	November 17, 2009 Form 8-K, Exhibit 4.8, File No. 333-56594
Material Contracts			
10.1	Ameren Genco	Amended and Restated Power Supply Agreement, dated March 28, 2008, between Marketing Company and Genco	March 28, 2008 Form 8-K, Exhibit 10.3, File No. 1-14756
10.2	Ameren Genco	First Amendment dated January 1, 2010, to Amended and Restated Power Supply Agreement, dated March 28, 2008, between Marketing Company and Genco	2009 Form 10-K, Exhibit 10.2, File No. 1-14756

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Exhibit Designation	Registrant(s)	Nature of Exhibit	Previously Filed as Exhibit to:
10.3	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
10.4	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
10.5	Ameren Genco	Ameren Corporation System Amended and Restated Non-Regulated Subsidiary Money Pool Agreement, dated March 1, 2008	March 31, 2008 Form 10-Q, Exhibit 10.1, File No. 1-14756
10.6	Ameren Ameren Missouri	Credit Agreement, dated as of September 10, 2010, by and among Ameren, Ameren Missouri and JPMorgan Chase Bank, N.A., as agent, and the lenders party thereto.	September 13, 2010 Form 8-K, Exhibit 10.1, File No. 1-14756
10.7	Ameren Genco	Credit Agreement, dated as of September 10, 2010, by and among Ameren, Genco and JPMorgan Chase Bank, N.A., as agent, and the lenders party thereto.	September 13, 2010 Form 8-K, Exhibit 10.2, File No. 1-14756
10.8	Ameren Ameren Illinois	Credit Agreement, dated as of September 10, 2010, by and among Ameren, CIPS (now Ameren Illinois), CILCO and IP (predecessors in interest to Ameren Illinois) and JPMorgan Chase Bank, N.A., as agent, and the lenders party thereto.	September 13, 2010 Form 8-K, Exhibit 10.3, File No. 1-14756
10.9	Ameren	*Summary Sheet of Ameren Corporation Non-Management Director Compensation revised on August 8, 2008	September 30, 2008 Form 10-Q, Exhibit 10.1, File No. 1-14756
10.10	Ameren Companies	*Ameren s Long-Term Incentive Plan of 1998	1998 Form 10-K, Exhibit 10.1, File No. 1-14756
10.11	Ameren Companies	*First Amendment to Ameren s Long-Term Incentive Plan of 1998	February 16, 2006 Form 8-K, Exhibit 10.6, File No. 1-14756
10.12	Ameren Companies	*Form of Restricted Stock Award under Ameren s Long-Term Incentive Plan of 1998	February 14, 2005 Form 8-K, Exhibit 10.1, File No. 1-14756
10.13	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
10.14	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
10.15	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
10.16	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
10.17	Ameren Companies	*Amendment dated October 14, 2010 to Ameren s Deferred Compensation Plan	2010 Form 10-K, Exhibit 10.17, File No. 1-14756
10.18	Ameren Companies	*2010 Ameren Executive Incentive Plan	December 17, 2009 Form 8-K, Exhibit 10.1, File No. 1-14756
10.19	Ameren Companies	*2011 Ameren Executive Incentive Plan	December 15, 2010 Form 8-K, Exhibit 10.1, File No. 1-14756
10.20	Ameren Companies	*2012 Ameren Executive Incentive Plan	December 14, 2011 Form 8-K, Exhibit 10.1, File No. 1-14756

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Exhibit Designation	Registrant(s)	Nature of Exhibit	Previously Filed as Exhibit to:
10.21	Ameren Companies	*2010 Base Salary Table for Named Executive Officers	2009 Form 10-K, Exhibit 10.29, File No. 1-14756
10.22	Ameren Companies	*2011 Base Salary Table for Named Executive Officers	2010 Form 10-K, Exhibit 10.21, File No. 1-14756
10.23	Ameren Companies	*2012 Base Salary Table for Named Executive Officers	
10.24	Ameren Companies	*Second Amended and Restated Ameren Corporation Change of Control Severance Plan	2008 Form 10-K, Exhibit 10.37, File No. 1-14756
10.25	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
10.26	Ameren Companies	*Revised Schedule I to Second Amended and Restated Ameren Change of Control Severance Plan, as amended	
10.27	Ameren Companies	*Table of 2008 Target Performance Share Unit Awards Issued to Named Executive Officers	February 14, 2008 Form 8-K, Exhibit 99.1, File No. 1-14756
10.28	Ameren Companies	*Table of 2009 Target Performance Share Unit Awards Issued to Executive Officers	March 2, 2009 Form 8-K, Exhibit 99.1, File No. 1-14756
10.29	Ameren Companies	*Formula for Determining 2010 Target Performance Share Unit Awards to be Issued to Named Executive Officers	December 17, 2009 Form 8-K, Exhibit 99.1, File No. 1-14756
10.30	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
10.31	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
10.32	Ameren Companies	*Ameren Corporation 2006 Omnibus Incentive Compensation Plan	February 16, 2006 Form 8-K, Exhibit 10.3, File No. 1-14756
10.33	Ameren Companies	*Form of Performance Share Unit Award Issued in 2006-2008 pursuant to 2006 Omnibus Incentive Compensation Plan	February 16, 2006 Form 8-K, Exhibit 10.4, File No. 1-14756
10.34	Ameren Companies	*Form of Performance Share Unit for Award Issued in 2009 pursuant to 2006 Omnibus Incentive Compensation Plan	March 2, 2009 Form 8-K, Exhibit 10.1, File No. 1-14756
10.35	Ameren Companies	*Form of Performance Share Unit for Award Issued in 2010 pursuant to 2006 Omnibus Incentive Compensation Plan	December 17, 2009 Form 8-K, Exhibit 10.2, File No. 1-14756
10.36	Ameren Companies	*Form of Performance Share Unit for Award to be Issued in 2011 pursuant to 2006 Omnibus Incentive Compensation Plan	December 15, 2010 Form 8-K, Exhibit 10.2, File No. 1-14756
10.37	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
10.38	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
10.39	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

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Exhibit Designation	Registrant(s)	Nature of Exhibit	Previously Filed as Exhibit to:
10.40	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
10.41	Ameren Ameren Illinois	*CILCO Executive Deferral Plan as amended effective August 15, 1999	1999 Form 10-K, Exhibit 10, File No. 1-2732
10.42	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
10.43	Ameren Ameren Illinois	*CILCO Restructured Executive Deferral Plan (approved August 15, 1999)	1999 Form 10-K, Exhibit 10(e), File No. 1-2732
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	
12.4	Genco	Genco s Statement of Computation of Ratio of Earnings to Fixed Charges	
Code of Ethics			
14.1	Ameren Companies	Code of Ethics amended as of June 11, 2004	June 30, 2004 Form 10-Q, 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	
Power of Attorney			
24.1	Ameren	Power 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	
24.4	Genco	Power of Attorney with respect to Genco	
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	

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Exhibit Designation	Registrant(s)	Nature of Exhibit	Previously Filed as Exhibit to:
31.7	Genco	Rule 13a-14(a)/15d-14(a) Certification of Principal Executive Officer of Genco	
31.8	Genco	Rule 13a-14(a)/15d-14(a) Certification of Principal Financial Officer of Genco	
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	
32.4	Genco	Section 1350 Certification of Principal Executive Officer and Principal Financial Officer of Genco	
Additional Exhibits			
99.1	Ameren	Amended and Restated Power Supply Agreement, dated March 28, 2008, between Marketing Company and AERG	March 28, 2008 Form 8-K, Exhibit 99.1, File No. 1-14756
99.2	Ameren	First Amendment dated January 1, 2010, to Amended and Restated Power Supply Agreement dated March 28, 2008, between Marketing Company and AERG	2009 Form 10-K, Exhibit 99.2, File No. 1-14756
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; Ameren Illinois, 1-3672; and Genco, 333-56594.

*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, 2011, formatted in XBRL (eXtensible Business Reporting Language): (i) the Consolidated Statement of Income for the years ended December 31, 2011, 2010, and 2009, (ii) the Consolidated Balance Sheet at December 31, 2011, and December 31, 2010, (iii) the Consolidated Statement of Cash Flows for the years ended December 31, 2011, 2010, and 2009, (iv) the Consolidated Statement of Stockholders Equity for the years ended December 31, 2011, 2010, and 2009, and (v) the Combined Notes to the Financial Statements for the year ended December 31, 2011. For Ameren Missouri, Ameren Illinois, and Genco, these exhibits are deemed furnished and not filed pursuant to Rule 406T of Regulation S-T.

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.