

Table of Contents

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, 2010 and 2009. It also provides the amounts included in regulatory assets and accumulated OCI at December 31, 2010 and 2009, that have not been recognized in net periodic benefit costs.

	2010		2009	
	Pension Benefits (a)	Postretirement Benefits (a)	Pension Benefits (a)	Postretirement Benefits (a)
Accumulated benefit obligation at end of year	\$ 3,246	\$ (b)	\$ 3,041	\$ (b)
Change in benefit obligation:				
Net benefit obligation at beginning of year	\$ 3,255	\$ 1,143	\$ 3,303	\$ 1,182
Service cost	68	20	68	19
Interest cost	185	62	186	66
Plan amendments (c)	(40)	-	-	-
Participant contributions	-	17	-	17
Actuarial (gain) loss	165	(53)	(133)	(74)
Benefits paid	(182)	(74)	(169)	(72)
Federal subsidy on benefits paid	(b)	5	(b)	5
Net benefit obligation at end of year	3,451	1,120	3,255	1,143
Change in plan assets:				
Fair value of plan assets at beginning of year	2,495	732	2,393	593
Actual return on plan assets	328	81	172	140
Employer contributions	81	36	99	49
Federal subsidy on benefits paid	(b)	5	(b)	5
Participant contributions	-	17	-	17
Benefits paid	(182)	(74)	(169)	(72)
Fair value of plan assets at end of year	2,722	797	2,495	732
Funded status – deficiency	729	323	760	411
Accrued benefit cost at December 31	\$ 729	\$ 323	\$ 760	\$ 411
Amounts recognized in the balance sheet consist of:				
Current liability	\$ 4	\$ 3	\$ 3	\$ 3
Noncurrent liability	725	320	757	408
Total	\$ 729	\$ 323	\$ 760	\$ 411
Amounts recognized in regulatory assets consist of:				
Net actuarial loss	\$ 507	\$ 86	\$ 487	\$ 167
Prior service cost (credit)	(11)	(32)	33	(37)
Transition obligation	-	5	-	9
Amounts recognized in accumulated OCI consist of:				
Net actuarial loss	24	13	28	25
Prior service cost (credit)	4	(10)	8	(13)
Total	\$ 524	\$ 62	\$ 556	\$ 151

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

(b) Not applicable.

(c) In July 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, 2010, and 2009:

	Pension Benefits		Postretirement Benefits	
	2010	2009	2010	2009
Discount rate at measurement date	5.25%	5.75%	5.25%	5.75%
Increase in future compensation	3.50	3.50	3.50	3.50
Medical cost trend rate (initial)	-	-	6.00	6.50
Medical cost trend rate (ultimate)	-	-	5.00	5.00
Years to ultimate rate	-	-	2 years	3 years

Table of Contents

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, 2010, its investment performance in 2010, and its pension funding policy, Ameren expects to make annual contributions of \$75 million to \$110 million in each of the next five years, with aggregate estimated contributions of \$470 million. We expect UE's, AIC's and Genco's portion of the future funding requirements to be 63%, 28%, and 9%, respectively. These amounts are estimates. They 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 2010 and 2009:

	Pension Benefits		Postretirement Benefits	
	2010	2009	2010	2009
Ameren ^(a)	\$ 81	\$ 99	\$ 36	\$ 49
UE	36	42	11	13
AIC	23	25	20	28
Genco	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 is composed of 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 8% and 7.75%, respectively, in 2011. No plan assets are expected to be returned to Ameren during 2011.

Table of Contents

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 2011 and our pension and postretirement plans' asset categories as of December 31, 2010, and 2009.

Asset Category	Target Allocation 2011	Percentage of Plan Assets at December 31,	
		2010	2009
Pension Plan:			
Cash and cash equivalents	0 - 5 %	1%	1%
Equity securities:			
U.S. large capitalization	29 - 39	31	32
U.S. small and mid-capitalization	2 - 12	11	10
International and emerging markets	9 - 19	15	15
Total equity	50 - 60	57	57
Debt securities	35 - 45	37	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	39	39
U.S. small and mid-capitalization	3 - 13	10	10
International	10 - 20	14	12
Total equity	55 - 65	63	61
Debt securities	30 - 40	33	35
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 \$200,000 to \$10 million individually, 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, 2010. 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.

Table of Contents

The following table sets forth, utilizing 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
Asset-backed securities	-	-	-	-
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^{(a)(b)}

(a) Includes \$85 million of 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) Excludes \$28 million of receivables related to pending security sales, offset by payables related to pending security purchases.

The following table sets forth, utilizing the fair value hierarchy discussed in Note 8 – Fair Value Measurements, the pension plan assets measured at fair value as of December 31, 2009:

	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	\$ 35	\$ -	\$ 36
Equity securities:				
U.S. large capitalization	270	556	-	826
U.S. small and mid-capitalization	242	10	-	252
International and emerging markets	114	264	-	378
Debt securities:				
Corporate bonds	-	579	-	579
Municipal bonds	-	44	-	44
U.S. treasury and agency securities	-	209	-	209
Asset-backed securities	-	19	-	19
Other	-	102	1	103
Real estate	-	-	90	90
Private equity	-	-	33	33
Derivative assets	-	4	-	4
Total	\$ 627	\$ 1,822	\$ 124	\$ 2,573^{(a)(b)}

(a) Includes \$77 million of 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) Excludes \$1 million net payable related to pending security purchases.

For the year ended December 31, 2009, \$183 million of previously classified Level 1 assets within the pension plan were reclassified to Level 2. The classification change primarily related to U.S. treasury securities and has been reflected in the above table.

Table of Contents

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, 2010 and 2009:

	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,
2010:						
Other debt securities	\$ 1	\$ -	\$ -	\$ (1)	\$ -	\$ -
Real estate	90	7	-	1	-	98
Private equity	33	(5)	7	(7)	-	28
2009:						
Other debt securities	\$ 1	\$ -	\$ -	\$ -	\$ -	\$ 1
Real estate	144	(53)	(2)	1	-	90
Private equity	39	(6)	3	(3)	-	33

The following table sets forth, utilizing 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 ^{(a)(b)}

(a) Excludes \$85 million of 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) Excludes \$6 million of payables related to pending security purchases, offset by Medicare, interest receivables, and receivables related to pending security sales.

The following table sets forth, utilizing the fair value hierarchy discussed in Note 8 – Fair Value Measurements, the postretirement benefit plans assets measured at fair value as of December 31, 2009:

	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	\$ 26	\$ -	\$ 27
Equity securities:				
U.S. large capitalization	193	60	-	253
U.S. small and mid-capitalization	64	-	-	64
International	35	45	-	80
Debt securities:				
Corporate bonds	-	69	-	69
Municipal bonds	-	58	-	58
U.S. treasury and agency securities	-	49	-	49
Asset-backed securities	-	23	-	23
Other	-	28	-	28
Derivative assets	1	-	-	1
Total	\$ 294	\$ 358	\$ -	\$ 652 ^{(a)(b)}

(a) Excludes \$77 million of 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) Excludes net \$3 million of Medicare and interest receivables, offset by payables related to pending security purchases.

For the year ended December 31, 2009, \$17 million of previously classified Level 1 assets within the postretirement benefit plans were reclassified to Level 2. The classification change primarily related to U.S. treasury securities and has been reflected in the above table.

Table of Contents

Net Periodic Benefit Cost

The following table presents the components of the net periodic benefit cost of our pension and postretirement benefit plans during 2010, 2009, and 2008:

	Pension Benefits		Postretirement Benefits	
	Ameren (a)		Ameren (a)	
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
2008:				
Service cost	\$	60	\$	18
Interest cost		186		70
Expected return on plan assets		(213)		(58)
Amortization of:				
Transition obligation		-		2
Prior service cost		11		(8)
Actuarial loss		3		9
Net periodic benefit cost	\$	47	\$	33

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

The current year expected return on plan assets is primarily determined 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 2011 are as follows:

	Pension Benefits		Postretirement Benefits	
	Ameren (a)		Ameren (a)	
Regulatory assets:				
Transition obligation	\$	-	\$	3
Prior service cost (credit)		(1)		(4)
Net actuarial loss		54		14
Accumulated OCI:				
Transition obligation		-		-
Prior service cost (credit)		-		(3)
Net actuarial loss		1		-
Total	\$	54	\$	10

(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.

Table of Contents

UE, AIC 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, 2010, 2009, and 2008:

	Pension Costs			Postretirement Costs		
	2010	2009	2008	2010	2009	2008
Ameren ^(a)	\$ 65	\$ 81	\$ 47	\$ 21	\$ 34	\$ 33
UE	42	50	35	11	15	13
AIC	10	14	1	7	16	17
Genco	9	11	6	2	3	2

(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, 2010, are as follows:

	Pension Benefits		Postretirement Benefits		
	Paid from	Paid from	Paid from	Paid from	
	Qualified Trust	Company Funds	Qualified Trust	Company Funds	Federal Subsidy
2011	\$ 199	\$ 4	\$ 71	\$ 3	\$ 5
2012	207	3	73	3	5
2013	214	2	77	3	5
2014	222	2	80	3	5
2015	229	2	83	3	6
2016 - 2020	1,253	11	462	16	31

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, 2010, 2009, and 2008:

	Pension Benefits			Postretirement Benefits		
	2010	2009	2008	2010	2009	2008
Discount rate at measurement date	5.75%	5.75%	6.15%	5.75%	5.75%	6.05%
Expected return on plan assets	8.00	8.00	8.25	8.00	8.00	8.25
Increase in future compensation	3.50	4.00	4.00	3.50	4.00	4.00
Medical cost trend rate (initial)	-	-	-	6.50	7.00	9.00
Medical cost trend rate (ultimate)	-	-	-	5.00	5.00	5.00
Years to ultimate rate	-	-	-	3 years	4 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	\$ -	\$ 101	\$ -	\$ 29
0.25% increase in salary scale	2	13	-	-
1.00% increase in annual medical trend	-	-	2	31
1.00% decrease in annual medical trend	-	-	(2)	(29)

Other

Ameren sponsors a 401(k) plan for eligible employees. The Ameren plan covered all eligible employees of the Ameren Companies at December 31, 2010. 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. Ameren's matching contributions to the 401(k) plan totaled \$27 million, \$24 million, and \$23 million in 2010, 2009, and 2008, respectively.

Table of Contents

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, 2010, 2009, and 2008:

	2010	2009	2008
Ameren ^(a)	\$ 27	\$ 24	\$ 23
UE	16	14	14
AIC	8	7	6
Genco	1	2	2

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

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; however, previously granted awards continue to vest or to be exercisable 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, 2010, and changes during the year ended December 31, 2010, 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, 2010	945,337	\$ 22.07	135,696	\$ 48.92
Granted ^(c)	688,510	32.01	-	-
Dividends	-	-	4,655	26.71
Unearned or forfeited ^(d)	(345,958)	31.65	(4,369)	49.71
Earned and vested ^(e)	(145,121)	31.55	(52,828)	47.43
Nonvested at December 31, 2010	1,142,768	\$ 23.96	83,154	\$ 49.87

(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 2010 under the 2006 Plan.

(d) Includes share units granted in 2008 that were not earned based on performance provisions of the award grants.

(e) Includes share units granted in 2008 that vested as of December 31, 2010, 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, \$15 million, and \$22 million for the years ended December 31, 2010, 2009, and 2008, respectively, and a related tax benefit of \$5 million, \$6 million, and \$8 million for the years ended December 31, 2010, 2009, and 2008, respectively. As of December 31, 2010, total compensation cost of \$13 million related to nonvested awards not yet recognized is expected to be recognized over a weighted-average period of 23 months.

Performance Share Units

Performance share unit awards were granted under the 2006 Plan each year since 2006. A share unit will vest and

entitle 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 will vary from 0% to 200% of the target award, depending on actual company performance relative to the performance goals. For performance share units granted in 2006, 2007 and 2008, vested performance shares units are 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.

Table of Contents

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 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.

The fair value of each share unit awarded in March 2009 under the 2006 Plan was determined to be \$15.52. That amount was based on Ameren's closing common share price of \$22.20 at March 2, 2009, 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, 2009. The significant assumptions used to calculate fair value also included a three-year risk-free rate of 1.24%, volatility of 21.3% to 33.1% for the peer group, and Ameren's attainment of earnings per share of at least \$2.54 during each year of the three-year performance period.

Restricted Stock

Restricted stock awards of Ameren common stock were granted under the 1998 Plan from 2001 to 2005. Restricted shares have the potential to vest over a seven-year period from the date of grant if Ameren achieves certain performance levels. An accelerated vesting provision included in this plan reduces the vesting period from seven years to three years if the earnings growth rate exceeds 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, 2010, 2009, and 2008:

	Ameren	UE	AIC	Genco
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 ^(a)	3	1	-	(19)
Other permanent items ^(b)	-	-	-	(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)	-	-	-
Permanent items ^(c)	(1)	-	(1)	(1)
Tax credits	(1)	(1)	-	-
Effective income tax rate	35%	33%	37%	38%
2008:				
Statutory federal income tax rate:	35%	35%	35%	35%
Increases (decreases) from:				
Depreciation differences	-	(1)	(3)	-
Amortization of investment tax credit	(1)	(1)	(5)	-
State tax	4	3	4	5
Reserve for uncertain tax positions	(1)	(1)	-	(1)
Permanent items ^(d)	(1)	1	(3)	(2)
Tax credits	(1)	-	-	-
Other ^(e)	(1)	-	-	-
Effective income tax rate	34%	36%	28%	37%

(a) 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.

Table of Contents

- (b) Permanent items are treated differently for book and tax purposes and primarily include nondeductible expenses for Genco.
- (c) 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 AIC, employee stock ownership plan dividends for Ameren, and nondeductible expenses for AIC.
- (d) Permanent items are treated differently for book and tax purposes and primarily include Internal Revenue Code Section 179 production activity deductions for Ameren, UE and Genco and company-owned life insurance for AIC.
- (e) Primarily includes settlements with state taxing authorities and state apportionment changes for Ameren.

The following table presents the components of income tax expense (benefit) for the years ended December 31, 2010, 2009, and 2008:

	Ameren (a)	UE	AIC	Genco
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
2008:				
Current taxes:				
Federal	\$ 165	\$ 37	\$ (1)	\$ 132
State	10	5	(5)	28
Deferred taxes:				
Federal	130	86	17	21
State	31	11	8	2
Deferred investment tax credits, amortization	(9)	(5)	(3)	(1)
Total income tax expense	\$ 327	\$ 134	\$ 16	\$ 182

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

Table of Contents

The following table presents the deferred tax assets and deferred tax liabilities recorded as a result of temporary differences at December 31, 2010, and 2009:

	Ameren (a)	UE	AIC	Genco
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 benefit costs	(323)	(87)	(86)	(45)
Purchase accounting	65	-	(1)	17
ARO	(48)	(9)	1	(27)
Other	(116)	7	(53)	10
Total net accumulated deferred income tax liabilities (b)	\$ 2,957	\$ 1,951	\$ 681	\$ 265
2009:				
Accumulated deferred income taxes, net liability (asset):				
Plant related	\$ 2,813	\$ 1,717	\$ 553	\$ 332
Deferred intercompany tax gain/basis step-up	3	(3)	79	(77)
Regulatory assets (liabilities), net	52	54	(2)	-
Deferred benefit costs	(313)	(98)	(68)	(31)
Purchase accounting	63	-	(27)	27
ARO	(43)	(9)	-	(23)
Other	17	11	(26)	14
Total net accumulated deferred income tax liabilities (c)	\$ 2,592	\$ 1,672	\$ 509	\$ 242

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

(b) Includes \$43 million as current assets recorded in the balance sheet for AIC. Includes \$71 million, \$43 million, and \$12 million as current liabilities recorded in the balance sheets for Ameren, UE and Genco, respectively.

(c) Includes \$45 million as current assets recorded in the balance sheet for AIC. Includes \$38 million, \$12 million and \$26 million as current liabilities recorded in the balance sheets for Ameren, UE 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, 2010:

	Ameren	UE	AIC	Genco
Net operating loss carryforwards:				
Federal (a)	\$ 73	\$ 37	\$ 14	\$ 2
State (b)	7	-	3	-
Total net operating loss carryforwards	\$ 80	\$ 37	\$ 17	\$ 2
Tax credit carryforwards:				
Federal (c)	\$ 78	\$ 11	\$ -	\$ -
State (d)	26	-	1	3
Total tax credit carryforwards	\$ 104	\$ 11	\$ 1	\$ 3

(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 2011.

Table of Contents

Uncertain Tax Positions

A reconciliation of the change in the unrecognized tax benefit balance during the years ended December 31, 2008, 2009 and 2010, is as follows:

	Ameren	UE	AIC	Genco
Unrecognized tax benefits – January 1, 2008	\$ 116	\$ 26	\$ -	\$ 40
Increases based on tax positions prior to 2008	16	2	-	5
Decreases based on tax positions prior to 2008	(46)	(13)	-	(9)
Increases based on tax positions related to 2008	31	6	-	13
Changes related to settlements with taxing authorities	(7)	(1)	-	(1)
Decreases related to the lapse of statute of limitations	-	-	-	-
Unrecognized tax benefits – December 31, 2008	\$ 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
Total unrecognized tax benefits (detriments) that, if recognized, would impact the effective tax rates as of December 31, 2008	\$ 12	\$ 1	\$ -	\$ (2)
Total unrecognized tax benefits that, if recognized, would impact the effective tax rates as of December 31, 2009	\$ 6	\$ 3	\$ -	\$ -
Total unrecognized tax benefits that, if recognized, would impact the effective tax rates as of December 31, 2010	\$ -	\$ 3	\$ -	\$ 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.

A reconciliation of the change in the liability for interest on unrecognized tax benefits during the years ended December 31, 2008, 2009 and 2010, is as follows:

	Ameren	UE	AIC	Genco
Liability for interest – January 1, 2008	\$ 17	\$ 5	\$ 1	\$ 7
Interest income for 2008	(7)	(3)	(1)	(3)
Liability for interest – December 31, 2008	\$ 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

As of January 1, 2008, December 31, 2008, December 31, 2009, and December 31, 2010, the Ameren Companies have accrued no amount for penalties with respect to unrecognized tax benefits.

Ameren's federal income tax returns for the years 2005 through 2008 are before the Appeals Office of the Internal Revenue Service. The Internal Revenue Service is currently examining Ameren's 2009 income tax return.

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 reasonably possible that 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 such increases or decreases would be material to their results of operations, financial position or liquidity.

Table of Contents

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

The following table presents the amount of physical gigawatthour sales under related party electric power supply agreements for the years ended December 31, 2010, 2009, and 2008:

	December 31,		
	2010	2009	2008
Genco sales to Marketing Company ^(a)	21,656	19,598	23,701
Marketing Company sales to AIC ^(b)	948	3,529	5,829

(a) Genco has a power supply agreement with Marketing Company whereby Genco sells and Marketing Company purchases all the capacity and energy available from Genco's generation fleet.

(b) Marketing Company contracted with AIC to provide power based on the results of the September 2006 Illinois power procurement auction. The values herein reflect the physical sales volumes provided in that agreement.

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 are allocated between Genco and AERG 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 default is cured within 30 business days.

Capacity Supply Agreements

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

AIC 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. Marketing Company and UE were two of the winning suppliers in AIC's capacity RFPs. Marketing Company contracted to supply a portion of AIC's capacity for \$6 million. In addition, UE contracted to supply a portion of the AIC's capacity for \$1 million.

In 2009, AIC 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 UE were among the winning suppliers in the capacity RFP process. In April 2009, Marketing Company contracted to supply some capacity to AIC for \$4 million, \$9 million, and \$8 million for the 12 months ending May 31, 2010, 2011, and 2012, respectively. In April 2009, UE contracted to supply some capacity to AIC for \$2 million, \$2 million, and \$1 million for the 12 months ending May 31, 2010, 2011, and 2012, respectively.

In 2010, AIC 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 UE were among winning suppliers in the capacity RFP process. In April 2010, Marketing Company contracted to supply some capacity to AIC for \$1 million, \$2 million, and \$3 million for the 12 months ending May 31, 2011, 2012, and 2013, respectively. In April 2010, UE contracted to supply some capacity to AIC for less than \$1 million for the period from June 1, 2010, through May 31, 2013.

Energy Swaps

As part of the 2007 Illinois Electric Settlement Agreement, AIC 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 their 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 AIC. Consequently, AIC 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 AIC 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, 2010:

Period	Volume	Price per Megawatthour
January 1, 2011 – December 31, 2011	1,000 MW	\$ 52.06
January 1, 2012 – December 31, 2012	1,000 MW	53.08

Table of Contents

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

AIC used RFP processes in early 2008, pursuant to the 2007 Illinois Electric Settlement Agreement, to contract for the necessary financial energy swaps requirement for the period from June 1, 2008, through May 31, 2009. Marketing Company was one of the winning suppliers in AIC's energy swap RFP process. Marketing Company entered into financial instruments that fixed the price that the Ameren Illinois Utilities paid for about two million megawatthours at approximately \$60 per megawatthour.

In 2009, AIC 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 AIC will pay 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, AIC 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 AIC 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.

Interconnection and Transmission Agreements

UE and AIC 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.

Generator Interconnection Agreement

In 2008, Genco and AIC (formerly CIPS) signed an agreement requiring Genco to fund the construction costs of upgrades to AIC's transmission system. The transmission upgrades were required to support the additional electric power upgrades made at Genco's Coffeen power plant. Under the agreement, Genco paid AIC for the costs of the transmission upgrades. When the transmission assets were placed in service, AIC paid Genco, with interest, for the costs of the transmission upgrades. In 2009, AIC paid Genco \$2 million when the transmission assets were placed in service. These transactions were eliminated in consolidation on Ameren's financial statements.

In September 2009, Marketing Company and AIC (formerly CIPS) signed an agreement requiring Marketing

Company to fund the cost of certain upgrades to AIC's electric transmission system. Under the agreement, Marketing Company paid AIC \$5 million in 2009 for the costs of the transmission upgrades. These amounts were a contribution in aid of construction and will not be refunded to Marketing Company. These transactions were eliminated in consolidation on Ameren's financial statements.

Joint Ownership Agreement

ATXI and AIC have a joint ownership agreement to construct, own, operate, and maintain certain electric transmission assets in Illinois. Under the terms of this agreement, AIC and ATXI are responsible for their applicable share of all costs related to the construction, operation, and maintenance of electric transmission systems. Through this joint ownership agreement, AIC has a variable interest in ATXI, but AIC is not the primary beneficiary. Ameren is the primary beneficiary of ATXI, and therefore consolidates ATXI.

Support Services Agreements

Ameren Services provides support services to its affiliates. The cost 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.

Executory Tolling, Gas Sales, and Transportation Agreements

Prior to 2009, under an executory tolling agreement, AIC (formerly CILCO) purchased steam, chilled water, and electricity from Medina Valley. In January 2009, AIC transferred the tolling agreement to Marketing Company.

Under a gas transportation agreement, Genco acquires gas transportation service from UE for its Columbia, Missouri, CTs. This agreement expires in February 2016.

Money Pools

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

Intercompany Borrowings

On May 1, 2005, Genco issued to AIC (formerly CIPS) an amended and restated subordinated promissory note in the principal amount of \$249 million with an interest rate of 7.125% per year. Interest income and charges for this note recorded by AIC and Genco, respectively, were \$1 million, \$4 million, and \$7 million for the years ended December 31, 2010, 2009, and 2008, respectively. Genco's subordinated note payable to AIC associated with the transfer in 2000 of AIC's electric generating assets and related liabilities to Genco matured on May 1, 2010.

Genco had no outstanding borrowings directly from Ameren at December 31, 2010, but had \$131 million of

Table of Contents

outstanding borrowings directly from Ameren at December 31, 2009. The average interest rate on these borrowings was 2.9% for the year ended December 31, 2010 (2009 – 2.2%). Genco recorded interest charges of \$2 million, \$2 million and less than \$1 million for Ameren borrowings for the years ended December 31, 2010, 2009, and 2008, respectively.

Collateral Postings

Under the terms of the 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 AIC in the event of nonperformance. The collateral postings are unilateral, meaning that only the suppliers would be required to post collateral. Therefore, UE, as a winning supplier of capacity, and Marketing Company, as a winning supplier of capacity and financial energy swaps, may be required to post collateral. As of December 31, 2010 and 2009, there were no collateral postings required of UE or Marketing Company related to the 2010 and 2009 Illinois power procurement agreements.

Operating Leases

Under an operating lease agreement, Genco leased certain CTs at a Joppa, Illinois, site to its former parent, Development Company, for an initial term of 15 years, expiring September 30, 2015. Under an electric power supply agreement with Marketing Company, Development Company supplied the capacity and energy from these leased units to Marketing Company, which in turn supplied the energy to Genco. By mutual agreement of the parties, this lease agreement and this power supply agreement were terminated in February 2008, when an internal reorganization merged Development Company into Resources Company. Genco recorded operating revenues from the lease agreement of \$2 million for the year ended December 31, 2008.

Intercompany Transfers

On January 1, 2008, UE transferred its interest in Union Electric Development Corporation at book value to Ameren by means of a \$3 million dividend-in-kind. On March 31, 2008, Union Electric Development Corporation was merged into Ameren Development Company, with Ameren Development Company surviving the merger.

On February 29, 2008, UE contributed its 40% ownership interest in EEI, book value of \$39 million, to Resources Company, in exchange for a 50% interest in Resources Company, and then immediately transferred its interest in Resources Company to Ameren by means of a \$39 million dividend-in-kind. Also on February 29, 2008, Development Company, which formerly held a 40% ownership interest in EEI, merged into Ameren Energy Resources Company, which then merged into Resources Company. As a result, Resources Company had an 80% ownership interest in EEI.

On January 1, 2010, as part of an internal reorganization, Resources Company transferred its 80% ownership interest in EEI to Genco, through a capital contribution. The transfer of EEI to Genco was accounted for as a transaction between entities under common control, whereby Genco recognized the assets and liabilities of EEI at their book value as of January 1, 2010.

On October 1, 2010, AIC distributed AERG's common stock to Ameren in connection with the AIC Merger. Ameren subsequently contributed the AERG common stock to Resources Company. The distribution of AERG common stock was accounted for as a transaction between entities under common control; therefore, AIC transferred AERG to Ameren based on AERG's carrying value. See Note 16 – Corporate Reorganization and Discontinued Operations for additional information.

Table of Contents

The following table presents the impact on UE, AIC and Genco, of related party transactions for the years ended December 31, 2010, 2009, and 2008. It is based primarily on the agreements discussed above and the money pool arrangements discussed in Note 4 – Credit Facility Borrowings and Liquidity.

Agreement	Income Statement Line Item		UE	AIC	Genco
Genco power supply agreement with Marketing Company	Operating Revenues	2010	\$ (a)	\$ (a)	\$ 1,059
		2009	(a)	(a)	1,071
		2008	(a)	(a)	1,307
UE ancillary services and capacity agreements with AIC	Operating Revenues	2010	2	(a)	(a)
		2009	3	(a)	(a)
		2008	13	(a)	(a)
UE and Genco gas transportation agreement	Operating Revenues	2010	1	(a)	(a)
		2009	1	(a)	(a)
		2008	1	(a)	(a)
Genco gas sales to Medina Valley	Operating Revenues	2010	(a)	(a)	2
		2009	(a)	(a)	1
Genco gas sales to distribution companies	Operating Revenues	2010	(a)	(a)	1
		2009	(a)	(a)	2
		2008	(a)	(a)	7
Total Operating Revenues		2010	\$ 3	\$ (a)	\$ 1,062
		2009	4	(a)	1,074
		2008	14	(a)	1,314
UE and Genco gas transportation agreement	Fuel	2010	\$ (a)	\$ (a)	\$ 1
		2009	(a)	(a)	1
		2008	(a)	(a)	1
AIC agreements with Marketing Company	Purchased Power	2010	\$ (a)	\$ 233	\$ (a)
		2009	(a)	400	(a)
		2008	(a)	414	(a)
AIC ancillary services and capacity agreements with UE	Purchased Power	2010	(a)	2	(a)
		2009	(a)	3	(a)
		2008	(a)	13	(a)
Ancillary services agreement with Marketing Company	Purchased Power	2010	(a)	-	(a)
		2009	(a)	(b)	(a)
		2008	(a)	17	(a)
EEI power supply agreement with Marketing Company	Purchased Power	2010	(a)	(a)	11
		2009	(a)	(a)	42
		2008	(a)	(a)	56
Executory tolling agreement with Medina Valley	Purchased Power	2010	(a)	(a)	(a)
		2009	(a)	(c)	(a)
		2008	(a)	39	(a)
Total Purchased Power		2010	\$ (a)	\$ 235	\$ (a)
		2009	(a)	403	(a)
		2008	(a)	483	(a)
Insurance recoveries	Operating Revenues and Purchased Power	2010	\$ -	\$ (a)	\$ -
		2009	-	(a)	-
		2008	-	(a)	(11)
Gas purchases from Genco	Gas Purchased for Resale	2010	\$ (a)	\$ 1	\$ (a)
		2009	(a)	2	(a)
		2008	(a)	7	(a)
Ameren Services support services agreement	Other Operations and Maintenance	2010	\$ 124	\$ 98	\$ 23
		2009	126	99	27
		2008	130	161	28
AFS support services agreement	Other Operations and Maintenance	2010	7	(b)	3
		2009	7	6	3
		2008	7	5	3
Insurance premiums ^(d)	Other Operations and Maintenance	2010	1	(a)	-
		2009	2	(a)	1
		2008	8	(a)	5
Total Other Operations and Maintenance Expenses		2010	\$ 132	\$ 98	\$ 26
		2009	135	105	31
		2008	145	166	36
Money pool borrowings (advances)	Interest (Charges) Income	2010	\$ -	\$ (b)	\$ (b)
		2009	-	(b)	(1)
		2008	-	(b)	(b)

Table of Contents

- (a) Not applicable.
 (b) Amount less than \$1 million.
 (c) In January 2009, CILCO transferred the tolling agreement to Marketing Company.
 (d) 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 Nuclear Plant and Note 14 – Related Party Transactions in this report.

Callaway Nuclear Plant

The following table presents insurance coverage at UE's Callaway nuclear plant at December 31, 2010. The property coverage and the nuclear liability coverage have historically been renewed on October 1 and January 1, respectively, of each year. However, the property insurance carrier is moving the renewal date to April 1 starting in 2011.

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 Act. This is subject to retrospective assessment with respect to a covered loss in excess of \$375 million in the event of an incident at any licensed U.S. commercial reactor, payable at \$17.5 million per year.
 (c) Limit of liability for each incident under the Price-Anderson Act liability provisions of the Atomic Energy Act of 1954, as amended. A company could be assessed up to \$118 million per incident for each licensed reactor it operates with a maximum of \$17.5 million per incident to be paid per 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 plant. Weekly indemnity of \$4.5 million for 52 weeks, which commences after the first eight weeks of an outage, plus \$3.6 million per week for 71.1 weeks thereafter.
 (f) Provides the replacement power cost insurance in the event of a prolonged accidental outage at our nuclear plant. 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 the Price-Anderson Act.

After the terrorist attacks on September 11, 2001, Nuclear Electric Insurance Ltd. confirmed that losses resulting from terrorist attacks would be covered under its policies. However, Nuclear Electric Insurance Ltd. imposed 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 nuclear plant exceed the limits of, or are not subject to, insurance, or if coverage is unavailable, UE 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 UE's results of operations, financial position, or liquidity.

Table of Contents

Leases

The following table presents our lease obligations at December 31, 2010:

	Total	2011	2012	2013	2014	2015	After 5 Years
Ameren: ^(a)							
Capital lease payments ^(b)	\$ 653	\$ 32	\$ 33	\$ 32	\$ 32	\$ 33	\$ 491
Less amount representing interest	339	27	28	27	27	27	203
Present value of minimum capital lease payments	314	5	5	5	5	6	288
Operating leases ^(c)	336	39	36	30	25	25	181
Total lease obligations	\$ 650	\$ 44	\$ 41	\$ 35	\$ 30	\$ 31	\$ 469
UE:							
Capital lease payments ^(b)	\$ 653	\$ 32	\$ 33	\$ 32	\$ 32	\$ 33	\$ 491
Less amount representing interest	339	27	28	27	27	27	203
Present value of minimum capital lease payments	314	5	5	5	5	6	288
Operating leases ^(c)	146	13	13	12	12	12	84
Total lease obligations	\$ 460	\$ 18	\$ 18	\$ 17	\$ 17	\$ 18	\$ 372
AIC:							
Operating leases ^(c)	\$ 7	\$ 2	\$ 1	\$ 1	\$ 1	\$ 1	\$ 1
Genco:							
Operating leases ^(c)	\$ 139	\$ 11	\$ 11	\$ 11	\$ 10	\$ 10	\$ 86

(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 2011 through 2015 columns. Amounts for After 5 Years are not included in the total because that period is indefinite.

We lease various facilities, office equipment, plant equipment, and rail cars under operating leases. The following table presents total rental expense, included in other operations and maintenance expenses, for the years ended December 31, 2010, 2009 and 2008:

	2010	2009	2008
Ameren ^(a)	\$ 29	\$ 27	\$ 19
UE	19	19	20
AIC	19	19	28
Genco	3	5	2

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

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, 2010. Ameren's and UE's purchased power obligations include a 102-MW power purchase agreement with a wind farm operator that expires in 2014. Ameren's and AIC's purchased power obligations include the AIC 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, 2010. Ameren's tax credit obligation is a \$33 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 at December 31, 2010, as Ameren has a legally enforceable right to offset under authoritative accounting guidance.

Table of Contents

	Natural		Nuclear	Purchased	Methane		Total
	Coal	Gas		Power	Gas	Other	
Ameren: (a)							
2011	\$ 1,030	\$ 472	\$ 76	\$ 254	\$ -	\$ 145	\$ 1,977
2012	809	381	37	87	1	118	1,433
2013	342	267	39	134	3	79	864
2014	170	187	112	53	3	70	595
2015	127	104	72	53	3	71	430
Thereafter	558	164	362	700	98	305	2,187
Total	\$ 3,036	\$ 1,575	\$ 698	\$ 1,281	\$ 108	\$ 788	\$ 7,486
UE:							
2011	\$ 513	\$ 70	\$ 76	\$ 23	\$ -	\$ 69	\$ 751
2012	367	53	37	23	1	54	535
2013	232	44	39	23	3	57	398
2014	156	34	112	23	3	47	375
2015	112	14	72	23	3	46	270
Thereafter	495	31	362	203	98	182	1,371
Total	\$ 1,875	\$ 246	\$ 698	\$ 318	\$ 108	\$ 455	\$ 3,700
AIC:							
2011	\$ -	\$ 385	\$ -	\$ 231	\$ -	\$ 30	\$ 646
2012	-	321	-	64	-	21	406
2013	-	221	-	111	-	22	354
2014	-	150	-	30	-	22	202
2015	-	88	-	30	-	24	142
Thereafter	-	133	-	497	-	124	754
Total	\$ -	\$ 1,298	\$ -	\$ 963	\$ -	\$ 243	\$ 2,504
Genco:							
2011	\$ 395	\$ 10	\$ -	\$ -	\$ -	\$ 22	\$ 427
2012	338	6	-	-	-	19	363
2013	65	3	-	-	-	-	68
2014	-	3	-	-	-	-	3
2015	-	2	-	-	-	-	2
Thereafter	-	-	-	-	-	-	-
Total	\$ 798	\$ 24	\$ -	\$ -	\$ -	\$ 41	\$ 863

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

Also, as part of the 2007 Illinois Electric Settlement Agreement, AIC 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.

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, natural gas storage facilities, and natural gas 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 governing our facilities, 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, UE and Genco, that operate coal-fired power plants. Significant new rules already proposed or promulgated within the past year include the regulation of greenhouse gas emissions; revised ambient air quality standards for SO₂ and NO_x emissions increasing the stringency of the existing ozone ambient air quality standard; the CATR, which would require further reduction of SO₂ and NO_x emissions from power plants; and a regulation governing coal ash impoundments. Within the next year, the EPA is also expected to propose new regulations under the Clean Water Act, that could require

Table of Contents

significant capital expenditures such as new water intake structures or cooling towers at our power plants; NSPS and emission guidelines for greenhouse gas emissions applicable to new and existing electric generating units; and a MACT standard for the control of hazardous air pollutants such as mercury and acid gases from power plants. Such new regulations may be challenged with lawsuits, so the timing of their ultimate implementation is uncertain. Although many details of these future regulations are unknown, the combined effects of the new and proposed environmental regulations may result in significant capital expenditures and/or increased operating costs over the next five to eight years for Ameren, UE and Genco. Actions required to ensure that our facilities and operations are in compliance with environmental laws and regulations could be prohibitively expensive. As a result, these regulations could require us to close or to significantly alter the operation of our generating facilities, which could have an adverse effect on our results of operations, financial position, and liquidity. Failure to comply with environmental laws and regulations may 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 preliminary assessment of the potential impacts of the EPA's proposed regulations for coal combustion byproducts, the CATR, and the revised ambient air quality standards for SO₂ and NO_x emissions as of December 31, 2010. The estimates in the table below assume that coal combustion byproducts will ultimately be regarded as nonhazardous. The estimates shown in the table below could change depending upon additional federal or state requirements, regulation of greenhouse gas emissions, new hourly ambient air quality standards or changes to existing standards for SO₂ and NO_x emissions, the requirements under a MACT standard for the control of hazardous air pollutants such as mercury and acid gases, the requirements under the finalized CATR, any new regulations under the Clean Water Act, a hazardous classification of coal combustion byproducts, new technology, and variations in costs of material or labor, or alternative compliance strategies, among other factors.

	2011	2012 - 2015	2016 - 2020	Total
UE (a)	\$ 35	\$ 850 - \$ 1,050	\$ 1,380 - \$ 1,610	\$ 2,265 - \$ 2,695
Genco	125	470 - 580	50 - 60	645 - 765
AERG	10	125 - 160	5 - 10	140 - 180
Ameren	\$ 170	\$ 1,445 - \$ 1,790	\$ 1,435 - \$ 1,680	\$ 3,050 - \$ 3,640

(a) UE's expenditures are expected to be recoverable from ratepayers.

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 SO₂ and NO_x emissions that result from burning fossil fuels. In March 2005, the EPA issued regulations with respect to SO₂ and NO_x emissions (the CAIR) and mercury emissions (the Clean Air Mercury Rule). The federal CAIR requires generating facilities in 28 states, including Missouri and Illinois, where our generating facilities are located, and the District of Columbia to participate in cap-and-trade programs to reduce annual SO₂ emissions, annual NO_x emissions, and ozone season NO_x emissions. The cap-and-trade program for both annual and ozone season NO_x emissions went into effect on January 1, 2009. The SO₂ emissions cap-and-trade program went into effect on January 1, 2010.

In February 2008, the U.S. Court of Appeals for the District of Columbia issued a decision that vacated the federal Clean Air Mercury Rule. The court ruled that the EPA erred in the method it used to remove electric generating facilities from the list of sources subject to the MACT requirements under the Clean Air Act. As a result, the EPA is currently developing a MACT standard for mercury emissions and other hazardous air pollutants, such as acid gases. In a consent order, the EPA agreed to propose the MACT regulation by the end of March 2011 and finalize the regulation by November 2011. Unless such deadlines are extended, compliance is expected to be required in 2015. We cannot predict at this time the capital or operating costs for compliance with such future environmental rules.

In December 2008, the U.S. 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. The impact of the decision is that the existing Illinois and Missouri rules to implement the federal CAIR will remain in effect until the federal CAIR is revised by the EPA, at which point the Illinois and Missouri rules may be subject to change. In July 2010, the EPA announced the CATR, which, when finalized, will replace CAIR. As proposed, the CATR will establish emission allowance budgets for each of the 31 states included in the regulation, including Missouri and Illinois and the District of Columbia. With the CATR, 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. Emission reductions would be required in two phases beginning in 2012, with further reductions projected in 2014. The EPA estimates that by 2014, the CATR and other state and EPA actions would reduce the SO₂ emissions from power plants by 71% and their NO_x emissions by 52% from 2005 levels. The proposed CATR is complex, as many issues relating to the establishment of state emission budgets, allowance allocations, and implementation are currently unclear. Our

Table of Contents

review of the proposed regulation is ongoing and, at this time, we cannot predict the estimated capital or operating expense for compliance with the CATR, assuming the CATR is adopted. The EPA expects the CATR to be finalized in the spring of 2011. Further, the EPA announced that additional NO_x emission reductions will be required to attain ozone standards. Therefore, the agency plans to propose an additional transport rule in 2011, to become final in 2012.

Separately, in January and June 2010, the EPA finalized a new ambient standard for SO₂ and NO_x and also announced plans for further reductions in the annual national ambient air quality standard for fine particulates. The state of Illinois and the state of Missouri will be required to individually develop attainment plans to comply with the ambient standards. We are unable to predict the future impact on these regulatory developments on our results of operations, financial position, and liquidity.

The state of Missouri adopted rules to implement the federal CAIR for regulating SO₂ and NO_x emissions from electric generating facilities. The rules are a significant part of Missouri's plan to attain existing ambient standards for ozone and fine particulates, and to meet the federal Clean Air Visibility Rule. The rules are expected to reduce NO_x and SO₂ emissions from electric generating facilities in Missouri by 30% and 75% respectively, by 2015. To comply with the Missouri rules, UE will use allowances and install pollution control equipment. In 2010, UE completed the installation of two scrubbers at its Sioux plant to reduce SO₂ emissions. UE's current compliance plan includes the installation of six scrubbers within its coal-fired fleet during the next ten years. Missouri also adopted rules to implement the federal Clean Air Mercury Rule. However, these rules are not enforceable as a result of the U.S. Court of Appeals decision to vacate the federal Clean Air Mercury Rule.

We do not believe that the court decision that vacated the federal Clean Air Mercury Rule will significantly affect pollution control obligations in Illinois in the near term. Under the MPS, as amended, Illinois generators may defer until 2015 the requirement to reduce mercury emissions by 90%, in exchange for accelerated installation of NO_x and SO₂ controls. This rule, when fully implemented, is expected to reduce mercury emissions by 90%, NO_x emissions by 50%, and SO₂ emissions by 70% by 2015 in Illinois. To comply with the rule, Genco and AERG are installing equipment designed to reduce mercury, NO_x, and SO₂ emissions. In 2009, AERG completed the installation of scrubbers at its Duck Creek plant. In 2010, Genco completed the installation of a scrubber at its Coffeen plant. Genco and AERG will also need to install additional pollution control equipment to meet these new emission reduction requirements as they become due. Current plans include installing scrubbers at Genco's Newton plant with completion expected in late 2013 and spring 2014. Additional plans include optimizing operations of selective catalytic reduction (SCR) systems for NO_x reduction at Genco's Coffeen plant and AERG's E.D. Edwards and Duck Creek plants. Genco is currently planning to use dry sorbent injection SO₂ reduction technology on all coal-fired units at

EEL's Joppa plant, but is also reviewing other options. Capital requirements for dry sorbent injection would be lower than for scrubbers. Several projects are planned to manage the solid and liquid wastes generated by the SO₂ scrubbers at the Duck Creek and Coffeen plants. Additional facilities and upgrades are planned at all Merchant Generation coal-fired plants to meet the 2015 mercury control requirements.

Emission Allowances

Both federal and state laws require significant reductions in SO₂ and NO_x emissions that result from burning fossil fuels. The Clean Air Act created marketable commodities called allowances under the Acid Rain Program, the NO_x Budget Trading Program, and the federal CAIR. Electric generating facilities have been allocated SO₂ and NO_x allowances based on past production and the statutory emission reduction goals. Our generating facilities comply with the SO₂ limits through the use and purchase of allowances, through the use of low-sulfur fuels, and through the application of pollution control technology. Our generating facilities comply with the NO_x limits through the use and purchase of allowances and through the application of pollution control technology, including low-NO_x burners, over-fire air systems, combustion optimization, rich-reagent injection, selective noncatalytic reduction, and selective catalytic reduction systems.

See Note 1 – Summary of Significant Accounting Policies for the SO₂ and NO_x emission allowances held and the related SO₂ and NO_x emission allowance book values that were classified as intangible assets as of December 31, 2010.

Environmental regulations, including the CAIR and CATR, the timing of the installation of pollution control equipment, and the level of operations, will have a significant impact on the number of allowances actually required for ongoing operations. The CAIR requires a reduction in SO₂ emissions by increasing the ratio of Acid Rain Program allowances surrendered. The CATR, which the EPA proposed to replace the CAIR, however, does not rely upon the Acid Rain Program for its allowance allocation program. In previous periods, Ameren, UE and Genco expected to use their SO₂ allowances for ongoing operations. However, the proposed CATR would restrict the use of existing SO₂ allowances for achieving compliance with SO₂ emission limitations. Ameren, UE and Genco no longer expect all of their SO₂ allowances will be used in operations. Therefore, in 2010, Ameren, UE and Genco recorded a noncash impairment charge to reduce the carrying value of their SO₂ emission allowances to their estimated fair value. UE's impairment had no impact on earnings as UE recorded the impairment by reducing a previously established regulatory liability related to SO₂ allowances. See Note 17 – Goodwill and Other Asset Impairments for additional information about the emission allowance impairment.

The CAIR has both an ozone season program and an annual program for regulating NO_x emissions, with separate

Table of Contents

allowances issued for each program. The CAIR will remain in effect until it is replaced by the CATR, which is expected to become effective in 2012. The following table presents the ozone season and annual NO_x allowances, in tons, granted to our generating facilities in Missouri and Illinois.

	Missouri (a)		Illinois (b)		Total
	Ozone	Annual	Ozone	Annual	
UE	11,665	26,842	90	93	38,690
Genco	1	3	5,200	12,867	18,071
AERG	(c)	(c)	1,368	3,419	4,787
Ameren total	11,666	26,845	6,658	16,379	61,548

(a) Allowances granted annually for the years 2009 through 2014.

(b) Allowances granted annually for the years 2010 and 2011.

(c) Not applicable.

Global Climate Change

Initiatives to limit greenhouse gas emissions and to address climate change have been subject to consideration in the U.S. Congress. In the past two years, legislation has been passed in the U.S. House of Representatives and proposed in the Senate to reduce greenhouse gas emissions from designated sources, including coal-fired electric generation units. Many of these proposals have included economy-wide cap-and-trade programs. The reduction of greenhouse gas emissions has been identified as a high priority by President Obama's administration.

Potential impacts from climate change legislation could vary, depending upon proposed CO₂ 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 our generating facilities, but coal-fired power plants are significant sources of CO₂. Ameren's analysis shows that if most versions of the recently proposed climate change bills were enacted into law, 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 per kilowatt-hour about half as much CO₂ as coal emits 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. Higher costs for energy could contribute to reduced demand for electricity and natural gas.

In December 2009, the EPA issued its "endangerment finding" determining that greenhouse gas emissions, including CO₂, 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 in 2011. As a result of these actions, we are required to consider the emissions of greenhouse gas 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 would establish 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 their permits upon renewal. Currently, all Ameren power plants 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 CO₂ equivalents, such projects could trigger permitting requirements under the NSR/Prevention of Significant Deterioration program and the application of best available control technology, if any, to control greenhouse gas emissions. New major sources also would be 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 it would establish NSPS for greenhouse gas emissions at new and existing fossil-fuel fired power plants. In the announcement, the EPA said it will propose standards for power plants in July 2011 and issue final standards in May 2012. It is uncertain whether reductions to greenhouse gas emissions would be required at our power plants 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 and more challenges are expected. 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 generating facilities 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, whether physical changes or changes in operations subject to the rule occur at our power plants, and whether federal legislation that preempts the rule is passed.

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. In 2010, legislation was introduced in both the U.S. House of Representatives and U.S. Senate that would block the EPA from regulating greenhouse gas emissions from both mobile and stationary sources. Separate legislation has also been introduced in both the U.S. House of

Table of Contents

Representatives and U.S. Senate that would delay the EPA's ability to regulate greenhouse gas emissions from stationary sources for two years. The final outcome of such proposed legislation is uncertain.

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 UE requests recovery of these costs through rates, its regulators might deny some or all of, or defer timely recovery of, these costs. Excessive costs to comply with future legislation or regulations might force Ameren, UE and Genco as well as other similarly situated electric power generators to close some coal-fired facilities and could lead to possible impairment of assets and reduced revenues. As a result, mandatory limits could have a material adverse impact on Ameren's, UE's, and Genco's results of operations, financial position, and liquidity.

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 impact on our coal-fired generation plants 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 targeted 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, and Newton facilities, EEL's Joppa facility, and AERG's E.D. Edwards and Duck Creek facilities. In 2006, the EPA issued a second Section 114(a) request to Genco regarding projects at the Newton facility. All of these facilities are coal-fired power plants. In September 2008, the EPA issued a third Section 114(a) request regarding projects at all of Ameren's coal-fired power plants in Illinois. In 2009, we completed our response to the information request, but we are unable to predict the outcome of this matter.

In January 2010, UE received a Notice of Violation from the EPA alleging violations of the Clean Air Act's NSR and Title V programs. In the Notice of Violation, the EPA contends that various projects at UE's Labadie, Meramec, Rush Island, and Sioux coal-fired power plant facilities, dating back to the mid-1990s, triggered NSR requirements. In October 2010, the EPA supplemented and amended the Notice of Violation to include additional projects at UE's coal-fired power plant facilities. The amended Notice of Violation followed a series of information requests under Section 114 (a). In January 2011, the EPA filed a complaint against UE 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 generating facility, UE violated provisions of the Clean Air Act and Missouri law. At present, the complaint does not include UE's other coal-fired facilities. Litigation of this matter could take many years to resolve. UE believes its defenses to the allegations described in the complaint as well as the original and amended Notice of Violation are meritorious. UE 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, UE, Genco and AERG. A resolution could result in increased capital expenditures for the installation of control technology, increased operations and maintenance expenses, and fines or penalties. However, we are unable to predict the impact at this time.

Clean Water Act

In July 2004, the EPA issued rules under Section 316(b) of the Clean Water Act that require cooling-water intake structures to have the best technology available for minimizing adverse environmental impacts on aquatic species. These rules pertained to all existing generating facilities that currently employ once-through cooling-water intake structures that are designed to withdraw at least 50 million gallons of water per day. The rules required facilities to install additional technology on their cooling water intakes or take other protective measures, including installation of cooling towers, and to do extensive site-specific studies and monitoring. On April 1, 2009, the U.S. Supreme Court ruled that the EPA can compare the costs of that technology for protecting aquatic species to the benefits of that technology in order to establish the "best technology available" standards applicable to cooling water intake structures at existing power plants under the Clean Water Act. The EPA is expected to propose revised rules in 2011. Until the EPA reissues the rules and such rules are adopted, and until the studies on the aquatic impacts of the power plants are completed, we are unable to estimate the costs of complying with these rules. Such costs are not expected to be incurred prior to 2012. All large coal-fired and nuclear generation facilities at Ameren, UE and Genco with cooling water systems could be subject to these new regulations.

Table of Contents

In September 2009, the EPA announced its plan to revise the effluent guidelines applicable to steam electric generating units under Section 316(a) of the Clean Water Act. Effluent guidelines are national standards for wastewater discharges to surface water that are developed based on the effectiveness of available control technology. The EPA is engaged in information collection activities in support of this rulemaking and has indicated that it expects to issue a proposed rule in July 2012 and 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. UE and AIC 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 regulated utility operations in Illinois to Genco in May 2000 and to AERG in October 2003. As part of each transfer, AIC has contractually agreed to indemnify Genco and AERG for remediation costs associated with preexisting environmental contamination at the transferred sites.

As of December 31, 2010, Ameren and AIC owned or were otherwise responsible for 44 former MGP sites in Illinois. All of these sites are in various stages of investigation, evaluation, and remediation. Ameren and AIC currently anticipate completion of remediation at these sites by 2015, except for a site that is expected to be completed by 2017. The ICC permits each company to recover remediation and litigation costs associated with its former MGP sites from its Illinois 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, 2010, Ameren and UE own or are otherwise responsible for 10 MGP sites in Missouri and one site in Iowa. UE does not currently have in Missouri a rate rider mechanism that permits recovery of remediation costs associated with MGP sites from utility customers. UE 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, 2010, the estimated probable obligation to remediate these MGP sites.

	Estimate		Recorded
	Low	High	Liability (a)
Ameren	\$ 138	\$ 219	\$ 138
UE	3	4	3
AIC	135	215	135

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

AIC is responsible for the cleanup of a former coal ash landfill in Coffeen, Illinois. As of December 31, 2010, AIC estimated that obligation at \$0.5 million to \$6 million. AIC 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. AIC is also responsible for the cleanup of a landfill, underground storage tanks, and a water treatment plant in Illinois. As of December 31, 2010, AIC recorded a liability of \$0.8 million to represent its best estimate of the obligation for these sites.

UE has responsibility for the cleanup of four waste sites in Missouri as a result of federal agency mandates. UE concluded cleanups at two of these sites, and no further remediation actions are anticipated at those two sites. One of the remaining cleanup sites is a former coal tar distillery located in St. Louis, Missouri. In July 2008, the EPA issued an administrative order to UE pertaining to this distillery operated by Koppers Company or its predecessor and successor companies. UE is the current owner of the site, but UE did not conduct any of the manufacturing operations involving coal tar or its byproducts. UE along with two other PRPs have reached an agreement with the EPA about the scope of the site investigation. The investigation is ongoing. As of December 31, 2010, UE estimated its obligation at \$2 million to \$5 million. UE has a liability of \$2 million recorded to represent its estimated minimum obligation, as no other amount within the range was a better estimate. UE's other active federal agency-mandated cleanup site in Missouri is a site in Cape Girardeau. UE was a customer of an electrical 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. UE anticipates this trust fund will be sufficient to complete the remaining adjacent off-site cleanup and, therefore, has no recorded liability at December 31, 2010, related to this site.

UE also has a federal agency mandate to clean up a site in Illinois. In June 2000, the EPA notified UE 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, UE operated a power generating facility adjacent to Sauget Area 2. UE currently owns a parcel of property that was once used as a landfill. Under the terms of an Administrative Order on Consent, UE 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 2011. Once the EPA has selected a remedy, it will begin negotiations with various PRPs to implement it. Over the last several years, numerous other parties have joined the PRP group, and all presumably will participate in the funding of any required remediation. In addition, Pharmacia Corporation and Monsanto Company have agreed to assume the

Table of Contents

liabilities related to Solutia's former chemical waste landfill in the Sauget Area 2, notwithstanding Solutia's filing for bankruptcy protection. As of December 31, 2010, UE estimated its obligation at \$0.4 million to \$10 million. UE has a liability of \$0.4 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 power plant facility. In 2010, AERG closed the recycle pond system by transferring water into the Duck Creek reservoir. This step was required before the eventual closure of the ash ponds. As of December 31, 2010, AERG recorded a liability of \$0.1 million for the remaining remediation work on the recycle pond. Additionally, at December 31, 2010, AERG has an asset retirement obligation of \$23 million for the eventual closure of Duck Creek ash ponds, which is currently estimated to occur between 2014 and 2017.

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 increased activity at both state and federal levels regarding additional regulation of ash pond facilities and coal combustion byproducts (CCB). In May 2010, the EPA announced proposed new regulations regarding the regulatory framework for the management and disposal of CCB, which could impact future disposal and handling costs at our power plant facilities. Those proposed regulations include two options for managing CCBs under either solid or hazardous waste regulations, but either alternative would allow for some continued beneficial uses, such as recycling, of CCB without classifying it as waste. As part of its proposal, the EPA is considering alternative regulatory approaches that require coal-fired power plants to either close surface impoundments such as ash ponds or retrofit such facilities with liners. Existing impoundments and landfills used for the disposal of CCB 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 specifically discussed CCB as a reason for developing the new requirements. Ameren, UE and Genco are currently evaluating all of the proposed regulations to determine whether current management of CCB, including beneficial reuse, and the use of the ash ponds should be altered. Ameren, UE and Genco also are evaluating the potential

costs associated with compliance with the proposed regulation of CCB impoundments and landfills, costs which could be material, if such regulations are adopted.

In addition, the Illinois EPA has requested that Ameren, UE and Genco establish groundwater monitoring plans for their active and inactive ash impoundments in Illinois. Ameren has entered into discussions with the Illinois EPA about a framework for closure of additional ash ponds in Illinois, including the ash ponds at Venice, Hutsonville, and Duck Creek, when such facilities are ultimately taken out of service. In October 2010, the Illinois Pollution Control Board approved a site-specific plan proposed by Ameren and the Illinois EPA that detailed the closure requirements for an ash pond at Genco's Hutsonville plant. Those closure requirements include capping and covering the pond, groundwater monitoring, and the establishment of alternative groundwater standards. Ameren is establishing closure requirements similar to those adopted at the Hutsonville plant for ash ponds at the Venice and Duck Creek facilities. Ameren, UE 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 UE's Taum Sauk pumped-storage hydroelectric facility. This resulted in significant flooding in the local area, which damaged a state park. UE settled with FERC and the state of Missouri all issues associated with the December 2005 Taum Sauk incident.

UE 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. UE believes that the total cost for cleanup, damage and liabilities, excluding costs to rebuild the upper reservoir, is approximately \$207 million, which is the amount UE paid as of December 31, 2010. As of December 31, 2010, UE had recorded expenses of \$36 million, primarily in prior years (2010 – \$1 million, 2009 – \$2 million, 2008 – \$3 million), for items not covered by insurance. UE recorded a \$171 million receivable for amounts recoverable from insurance companies under liability coverage. As of December 31, 2010, UE had received \$104 million from insurance companies for liability claims, which reduced the insurance receivable balance subject to liability coverage to \$67 million.

In June 2010, UE sued an insurance company that was providing UE with liability coverage on the date of the Taum Sauk incident. In the litigation, filed in the U.S. District Court for the Eastern District of Missouri, UE claimed the insurance company breached its duty to indemnify UE for the losses experienced from the incident. In January 2011, the judge ruled that the parties must first pursue alternative dispute resolution under the terms of their coverage agreement. In February 2011, UE filed an appeal of the January ruling to the U.S. Court of Appeals for the Eighth

Table of Contents

District, which seeks resolution outside of a dispute resolution process.

UE received approval from FERC to rebuild the upper reservoir at its Taum Sauk plant. The rebuilt Taum Sauk plant became fully operational in April 2010. In June 2010, UE received \$57 million, as the final property insurance settlement, from the three property insurance carriers that had previously filed a petition against Ameren in the Circuit Court of St. Louis County, Missouri, in July 2009. That settlement resolved the lawsuit and Ameren's counterclaim against these insurers. Including this final property insurance settlement receipt, UE cumulatively recovered \$422 million of the Taum Sauk rebuild costs, power replacement costs, and other operations and maintenance costs.

Until Ameren's remaining liability insurance claims and the related litigation are resolved, among other things, we are unable to determine the total impact the breach could have on Ameren's and UE's results of operations, financial position, and liquidity beyond those amounts already recognized. The recoverability of any Taum Sauk facility rebuild costs from customers is subject to the terms and conditions set forth in UE's November 2007 State of Missouri settlement agreement. In that settlement, UE agreed that it would not attempt to recover from ratepayers costs incurred in the reconstruction, expressly excluding, however, enhancements, costs incurred due to circumstances or conditions that were not at that time reasonably foreseeable and costs that would have been incurred absent the Taum Sauk incident. Certain costs associated with the Taum Sauk facility not recovered from property insurers may be recoverable from UE's electric customers through rates established in rate cases filed subsequent to the in-service date of the rebuilt facility. As of December 31, 2010, UE had capitalized in property and plant Taum Sauk-related costs of \$89 million that UE believes qualify for recovery in electric rates under the terms of the November 2007 state of Missouri settlement agreement, and those costs were included in UE's pending electric rate increase request filed in September 2010. The inclusion of such costs in UE's electric rates is subject to review and approval by the MoPSC. See Note 2 – Rate and Regulatory Matters for additional information about UE's pending electric rate case. Any amounts not recovered in electric rates, or otherwise, could result in charges to earnings, which could be material.

Asbestos-related Litigation

Ameren, UE, AIC 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 filed in the Circuit Court of Madison County, Illinois. The total number of defendants named in each case varies, with as many as 212 parties named in some pending cases and as few as two in others. However, in the cases that were pending as of December 31, 2010, the average number of parties was 78.

The claims filed against Ameren, UE, AIC 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 AIC, 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, 2010:

Ameren	UE	AIC	Genco	Total ^(a)
5	42	87	(b)	76

- (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, 2010, eight 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, 2010, Ameren, UE, AIC and Genco had liabilities of \$15 million, \$6 million, \$9 million, and \$-million, respectively, recorded to represent their best estimate of their obligations related to asbestos claims.

AIC 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 recovered from a trust fund established when Ameren acquired IP. At December 31, 2010, the trust fund balance was approximately \$23 million, including accumulated interest. If cash expenditures are less than the amount in base rates, AIC 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 AIC Merger, this rider is only applicable for claims that occurred within IP's historical service territory. Similarly, the rider will seek 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 denied certiorari, and the case 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

Table of Contents

that the determination in the Exelon case that electricity is tangible applies to sales and use tax manufacturing exemptions and credits. While it is possible that Illinois will take the position that Genco and AERG do not qualify for the manufacturing exemptions and credits, we do not believe that it is probable that Illinois will prevail and therefore have not recorded a charge to earnings for the loss contingency. During 2010, Ameren and Genco claimed manufacturing exemptions and credits of \$11 million and \$8 million, respectively.

The Ameren Companies believe that the final disposition of these proceedings will not have a material adverse effect on their results of operations, financial position, or liquidity.

NOTE 16 – CORPORATE REORGANIZATION AND DISCONTINUED OPERATIONS

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

In August 2010, prior to the AIC Merger, CILCO redeemed all of its outstanding preferred stock. CIPS redeemed all \$40 million of its 7.61% Series 1997-2 first mortgage bonds in September 2010. Following the redemption of those CIPS' mortgage bonds, a release date occurred with respect to CIPS' senior secured notes, causing these notes to become unsecured, and CIPS' mortgage indenture to be discharged. Also in September 2010, Ameren contributed to the capital of IP, without the payment of any consideration, all of the IP preferred stock owned by Ameren. IP cancelled those preferred shares.

Upon the AIC 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 AIC. The property owned by CILCO

and IP immediately before the AIC 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 AIC. AIC secured the senior notes issued by CIPS with the benefit of a lien under the IP mortgage indenture. AIC also encumbered substantially all of the fixtures and equipment owned by CIPS immediately before the AIC Merger with the lien of the IP mortgage indenture.

At the time of the AIC Merger, the common stock of CILCO and IP, all of which was wholly owned by Ameren, was canceled without consideration. Then, pursuant to the merger agreement: (i) every two shares of each series of IP preferred stock outstanding immediately prior to the AIC Merger were automatically converted into one share of a newly created series of AIC 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 AIC Merger and the AERG distribution, Ameren committed to maintain a minimum 30% equity capital structure at AIC following the AIC Merger and the AERG distribution.

We received an IRS private letter ruling on July 16, 2010, stating that the AERG distribution qualified as a generally tax-free transaction. The AERG distribution occurred immediately after the AIC Merger.

Table of Contents

AIC determined that the operating results of AERG qualified for discontinued operations presentation; therefore, AIC has segregated AERG's operating results and presented them separately as discontinued operations for all periods presented prior to October 1, 2010, in this report. AIC's discontinued operations represent AERG's results of operations prior to the AIC Merger on October 1, 2010, when AERG was a subsidiary of CILCO. AIC will not have any significant continuing involvement in the operations of AERG. For Ameren's financial statements, AERG's results of operation remain classified as continuing operations. The table below presents balance sheet information for AIC's Merchant Generation subsidiary, AERG, classified as discontinued operations at December 31, 2009.

	December 31, 2009
Current Assets	
Accounts receivable – affiliates	\$ 53
Materials and supplies	54
Other current assets	5
Total current assets of discontinued operations	\$ 112
Noncurrent Assets	
Property and plant, net	\$ 997
Intangible assets	1
Other assets	7
Total noncurrent assets of discontinued operations	\$ 1,005
Current Liabilities	
Note payable – Ameren	\$ 288
Accounts and wages payable	15
Accounts payable – affiliates	20
Taxes accrued	3
Other current liabilities	8
Total current liabilities of discontinued operations	\$ 334
Noncurrent Liabilities	
Accumulated deferred income taxes, net	\$ 163
Accumulated deferred investment tax credits	1
Pension and other postretirement benefits	18
Other deferred credits and liabilities	49
Total noncurrent liabilities of discontinued operations	\$ 231

The following table summarizes the operating results of AIC's former merchant generation subsidiary, AERG, classified as discontinued operations in AIC's statements of income for the years ended December 31, 2010, 2009, and 2008:

	2010	2009	2008
Operating revenues	\$ 274	\$ 427	\$ 342
Operating expenses	201	233	252
Operating income	73	194	90
Other income	1	-	-
Interest charges	14	16	5
Income taxes	20	64	33
Income from discontinued operations, net of tax	\$ 40	\$ 114	\$ 52

NOTE 17 – GOODWILL AND OTHER ASSET IMPAIRMENTS

The following table summarizes the goodwill and other asset impairment pretax charges recognized in 2010:

	Goodwill	Long-Lived Assets	Emission Allowances	Total
Ameren ^(a)	\$ 420	\$ 101	\$ 68	\$ 589
Genco	65	64	41	170

(a) Includes amounts for Genco and merchant segment nonregistrant subsidiaries.

Each of the above noncash impairment charges were recorded in the statement of income as Goodwill and Other Impairment Charges and were included in the Merchant Generation segment results. Each of the impairment charges is discussed separately 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. They are not expected to have a material impact on future operations.

Table of Contents

Goodwill

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. Goodwill impairment testing is a two-step process. The first step involves a comparison of the estimated fair value of a reporting unit with its carrying amount. If the estimated fair value of the reporting unit exceeds the carrying value, goodwill of the reporting unit is considered unimpaired. If the carrying amount of the reporting unit exceeds its estimated fair value, a second step is performed to measure the amount of impairment, if any. The second step of the goodwill impairment test compares the implied fair value of the reporting unit's goodwill with the carrying amount of that goodwill. The implied fair value of goodwill is determined by allocating the estimated fair value of the reporting unit to the estimated fair value of its existing assets and liabilities. The unallocated portion of the estimated fair value of the reporting unit is the implied fair value of goodwill. If the implied fair value of goodwill is less than the carrying amount, an impairment loss equivalent to the difference is recorded as a reduction of goodwill and a charge to operating expense.

Ameren has identified 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. AIC 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.

As previously disclosed, based on the results of the annual goodwill impairment test completed as of October 31, 2009, the estimated fair value of Ameren's Merchant Generation reporting unit exceeded its carrying value by a nominal amount. During the third quarter of 2010, we concluded that events had occurred and circumstances had changed which, when considered in the aggregate, indicated that it was more likely than not that the fair value of Ameren's and Genco's Merchant Generation reporting units were less than their carrying value. Such events and circumstances included the sustained decline in market prices for electricity, industry market multiples became observable at lower levels than previously estimated, and potentially more stringent environmental regulations being enacted. In July 2010, the EPA issued the CATR, which proposed rules to limit the interstate transport of emissions of NO_x and SO₂. This proposed regulation, along with other pending regulations, could result in significant capital and operations and maintenance expenditures with respect to Ameren's and Genco's Merchant Generation facilities. The proposed CATR would also restrict the use of existing SO₂ emission allowances. Observable market prices for SO₂ emission allowances declined materially following the announcement of the proposed CATR restrictions.

Accordingly, we performed interim goodwill tests of Ameren's and Genco's Merchant Generation reporting units as of August 31, 2010.

The fair value estimate of Ameren's and Genco's reporting units was based on a combination of the income approach, which considers discounted future cash flows, and the market approach, which considers market comparables within the electric generation industry. Key assumptions in the determination of fair value included the use of an appropriate discount rate, estimated five-year cash flows, and observable industry market multiples. We used our best estimates in making these evaluations. We considered various factors, including forward price projections for energy and fuel costs, environmental compliance costs, and operating costs.

Ameren's Merchant Generation reporting unit and Genco's Merchant Generation reporting unit failed step one of the August 31, 2010, interim impairment test, as, individually, each reporting unit's carrying value exceeded its estimated fair value. Therefore, in order to measure the goodwill impairment in step two, we estimated the implied fair value of Ameren's Merchant Generation goodwill and Genco's Merchant Generation goodwill. In both cases, we determined that the implied fair value of goodwill was less than the carrying amount of goodwill, indicating that Ameren's and Genco's Merchant Generation goodwill was impaired as of August 31, 2010. Based on the results of step two of the impairment test, 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 annual impairment test, conducted as of October 31, 2010, did not result in a second step assessment; the test indicated no impairment of Ameren's or AIC's goodwill. The annual test was conducted in a manner similar to the interim test described above. Ameren's market capitalization was less than the book value of its equity as of the October 31, 2010, testing date and during the remainder of 2010. However, the sum of the estimated fair values of Ameren reporting units exceeded the combined Ameren reporting unit carrying value as of October 31, 2010. We believe the difference between Ameren's market capitalization and the sum of the estimated fair values of the Ameren reporting units as of October 31, 2010, can be explained by the application of a reasonable control premium to our share price. The discount rate used, 5.5%, was based on a weighted average of integrated utilities. At Ameren's Ameren Illinois reporting unit and AIC's Ameren Illinois reporting unit, either (1) a decrease in the forecasted cash flows of ten percent, (2) an increase in the discount rate of one percentage point, or (3) a decrease of the market multiple by one would not have resulted in the carrying value of the reporting unit exceeding its fair value. Any future failure of the Ameren Illinois reporting unit to achieve forecasted operating results and

Table of Contents

cash flows, an unfavorable change in forecasted operating results and cash flows, or a decline of observable industry market multiples may result in the recognition of a goodwill impairment charge.

Ameren and AIC 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, AIC and Genco for the years ended December 31, 2010 and 2009:

Ameren

	2010				2009			
	Ameren Missouri	Ameren Illinois	Merchant Generation	Total (a)	Ameren Missouri	Ameren Illinois	Merchant Generation	Total (a)
Gross goodwill at January 1	\$ -	\$ 411	\$ 420	\$ 831	\$ -	\$ 411	\$ 420	\$ 831
Accumulated impairment losses	-	-	-	-	-	-	-	-
Goodwill, net of accumulated impairment losses	\$ -	\$ 411	\$ 420	\$ 831	\$ -	\$ 411	\$ 420	\$ 831
Impairment losses during year	-	-	420	420	-	-	-	-
Goodwill, net of impairment losses at December 31	\$ -	\$ 411	\$ -	\$ 411	\$ -	\$ 411	\$ 420	\$ 831

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

AIC

	2010		2009	
	Ameren Illinois	Ameren Illinois	Ameren Illinois	Ameren Illinois
Gross goodwill at January 1	\$ 411	\$ 411	\$ 411	\$ 411
Accumulated impairment losses	-	-	-	-
Goodwill, net of accumulated impairment losses	\$ 411	\$ 411	\$ 411	\$ 411
Impairment losses during the year	-	-	-	-
Goodwill, net of impairment losses at December 31	\$ 411	\$ 411	\$ 411	\$ 411

Genco

	2010		2009	
	Merchant Generation	Merchant Generation	Merchant Generation	Merchant Generation
Gross goodwill at January 1	\$ 65	\$ 65	\$ 65	\$ 65
Accumulated impairment losses	-	-	-	-
Goodwill, net of accumulated impairment losses	\$ 65	\$ 65	\$ 65	\$ 65
Impairment losses during the year	65	-	-	-
Goodwill, net of impairment losses at December 31	\$ -	\$ 65	\$ -	\$ 65

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.

As a result of factors described in this note, 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 certain generating facilities to their estimated fair value during 2010.

Table of Contents

Key assumptions used in the determination of estimated undiscounted cash flows of the generation assets tested for impairment included the forward price projections for energy and fuel costs, the expected life of the facility, environmental compliance costs, and operating costs. Those same cash flow assumptions were used to estimate the fair value of the long-lived assets whose carrying values exceeded their undiscounted cash flows. The fair value estimate of these long-lived assets was based on a combination of the income approach, which considers discounted future cash flows, and the market approach, which considers market comparables within the electric generation industry. We used our best estimates in making these assumptions. Although the undiscounted cash flows exceeded the carrying value of certain of Ameren's and Genco's generating facilities, the estimated fair values of these generation facilities at August 31, 2010, which were not impaired, were below the carrying value of these assets. More stringent environmental regulations than anticipated or declines in market prices for energy would affect the assumptions used by Ameren and Genco, including the expected life of the facility, as the expected return from these generation assets might no longer justify additional capital expenditures or their continued operation. Changes in these assumptions could result in further asset impairments, if the estimated undiscounted cash flows no longer exceed the carrying values.

In 2009, Genco recorded asset impairment charges of \$6 million as a result of the termination of a rail line extension project at a subsidiary of Genco and to adjust 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.

In 2008, asset impairment charges were recorded to adjust the carrying value of AERG's Indian Trails and Sterling Avenue generation facilities to their estimated fair values as of December 31, 2008. AERG recorded an asset impairment charge of \$12 million related to the Indian Trails generation facility as a result of the suspension of operations by the facility's only customer. Ameren recorded a \$2 million impairment charge related to the Sterling Avenue CT. The charge was based on the net proceeds generated from the sale of the facility in 2009.

The 2009 and 2008 asset impairment charges were recorded in Goodwill and other impairment losses in the applicable statements of income and were included in Merchant Generation segment results.

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. Previously, Ameren, UE and Genco expected to use their SO₂ emission allowances for ongoing operations. As discussed above, in July 2010, the EPA issued the CATR, which would restrict the use of existing SO₂ emission allowances. As a result, Ameren, UE and Genco no longer expect all of their SO₂ emission allowances will be used in operations. Therefore, during 2010, Ameren, UE and Genco recorded an impairment charge to reduce the carrying value of their SO₂ emission allowances to their estimated fair value. Ameren's and Genco's noncash pretax impairment charge was \$68 million and \$41 million, respectively. UE recorded a \$23 million impairment of its SO₂ emission allowances by reducing a previously established regulatory liability relating to SO₂ emission allowances. Therefore, the UE SO₂ emission allowance impairment had no impact on earnings. The fair value of the SO₂ emission allowances was based on observable and unobservable inputs.

Inputs for Fair Value Estimates

Both observable and unobservable inputs were used in determining the estimated fair value of our long-lived assets, goodwill, and intangible assets. These assets are measured at fair value on a nonrecurring basis if triggering events require us to perform impairment tests, which are level 3 within the fair value hierarchy.

NOTE 18 – SEGMENT INFORMATION

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

Table of Contents

The following table presents information about the reported revenues and specified items reflected in Ameren's net income for the years ended December 31, 2010, 2009, and 2008, and total assets as of December 31, 2010, 2009, and 2008.

Ameren

	Ameren Missouri	Ameren Illinois	Merchant Generation	Other	Intersegment Eliminations	Consolidated
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	608	286	101	36	-	1,031
Total assets	12,504	7,406	3,934	1,354	(1,683)	23,515
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	872	356	408	68	-	1,704
Total assets	12,219	7,181	4,921	1,814	(2,433)	23,702
2008						
External revenues	\$ 2,922	\$ 3,463	\$ 1,482	\$ 2	\$ -	\$ 7,869
Intersegment revenues	38	45	455	18	(556)	-
Depreciation and amortization	329	219	109	28	-	685
Interest and dividend income	33	14	3	30	(37)	43
Interest charges	193	145	99	43	(40)	440
Income taxes (benefit)	134	16	217	(40)	-	327
Net income (loss) attributable to Ameren Corporation ^(a)	234	35	352	(16)	-	605
Capital expenditures	874	345	611	66	-	1,896
Total assets	11,529	6,942	4,568	1,373	(1,741)	22,671

(a) Represents net income (loss) available to common stockholders.

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, 2010	\$ 1,940	\$ 298	\$ 102	\$ 0.43
March 31, 2009	1,931	321	141	0.66
June 30, 2010	1,725	331	152	0.64
June 30, 2009	1,696	365	165	0.77
September 30, 2010	2,267	89	(167)	(0.70)
September 30, 2009	1,824	485	227	1.04
December 31, 2010	1,706	198	52	0.21
December 31, 2009	1,684	245	79	0.34

(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.

Table of Contents

Quarter Ended	Operating Revenues	Operating Income	Net Income	Net Income Available to Common Stockholder
UE				
March 31, 2010	\$ 682	\$ 90	\$ 28	\$ 27
March 31, 2009	655	75	22	21
June 30, 2010	761	197	115	113
June 30, 2009	752	173	84	82
September 30, 2010	1,060	385	224	223
September 30, 2009	836	257	142	141
December 31, 2010	694	39	2	1
December 31, 2009	631	61	17	15

Quarter Ended	Operating Revenues	Operating Income	Income from Continuing Operations	Net Income	Net Income Available to Common Stockholder
AIC					
March 31, 2010	\$ 911	\$ 98	\$ 36	\$ 48	\$ 47
March 31, 2009	950	81	28	55	54
June 30, 2010	647	112	48	57	55
June 30, 2009	636	65	17	46	45
September 30, 2010	746	182	91	110	109
September 30, 2009	655	133	60	90	88
December 31, 2010	710	106	37	37	37
December 31, 2009	743	84	28	56	54

Quarter Ended	Operating Revenues	Operating Income (Loss)	Net Income (Loss)	Net Income (Loss) Attributable to Ameren Energy Generating Company
Genco				
March 31, 2010	\$ 267	\$ 62	\$ 24	\$ 23
March 31, 2009	295	103	55	53
June 30, 2010	275	45	14	13
June 30, 2009	287	85	46	46
September 30, 2010	335	(99)	(100)	(101)
September 30, 2009	305	57	22	23
December 31, 2010	249	54	26	26
December 31, 2009	261	79	39	38

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 2010 fiscal year.

(a) Evaluation of Disclosure Controls and Procedures

As of December 31, 2010, 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, 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.

Table of Contents

(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, 2010. The effectiveness of Ameren's internal control over financial reporting as of December 31, 2010, 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 UE's, AIC's, 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 2010 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 2011 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 UE and AIC will be included in each company's definitive information statement for its 2011 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 UE's and AIC's definitive information statement: "Information Concerning Nominees to the Board of Directors," "Current Directors Not Standing for Re-Election" (with respect to Ameren only), "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.

UE, AIC 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, Ellen M. Fitzsimmons and Stephen R. Wilson serve as members. The board of directors of Ameren has determined that Walter J. Galvin qualifies as an audit committee financial expert and that he is "independent" as that term is used in SEC Regulation 14A.

Also, on the same basis as reported above, the boards of directors of UE, AIC 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 shareholders in accordance with its Policy Regarding Nominations of Directors, which can be found on Ameren's website: www.ameren.com.

To encourage ethical conduct in its financial management and reporting, Ameren has adopted a Code of Ethics that applies to the principal executive officer, the president, the principal financial officer, the principal accounting officer, the controller, and the treasurer of each of the Ameren Companies. Ameren has also adopted a Code of Business Conduct that applies to the directors, officers,

Table of Contents

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 2011 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 UE and AIC will be included in each company's definitive information statement for its 2011 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 UE's and AIC's 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, 2010, 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	Weighted-Average Exercise Price of Outstanding Options, Warrants and Rights (b)	Number of Securities Remaining Available for Future Issuance Under
	Issued Upon Exercise of Outstanding Options, Warrants and Rights (a)		Equity Compensation Plans (excluding securities reflected in column (a)) (c)
Equity compensation plans approved by security holders (a)	1,686,857	\$ (b)	2,094,118
Equity compensation plans not approved by security holders	-	-	-
Total	1,686,857	\$ (b)	2,094,118

- (a) Consists of the Ameren Corporation Long-term Incentive Plan of 1998, which was approved by shareholders in April 1998 and expired on April 1, 2008, and the Ameren Corporation 2006 Omnibus Incentive Compensation Plan, which was approved by shareholders in May 2006 and expires on May 2, 2016. Pursuant to grants of performance share units (PSUs) under the Long-term Incentive Plan of 1998 and the 2006 Omnibus Incentive Compensation Plan, 166,246 of the securities represent PSUs that vested as of December 31, 2010 (including accrued and reinvested dividends), and 1,495,289 of the securities represent target PSUs granted but not vested (including accrued and reinvested dividends) as of December 31, 2010. The actual number of shares issued in respect of the PSUs will vary from 0% to 200% of the target level depending upon the achievement of total shareholder return objectives established for such awards. For additional information about the PSUs, including payout calculations, see "Compensation Discussion and Analysis—Long-Term Incentives: Performance Share Unit Program (PSUP)" in Ameren's definitive proxy statement for its 2011 annual meeting of shareholders held pursuant to SEC Regulation 14A. 25,322 of the securities represent shares that may be issued as of December 31, 2010, 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.

UE, AIC 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 2011 annual meeting of shareholders filed pursuant to SEC Regulation 14A; it is incorporated herein by reference. Information required by this SEC Regulation S-K item for UE and AIC will be included in each company's definitive information statement for its 2011 annual meeting of shareholders filed pursuant to SEC Regulation 14C; it is incorporated herein by reference. Specifically, reference is made to the following section of Ameren's definitive proxy statement and each of UE's and AIC's definitive information statement: "Security Ownership." With respect to Genco, this information is omitted in reliance on General Instruction I(2) of Form 10-K.

Table of Contents

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 2011 annual meeting of shareholders filed pursuant to SEC Regulation 14A; it is incorporated herein by reference. Information required by Item 404 of SEC Regulation S-K for UE and AIC will be included in each company's definitive information statement for its 2011 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 UE's and AIC's 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 UE and AIC for their 2011 annual meetings of shareholders 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 UE and AIC for their 2011 annual meetings of shareholders filed pursuant to SEC Regulation 14C; it is incorporated herein by reference. Specifically, reference is made to the following section of Ameren's definitive proxy statement and each of UE's and AIC's definitive information statement: "Independent Registered Public Accounting Firm."

PART IV

ITEM 15. EXHIBITS AND FINANCIAL STATEMENT SCHEDULES.

	<u>Page No.</u>
(a)(1) Financial Statements	
Ameren	
Report of Independent Registered Public Accounting Firm	80
Consolidated Statement of Income – Years Ended December 31, 2010, 2009 and 2008	82
Consolidated Balance Sheet – December 31, 2010 and 2009	83
Consolidated Statement of Cash Flows – Years Ended December 31, 2010, 2009 and 2008	84
Consolidated Statement of Stockholders' Equity – Years Ended December 31, 2010, 2009 and 2008	85
UE	
Report of Independent Registered Public Accounting Firm	80
Statement of Income – Years Ended December 31, 2010, 2009 and 2008	86
Balance Sheet – December 31, 2010 and 2009	87
Statement of Cash Flows – Years Ended December 31, 2010, 2009 and 2008	88
Statement of Stockholders' Equity – Years Ended December 31, 2010, 2009 and 2008	89
AIC	
Report of Independent Registered Public Accounting Firm	81
Consolidated Statement of Income – Years Ended December 31, 2010, 2009 and 2008	90
Consolidated Balance Sheet – December 31, 2010 and 2009	91
Consolidated Statement of Cash Flows – Years Ended December 31, 2010, 2009 and 2008	92
Consolidated Statement of Stockholders' Equity – Years Ended December 31, 2010, 2009 and 2008	93
Genco	
Report of Independent Registered Public Accounting Firm	81
Consolidated Statement of Income – Years Ended December 31, 2010, 2009 and 2008	94
Consolidated Balance Sheet – December 31, 2010 and 2009	95
Consolidated Statement of Cash Flows – Years Ended December 31, 2010, 2009 and 2008	96
Consolidated Statement of Stockholder's Equity – Years Ended December 31, 2010, 2009 and 2008	97
(a)(2) Financial Statement Schedules	
Schedule I – Condensed Financial Information of Parent – Ameren:	
Condensed Statement of Income – Years Ended December 31, 2010, 2009 and 2008	177
Condensed Balance Sheet – December 31, 2010 and 2009	177
Condensed Statement of Cash Flows – Years Ended December 31, 2010, 2009 and 2008	177
Schedule II – Valuation and Qualifying Accounts for the years ended December 31, 2010, 2009 and 2008	178
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 182.	
(b) Exhibits are listed in the Exhibit Index commencing on page 182.	

Table of Contents

**SCHEDULE I – CONDENSED FINANCIAL INFORMATION OF PARENT
AMEREN CORPORATION
CONDENSED STATEMENT OF INCOME
For the Years Ended December 31, 2010, 2009 and 2008**

(In millions)	2010	2009	2008
Operating revenue	\$ -	\$ -	\$ -
Goodwill and other impairment charges	372	-	-
Operating expenses	24	20	22
Operating loss	(396)	(20)	(22)
Equity in earnings of subsidiaries	535	625	610
Miscellaneous income	25	32	16
Interest and other charges	56	37	22
Income tax (benefit)	(31)	(12)	(23)
Net income	\$ 139	\$ 612	\$ 605

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

(In millions)	December 31, 2010	December 31, 2009
Assets:		
Cash and equivalents	\$ 4	\$ 24
Accounts and notes receivable	986	1,211
Total current assets	990	1,235
Investments in subsidiaries	7,681	7,882
Other	313	229
Total assets	\$ 8,984	\$ 9,346
Liabilities and Stockholders' Equity:		
Short-term debt	\$ 269	\$ 20
Accounts payable	41	66
Other current liabilities	75	65
Total current liabilities	385	151
Credit facility borrowings	360	830
Long-term debt	423	423
Other deferred credits and other noncurrent liabilities	69	73
Stockholders' equity	7,747	7,869
Total liabilities and stockholders' equity	\$ 8,984	\$ 9,346

**SCHEDULE I – CONDENSED FINANCIAL INFORMATION OF PARENT
AMEREN CORPORATION
CONDENSED STATEMENT OF CASH FLOWS
For the Years Ended December 31, 2010, 2009 and 2008**

(In millions)	2010	2009	2008
Net cash flows provided by (used in) operating activities	\$ 522	\$ (442)	\$ 338
Cash flows from investing activities:			
Money pool advances, net	17	300	(129)
Investments in subsidiaries	(50)	(831)	67
Net cash flows used in investing activities	(33)	(531)	(62)
Cash flows from financing activities:			
Dividends on common stock	(368)	(338)	(534)
Short-term and credit facility borrowings, net	(221)	275	25
Issuances of:			
Long-term debt	-	423	-
Common stock	80	634	154
Other	-	(19)	(6)
Net cash flows provided by (used in) financing activities	(509)	975	(361)
Net change in cash and equivalents	(20)	2	(85)
Cash and equivalents at beginning of year	24	22	107
Cash and equivalents at the end of year	4	24	22
Cash dividends received from consolidated subsidiaries	368	338	534

[Table of Contents](#)

AMEREN CORPORATION (parent company only)
NOTES TO CONDENSED FINANCIAL STATEMENTS
 December 31, 2010

NOTE 1 – BASIS OF PRESENTATION

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 under the combined notes under Part II, Item 8, of this report.

NOTE 2 – 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 3 – 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 4 – GOODWILL AND OTHER ASSET IMPAIRMENTS

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

SCHEDULE II – VALUATION AND QUALIFYING ACCOUNTS
FOR THE YEARS ENDED DECEMBER 31, 2010, 2009 AND 2008

(In millions)					
<u>Column A</u>	<u>Column B</u>	<u>Column C</u>		<u>Column D</u>	<u>Column E</u>
<u>Description</u>	<u>Balance at</u>	<u>(1)</u>	<u>(2)</u>	<u>Deductions (a)</u>	<u>Balance at End</u>
	<u>Beginning</u>				
	<u>of Period</u>	<u>and Expenses</u>	<u>Accounts</u>		<u>of Period</u>
Ameren:					
Deducted from assets – allowance for doubtful accounts:					
2010	\$ 24	\$ 33	\$ -	\$ 34	\$ 23
2009	28	37	-	41	24
2008	22	63	-	57	28
UE:					
Deducted from assets – allowance for doubtful accounts:					
2010	\$ 6	\$ 14	\$ -	\$ 12	\$ 8
2009	8	8	-	10	6
2008	6	14	-	12	8
AIC:					
Deducted from assets – allowance for doubtful accounts:					
2010	\$ 17	\$ 18	\$ -	\$ 22	\$ 13
2009	21	27	-	31	17
2008	16	49	-	44	21

(a) Uncollectible accounts charged off, less recoveries.

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	AIC	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, 1997	1998 Form 10-K, Exhibit 3(i), File No. 1-14756
3.3(i)	UE	Restated Articles of Incorporation of UE	1993 Form 10-K, Exhibit 3(i), File No. 1-2967
3.4(i)	AIC	Restated Articles of Incorporation of AIC	
3.5(i)	Genco	Articles of Incorporation of Genco	Exhibit 3.1, Form S-4, File No. 333-56594
3.6(i)	Genco	Amendment to Articles of Incorporation of Genco filed April 19, 2000	Exhibit 3.2, Form S-4, File No. 333-56594
3.7(ii)	Ameren	By-Laws of Ameren Corporation, as amended October 8, 2010	October 13, 2010 Form 8-K, Exhibit 3.1(ii), File No. 1-14756
3.8(ii)	UE	By-Laws of UE as amended December 10, 2010	December 15, 2010 Form 8-K, Exhibit 3.1(ii), File No. 1-2967
3.9(ii)	AIC	By-Laws of AIC as amended December 10, 2010	December 15, 2010 Form 8-K, Exhibit 3.2(ii), File No. 1-3672
3.10(ii)	Genco	By-Laws 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 of Ameren with The Bank of New York Mellon Trust Company, N.A., as successor trustee, relating to senior debt securities dated as of December 1, 2001 (Ameren's Senior Indenture)	Exhibit 4.5, File No. 333-81774
4.2	Ameren	First Supplemental Indenture to Ameren's 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 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 UE	Indenture of Mortgage and Deed of Trust dated June 15, 1937 (UE Mortgage), from UE 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 UE	Supplemental Indenture to the UE Mortgage dated as of April 1, 1971	April 1971 Form 8-K, Exhibit 6, File No. 1-2967
4.6	Ameren UE	Supplemental Indenture to the UE Mortgage dated as of February 1, 1974	February 1974 Form 8-K, Exhibit 3, File No. 1-2967
4.7	Ameren UE	Supplemental Indenture to the UE Mortgage dated as of July 7, 1980	Exhibit 4.6, File No. 2-69821

Table of Contents

Exhibit Designation	Registrant(s)	Nature of Exhibit	Previously Filed as Exhibit to:
4.8	Ameren UE	Supplemental Indenture to the UE Mortgage dated as of May 1, 1993	1993 Form 10-K, Exhibit 4.6, File No. 1-2967
4.9	Ameren UE	Supplemental Indenture to the UE 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 UE	Supplemental Indenture to the UE Mortgage dated as of February 1, 2000	2000 Form 10-K, Exhibit 4.1, File No. 1-2967
4.11	Ameren UE	Supplemental Indenture to the UE 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 UE	Supplemental Indenture to the UE 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 UE	Supplemental Indenture to the UE 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 UE	Supplemental Indenture to the UE 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 UE	Supplemental Indenture to the UE 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 UE	Supplemental Indenture to the UE Mortgage dated February 1, 2004, relative to Series 2004A (1998A) Bonds	March 31, 2004 Form 10-Q, Exhibit 4.1, File No. 1-2967
4.17	Ameren UE	Supplemental Indenture to the UE Mortgage dated February 1, 2004, relative to Series 2004B (1998B) Bonds	March 31, 2004 Form 10-Q, Exhibit 4.2, File No. 1-2967
4.18	Ameren UE	Supplemental Indenture to the UE Mortgage dated February 1, 2004, relative to Series 2004C (1998C) Bonds	March 31, 2004 Form 10-Q, Exhibit 4.3, File No. 1-2967
4.19	Ameren UE	Supplemental Indenture to the UE Mortgage dated February 1, 2004, relative to Series 2004D (2000B) Bonds	March 31, 2004 Form 10-Q, Exhibit 4.4, File No. 1-2967
4.20	Ameren UE	Supplemental Indenture to the UE Mortgage dated February 1, 2004, relative to Series 2004E (2000A) Bonds	March 31, 2004 Form 10-Q, Exhibit 4.5, File No. 1-2967
4.21	Ameren UE	Supplemental Indenture to the UE Mortgage dated February 1, 2004, relative to Series 2004F (2000C) Bonds	March 31, 2004 Form 10-Q, Exhibit 4.6, File No. 1-2967
4.22	Ameren UE	Supplemental Indenture to the UE Mortgage dated February 1, 2004, relative to Series 2004G (1991) Bonds	March 31, 2004 Form 10-Q, Exhibit 4.7, File No. 1-2967
4.23	Ameren UE	Supplemental Indenture to the UE Mortgage dated February 1, 2004, relative to Series 2004H (1992) Bonds	March 31, 2004 Form 10-Q, Exhibit 4.8, File No. 1-2967
4.24	Ameren UE	Supplemental Indenture to the UE Mortgage dated May 1, 2004, relative to Series FF	May 18, 2004 Form 8-K, Exhibit 4.4, File No. 1-2967
4.25	Ameren UE	Supplemental Indenture to the UE Mortgage dated September 1, 2004, relative to Series GG	September 23, 2004 Form 8-K, Exhibit 4.4, File No. 1-2967
4.26	Ameren UE	Supplemental Indenture to the UE Mortgage dated January 1, 2005, relative to Series HH	January 27, 2005 Form 8-K, Exhibit 4.4, File No. 1-2967
4.27	Ameren UE	Supplemental Indenture to the UE Mortgage dated July 1, 2005, relative to Series II	July 21, 2005 Form 8-K, Exhibit 4.4, File No. 1-2967
4.28	Ameren UE	Supplemental Indenture to the UE Mortgage dated December 1, 2005, relative to Series JJ	December 9, 2005 Form 8-K, Exhibit 4.4, File No. 1-2967

Table of Contents

Exhibit Designation	Registrant(s)	Nature of Exhibit	Previously Filed as Exhibit to:
4.29	Ameren UE	Supplemental Indenture to the UE Mortgage dated June 1, 2007, relative to Series KK	June 15, 2007 Form 8-K, Exhibit 4.5, File No. 1-2967
4.30	Ameren UE	Supplemental Indenture to the UE Mortgage dated April 1, 2008, relative to Series LL	April 8, 2008 Form 8-K, Exhibit 4.7, File No. 1-2967
4.31	Ameren UE	Supplemental Indenture to the UE Mortgage dated June 1, 2008, relative to Series MM	June 19, 2008 Form 8-K, Exhibit 4.5, File No. 1-2967
4.32	Ameren UE	Supplemental Indenture to the UE Mortgage dated March 1, 2009, relative to Series NN	March 23, 2009 Form 8-K, Exhibit 4.5, File No. 1-2967
4.33	Ameren UE	Loan Agreement dated as of December 1, 1992, between the Missouri Environmental Authority and UE, 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
4.34	Ameren UE	First Amendment dated as of February 1, 2004, to Loan Agreement dated as of December 1, 1992, between the Missouri Environmental Authority and UE	March 31, 2004 Form 10-Q, Exhibit 4.10, File No. 1-2967
4.35	Ameren UE	Series 1998A Loan Agreement dated as of September 1, 1998, between the Missouri Environmental Authority and UE	September 30, 1998 Form 10-Q, Exhibit 4.28, File No. 1-2967
4.36	Ameren UE	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 UE	March 31, 2004 Form 10-Q, Exhibit 4.11, File No. 1-2967
4.37	Ameren UE	Series 1998B Loan Agreement dated as of September 1, 1998, between the Missouri Environmental Authority and UE	September 30, 1998 Form 10-Q, Exhibit 4.29, File No. 1-2967
4.38	Ameren UE	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 UE	March 31, 2004 Form 10-Q, Exhibit 4.12, File No. 1-2967
4.39	Ameren UE	Series 1998C Loan Agreement dated as of September 1, 1998, between the Missouri Environmental Authority and UE	September 30, 1998 Form 10-Q, Exhibit 4.30, File No. 1-2967
4.40	Ameren UE	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 UE	March 31, 2004 Form 10-Q, Exhibit 4.13, File No. 1-2967
4.41	Ameren UE	Indenture dated as of August 15, 2002, from UE to The Bank of New York Mellon, as successor trustee (relating to senior secured debt securities)	August 23, 2002 Form 8-K, Exhibit 4.1, File No. 1-2967
4.42	Ameren UE	UE 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
4.43	Ameren UE	UE 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
4.44	Ameren UE	UE 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
4.45	Ameren UE	UE 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

Table of Contents

Exhibit Designation	Registrant(s)	Nature of Exhibit	Previously Filed as Exhibit to:
4.46	Ameren UE	UE 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
4.47	Ameren UE	UE 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
4.48	Ameren UE	UE 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
4.49	Ameren UE	UE 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
4.50	Ameren UE	UE 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
4.51	Ameren UE	UE 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
4.52	Ameren UE	UE 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
4.53	Ameren UE	UE 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
4.54	Ameren UE	UE 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
4.55	Ameren UE	UE Company Order dated March 20, 2009, establishing 8.45% Senior Secured Notes due 2039 (including the global note)	March 23, 2009 Form 8-K, Exhibits 4.2 and 4.3, File No. 1-2967
4.56	Ameren AIC	Indenture dated as of December 1, 1998, from Central Illinois Public Service Company (now known as AIC) to The Bank of New York Mellon Trust Company, N.A., as successor trustee (CIPS Indenture)	Exhibit 4.4, File No. 333-59438
4.57	Ameren AIC	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
4.58	Ameren AIC	Second Supplemental Indenture to the CIPS Indenture, dated as of March 1, 2010	Exhibit 4.17, File No. 333-166095
4.59	Ameren AIC	Third Supplemental Indenture to the CIPS Indenture, dated as of October 1, 2010	
4.60	Ameren AIC	AIC Global Note, dated October 1, 2010, representing CIPS Indenture Senior Notes, 6.125% due 2028	
4.61	Ameren AIC	AIC Global Note, dated October 1, 2010, representing CIPS Indenture Senior Notes, 6.625% due 2011	
4.62	Ameren AIC	AIC Global Note, dated October 1, 2010, representing CIPS Indenture Senior Notes, 6.70% Series Secured Notes due 2036	

Table of Contents

Exhibit Designation	Registrant(s)	Nature of Exhibit	Previously Filed as Exhibit to:
4.63	Ameren AIC	Indenture of Mortgage and Deed of Trust between Illinois Power Company (predecessor in interest to CILCO and AIC) 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 AIC) 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
4.64	Ameren AIC	Supplemental Indenture to the CILCO Mortgage, dated December 1, 1949	December 1949 Form 8-K, Exhibit A, File No. 1-2732
4.65	Ameren AIC	Supplemental Indenture to the CILCO Mortgage, dated July 1, 1957	July 1957 Form 8-K, Exhibit A, File No. 1-2732
4.66	Ameren AIC	Supplemental Indenture to the CILCO Mortgage, dated February 1, 1966	February 1966 Form 8-K, Exhibit A, File No. 1-2732
4.67	Ameren AIC	Supplemental Indenture to the CILCO Mortgage, dated January 15, 1992	January 30, 1992 Form 8-K, Exhibit 4(b), File No. 1-2732
4.68	Ameren AIC	Supplemental Indenture to the CILCO Mortgage, dated June 1, 2006 for the series AA and BB bonds	June 19, 2006 Form 8-K, Exhibit 4.11, File No. 1-2732
4.69	Ameren AIC	Supplemental Indenture to the CILCO Mortgage, dated December 1, 2008 for the series CC bonds	December 9, 2008 Form 8-K, Exhibit 4.5, File No. 1-2732
4.70	Ameren AIC	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
4.71	Ameren AIC	Indenture dated as of June 1, 2006, from CILCO (predecessor in interest to AIC) to The Bank of New York Mellon Trust Company, N.A., as successor trustee (CILCO Indenture)	June 19, 2006 Form 8-K, Exhibit 4.3, File No. 1-2732
4.72	Ameren AIC	First Supplemental Indenture to the CILCO Indenture, dated October 1, 2010	October 7, 2010 Form 8 K, Exhibit 4.1, File No. 1-14756
4.73	Ameren AIC	CILCO 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
4.74	Ameren AIC	CILCO 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
4.75	Ameren AIC	General Mortgage Indenture and Deed of Trust dated as of November 1, 1992, between Illinois Power Company (predecessor in interest to AIC) and The Bank of New York Mellon Trust Company, N.A., as successor trustee (IP Mortgage)	1992 Form 10-K, Exhibit 4(cc), File No. 1-3004
4.76	Ameren AIC	Supplemental Indenture dated as of March 1, 1998, to IP Mortgage for the series S bonds	Exhibit 4.41, File No. 333-71061

Table of Contents

Exhibit Designation	Registrant(s)	Nature of Exhibit	Previously Filed as Exhibit to:
4.77	Ameren AIC	Supplemental Indenture dated as of March 1, 1998, to IP Mortgage for the series T bonds	Exhibit 4.42, File No. 333-71061
4.78	Ameren AIC	Supplemental Indenture dated as of June 15, 1999, to IP Mortgage	June 30, 1999 Form 10-Q, Exhibit 4.2, File No. 1-3004
4.79	Ameren AIC	Supplemental Indenture dated as of July 15, 1999, to IP Mortgage for the series U bonds	June 30, 1999 Form 10-Q, Exhibit 4.4, File No. 1-3004
4.80	Ameren AIC	Supplemental Indenture dated as of December 15, 2002, to IP Mortgage	December 23, 2002 Form 8-K, Exhibit 4.1, File No. 1-3004
4.81	Ameren AIC	Supplemental Indenture dated as of June 1, 2006, to IP Mortgage for the series AA bonds	June 19, 2006 Form 8-K, Exhibit 4.13, File No. 1-3004
4.82	Ameren AIC	Supplemental Indenture dated as of November 15, 2007, to IP Mortgage for the series BB bonds	November 20, 2007 Form 8-K, Exhibit 4.4, File No. 1-3004
4.83	Ameren AIC	Supplemental Indenture dated as of April 1, 2008, to IP Mortgage for the series CC bonds	April 30, 2008 Form 8-K, Exhibit 4.9, File No. 1-3004
4.84	Ameren AIC	Supplemental Indenture dated as of October 1, 2008, to IP Mortgage for the series DD bonds	October 23, 2008 Form 8-K, Exhibit 4.4, File No. 1-3004
4.85	Ameren AIC	Supplemental Indenture, dated as of October 1, 2010, to IP Mortgage for the series CIPS-AA, CIPS-BB and CIPS-CC bonds.	October 7, 2010 Form 8 K, Exhibit 4.9, File No. 1-14756
4.86	Ameren AIC	Indenture, dated as of June 1, 2006, from IP (predecessor in interest to AIC) to The Bank of New York Mellon Trust Company, N.A., as successor trustee (IP Indenture)	June 19, 2006 Form 8-K, Exhibit 4.4, File No. 1-3004
4.87	Ameren AIC	First Supplemental Indenture, dated as of October 1, 2010, to the IP Indenture for the series CIPS-AA, CIPS-BB and CIPS-CC senior notes	October 7, 2010 Form 8 K, Exhibit 4.5, File No. 1-14756
4.88	Ameren AIC	IP 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
4.89	Ameren AIC	IP Company Order, dated November 15, 2007, establishing the 6.125% Senior Secured Notes due 2017 (including the global note)	November 20, 2007 Form 8-K, Exhibit 4.2, File No. 1-3004
4.90	Ameren AIC	IP Company Order, dated April 8, 2008, establishing the 6.25% Senior Secured Notes due 2018 (including the global note)	April 8, 2008 Form 8-K, Exhibit 4.4, File No. 1-3004
4.91	Ameren AIC	IP Company Order dated October 23, 2008, establishing the 9.75% Senior Secured Notes due 2018 (including the global note)	October 23, 2008 Form 8-K, Exhibit 4.2, File No. 1-3004
4.92	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
4.93	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

Table of Contents

Exhibit Designation	Registrant(s)	Nature of Exhibit	Previously Filed as Exhibit to:
4.94	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
4.95	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
4.96	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
4.97	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
10.3	Ameren AIC	Unilateral Borrowing Agreement by and among Ameren, IP (predecessor in interest to AIC) 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 UE	Credit Agreement, dated as of September 10, 2010, by and among Ameren, UE 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 AIC	Credit Agreement, dated as of September 10, 2010, by and among Ameren, CIPS (now AIC), CILCO and IP (predecessors in interest to AIC) 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

Table of Contents

Exhibit Designation	Registrant(s)	Nature of Exhibit	Previously Filed as Exhibit to:
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	*Second Amendment dated October 14, 2010, to Ameren's Deferred Compensation Plan for Members of the Board of Directors	
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	*First Amendment dated October 14, 2010, to Ameren's Deferred Compensation Plan	
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	*2010 Base Salary Table for Named Executive Officers	2009 Form 10-K, Exhibit 10.29, File No. 1-14756
10.21	Ameren Companies	*2011 Base Salary Table for Named Executive Officers	
10.22	Ameren Companies	*Second Amended and Restated Ameren Corporation Change of Control Severance Plan	2008 Form 10-K, Exhibit 10.37, File No. 1-14756
10.23	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
10.24	Ameren Companies	*Revised Schedule I to Second Amended and Restated Ameren Change of Control Severance Plan, as amended	
10.25	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
10.26	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
10.27	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
10.28	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
10.29	Ameren Companies	*Ameren Corporation 2006 Omnibus Incentive Compensation Plan	February 16, 2006 Form 8-K, Exhibit 10.3, File No. 1-14756
10.30	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
10.31	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

Table of Contents

Exhibit Designation	Registrant(s)	Nature of Exhibit	Previously Filed as Exhibit to:
10.32	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
10.33	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
10.34	Ameren Companies	*Ameren Supplemental Retirement Plan amended and restated effective January 1, 2008, dated June 13, 2008	June 30, 2008 Form 10-Q, Exhibit 10.1, File No. 1-14756
10.35	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
10.36	Ameren AIC	*CILCO Executive Deferral Plan as amended effective August 15, 1999	1999 Form 10-K, Exhibit 10, File No. 1-2732
10.37	Ameren AIC	*CILCO Executive Deferral Plan II as amended effective April 1, 1999	1999 Form 10-K, Exhibit 10(a), File No. 1-2732
10.38	Ameren AIC	*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	UE	UE's Statement of Computation of Ratio of Earnings to Fixed Charges and Combined Fixed Charges and Preferred Stock Dividend Requirements	
12.3	AIC	AIC's 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	
23.2	UE	Consent of Independent Registered Public Accounting Firm with respect to UE	
23.3	AIC	Consent of Independent Registered Public Accounting Firm with respect to AIC	
23.4	Genco	Consent of Independent Registered Public Accounting Firm with respect to Genco	
Power of Attorney			
24.1	Ameren	Power of Attorney with respect to Ameren	
24.2	UE	Power of Attorney with respect to UE	
24.3	AIC	Power of Attorney with respect to AIC	
24.4	Genco	Power of Attorney with respect to Genco	

Table of Contents

Exhibit Designation	Registrant(s)	Nature of Exhibit	Previously Filed as Exhibit to:
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	UE	Rule 13a-14(a)/15d-14(a) Certification of Principal Executive Officer of UE	
31.4	UE	Rule 13a-14(a)/15d-14(a) Certification of Principal Financial Officer of UE	
31.5	AIC	Rule 13a-14(a)/15d-14(a) Certification of Principal Executive Officer of AIC	
31.6	AIC	Rule 13a-14(a)/15d-14(a) Certification of Principal Financial Officer of AIC	
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	UE	Section 1350 Certification of Principal Executive Officer and Principal Financial Officer of UE	
32.3	AIC	Section 1350 Certification of Principal Executive Officer and Principal Financial Officer of AIC	
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
XBRL - Related Documents			
101.INS**	Ameren	XBRL Instance Document	
101.SCH**	Ameren	XBRL Taxonomy Extension Schema Document	
101.CAL**	Ameren	XBRL Taxonomy Extension Calculation Linkbase Document	
101.LAB**	Ameren	XBRL Taxonomy Extension Label Linkbase Document	
101.PRE**	Ameren	XBRL Taxonomy Extension Presentation Linkbase Document	
101.DEF**	Ameren	XBRL Taxonomy Extension Definition Document	

The file number references for the Ameren Companies' filings with the SEC are: Ameren, 1-14756; UE, 1-2967; AIC, 1-3672; and Genco, 333-56594.

*Compensatory plan or arrangement.

Table of Contents

**Attached as Exhibit 101 to this report is the following financial information from Ameren's Annual Report on Form 10-K for the year ended December 31, 2010, formatted in XBRL (eXtensible Business Reporting Language): (i) the Consolidated Statement of Income for the years ended December 31, 2010, 2009, and 2008, (ii) the Consolidated Balance Sheet at December 31, 2010, and December 31, 2009, (iii) the Consolidated Statement of Cash Flows for the years ended December 31, 2010, 2009, and 2008, (iv) the Consolidated Statement of Stockholders' Equity for the years ended December 31, 2010, 2009, and 2008 and (v) the Combined Notes to the Financial Statements for the year ended December 31, 2010. 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.

**RESTATED
ARTICLES OF INCORPORATION
OF
AMEREN ILLINOIS COMPANY**

ARTICLE I

The name of the corporation is Ameren Illinois Company. The corporation was incorporated on September 1, 1923 as Central Illinois Public Service Company.

ARTICLE II

The object for which the corporation is formed is to engage in the business (a) of manufacturing, generating, producing, buying, transmitting, distributing and selling electric energy and artificial and natural gas for light, heat and power purposes, (b) of distributing and selling water, (c) of operating street railroads by means of electric or other power, except steam locomotives, (d) of distributing and selling heat by means of steam and/or water, (e) of manufacturing, storing, buying and selling ice and (f) of buying, selling and dealing in articles of merchandise.

ARTICLE III

The duration of the corporation is perpetual.

ARTICLE IV

The corporation shall have authority to issue the following classes of stock: (a) Cumulative Preferred Stock of the par value of \$100 per share (hereinafter referred to as the "Cumulative Preferred Stock"), (b) Cumulative Preferred Stock without par value (hereinafter referred to as the "Cumulative No Par Preferred Stock") and (c) Common Stock without par value (hereinafter referred to as the "Common Stock"). The aggregate number of shares which the corporation shall have authority to issue is 49,600,000 as follows: (a) 2,000,000 shares of Cumulative Preferred Stock, (b) 2,600,000 shares of Cumulative No Par Preferred Stock, provided that the aggregate 'stated value' (as defined in the second paragraph of paragraph (2) of Section B of this ARTICLE IV) of the issued and outstanding shares of Cumulative No Par Preferred Stock shall not exceed \$65,000,000 at any time and (c) 45,000,000 shares of Common Stock. The authorized shares of Cumulative Preferred Stock include the 150,000 shares of a series designated "4% Cumulative Preferred Stock," 75,000 shares of a series designated "4.90% Cumulative Preferred Stock," 50,000 shares each of three series designated, respectively, "4.25% Cumulative Preferred Stock," "4.92% Cumulative Preferred Stock" and "5.16% Cumulative Preferred Stock," 125,000 shares of a series designated "6.625% Cumulative Preferred Stock," 45,436 shares of a series designated as "4.08% Cumulative Preferred Stock," 23,656 shares of a series designated as "4.20% Cumulative Preferred Stock," 16,621 shares of a series designated as "4.26% Cumulative Preferred Stock," 16,190 shares of a series designated as "4.42% Cumulative Preferred Stock," 18,429 shares of a series designated as "4.70% Cumulative Preferred Stock," and 4,542 shares of a series designated as "7.75% Cumulative Preferred Stock". All shares of Cumulative Preferred Stock shall constitute one class of stock and all shares of Cumulative No

Par Preferred Stock shall constitute one class of stock, in each case regardless of the designation thereof. All shares of Cumulative Preferred Stock and all shares of Cumulative No Par Preferred Stock shall be of equal rank and shall confer equal rights upon the holders thereof, excepting only as to the Cumulative Preferred Stock as provided or referred to in the second sentence of paragraph (1) of Section A of this ARTICLE IV and as to the Cumulative No Par Preferred Stock as provided or referred to in the second sentence of paragraph (1) of Section B of this ARTICLE IV.

The preferences, qualifications, limitations, restrictions and special or relative rights, in respect of the shares of each class, are as follows:

A. CUMULATIVE PREFERRED STOCK

(1) The authorized shares of the Cumulative Preferred Stock (including all shares of authorized Cumulative Preferred Stock at any time having the status of authorized and unissued shares thereof) may be divided into and issued as shares of any series thereof now outstanding, or divided into and issued in one or more other series thereof, as the Board of Directors of the corporation shall from time to time authorize. Each series shall be designated so as to distinguish the shares thereof from the shares of all other series then outstanding; and all shares of the Cumulative Preferred Stock, irrespective of series, shall be identical except as to variations between different series in the relative rights and preferences thereof as permitted or contemplated by the next succeeding sentence of this paragraph (1). Authority is hereby expressly vested in the Board of Directors of the corporation to establish out of the authorized and unissued shares of Cumulative Preferred Stock one or more series thereof and to fix and determine the following relative rights and preferences of the shares of any such series:

(a) the rate or rates of dividend, which may be expressed in terms of a fixed rate or rates or formula or other method by which such rate or rates shall be calculated or ascertained from time to time, and the dividend periods, including the date or dates on which such dividends may be payable;

(b) the prices at which, and the terms and conditions on which, shares may be redeemed; and

(c) sinking fund provisions, if any, for the redemption or purchase of shares;

subject, however, to such restrictions as are, or may be, from time to time provided by law or contained in the Articles of Incorporation of the corporation or amendments thereto.

(2) The holders of the Cumulative Preferred Stock from time to time outstanding shall be entitled to receive, in respect of each share held, dividends upon the par value thereof at the rate or rates applicable thereto, payable, (a) in the case of the 4.08% Cumulative Preferred Stock, the 4.20% Cumulative Preferred Stock, the 4.26% Cumulative Preferred Stock, the 4.42% Cumulative Preferred Stock, the 4.70% Cumulative Preferred Stock, and the 7.75% Cumulative Preferred Stock (the "Converted Preferred Stock") quarter-yearly on the first days of February, May, August, and November in each year, and (b) in the case of any other series of Cumulative Preferred Stock quarter-yearly on March 31, June 30, September 30 and December 31 in each year, or on such other dates in each year, or payable for such other dividend periods and on such

dates, as may be fixed by the Board of Directors of the corporation or provided in the Articles of Incorporation, but in each case only when and as declared by the Board of Directors out of surplus or net profits of the corporation available for the payment of dividends. Such dividends shall be cumulative in respect of each share from (and including) the date of issue thereof except that dividends payable in respect of the Converted Preferred Stock shall be cumulative in respect of each share from (and including) the date to which Illinois Power Company has paid dividends in full with respect to the shares of its serial preferred stock that were converted into such share of Converted Preferred Stock, and shall be paid, or declared and set apart for payment, before any dividend shall be declared or paid on or set apart for the Common Stock, so that, if for any past or current period dividends on the Cumulative Preferred Stock shall not have been paid or declared and set apart for payment, the deficiency shall be fully paid or declared and funds set apart for the payment thereof before any dividends shall be declared or paid on or set apart for the Common Stock. The holders of the Cumulative Preferred Stock shall not be entitled to receive any dividends thereon except dividends at the applicable rate or rates. No dividend shall at any time be paid on or set apart for any share of Cumulative Preferred Stock in respect of a dividend period unless at the same time there shall be paid on or set apart, for all shares of Cumulative Preferred Stock and all shares of Cumulative No Par Preferred Stock then outstanding and having a dividend period ending on the same date, dividends in such amount that the holders of all such shares of Cumulative Preferred Stock and the holders of all such shares of Cumulative No Par Preferred Stock shall receive or have set apart for them a uniform percentage of the full annual dividend to which they are, respectively, entitled and unless all dividends on the Cumulative Preferred Stock and Cumulative No Par Preferred Stock, for all preceding dividend periods, shall have been fully paid or declared and funds set apart for the payment thereof. It shall be a condition precedent to the declaration by the Board of Directors and the payment of dividends on the Common Stock, that all amounts required to be paid or set aside for any sinking fund for the redemption or purchase of shares of Cumulative Preferred Stock or Cumulative No Par Preferred Stock of all series then outstanding, with respect to all preceding sinking fund dates or periods, shall have been paid or set aside in accordance with the terms of the shares of such series. No funds shall be paid into or set aside for any sinking fund for the redemption or purchase of shares of Cumulative Preferred Stock or Cumulative No Par Preferred Stock of any series unless all dividends on the Cumulative Preferred Stock and on the Cumulative No Par Preferred Stock, for all preceding dividend periods, shall have been fully paid or declared and funds set apart for the payment thereof. All shares of Cumulative Preferred Stock, regardless of designation, shall constitute one class of stock and, excepting only as to the rate or rates of dividends payable thereon, the dividend periods and dividend payment dates applicable thereto, the redemption prices thereof and the sinking fund provisions thereof, shall be of equal rank and confer equal rights upon the holders thereof. All shares of Cumulative Preferred Stock bearing the same distinctive series designation at any time outstanding shall constitute one series of Cumulative Preferred Stock and all shares of any one series of Cumulative Preferred Stock shall be alike in all respects. When full cumulative dividends upon the Cumulative Preferred Stock and the Cumulative No Par Preferred Stock of all series then outstanding, for all past periods and for the current period shall have been paid or declared and set apart for payment, and all amounts required to be paid or set aside for any sinking fund for the redemption or purchase of shares of Cumulative Preferred Stock and Cumulative No Par Preferred Stock of all series then outstanding, with respect to all preceding sinking fund dates or periods, shall have been paid or set aside in accordance with the terms of the shares of such

series, the Board of Directors may declare dividends on the Common Stock of the corporation, subject to the restrictions hereinafter contained, and not otherwise. Dividends shall be payable to the holders of record at the close of business (x) upon the respective days that the resolution declaring each particular dividend is adopted unless the Board of Directors of the corporation fixes a different date in advance or (y) upon the respective days, not exceeding forty and not less than ten days preceding such dividend payment dates, fixed for the purpose by the Board of Directors of the corporation in advance of the payment of each particular dividend.

(3) In the event of the liquidation, dissolution or winding up, whether voluntary or involuntary, of the corporation, the holders of shares of Cumulative Preferred Stock shall be entitled to be paid in full, out of the net assets of the corporation, the par value of their shares plus an amount equal to the accrued dividends on such shares, before any amount shall be paid to the holders of shares of the Common Stock. After such payment in full to the holders of shares of Cumulative Preferred Stock, and after payment in full to the holders of Cumulative No Par Preferred Stock of the amounts payable to them respectively in the event of any such liquidation, dissolution or winding up of the corporation, the remaining assets and profits shall be divided among and paid to the holders of shares of Common Stock.

(4) The corporation, on the sole authority of its Board of Directors, shall have the right at any time or from time to time to redeem and retire all or part of the Cumulative Preferred Stock or all or part of the shares of one or more series of Cumulative Preferred Stock upon and by the payment to the holders of the shares to be redeemed or upon and by setting aside, as hereinafter provided, for the benefit of such holders, the redemption price or prices fixed for the shares to be redeemed, which (a) in the case of shares of 4% Cumulative Preferred Stock shall be \$101 per share plus accrued dividends to the date of redemption, (b) in the case of shares of 4.92% Cumulative Preferred Stock shall be \$103.50 per share plus accrued dividends to the date of redemption, (c) in the case of shares of 4-1/4% Cumulative Preferred Stock shall be \$102 per share plus accrued dividends to the date of redemption, (d) in the case of shares of 5.16% Cumulative Preferred Stock shall be \$102 per share plus accrued dividends to the date of redemption, (e) in the case of shares of 4.90% Cumulative Preferred Stock shall be \$102 per share plus accrued dividends to the date of redemption, (f) in the case of shares of 6.625% Cumulative Preferred Stock shall be \$100 per share plus accrued dividends to the date of redemption, (g) in the case of 4.08% Cumulative Preferred Stock shall be \$103 per share plus accrued dividends to the date of redemption, (h) in the case of 4.20% Cumulative Preferred Stock shall be \$104 per share plus accrued dividends to the date of redemption, (i) in the case of 4.26% Cumulative Preferred Stock shall be \$103 per share plus accrued dividends to the date of redemption, (j) in the case of 4.42% Cumulative Preferred Stock shall be \$103 per share plus accrued dividends to the date of redemption, (k) in the case of 4.70% Cumulative Preferred Stock shall be \$103 per share plus accrued dividends to the date of redemption, and (l) in the case of 7.75% Cumulative Preferred Stock shall be \$100 per share plus accrued dividends to the date of redemption; provided, however, that, as to the Cumulative Preferred Stock to be so redeemed, notice of every such redemption shall be given at such time, in such form and in such manner as may have been determined and fixed for such stock by the Board of Directors of the corporation at the time of establishment of such stock or, if such matters have not been so determined and fixed by the Board of Directors, not less than thirty (30) days previous to the date fixed for redemption, notice of the intention of the corporation to redeem such stock, specifying the designation of the shares to be redeemed and the date and place of redemption, shall be

deposited in a United States post office or mail box at any place in the United States addressed to each holder of record of the shares to be redeemed at his address as the same appears upon the records of the corporation; but in mailing such notice unintentional omissions or errors in names and addresses shall not impair the validity of the notice of redemption. In case of the redemption of less than all the outstanding shares of any series of the Cumulative Preferred Stock, the shares of such series to be redeemed shall be chosen by proration (as nearly as may be without the issue of fractional shares), by lot, or in such other equitable manner as may be prescribed by resolution of the Board of Directors. The corporation may deposit with a bank or trust company, which shall be named in the notice of redemption, shall be located in the City of Chicago, Illinois, or in the City of New York, New York, and shall then have capital, surplus and undivided profits of at least \$1,000,000, the aggregate redemption price of the shares to be redeemed, in a special account or in trust, as the corporation may determine, for the payment on or before the redemption date to or upon the order of the holders of such shares, upon surrender of the certificates for such shares. Such deposit may, at the option of the corporation, be upon terms whereby in case the holder of any shares called for redemption shall not, within ten years after the date fixed for redemption of such shares, claim the amount on deposit with any bank or trust company for the payment of the redemption price of said shares, such bank or trust company shall on demand pay to or upon the written order of the corporation, or its successor, the amount so deposited and thereupon such bank or trust company shall be released from any and all further liability with respect to the payment of such redemption price and the holder of said shares shall be entitled to look only to the corporation or its successor for the payment thereof. Upon the giving of notice of redemption and upon the deposit of the redemption price, as aforesaid, or, if no such deposit is made upon the redemption date (unless the corporation defaults in making payment of the redemption price as set forth in such notice), such holders shall cease to be stockholders with respect to said shares, and from and after the making of said deposit and the giving of said notice, or, if no such deposit is made, after the redemption date (the corporation not having defaulted in making payment of the redemption price as set forth in such notice), said shares shall no longer be transferable on the books of the corporation, and said holder shall have no interest in or claim against the corporation with respect to said shares, but shall be entitled only to receive on the date fixed for redemption, the redemption price of the shares, without interest thereon, from said bank or trust company, if deposited therewith as aforesaid and not repaid to the corporation, and otherwise from the corporation, upon surrender of the certificates as aforesaid.

Nothing herein contained shall limit any legal right of the corporation to purchase any shares of the Cumulative Preferred Stock.

(5) So long as any shares of Cumulative Preferred Stock of any series are outstanding, the corporation shall not, without the affirmative vote of the record holders of two-thirds of the outstanding shares of Cumulative Preferred Stock of all series, voting separately as one class:

(a) Amend the provisions of the Articles of Incorporation so as to create or authorize any stock ranking prior in any respect to the Cumulative Preferred Stock or any security convertible into shares of such stock; or issue any such stock or convertible security; or

(b) Change, by amendment to the Articles of Incorporation, or otherwise, the terms and provisions of the Cumulative Preferred Stock so as to affect adversely the rights and preferences of the holders thereof; provided, however, that if any such change will affect adversely the holders of one or more, but less than all, of the series of Cumulative Preferred Stock at the time outstanding, the consent only of the holders of at least two-thirds of the total number of shares of each series so adversely affected shall be required; or

(c) Issue any shares of the Cumulative Preferred Stock or shares of any stock ranking on a parity with the Cumulative Preferred Stock, or any securities convertible into shares of such stock, other than in exchange for, or for the purpose of effecting the redemption or other retirement of, shares of Cumulative Preferred Stock, of any stock ranking on a parity therewith, or of any such convertible securities, or any combination thereof, at the time outstanding, having an aggregate amount of par value and stated value of not less than the aggregate amount of par value or stated value of the shares to be issued, or other than in connection with the conversion of such convertible securities in accordance with their terms unless:

(1) The gross income (determined in accordance with accepted accounting principles) of the corporation available for the payment of interest charges shall, for a period of twelve consecutive calendar months within the fifteen calendar months next preceding the issue of such shares, have been at least one and one-half (1-1/2) times the sum of (i) the interest for one year, adjusted by provision for amortization of debt discount and expense, or of premium, as the case may be, on all funded indebtedness and notes payable of the corporation maturing more than twelve months after the date of issue of such shares or convertible securities which shall be outstanding at the date of the issue of such shares or convertible securities, and (ii) an amount equal to the dividend requirement for one year on all shares of Cumulative Preferred Stock and on all other shares of stock, if any, ranking prior to or on a parity with the Cumulative Preferred Stock, which shall be outstanding after the issue of the shares or convertible securities proposed to be issued, (including as outstanding for this purpose shares of Cumulative Preferred Stock or shares of such stock issuable on conversion of any such convertible securities), provided that for purposes of making the calculation required by the foregoing provisions of this subclause (1): (A) the "dividend requirement for one year" applicable to any series of Cumulative Preferred Stock or such parity stock or convertible securities proposed to be issued which will have dividends determined according to an adjustable, floating or variable rate, the dividend rate used shall be the dividend rate to be applicable to such series of Cumulative Preferred Stock or such parity stock or convertible securities on the date of such issuance and (B) the "interest for one year" on funded indebtedness or notes outstanding and the "dividend requirement for one year" on any outstanding shares of any series of Cumulative Preferred Stock or shares of stock, if any, ranking prior to or on a parity with the Cumulative Preferred Stock, or securities convertible into such stock, and having interest or dividends determined according to an adjustable, floating or variable rate, the interest or dividend rate used shall be the daily weighted average annual interest or dividend rate

applicable to such security (a) during any consecutive twelve-month period selected by the corporation, which period ends within 90 days prior to the issue of the shares or convertible securities proposed to be issued or (b) if the security has been outstanding for less than twelve full calendar months, during such shorter period beginning on the date of issuance of such security and ending on a date selected by the corporation, which date is not more than 45 days prior to the issue of the shares or convertible securities proposed to be issued; provided that if such security shall have been issued within 45 days prior to the issue of the shares or convertible securities proposed to be issued, the interest or dividend rate shall be that applicable on the date of issuance of such security; and

(2) The capital represented by the Common Stock plus the surplus accounts of the corporation shall be not less than the aggregate amount payable on the involuntary dissolution, liquidation or winding up of the corporation, in respect of all shares of Cumulative Preferred Stock and all shares of stock, if any, ranking prior thereto or on a parity therewith, which shall be outstanding after the issue of the shares or convertible securities proposed to be issued (including as outstanding for this purpose shares of Cumulative Preferred Stock or shares of such stock issuable on conversion of any such convertible securities).

No consent of the holders of Cumulative Preferred Stock shall be required in respect of any transaction enumerated in this paragraph (5) if, at or prior to the time when such transaction is to take effect, provision is made for the redemption or other retirement of all shares of Cumulative Preferred Stock at the time outstanding, the consent of which would otherwise be required hereunder.

(6) So long as any shares of the Cumulative Preferred Stock are outstanding, the corporation shall not, without the affirmative vote of the record holders of a majority of the total number of shares of Cumulative Preferred Stock then outstanding:

(a) Issue or assume any unsecured indebtedness, as hereinafter defined, for any purpose, other than the refunding of secured or unsecured indebtedness theretofore created or assumed by the corporation and then outstanding, or the retiring, by redemption or otherwise, of shares of the Cumulative Preferred Stock or shares of any stock ranking prior thereto or on a parity therewith, if immediately after such issue or assumption the total principal amount of all unsecured indebtedness issued or assumed by the corporation and then outstanding would exceed twenty per centum (20%) of the aggregate of (i) the total principal amount of all bonds or other securities representing secured indebtedness issued or assumed by the corporation and then outstanding and (ii) the total of the capital and surplus of the corporation, as then recorded on its books; or

(b) Merge or consolidate with any other corporation or corporations or sell or lease all or substantially all of the assets of the corporation unless such merger, consolidation, sale or lease, or the issue or assumption of all securities to be issued or assumed in connection therewith, shall have been ordered, approved or permitted by all regulatory bodies, federal and state, then having jurisdiction in the premises.

“Unsecured indebtedness” as that term is used in this paragraph (6) shall mean all unsecured notes, debentures or other securities representing unsecured indebtedness (whether having a single maturity, serial maturities or sinking fund or other similar periodic principal or debt retirement payment provisions) which have a final maturity date, determined as of the date of issuance or assumption thereof by the corporation, of less than two years.

No consent of the holders of the Cumulative Preferred Stock shall be required, however, if, at or prior to the issue of any such securities representing unsecured indebtedness, or such consolidation, merger or sale, provision is made for the redemption or other retirement of all shares of Cumulative Preferred Stock then outstanding.

No provision contained in this paragraph (6), or in paragraph (5) of this Section A, is intended or shall be construed to relieve the corporation from compliance with any applicable statutory provision requiring the vote or consent of a greater number of the outstanding shares of the Cumulative Preferred Stock.

(7) So long as any shares of the Cumulative Preferred Stock are outstanding, the corporation shall not pay any dividends on its Common Stock (other than dividends payable in Common Stock) or make any distribution on or purchase or otherwise acquire for value any of its Common Stock (each such payment, distribution, purchase and/or acquisition being herein referred to as a “common stock dividend”), except to the extent permitted by the following provisions of this paragraph (7):

(a) No common stock dividend shall be declared or paid in an amount which, together with all other common stock dividends declared in the year ending on (and including) the date of the declaration of such common stock dividend, would in the aggregate exceed fifty per centum (50%) of the net income of the corporation available for dividends on its Common Stock for the twelve consecutive calendar months ending on the last day of the calendar month next preceding the declaration of such common stock dividend, if at the end of such calendar month the ratio (herein referred to as the “capitalization ratio”) of the Common Stock Equity (as hereinafter defined) of the corporation, to the total capital (as hereinafter defined) of the corporation shall be less than twenty per centum (20%).

(b) If such capitalization ratio, determined as aforesaid, shall be twenty per centum (20%) or more, but less than twenty-five per centum (25%), no common stock dividend shall be declared or paid in an amount which, together with all other common stock dividends declared in the year ending on (and including) the date of the declaration of such common stock dividend, would exceed seventy-five per centum (75%) of the net income of the corporation available for dividends on its Common Stock for the twelve consecutive calendar months ending on the last day of the calendar month next preceding the declaration of such common stock dividend.

(c) If such capitalization ratio, determined as aforesaid, shall be in excess of twenty-five per centum (25%), no common stock dividend shall be declared or paid which would reduce such capitalization ratio to less than twenty-five per centum (25%) except to the extent permitted by the next preceding paragraphs (a) and (b) hereof.

“Common Stock Equity”, as that term is used in this paragraph (7) shall consist of the sum of (1) the capital represented by the issued and outstanding shares of Common Stock (including premiums on Common Stock) and (2) the surplus accounts of the corporation, less (i) any excess of the value, as recorded on the corporation’s books, over the original cost, as determined or approved by the regulatory commission having jurisdiction thereof, of used and useful electric and gas utility plant and property, unless (a) such excess is being amortized or provided for by reserves, or (b) such excess has been held, by final order of a court having jurisdiction or of the regulatory bodies having jurisdiction, to constitute an asset which need not be amortized or provided for by reserves, and (ii) any amount by which the aggregate amount payable, on the involuntary dissolution, liquidation or winding up of the corporation, in respect of all outstanding shares of stock of the corporation having a preference as to dividends over the Common Stock exceeds the aggregate par or stated value of such outstanding shares, unless such excess is being amortized, or provided for by reserves, and (iii) any items such as debt discount, premium and expense, capital stock discount and expense and similar items, classified as assets on the balance sheet of the corporation, unless such items are being amortized, or provided for by reserves or unless and to the extent that such items are not required to be written off or amortized by the uniform systems of accounts applicable thereto prescribed by the regulatory bodies having jurisdiction. The “total capital of the corporation” shall consist of the sum of (i) the principal amount of all outstanding indebtedness of the corporation maturing one year or more after the date of the issue thereof and (ii) the par or stated value of all outstanding capital stock (which shall include premiums on capital stock, notwithstanding anything in this ARTICLE IV to the contrary) of all classes of the corporation, and (iii) all surplus accounts of the corporation. The “net income of the corporation available for dividends on its Common Stock” for any period shall be determined by deducting from the sum of the operating revenues and income from investments and other miscellaneous income for such period, all operating expenses for such period, including maintenance and provision for depreciation as recorded on the books of the corporation (but not less than an amount equal to fifteen per centum (15%) of the gross operating revenues of the corporation less the cost of electric energy and gas purchased for resale, during such period), income and excess profits and other taxes, all proper accruals, interest charges, amortization charges, other proper income deductions and an amount equal to the dividend requirements for such period on all outstanding shares of stock of the corporation having a preference as to dividends over the Common Stock, all as shall be determined in accordance with such systems of accounts as may be prescribed by regulatory authorities having jurisdiction in the premises or, in the absence thereof, in accordance with sound accounting practices. All indebtedness and capital stock of the corporation owned by the corporation shall be excluded in determining total capital. Purchases or other acquisitions of Common Stock shall be deemed, for the purposes of this paragraph (7), to constitute a common stock dividend declared as of the date on which such purchases or acquisitions are consummated.

(8) No share of stock or evidence of indebtedness shall be deemed to be “outstanding”, as that term is used in paragraphs (5), (6) and (7) of this Section A, if, prior to or concurrently with the event in reference to which a determination is to be made as to the amount thereof outstanding, the requisite funds for the redemption thereof shall be deposited in a special account or in trust for that purpose and the requisite notice for the redemption thereof shall be given or the depository of such funds shall be authorized and directed to give or complete such notice of redemption.

B. CUMULATIVE NO PAR PREFERRED STOCK

(1) The authorized shares of Cumulative No Par Preferred Stock (including all shares of such stock at any time having the status of authorized and unissued shares of such stock) may be divided into and issued in one or more series as the Board of Directors of the corporation shall from time to time authorize. Each series shall be designated so as to distinguish the shares thereof from the shares of all other series, and all shares of the Cumulative No Par Preferred Stock irrespective of series shall be identical except as to variations between different series in the relative rights and preferences thereof as permitted or contemplated by the next succeeding sentence of this paragraph (1). Authority is hereby expressly vested in the Board of Directors of the corporation to establish out of the authorized and unissued shares of Cumulative No Par Preferred Stock one or more series thereof and to fix and determine the following relative rights and preferences of the shares of any such series:

(a) the rate or rates of dividend, which may be expressed in terms of a fixed rate or rates or formula or other method by which such rate or rates shall be calculated or ascertained from time to time, and the dividend periods, including the date or dates on which such dividends may be payable;

(b) the prices at which, and the terms and conditions on which, shares of such series may be redeemed;

(c) the amount payable upon shares of such series in the event of the involuntary liquidation, dissolution or winding up of the corporation and the amount payable upon shares of such series in the event of the voluntary liquidation, dissolution or winding up of the corporation;

(d) sinking fund provisions, if any, for the redemption or purchase of shares of such series; and

(e) the terms and conditions on which shares of such series may be converted, if such shares are issued with the privilege of conversion;

subject, however, to such restrictions as are, or may be, from time to time provided by law or contained in the Articles of Incorporation of the corporation or amendments thereto.

Shares of any series of Cumulative No Par Preferred Stock may be issued for such consideration, not less than the aggregate preferential amount, other than accrued dividends, payable upon such shares in the event of the involuntary liquidation, dissolution or winding up of the corporation, as may be fixed by the Board of Directors prior to the time of such issuance and, except as otherwise determined by the Board of Directors in accordance with the provisions of the law of the State of Illinois applicable thereto, the entire amount of such consideration shall constitute stated capital in respect of such shares.

(2) The provisions heretofore set forth (a) in paragraph (2) other than the reference in the first sentence of said paragraph (2) to the "par value" of the Cumulative Preferred Stock, which for purposes of the Cumulative No Par Preferred Stock shall be deemed to be a reference to the stated value of the Cumulative No Par Preferred Stock and other than the provisions of the

seventh sentence of said paragraph (2), (b) in paragraph (3) other than those provisions of the first sentence of said paragraph (3) specifying the amount payable to holders of shares of Cumulative Preferred Stock in the event of the liquidation, dissolution or winding up of the corporation, (c) in paragraph (4) other than those provisions of the first sentence of said paragraph (4) specifying the specific redemption prices of the shares of each of the various series of the Cumulative Preferred Stock, and (d) in paragraphs (5) through (8), inclusive, of Section A of this ARTICLE IV shall be applicable in all respects to the Cumulative No Par Preferred Stock and any reference in any of said paragraphs to "Cumulative Preferred Stock" shall in each instance include, within the meaning of that term, the Cumulative No Par Preferred Stock.

The preferential amount, other than accrued dividends, payable on any share of Cumulative No Par Preferred Stock in the event of the involuntary liquidation, dissolution or winding up of the corporation shall constitute the "stated value" in respect of such share for all purposes of this ARTICLE IV. The stated value of each share of each series of Cumulative No Par Preferred Stock shall be fixed by the Board of Directors of the corporation in the resolution establishing such series.

C. COMMON STOCK

Shares without par value of Common Stock may be issued by the corporation from time to time for such consideration, as provided by law, as may be fixed from time to time by the Board of Directors of the corporation.

D. GENERAL PROVISIONS

(1) No holder of capital stock of the corporation shall have a preemptive right to purchase, acquire or subscribe to any capital stock or other securities issued or sold by the corporation, including any such capital stock or other securities now or hereafter authorized.

(2) The term "accrued dividends" shall be deemed to mean, in respect of any share of Cumulative Preferred Stock or Cumulative No Par Preferred Stock as of any given date, the amount of dividends payable on such share, computed, at the dividend rate or rates applicable to such share, from the date on which dividends thereon became cumulative to and including such given date, less the aggregate amount of all dividends which have been paid or which have been declared and set apart for payment on such share. Accumulations of dividends shall not bear interest.

(3) The corporation reserves the right to increase or decrease its authorized capital stock, or any class or series thereof, or to reclassify the same and to amend, alter, change or repeal any provision contained in its Articles of Incorporation, or in any amendment thereto, in the manner now or hereafter prescribed by law, but subject to such conditions and limitations as are hereinbefore prescribed, and all rights conferred upon stockholders in the Articles of Incorporation of the corporation, or any amendment thereto, are granted subject to this reservation.

(4) Except as otherwise expressly set forth in the Articles of Incorporation of the corporation or as specifically required by law, any amendment to the Articles of Incorporation of the corporation requiring approval of shareholders shall be adopted upon receiving the

affirmative vote of the holders of a majority of the outstanding shares entitled to vote on the amendment and a majority of the outstanding shares of each class or series of shares, if any, entitled to vote as a class on the amendment.

ARTICLE V

The corporation shall have and may exercise all the powers, rights and privileges which it is entitled to have and to exercise under the law of the State of Illinois; provided that the corporation shall not have or exercise the power to lease, exchange or sell all of its assets except upon the affirmative vote of the record holders of at least two-thirds of all of the outstanding capital stock of the corporation.

ARTICLE VI

The corporation was incorporated under the name of Central Illinois Public Service Company on September 1, 1923, as a result of the consolidation, effective as of said date, of Central Illinois Public Service Company and Middle West Power Company. The name of the corporation was changed on October 1, 2010 to Ameren Illinois Company in connection with the merger of Illinois Power Company and Central Illinois Light Company into the corporation pursuant to articles of merger effective as of said date. As of the date of adoption of these Restated and Amended Articles of Incorporation, the address of the corporation's registered office in the State of Illinois is 200 W. Washington St., Springfield, IL 62701, and the name of the corporation's registered agent at said address is Jacqueline K. Voiles. The number of shares of each class issued on the date of filing these Restated and Amended Articles of Incorporation is 25,452,373 shares of Common Stock, 616,324.75 shares of Cumulative Preferred Stock and no shares of Cumulative No Par Preferred Stock and the paid-in capital of the corporation as of such date is \$2,340,154,088. These Restated and Amended Articles of Incorporation are a restatement of the Articles of Incorporation of the corporation, as heretofore and hereby amended.

THIRD SUPPLEMENTAL INDENTURE

Dated as of October 1, 2010

THIS THIRD SUPPLEMENTAL INDENTURE to the Indenture referred to below is dated as of October 1, 2010 (this “Third Supplemental Indenture”) between AMEREN ILLINOIS COMPANY (formerly named Central Illinois Public Service Company), an Illinois corporation (the “Company”), and THE BANK OF NEW YORK MELLON TRUST COMPANY, N.A., as successor trustee to The Bank of New York (the “Trustee”).

The Company and the Trustee are parties to an Indenture, dated as of December 1, 1998 (the “Original Indenture”), providing, among other things, for the issuance from time to time of the Company’s Notes.

The Indenture was supplemented by the First Supplemental Indenture dated as of June 14, 2006 and by the Second Supplemental Indenture dated as of March 1, 2010 (the Original Indenture, as so supplemented, the “Indenture”).

\$60,000,000 aggregate principal amount of the Company’s 6.125% Senior Notes due 2028 (the “2028 Notes”) were authenticated and delivered pursuant to the Company Order dated December 22, 1998 and remain outstanding as of the date hereof.

\$150,000,000 aggregate principal amount of the Company’s 6.625% Senior Notes due 2011 (the “2011 Notes”) were authenticated and delivered pursuant to the Company Order dated June 13, 2001 and remain outstanding as of the date hereof.

\$61,500,000 aggregate principal amount of the Company’s 6.70% Senior Secured Notes due 2036 (the “2036 Notes”) were authenticated and delivered pursuant to the Company Order dated June 14, 2006 and remain outstanding as of the date hereof.

On September 15, 2010, a Release Date occurred under the Indenture.

As of the date hereof, pursuant to the Agreement and Plan of Merger dated as of April 13, 2010 among the Company, Illinois Power Company (“IP”) and Central Illinois Light Company (“CILCO”), IP and CILCO were merged into the Company (herein sometimes called the “Merger”) whereby the Company is the surviving corporation.

Pursuant to Section 13.01 of the Indenture, the Company, when authorized by Board Resolution, and the Trustee may enter into an indenture supplemental to the Indenture for one or more of the purposes set forth in such Section 13.01 without the consent of the Holders of any of the Notes at the time outstanding, including to add to the security of the Notes; to make such provision in regard to matters or questions arising under the Indenture as may be necessary or desirable, and not inconsistent with the Indenture or prejudicial to the interests of the holders in any material respect, for the purpose of supplying any omission, curing any ambiguity, or curing, correcting or supplementing any defective or inconsistent provision.

As of the date hereof, the Company has succeeded to the rights and obligations of IP under the IP Mortgage (as defined below) and the IP Indenture (as defined below).

The Company has elected to extend the Lien of the IP Mortgage to certain Operating Property owned by the Company immediately prior to the Merger (other than property expressly excepted and excluded from the Lien of the IP Mortgage) of the same kind and character as the properties of IP that were subject to such Lien immediately prior to the Merger, and improvements, extensions and additions to such properties and renewals, replacements and substitutions of or for any part or parts of such properties. To secure the outstanding Notes equally and ratably with the Debt of the Company secured by such Lien as provided in Section 6.07 of the Indenture, the Company has elected to amend the Indenture to add a new Article XVI to the Indenture and, pursuant thereto, will promptly deliver to the Trustee (a) the Related Series of IP Senior Notes (as defined below) in an aggregate principal amount equal to the aggregate principal amount of the outstanding Notes, which Related Series

of IP Senior Notes will be secured by an equal aggregate principal amount of bonds issued under the IP Mortgage to the IP Indenture Trustee (as defined below) until an IP Release Date (as defined below) occurs, and (b) the Officers' Certificate and Opinion of Counsel provided in Section 6.07(c) of the Indenture.

The Company has directed the Trustee to execute and deliver this Third Supplemental Indenture in accordance with the terms of the Indenture.

All things necessary to make this Third Supplemental Indenture the legal, valid and binding obligation of the Company have been done.

In consideration of the foregoing premises, the parties mutually agree as follows for the benefit of each other and for the equal and ratable benefit of the Holders of the Notes:

ARTICLE I

DEFINITIONS

Section 1.1 Definitions. Except as otherwise defined herein, capitalized terms defined in the Indenture are used herein as therein defined.

"IP INDENTURE" shall mean the Indenture dated as of June 1, 2006 between Illinois Power Company (now the Company) and The Bank of New York Trust Company, N.A. (now The Bank of New York Mellon Trust Company, N.A.), as supplemented and amended from time to time.

"IP MORTGAGE" shall mean the General Mortgage Indenture and Deed of Trust, dated as of November 1, 1992 between Illinois Power Company (now the Company) and Harris Trust and Savings Bank (now The Bank of New York Mellon Trust Company, N.A.), as trustee, as supplemented and amended from time to time.

"IP SENIOR NOTES" shall mean the Senior Notes Series CIPS-AA, the Senior Notes Series CIPS-BB, and the Senior Notes Series CIPS-CC issued by the Company pursuant to the IP Indenture and any other senior notes issued by the Company under the IP Indenture and delivered to the Trustee pursuant to Section 16.09 hereof.

"IP INDENTURE TRUSTEE" shall mean the Person serving as trustee at the time under the IP Indenture.

"IP RELEASE DATE" shall mean the earlier of (a) the date on which the Lien of the IP Mortgage on the Operating Property of the Company has been terminated or (b) the date on which all Debt of the Company (other than Notes then outstanding under the Indenture) secured by the Lien of the IP Mortgage has been retired through payment, redemption, or otherwise at, before or after the maturity thereof or is no longer outstanding.

"RELATED SERIES OF CIPS NOTES" shall mean, when used in reference to the series of IP Senior Notes delivered to the Trustee pursuant to Section 16.01 hereof, the Notes in respect of which such series of IP Senior Notes were delivered, and, when used in reference to another series of IP Senior Notes, shall mean the series of Notes in respect of which such series of IP Senior Notes were delivered to the Trustee pursuant to Section 16.09 hereof upon the initial authentication and issuance of such series of Notes pursuant to Section 2.05 hereof.

"RELATED SERIES OF IP SENIOR NOTES" shall mean, when used in reference to (a) the 2028 Notes, the IP Senior Notes bearing the designation "Senior Notes Series CIPS-AA", (b) the 2011 Notes, IP Senior Notes bearing the designation "Senior Notes Series CIPS-BB", and (c) the 2036 Notes, IP Senior Notes bearing the designation "Senior Notes Series CIPS-CC", and, when used in reference to any other series of Notes, shall mean the series of IP Senior Notes delivered to the Trustee pursuant to Section 16.09 hereof in connection with the initial authentication and issuance of such series of Notes pursuant to Section 2.05 hereof.

ARTICLE II

AMENDMENTS TO INDENTURE

Section 2.1 Amendment to add a new Article XVI to the Indenture. On and after the date hereof, the Indenture shall be amended to add a new Article XVI after Article XV of the Indenture reading as follows:

ARTICLE XVI

IP SENIOR NOTES

Section 16.01 DELIVERY OF INITIAL SERIES OF IP SENIOR NOTES. Subject to the provisions of Section 16.11 and Article V hereof, the Company will promptly (a) deliver to the Trustee, (i) in connection with the 2028 Notes, the Related Series of IP Senior Notes in the aggregate principal amount of \$60,000,000, (ii) in connection with the 2011 Notes, the Related Series of IP Senior Notes in the aggregate principal amount of \$150,000,000, and (iii) in connection with the 2036 Notes, the Related Series of IP Senior Notes in the aggregate principal amount of \$61,500,000, each fully registered in the name of the Trustee, in trust for the benefit of the Holders from time to time of the Notes of such series issued under this Indenture as security for any and all obligations of the Company under the Notes of such series, including, but not limited to, (1) the full and prompt payment of the principal of and premium, if any, on the Notes of such series when and as the same shall become due and payable in accordance with the terms and provisions of this Indenture or the Notes of such series, at the Maturity thereof, and (2) the full and prompt payment of any interest on the Notes of such series when and as the same shall become due and payable in accordance with the terms and provisions of this Indenture or the Notes of such series and (b) deliver to the Trustee the certificate of the Expert required by Section 16.06 hereof (if required).

Section 16.02 RECEIPT. The Trustee acknowledges receipt of the IP Senior Notes described in Section 16.01 hereof.

Section 16.03 IP SENIOR NOTES HELD BY THE TRUSTEE. The Trustee shall, as the holder of IP Senior Notes, attend such meeting or meetings of bondholders under the IP Indenture or, at its option, deliver its proxy in connection therewith, as relate to matters with respect to which it is entitled to vote or consent. So long as no Event of Default hereunder shall have occurred and be continuing, either at any such meeting or meetings, or otherwise when the consent of the holders of the notes outstanding under the IP Indenture is sought without a meeting, the Trustee shall vote all IP Senior Notes then held by it, or consent with respect thereto, in accordance with instructions provided in a certificate of the Company or the IP Indenture Trustee, which instructions (a) shall direct the Trustee to so vote or consent in proportion with the vote or consent (as of 9:00 a.m. New York City time on the day of such vote or consent) of the holders of all other notes outstanding under the IP Indenture, the holders of which are eligible to vote or consent and (b) shall set forth said proportions; PROVIDED, HOWEVER, that the Trustee shall not so vote in favor of, or so consent to, any amendment or modification of the IP Indenture which, if it were an amendment or modification of this Indenture, would require the consent of Holders, without their prior consent, obtained in the manner prescribed in Section 13.02, of Holders of Notes which would be required under said Section 13.02 for such an amendment or modification of this Indenture.

Section 16.04 NO TRANSFER OF IP SENIOR NOTES; EXCEPTIONS. Except (i) as required to effect an assignment to a successor trustee under this Indenture, (ii) pursuant to Section 16.05 or Section 16.08 hereof, or (iii) in compliance with a final order of a court of competent jurisdiction in connection with any bankruptcy or reorganization proceeding of the Company, the Trustee shall not sell, assign or transfer the IP Senior Notes and the Company shall issue stop transfer instructions to the IP Indenture Trustee and any transfer agent under the IP Indenture to effect compliance with this Section 16.04.

Section 16.05 DELIVERY TO THE COMPANY OF ALL IP SENIOR NOTES. When the obligation of the Company to make payment with respect to the principal of and premium, if any, and interest on all IP Senior Notes shall be satisfied or deemed satisfied pursuant to Section 16.11 or Section 5.01(b) hereof, the Trustee shall, upon written request of the Company and receipt of the certificate of the Expert described in Section 16.06(b) hereof (if such certificate is then required by Section 16.06(b) hereof), deliver to the Company without charge therefor all

of the IP Senior Notes, together with such appropriate instruments of transfer or release as may be reasonably requested by the Company. All IP Senior Notes delivered to the Company in accordance with this Section 16.05 shall be delivered by the Company to the IP Indenture Trustee for cancellation.

Section 16.06 FAIR VALUE CERTIFICATE.

(a) Upon the delivery by the Company to the Trustee of IP Senior Notes pursuant to Section 16.09 hereof, the Company shall simultaneously therewith deliver to the Trustee a certificate of an Expert (1) stating that it is familiar with the provisions of such IP Senior Notes and of this Indenture; (2) stating the principal amount of such IP Senior Notes so delivered, the stated interest rate (or method of calculation of interest) of such IP Senior Notes (if any) and the stated maturity date of such IP Senior Notes; (3) identifying the Notes being issued contemporaneously therewith, and (4) stating the fair value to the Company of such IP Senior Notes. If the fair value to the Company of the IP Senior Notes so delivered, as described in the certificate to be delivered pursuant to this Section 16.06(a), both (1) is equal to or exceeds (A) \$25,000 and (B) 1% of the principal amount of the Notes outstanding at the date of delivery of such IP Senior Notes and (2) together with the fair value to the Company, as described in the certificates to be delivered pursuant to this Section 16.06(a), of all other IP Senior Notes delivered to the Trustee since the commencement of the then current calendar year, is equal to or exceeds 10% of the principal amount of the Notes outstanding at the date of delivery of such IP Senior Notes, then the certificate required by this Section 16.06(a) shall (1) be delivered by an Expert who shall be independent of the Company and (2), in addition to the certifications described above, state the fair value to the Company of all IP Senior Notes delivered to the Trustee pursuant to Section 16.09 hereof since the commencement of the then current year as to which a certificate was not delivered by an Expert independent of the Company.

(b) If IP Senior Notes are delivered or surrendered to the Company pursuant to Section 16.05 or 16.08 hereof, the Company shall simultaneously therewith deliver to the Trustee a certificate of an Expert (1) stating that it is familiar with the provisions of such IP Senior Notes and of this Indenture, (2) stating the principal amount of such IP Senior Notes so delivered, the stated interest rate (or method of calculation of interest) of such IP Senior Notes (if any) and the stated maturity date of such IP Senior Notes, (3) if applicable, identifying the Notes, the payment of the interest on and principal of which has been discharged hereunder, (4) stating that such delivery and release will not impair the lien of this Indenture in contravention of the provisions of this Indenture. If, prior to the Release Date, the fair value of the IP Senior Notes so delivered and released, as described in the certificate to be delivered pursuant to this Section 16.06(b), both (1) is equal to or exceeds (A) \$25,000 and (B) 1% of the principal amount of the outstanding Notes at the date of release of such IP Senior Notes and (2) together with the fair value, as described in the certificates to be delivered pursuant to this Section 16.06(b), of all other IP Senior Notes released from the lien of this Indenture since the commencement of the then current calendar year, is equal to or exceeds 10% of the principal amount of the Notes outstanding at the date of release of such IP Senior Notes, then the certificate required by this Section 16.06(b) shall be delivered by an Expert who shall be independent of the Company.

If, in connection with a delivery or release of outstanding IP Senior Notes, the Company provides to the Trustee an Opinion of Counsel stating that the certificate described by this Section 16.06 is not required by law, such certificate shall not be required to be delivered hereunder in connection with such delivery or release.

Section 16.07 FURTHER ASSURANCES. The Company, at its own expense, shall do such further lawful acts and things, and execute and deliver such additional conveyances, assignments, assurances, agreements, financing statements and instruments, as may be necessary in order to better assign, assure and confirm to the Trustee its interest in the IP Senior Notes and for maintaining, protecting and preserving such interest.

Section 16.08 EXCHANGE AND SURRENDER OF IP SENIOR NOTES. At any time a Note shall cease to be entitled to any lien, benefit or security under this Indenture pursuant to Section 5.01(b) hereof and the Company shall have provided the Trustee with notice thereof, the Trustee shall surrender an equal principal amount of the Related Series of IP Senior Notes, subject to the limitations of this Section 16.08, to the Company for cancellation. The Trustee shall, together with such IP Senior Notes, deliver to the Company such appropriate instruments of transfer or release as the Company may reasonably request. Prior to the surrender required by this paragraph, the Trustee shall receive from the Company the following, and (subject to Section 9.01 hereof) shall be fully protected in relying upon, an Officers' Certificate stating (i) the aggregate outstanding principal amount of the IP Senior Notes of the series surrendered by the Trustee, after giving effect to such surrender, (ii) the aggregate outstanding principal amount of the Related Series of CIPS Notes and (iii) that the surrender of the IP Senior Notes will not result in any default under this Indenture.

The Company shall not be permitted to cause the surrender or exchange of all or any part of a series of IP Senior Notes contemplated in this Section, if, after such surrender or exchange, the aggregate outstanding principal amount of the Related Series of CIPS Notes would exceed the aggregate outstanding principal amount of such series of IP Senior Notes held by the Trustee. Any IP Senior Notes received by the Company pursuant to this Section 16.08 shall be delivered to the IP Indenture Trustee for cancellation. Notwithstanding anything herein to the contrary, until the Release Date, the Company shall preserve and maintain the Lien of this Indenture, and shall not permit, at any time prior to the Release Date, the aggregate principal amount of IP Senior Notes held by the Trustee to be less than the aggregate amount of Notes Outstanding.

Section 16.09 ACCEPTANCE OF ADDITIONAL IP SENIOR NOTES. Upon the issuance of a series of Notes hereunder (other than the initial series of Notes referred to in Section 16.01 hereof) at any time prior to the Release Date, the Company shall deliver to the Trustee in trust for the benefit of the Holders of the Notes as described in Section 16.11 hereof, and the Trustee shall accept therefor, a Related Series of IP Senior Notes registered in the name of the Trustee conforming to the requirements of Section 16.10 hereof.

Section 16.10 TERMS OF IP SENIOR NOTES. Each series of IP Senior Notes delivered to the Trustee pursuant to Section 16.01 or Section 16.09 hereof shall have the same stated maturity date and shall be in the same aggregate principal amount as, and have redemption provisions corresponding to, the Related Series of CIPS Notes being issued; it being expressly understood that such IP Senior Notes may, but need not, bear interest, any such interest to be payable on the same Interest Payment Dates as the Related Series of CIPS Notes being issued.

Section 16.11 IP SENIOR NOTES AS SECURITY FOR NOTES. Until the IP Release Date and subject to Article V hereof, IP Senior Notes delivered to the Trustee, for the benefit of the Holders of the Notes, shall constitute part of the trust estate and security for any and all obligations of the Company under the Notes, including, but not limited to (1) the full and prompt payment of the principal of and premium, if any, on such Notes when and as the same shall become due and payable in accordance with the terms and provisions of this Indenture or the Notes, either at the stated maturity thereof, upon acceleration of the maturity thereof or upon redemption, and (2) the full and prompt payment of any interest on such Notes when and as the same shall become due and payable in accordance with the terms and provisions of this Indenture or the Notes.

Notwithstanding anything in this Indenture to the contrary, from and after the IP Release Date, the obligation of the Company to make payment with respect to the principal of and premium, if any, and interest on the IP Senior Notes shall be deemed satisfied and discharged as provided in the supplemental indenture or indentures to the IP Indenture creating such IP Senior Notes and the IP Senior Notes shall cease to secure in any manner Notes theretofore or subsequently issued. From and after the IP Release Date, any conditions to the issuance of Notes that refer or relate to IP Senior Notes or the IP Indenture shall be inapplicable. Following the IP Release Date, the Company shall not issue, assume, guarantee or permit to exist any Debt secured by the Lien of the IP Mortgage on any Operating Property of the Company except as permitted by Section 6.07 of the Indenture.

The Company shall notify the Trustee promptly of the occurrence of the IP Release Date. Notice of the occurrence of the IP Release Date shall be given by the Trustee to the Holders of the Notes in the manner provided in Section 15.10 hereof not later than 30 days after the IP Release Date.

[End of Article XVI]

Section 2.2 Receipt by Trustee. In accordance with Section 13.05 of the Indenture, the parties acknowledge that the Trustee has received an Officers' Certificate and an Opinion of Counsel as conclusive evidence that this Third Supplemental Indenture complies with the requirements of Article XIII of the Indenture.

ARTICLE III
MISCELLANEOUS

Section 3.1 Parties. Nothing expressed or mentioned herein is intended or shall be construed to give any Person, other than the Holders and the Trustee, any legal or equitable right, remedy or claim under or in respect of this Third Supplemental Indenture or the Indenture or any provision herein or therein contained.

Section 3.2 Governing Law. This Third Supplemental Indenture shall be governed by and deemed to be a contract under, and construed in accordance with, the laws of the State of New York, and for all purposes shall be construed in accordance with the laws of said State without regard to conflicts of law principles thereof.

Section 3.3 Ratification of Indenture; Third Supplemental Indenture Part of Indenture. Except as expressly supplemented hereby, the Indenture is in all respects ratified and confirmed and all the terms, conditions, and provisions thereof shall remain in full force and effect. This Third Supplemental Indenture shall form a part of the Indenture for all purposes, and every Holder of Notes heretofore or hereafter authenticated and delivered shall be bound hereby.

Section 3.4 Multiple Originals. The parties may sign any number of copies of this Third Supplemental Indenture. Each signed copy shall be an original, but all of them shall represent the same agreement.

Section 3.5 Headings. The headings of the Articles and Sections of this Third Supplemental Indenture have been inserted for convenience of reference only, are not intended to be considered a part hereof and shall not modify or restrict any of the terms or provisions hereof.

Section 3.6 Trustee. The Trustee makes no representations as to the validity or sufficiency of this Third Supplemental Indenture. The recitals and statements herein are deemed to be those of the Company and not of the Trustee.

IN WITNESS WHEREOF, the parties hereto have caused this Third Supplemental Indenture to be duly executed as of the date first written above.

Ameren Illinois Company

By: /s/ Martin J. Lyons, Jr.

Name: Martin J. Lyons, Jr.

Title: Senior Vice President and Chief Financial Officer

The Bank of New York Mellon Trust Company, N.A.,
as Trustee

By: /s/ Judy Bartolini

Name: Judy Bartolini

Title: Vice President

NOTWITHSTANDING ANY PROVISIONS HEREOF OR IN THE INDENTURE THIS NOTE IS NOT ASSIGNABLE OR TRANSFERABLE EXCEPT AS PERMITTED BY SECTION 16.04 OF THE INDENTURE DATED AS OF DECEMBER 1, 1998, AS AMENDED AND SUPPLEMENTED, BETWEEN CENTRAL ILLINOIS PUBLIC SERVICE COMPANY (NOW AMEREN ILLINOIS COMPANY) AND THE BANK OF NEW YORK (SUCCEEDED BY THE BANK OF NEW YORK MELLON TRUST COMPANY, N.A.), AS TRUSTEE

AMEREN ILLINOIS COMPANY

(Incorporated under the laws of the State of Illinois)

Illinois Commerce Commission
Identification No.: Ill. C.C. 5994

SENIOR NOTE SERIES CIPS-AA

No.

\$60,000,000

AMEREN ILLINOIS COMPANY, a corporation organized and existing under the laws of the State of Illinois (the “Company”), which term shall include any successor corporation within the meaning of the Indenture hereinafter referred to, for value received, hereby promises to pay to The Bank of New York Mellon Trust Company, N.A., as trustee (the “CIPS Trustee”) under the Indenture dated as of December 1, 1998 (as amended and supplemented, the “CIPS Indenture”), relating to the Company’s 6.125% Senior Notes due 2028 (the “2028 Notes”) in the aggregate principal amount of \$60,000,000, between the Company and the CIPS Trustee, or registered assigns, the principal sum of \$60,000,000 on December 15, 2028, in any coin or currency of the United States of America, which at the time of payment is legal tender for public and private debts, and to pay interest thereon in like coin or currency from the date of issuance (and thereafter from the dates set forth in the 2028 Notes), and at the same rate of interest as the 2028 Notes. Interest on overdue principal, premium, if any, and, to the extent permitted by law, on overdue interest, shall be payable at the interest rate payable on the 2028 Notes. Interest on this Note is payable on the same dates as interest on the 2028 Notes is paid, until the principal sum of this Note is paid in full. Pursuant to Article XVI of the CIPS Indenture, this Note is issued to the CIPS Trustee to secure any and all obligations of the Company under the 2028 Notes and any other series of senior notes from time to time outstanding under the CIPS Indenture. Payment of principal of, or premium, if any, or interest on, the 2028 Notes shall constitute payments on this Note as further provided herein and in the Supplemental Indenture of October 1, 2010 (as hereinafter defined) pursuant to which this Note has been issued. Both the principal of, premium, if any, and the interest on, this Note are payable at the office of the CIPS Trustee.

Upon any payment of the principal of, premium, if any, and interest on, all or any portion of the 2028 Notes, whether at maturity or prior to maturity by redemption or otherwise or upon provision for the payment thereof having been made in accordance with Section 5.01(a) of the CIPS Indenture, a principal amount of this Note equal to the principal amount of such 2028 Notes shall, to the extent of such payment of principal, premium, if any, and interest, be deemed paid and the obligation of the Company thereunder to make such payment shall be discharged to such extent and, in the case of the payment of principal (and premium, if any), such Notes shall be surrendered to the Company for cancellation as provided in Section 16.08 of the CIPS Indenture. The Trustee (as hereinafter defined) may at any time and all times conclusively assume that the obligation of the Company to make payments with respect to the principal of, premium, if any, and interest on, the 2028 Notes, so far as such payments at the time have become due, has been fully satisfied and discharged pursuant to the foregoing sentence unless and until the Trustee shall have received a written notice from the CIPS Trustee signed by one of its officers stating (i) that timely payment of principal of, premium, if any, or interest on, the 2028 Notes has not been made, (ii) that the Company is in arrears as to the payments required to be made by it to the CIPS Trustee pursuant to the CIPS Indenture, and (iii) the amount of the arrearage.

For purposes of Section 16.09 of the CIPS Indenture, this Note shall be deemed to be the “Related Series of IP Senior Notes” in respect of the 2028 Notes.

This Note shall not be entitled to any benefit under the Indenture or any indenture supplemental thereto, or become valid or obligatory for any purpose, until the form of certificate endorsed hereon shall have been signed by or on behalf of The Bank of New York Mellon Trust Company, N.A. as the trustee under the Indenture, or a successor trustee thereto under the Indenture (the "Trustee").

The provisions of this Note are continued on the reverse hereof and such continued provisions shall for all purposes have the same effect as though fully set forth at this place.

IN WITNESS WHEREOF, Ameren Illinois Company has caused this instrument to be duly executed.

AMEREN ILLINOIS COMPANY

By: /s/ Martin J. Lyons, Jr.

Name: Martin J. Lyons, Jr.

Title: Senior Vice President and Chief Financial Officer

ATTEST:

By: /s/ Craig W. Stensland

Name: Craig W. Stensland

Title: Assistant Secretary

TRUSTEE'S CERTIFICATE OF AUTHENTICATION

This Note is one of the Notes of the series herein designated, described or provided for in the within-mentioned Indenture and the Supplemental Indenture dated as of October 1, 2010.

THE BANK OF NEW YORK MELLON TRUST COMPANY, N.A.
as Trustee,

By: /s/ Judy Bartolini

AUTHORIZED SIGNATORY

Dated: October 1, 2010

REVERSE OF NOTE

This Note is one of a duly authorized issue of notes issued and to be issued under an Indenture dated as of June 1, 2006 between the Illinois Power Company (now the Company) and The Bank of New York Mellon Trust Company N.A. (the “Trustee”, which term includes any successor Trustee under the Indenture) and all indentures supplemental thereto (collectively, the “Indenture”). This Note is one of a series designated as the Series CIPS-AA Notes of the Company, unlimited in aggregate principal amount, issued under and secured by the Indenture and described in the Supplemental Indenture dated as of October 1, 2010 (the “Supplemental Indenture of October 1, 2010”), between the Company and the Trustee, supplemental to the Indenture. Under the Indenture, one or more series of notes may be issued and, as used herein, the term “Notes” refers to the Notes of this series. Reference is hereby made to the Indenture for a more complete statement of the respective rights, limitations of rights, duties and immunities thereunder of the Company, the Trustee and the Noteholders and of the terms upon which the Notes are and are to be authenticated and delivered.

The Notes will be secured by mortgage bonds (the “Senior Note Mortgage Bonds”) delivered by the Company to the Trustee for the benefit of the Holders of the Notes, issued under the General Mortgage Indenture and Deed of Trust, dated as of November 1, 1992 between the Illinois Power Company (now the Company) and The Bank of New York Mellon Trust Company, N.A., as successor trustee (the “Mortgage Trustee”), as supplemented and modified (collectively, the “Mortgage”). Reference is made to the Mortgage and the Indenture for a description of the rights of the Trustee as holder of the Senior Note Mortgage Bonds, the property mortgaged and pledged, the nature and extent of the security and the rights of the holders of mortgage bonds, under the Mortgage and the rights of the Company and of the Mortgage Trustee in respect thereof, the duties and immunities of the Mortgage Trustee and the terms and conditions upon which the Senior Note Mortgage Bonds are secured and the circumstances under which additional mortgage bonds may be issued.

This Series CIPS-AA Note is subject to redemption in accordance with the terms of the Supplemental Indenture of October 1, 2010.

This Note shall be governed by, and construed in accordance with, the laws of the State of New York, and for all purposes shall be construed in accordance with the laws of said State without regard to conflicts of law principles thereof.

In case an Event of Default, as defined in the Indenture, shall occur, the principal of all Notes at any such time outstanding under the Indenture may be declared or may become due and payable, upon the conditions and in the manner and with the effect provided in the Indenture. The Indenture provides that such declaration may be rescinded under certain circumstances.

NOTWITHSTANDING ANY PROVISIONS HEREOF OR IN THE INDENTURE THIS NOTE IS NOT ASSIGNABLE OR TRANSFERABLE EXCEPT AS PERMITTED BY SECTION 16.04 OF THE INDENTURE DATED AS OF DECEMBER 1, 1998, AS AMENDED AND SUPPLEMENTED, BETWEEN CENTRAL ILLINOIS PUBLIC SERVICE COMPANY (NOW AMEREN ILLINOIS COMPANY) AND THE BANK OF NEW YORK (SUCCEEDED BY THE BANK OF NEW YORK MELLON TRUST COMPANY, N.A.), AS TRUSTEE

AMEREN ILLINOIS COMPANY

(Incorporated under the laws of the State of Illinois)

Illinois Commerce Commission
Identification No.: Ill. C.C. 6187

SENIOR NOTE SERIES CIPS-BB

No.

\$150,000,000

AMEREN ILLINOIS COMPANY, a corporation organized and existing under the laws of the State of Illinois (the "Company"), which term shall include any successor corporation within the meaning of the Indenture hereinafter referred to, for value received, hereby promises to pay to The Bank of New York Mellon Trust Company, N.A., as trustee (the "CIPS Trustee") under the Indenture dated as of December 1, 1998 (as amended and supplemented, the "CIPS Indenture"), relating to the Company's 6.625% Senior Notes due 2011 (the "2011 Notes") in the aggregate principal amount of \$150,000,000, between the Company and the CIPS Trustee, or registered assigns, the principal sum of \$150,000,000 on June 15, 2011, in any coin or currency of the United States of America, which at the time of payment is legal tender for public and private debts, and to pay interest thereon in like coin or currency from the date of issuance (and thereafter from the dates set forth in the 2011 Notes), and at the same rate of interest as the 2011 Notes. Interest on overdue principal, premium, if any, and, to the extent permitted by law, on overdue interest, shall be payable at the interest rate payable on the 2011 Notes. Interest on this Note is payable on the same dates as interest on the 2011 Notes is paid, until the principal sum of this Note is paid in full. Pursuant to Article XVI of the CIPS Indenture, this Note is issued to the CIPS Trustee to secure any and all obligations of the Company under the 2011 Notes and any other series of senior notes from time to time outstanding under the CIPS Indenture. Payment of principal of, or premium, if any, or interest on, the 2011 Notes shall constitute payments on this Note as further provided herein and in the Supplemental Indenture of October 1, 2010 (as hereinafter defined) pursuant to which this Note has been issued. Both the principal of, premium, if any, and the interest on, this Note are payable at the office of the CIPS Trustee.

Upon any payment of the principal of, premium, if any, and interest on, all or any portion of the 2011 Notes, whether at maturity or prior to maturity by redemption or otherwise or upon provision for the payment thereof having been made in accordance with Section 5.01(a) of the CIPS Indenture, a principal amount of this Note equal to the principal amount of such 2011 Notes shall, to the extent of such payment of principal, premium, if any, and interest, be deemed paid and the obligation of the Company thereunder to make such payment shall be discharged to such extent and, in the case of the payment of principal (and premium, if any), such Notes shall be surrendered to the Company for cancellation as provided in Section 16.08 of the CIPS Indenture. The Trustee (as hereinafter defined) may at any time and all times conclusively assume that the obligation of the Company to make payments with respect to the principal of, premium, if any, and interest on, the 2011 Notes, so far as such payments at the time have become due, has been fully satisfied and discharged pursuant to the foregoing sentence unless and until the Trustee shall have received a written notice from the CIPS Trustee signed by one of its officers stating (i) that timely payment of principal of, premium, if any, or interest on, the 2011 Notes has not been made, (ii) that the Company is in arrears as to the payments required to be made by it to the CIPS Trustee pursuant to the CIPS Indenture, and (iii) the amount of the arrearage.

For purposes of Section 16.09 of the CIPS Indenture, this Note shall be deemed to be the "Related Series of IP Senior Notes" in respect of the 2011 Notes.

This Note shall not be entitled to any benefit under the Indenture or any indenture supplemental thereto, or become valid or obligatory for any purpose, until the form of certificate endorsed hereon shall have been signed by or on behalf of The Bank of New York Mellon Trust Company, N.A. as the trustee under the Indenture, or a successor trustee thereto under the Indenture (the "Trustee").

The provisions of this Note are continued on the reverse hereof and such continued provisions shall for all purposes have the same effect as though fully set forth at this place.

IN WITNESS WHEREOF, Ameren Illinois Company has caused this instrument to be duly executed.

AMEREN ILLINOIS COMPANY

By: /s/ Martin J. Lyons, Jr.

Name: Martin J. Lyons, Jr.

Title: Senior Vice President and Chief Financial Officer

ATTEST:

By: /s/ Craig W. Stensland

Name: Craig W. Stensland

Title: Assistant Secretary

TRUSTEE'S CERTIFICATE OF AUTHENTICATION

This Note is one of the Notes of the series herein designated, described or provided for in the within-mentioned Indenture and the Supplemental Indenture dated as of October 1, 2010.

THE BANK OF NEW YORK MELLON TRUST COMPANY, N.A.
as Trustee,

By: /s/ Judy Bartolini

AUTHORIZED SIGNATORY

Dated: October 1, 2010

REVERSE OF NOTE

This Note is one of a duly authorized issue of notes issued and to be issued under an Indenture dated as of June 1, 2006 between the Illinois Power Company (now the Company) and The Bank of New York Mellon Trust Company N.A. (the “Trustee”, which term includes any successor Trustee under the Indenture) and all indentures supplemental thereto (collectively, the “Indenture”). This Note is one of a series designated as the Series CIPS-BB Notes of the Company, unlimited in aggregate principal amount, issued under and secured by the Indenture and described in the Supplemental Indenture dated as of October 1, 2010 (the “Supplemental Indenture of October 1, 2010”), between the Company and the Trustee, supplemental to the Indenture. Under the Indenture, one or more series of notes may be issued and, as used herein, the term “Notes” refers to the Notes of this series. Reference is hereby made to the Indenture for a more complete statement of the respective rights, limitations of rights, duties and immunities thereunder of the Company, the Trustee and the Noteholders and of the terms upon which the Notes are and are to be authenticated and delivered.

The Notes will be secured by mortgage bonds (the “Senior Note Mortgage Bonds”) delivered by the Company to the Trustee for the benefit of the Holders of the Notes, issued under the General Mortgage Indenture and Deed of Trust, dated as of November 1, 1992 between the Illinois Power Company (now the Company) and The Bank of New York Mellon Trust Company, N.A., as successor trustee (the “Mortgage Trustee”), as supplemented and modified (collectively, the “Mortgage”). Reference is made to the Mortgage and the Indenture for a description of the rights of the Trustee as holder of the Senior Note Mortgage Bonds, the property mortgaged and pledged, the nature and extent of the security and the rights of the holders of mortgage bonds, under the Mortgage and the rights of the Company and of the Mortgage Trustee in respect thereof, the duties and immunities of the Mortgage Trustee and the terms and conditions upon which the Senior Note Mortgage Bonds are secured and the circumstances under which additional mortgage bonds may be issued.

This Series CIPS-BB Note is subject to redemption in accordance with the terms of the Supplemental Indenture of October 1, 2010.

This Note shall be governed by, and construed in accordance with, the laws of the State of New York, and for all purposes shall be construed in accordance with the laws of said State without regard to conflicts of law principles thereof.

In case an Event of Default, as defined in the Indenture, shall occur, the principal of all Notes at any such time outstanding under the Indenture may be declared or may become due and payable, upon the conditions and in the manner and with the effect provided in the Indenture. The Indenture provides that such declaration may be rescinded under certain circumstances.

NOTWITHSTANDING ANY PROVISIONS HEREOF OR IN THE INDENTURE THIS NOTE IS NOT ASSIGNABLE OR TRANSFERABLE EXCEPT AS PERMITTED BY SECTION 16.04 OF THE INDENTURE DATED AS OF DECEMBER 1, 1998, AS AMENDED AND SUPPLEMENTED, BETWEEN CENTRAL ILLINOIS PUBLIC SERVICE COMPANY (NOW AMEREN ILLINOIS COMPANY) AND THE BANK OF NEW YORK (SUCCEEDED BY THE BANK OF NEW YORK MELLON TRUST COMPANY, N.A.), AS TRUSTEE

AMEREN ILLINOIS COMPANY

(Incorporated under the laws of the State of Illinois)

Illinois Commerce Commission
Identification No.: Ill. C.C. 6352

SENIOR NOTE SERIES CIPS-CC

No.

\$61,500,000

AMEREN ILLINOIS COMPANY, a corporation organized and existing under the laws of the State of Illinois (the “Company”), which term shall include any successor corporation within the meaning of the Indenture hereinafter referred to, for value received, hereby promises to pay to The Bank of New York Mellon Trust Company, N.A., as trustee (the “CIPS Trustee”) under the Indenture dated as of December 1, 1998 (as amended and supplemented, the “CIPS Indenture”), relating to the Company’s 6.70% Senior Notes Series due 2036 (the “2036 Notes”) in the aggregate principal amount of \$61,500,000, between the Company and the CIPS Trustee, or registered assigns, the principal sum of \$61,500,000 on June 15, 2036, in any coin or currency of the United States of America, which at the time of payment is legal tender for public and private debts, and to pay interest thereon in like coin or currency from the date of issuance (and thereafter from the dates set forth in the 2036 Notes), and at the same rate of interest as the 2036 Notes. Interest on overdue principal, premium, if any, and, to the extent permitted by law, on overdue interest, shall be payable at the interest rate payable on the 2036 Notes. Interest on this Note is payable on the same dates as interest on the 2036 Notes is paid, until the principal sum of this Note is paid in full. Pursuant to Article XVI of the CIPS Indenture, this Note is issued to the CIPS Trustee to secure any and all obligations of the Company under the 2036 Notes and any other series of senior notes from time to time outstanding under the CIPS Indenture. Payment of principal of, or premium, if any, or interest on, the 2036 Notes shall constitute payments on this Note as further provided herein and in the Supplemental Indenture of October 1, 2010 (as hereinafter defined) pursuant to which this Note has been issued. Both the principal of, premium, if any, and the interest on, this Note are payable at the office of the CIPS Trustee.

Upon any payment of the principal of, premium, if any, and interest on, all or any portion of the 2036 Notes, whether at maturity or prior to maturity by redemption or otherwise or upon provision for the payment thereof having been made in accordance with Section 5.01(a) of the CIPS Indenture, a principal amount of this Note equal to the principal amount of such 2036 Notes shall, to the extent of such payment of principal, premium, if any, and interest, be deemed paid and the obligation of the Company thereunder to make such payment shall be discharged to such extent and, in the case of the payment of principal (and premium, if any), such Notes shall be surrendered to the Company for cancellation as provided in Section 16.08 of the CIPS Indenture. The Trustee (as hereinafter defined) may at any time and all times conclusively assume that the obligation of the Company to make payments with respect to the principal of, premium, if any, and interest on, the 2036 Notes, so far as such payments at the time have become due, has been fully satisfied and discharged pursuant to the foregoing sentence unless and until the Trustee shall have received a written notice from the CIPS Trustee signed by one of its officers stating (i) that timely payment of principal of, premium, if any, or interest on, the 2036 Notes has not been made, (ii) that the Company is in arrears as to the payments required to be made by it to the CIPS Trustee pursuant to the CIPS Indenture, and (iii) the amount of the arrearage.

For purposes of Section 16.09 of the CIPS Indenture, this Note shall be deemed to be the “Related Series of IP Senior Notes” in respect of the 2036 Notes.

This Note shall not be entitled to any benefit under the Indenture or any indenture supplemental thereto, or become valid or obligatory for any purpose, until the form of certificate endorsed hereon shall have been signed by or on behalf of The Bank of New York Mellon Trust Company, N.A. as the trustee under the Indenture, or a successor trustee thereto under the Indenture (the "Trustee").

The provisions of this Note are continued on the reverse hereof and such continued provisions shall for all purposes have the same effect as though fully set forth at this place.

IN WITNESS WHEREOF, Ameren Illinois Company has caused this instrument to be duly executed.

AMEREN ILLINOIS COMPANY

By: /s/ Martin J. Lyons, Jr.
Name: Martin J. Lyons, Jr.
Title: Senior Vice President and Chief Financial Officer

ATTEST:

By: /s/ Craig W. Stensland
Name: Craig W. Stensland
Title: Assistant Secretary

TRUSTEE'S CERTIFICATE OF AUTHENTICATION

This Note is one of the Notes of the series herein designated, described or provided for in the within-mentioned Indenture and the Supplemental Indenture dated as of October 1, 2010.

THE BANK OF NEW YORK MELLON TRUST COMPANY, N.A.
as Trustee,

By: /s/ Judy Bartolini
AUTHORIZED SIGNATORY
Dated: October 1, 2010

REVERSE OF NOTE

This Note is one of a duly authorized issue of notes issued and to be issued under an Indenture dated as of June 1, 2006 between the Illinois Power Company (now the Company) and The Bank of New York Mellon Trust Company N.A. (the “Trustee”, which term includes any successor Trustee under the Indenture) and all indentures supplemental thereto (collectively, the “Indenture”). This Note is one of a series designated as the Series CIPS-CC Notes of the Company, unlimited in aggregate principal amount, issued under and secured by the Indenture and described in the Supplemental Indenture dated as of October 1, 2010 (the “Supplemental Indenture of October 1, 2010”), between the Company and the Trustee, supplemental to the Indenture. Under the Indenture, one or more series of notes may be issued and, as used herein, the term “Notes” refers to the Notes of this series. Reference is hereby made to the Indenture for a more complete statement of the respective rights, limitations of rights, duties and immunities thereunder of the Company, the Trustee and the Noteholders and of the terms upon which the Notes are and are to be authenticated and delivered.

The Notes will be secured by mortgage bonds (the “Senior Note Mortgage Bonds”) delivered by the Company to the Trustee for the benefit of the Holders of the Notes, issued under the General Mortgage Indenture and Deed of Trust, dated as of November 1, 1992 between the Illinois Power Company (now the Company) and The Bank of New York Mellon Trust Company, N.A., as successor trustee (the “Mortgage Trustee”), as supplemented and modified (collectively, the “Mortgage”). Reference is made to the Mortgage and the Indenture for a description of the rights of the Trustee as holder of the Senior Note Mortgage Bonds, the property mortgaged and pledged, the nature and extent of the security and the rights of the holders of mortgage bonds, under the Mortgage and the rights of the Company and of the Mortgage Trustee in respect thereof, the duties and immunities of the Mortgage Trustee and the terms and conditions upon which the Senior Note Mortgage Bonds are secured and the circumstances under which additional mortgage bonds may be issued.

This Series CIPS-CC Note is subject to redemption in accordance with the terms of Article X of the Supplemental Indenture of October 1, 2010.

This Note shall be governed by, and construed in accordance with, the laws of the State of New York, and for all purposes shall be construed in accordance with the laws of said State without regard to conflicts of law principles thereof.

In case an Event of Default, as defined in the Indenture, shall occur, the principal of all Notes at any such time outstanding under the Indenture may be declared or may become due and payable, upon the conditions and in the manner and with the effect provided in the Indenture. The Indenture provides that such declaration may be rescinded under certain circumstances.

**SECOND AMENDMENT TO THE
AMEREN DEFERRED COMPENSATION PLAN
FOR MEMBERS OF THE BOARD OF DIRECTORS**

WHEREAS, Ameren Corporation (“Ameren”) previously established the Ameren Corporation Deferred Compensation Plan for Members of the Board of Directors, as amended and restated effective January 1, 2009 (“Plan”); and

WHEREAS, Ameren wishes to amend the Plan to (i) for Plan Years beginning on and after January 1, 2011, change the measurement period for the applicable interest rates for amounts deferred under the Plan prior to January 1, 2010; (ii) clarify that fractional stock units will be paid in cash; (iii) provide that a participant may make only three changes to his or her initial election as to the time and form of payment under the Plan with respect to amounts deferred thereunder; and (iv) delegate certain amendment authority.

NOW, THEREFORE, the Plan is amended as follows:

1. Effective January 1, 2010, the second and third paragraphs of Section 7.A.1 are deleted in their entirety and replaced with the following:

“For this purpose, Interest is calculated annually as of the first day of the Plan Year. For each Plan Year beginning on or prior to January 1, 2010, the ‘Plan Interest Rate’ for any amounts deferred prior to January 1, 2010 (and Interest attributable thereto) shall be 150 percent of the average of the monthly Mergent’s Seasoned AAA Corporate Bond Yield Index (‘Mergent’s Index’ formerly called ‘Moody’s Index’) for the calendar year immediately preceding such Plan Year. For each Plan Year beginning on or after January 1, 2011, the ‘Plan Interest Rate’ for any amounts deferred prior to January 1, 2010 (and Interest attributable thereto) shall be 150 percent of the average of the monthly Mergent’s Index for the twelve month period ending on November 30 of the calendar year immediately preceding such Plan Year or such other measurement period as determined from time to time by the Company. For each Plan Year beginning on or after January 1, 2010, the ‘Plan Interest Rate’ for any amounts deferred on and after January 1, 2010 (and Interest attributable thereto) shall be 120 percent of the applicable federal long-term rate, with annual compounding (as prescribed under section 1274(d) of the Code) (‘AFR’) for the December immediately preceding such Plan Year.

For each Plan Year beginning on or prior to January 1, 2010, the ‘Base Interest Rate’ for any amounts deferred prior to January 1, 2010 (and Interest attributable thereto) shall be equal to the average monthly Mergent’s Index for the calendar year immediately preceding such Plan Year. For each Plan Year beginning on or after January 1, 2011, the ‘Base Interest Rate’ for any amounts deferred prior to January 1, 2010 (and Interest attributable thereto) shall be equal to the average monthly Mergent’s Index for the twelve month period ending on November 30 of the calendar year immediately preceding such Plan Year or such other measurement period as determined from time to time by the Company. For each Plan Year beginning on or after January 1, 2010, the ‘Base Interest Rate’ for any amounts deferred on and after January 1, 2010 (and Interest attributable thereto) shall be 120 percent of the AFR for the December immediately preceding such Plan Year.”

2. Effective November 1, 2010, Section 7.B is deleted and replaced with the following:

“All payments under Sections 8 through 12 relating to deferrals of a Director’s Retainer Fee and/or Meeting Stipend shall be made in cash. All payments under Sections 8 through 12 relating to deferrals of a Director’s Common Stock Award shall be made in the form of one share of Ameren common stock for each whole Stock Unit and cash equal to the fair market value of each fraction of a Stock Unit credited to the Participant’s Deferral Account.”

3. Effective November 1, 2010, the second paragraph of Section 8.B is deleted in its entirety and replaced with the following:

“On and after January 1, 2009, a Participant may elect to change his method of distribution with respect to one or more Deferral Accounts in accordance with the rules established by the Company. If a Participant makes such election, then (a) such election shall take effect on the date such payments were otherwise scheduled to be made or commence, provided that such election shall not take effect until at least 12 months after the date on which such election is made and submitted to the Company, (b) such election shall be made at least 12 months prior to the date such payments were otherwise scheduled to be made or commence; (c) the first payment with respect to which such election is made shall be deferred for a period of not less than 5 years from the date such payment would otherwise have been made had no such election been made; and (d) with respect to a change in payment form, such change may not accelerate the time or schedule of any payment under the Plan in violation of the requirements of Section 409A of the Code, except as provided in regulations promulgated by the Secretary of the Treasury. Notwithstanding the foregoing, a Participant may make no more than three such elections with respect to any portion of his or her Deferral Accounts.”

4. Effective November 1, 2010, the following is added to the end of Section 16.H:

“The Board of Directors delegates to the Administrative Committee of Ameren Services Company the authority to amend the Plan for changes that are legally required or administrative in nature where the cost of administering benefits does not increase by more than \$25,000 annually.”

IN WITNESS WHEREOF, the foregoing Amendment is adopted on this 14th day of October, 2010.

AMEREN CORPORATION

By: /s/ Mark C. Lindgren
Name: Mark C. Lindgren
Title: Vice President Human Resources
Ameren Services Company
On Behalf of Ameren Corporation

**FIRST AMENDMENT TO THE
AMEREN DEFERRED COMPENSATION PLAN**

WHEREAS, Ameren Corporation (“Ameren”) previously established the Ameren Deferred Compensation Plan, as amended and restated effective January 1, 2010 (“Plan”); and

WHEREAS, Ameren desires to amend the Plan to (i) provide for the acceleration of certain amounts deferred under the Plan in order to make payments due pursuant to the Federal Insurance Contributions Act and related Federal and State income tax laws; (ii) for Plan Years beginning on and after January 1, 2011, change the measurement period for the applicable interest rates for amounts deferred under the Plan prior to January 1, 2010; (iii) clarify that matching contributions made under the Plan shall be based upon all of a participant’s deferrals under the Plan during a Plan year; (iv) provide that for amounts deferred on or after January 1, 2011 (and interest attributable thereto), if a participant elects a scheduled payment option pursuant to Section 10 of the Plan but retires prior to the date such scheduled payments are to be paid, payment shall be paid in the form elected by the participant; (v) delegate certain amendment authority, (vi) permit certain offsets to benefits; (vii) provide that if Section 409A of the Internal Revenue Code of 1986, as amended, (“Code”) requires that payments to Plan participants be delayed six months following termination of employment, all installment payments otherwise beginning as a result of such termination shall be delayed six months; (viii) provide that a participant may make only three changes to his or her initial election as to the time and form of payment under the Plan with respect to amounts which are not subject to an in-service scheduled payment election; and (ix) clarify that certain death benefits for deferrals made prior to January 1, 1995 still apply under the Plan.

NOW, THEREFORE, the Plan is amended as follows:

1. Effective immediately, the following is added to Section 4(B):

“Notwithstanding the foregoing, the Company may, in its sole and absolute discretion, choose to accelerate the payment of any Incentive Award otherwise deferred pursuant to a Deferral Commitment by reducing any deferral election related to an Incentive Award, but only to the extent such acceleration is necessary to pay the (i) Federal Insurance Contributions Act (“FICA”) tax imposed under Sections 3101, Sections 3121(a), and Sections 3121(v)(2) of the Code related to such otherwise deferred Incentive Award, (ii) the income tax at source on wages imposed under Section 3401 or the corresponding withholding provisions of applicable state, local, or foreign tax laws as a result of the payment of the FICA amount, and (ii) to pay the additional income tax at source on wages attributable to the pyramiding wages and taxes under such laws.”

2. Effective January 1, 2010, the second and third paragraphs of Section 7(A) are deleted in their entirety and replaced with the following:

“For this purpose, Interest is calculated annually as of the first day of the Plan Year. For each Plan Year beginning on or prior to January 1, 2010, the ‘Plan Interest Rate’ for any amounts deferred prior to January 1, 2010 (and Interest attributable thereto) shall be 150 percent of the average of the monthly Mergent’s Seasoned AAA Corporate Bond Yield Index (‘Mergent’s Index’ formerly called ‘Moody’s Index’) for the calendar year immediately preceding such Plan Year. For each Plan Year beginning on or after January 1, 2011, the ‘Plan Interest Rate’ for any amounts deferred prior to January 1, 2010 (and Interest attributable thereto) shall be 150 percent of the average of the monthly

Mergent's Index for the twelve month period ending on November 30 of the calendar year immediately preceding such Plan Year or such other measurement period as determined from time to time by the Company. For each Plan Year beginning on or after January 1, 2010, the 'Plan Interest Rate' for any amounts deferred on and after January 1, 2010 (and Interest attributable thereto) shall be 120 percent of the applicable federal long-term rate, with annual compounding (as prescribed under section 1274(d) of the Code) ('AFR') for the December immediately preceding such Plan Year.

For each Plan Year beginning on or prior to January 1, 2010, the 'Base Interest Rate' for any amounts deferred prior to January 1, 2010 (and Interest attributable thereto) shall be equal to the average monthly Mergent's Index for the calendar year immediately preceding such Plan Year. For each Plan Year beginning on or after January 1, 2011, the 'Base Interest Rate' for any amounts deferred prior to January 1, 2010 (and Interest attributable thereto) shall be equal to the average monthly Mergent's Index for the twelve month period ending on November 30 of the calendar year immediately preceding such Plan Year or such other measurement period as determined from time to time by the Company. For each Plan Year beginning on or after January 1, 2010, the 'Base Interest Rate' for any amounts deferred on and after January 1, 2010 (and Interest attributable thereto) shall be 120 percent of the AFR for the December immediately preceding such Plan Year."

3. Effective January 1, 2010, the first sentence of Section 7(C) is deleted in its entirety and replaced with the following:

"Ameren shall credit each participant's Deferral Account with a matching credit equal to 100 percent of the first 3 percent of Salary and Incentive Awards and 50 percent of the remaining Salary and Incentive Awards deferred by the Participant as a Deferral Commitment, including a 401(k) Restoration Deferral."

4. Effective January 1, 2011, the following is added immediately following the second sentence of the first paragraph of Section 8:

"Notwithstanding the foregoing sentence, the balance of each of the Participant's Deferral Account(s) attributable to amounts deferred on or after January 1, 2011 (including Interest thereon) which is subject to a scheduled payment option pursuant to Section 10 as of the year in which the Participant retires or a year following the year in which a Participant retires shall not be paid under Alternative 1 and shall instead be paid in the same form as the pay-out method selected by the Participant pursuant to this paragraph."

5. Effective with respect to terminations which occur on or after November 1, 2010, the final sentence of the first paragraph of Section 8 is deleted in its entirety and replaced with the following:

"Any series of installment payments to the Participant that would have commenced during such 6-month period shall instead commence on the first day of the first month immediately following the expiration of such 6-month period. Any lump sum that would have been paid during such 6-month period shall be paid to the Participant as of the day after the last day of such 6-month period."

6. Effective November 1, 2010, the second sentence of Section 8(B) is deleted in its entirety and replaced with the following:

“If a Participant makes such election, then (a) such election shall take effect on the date such payments were otherwise scheduled to be made or commence, provided that such election shall not take effect until at least 12 months after the date on which such election is made and submitted to the Company, (b) such election shall be made at least 12 months prior to the date such payments were otherwise scheduled to be made or commence; (c) the first payment with respect to which such election is made shall be deferred for a period of not less than 5 years from the date such payment would otherwise have been made had no such election been made; and (d) with respect to a change in payment form, such change may not accelerate the time or schedule of any payment under the Plan in violation of the requirements of Section 409A of the Code, except as provided in regulations promulgated by the Secretary of the Treasury. Notwithstanding the foregoing, a Participant may make no more than three such elections with respect to the portions of his or her Deferral Accounts which are not subject to a scheduled payment option election under Section 10.”

7. Effective January 1, 2010, the following is added to the end of Section 12(A):

“In addition, for Deferral Commitments commenced prior to January 1, 1995, the following additional survivor benefits will be payable upon the Participant’s death prior to Retirement:

The beneficiary(ies) designated by the Participant shall receive from the Company an annual benefit for a period of 10 years equal to one-half of each of the Participant’s Deferral Commitments made prior to January 1, 1995 (based on the dollar value of each Deferral Commitment on the date such Deferral Commitment was commenced), except that the benefit payable hereunder shall be calculated by using no more than the first 10 percent of Salary deferred by such Participant. In the event the Participant has designated more than one beneficiary, this additional annual benefit shall be divided among such beneficiaries in the same percentages used to divide and distribute the Participant’s Deferral Account(s). (The beneficiary(ies) of a Participant who is receiving or who has received distributions pursuant to either Section 11 or Section 13 is eligible for the benefit described in this paragraph.) In the event a Participant has or had more than one Deferral Commitment in effect at any one time prior to January 1, 1995, for purposes of calculating the additional survivor benefit outlined in this paragraph, all such Deferral Commitments shall be aggregated for the purposes of determining the amount of the benefit payable hereunder with respect to such Deferral Commitments. The additional survivor benefits outlined in this paragraph shall be payable in accordance with the distribution method selected by the participant.”

8. Effective January 1, 2010, the following is added to the end of Section 12(B):

“If the Participant’s death occurs within 15 years after his Retirement, the Participant’s surviving spouse (if any) shall receive an annual benefit for life equal to one-half of the annual amount the Participant would have received from each of his Deferral Accounts, based on each of the Participant’s Deferral Commitments commenced prior to January 1, 1995, except that the benefit payable hereunder shall be calculated by using no more than the first 10 percent of Salary deferred by such Participant, and assuming he had selected distribution method 7 pursuant to Section 8. (For the purposes of the benefit described in the preceding sentence, the Interest rate which shall be used to calculate the amount of the annual benefit shall be the Base Interest Rate in effect for the year immediately preceding the year of the Participant’s death.) In the event a Participant had more than one Deferral Commitment in effect at any one time prior to January 1, 1995, for purposes of

calculating the additional survivor benefit outlined in this paragraph, all such Deferral Commitments shall be aggregated for the purposes of determining the amount of the benefit payable hereunder with respect to such Deferral Commitments. The additional survivor benefits outlined in this paragraph shall be payable in accordance with the distribution method selected by the participant”.

9. Effective November 1, 2010, the following is added to the end of Section 16(H):

“The Board of Directors delegates to the Administrative Committee of Ameren Services Company the authority to amend the Plan for changes that are legally required or administrative in nature where the cost of administering benefits does not increase by more than \$25,000 annually.”

10. Effective November 1, 2010, the following new Section 16(Q) is added:

Q. Right of Setoff: If, at such time as the Participant becomes entitled to distributions hereunder, the Participant has any debt, obligation or other liability representing an amount owing to Ameren or any of its subsidiaries (“Debt”), and if such Debt is due and owing at the time that distributions are payable hereunder, Ameren Services may offset the amount owing it against the amount otherwise distributable hereunder.

IN WITNESS WHEREOF, the foregoing Amendment is adopted on this 14th day of October, 2010.

AMEREN CORPORATION

By: /s/ Mark C. Lindgren

Name: Mark C. Lindgren

Title: Vice President Human Resources

Ameren Services Company

On Behalf of Ameren Corporation

2011 BASE SALARY TABLE FOR NAMED EXECUTIVE OFFICERS

The 2011 annual base salaries of the following Named Executive Officers of Ameren Corporation (Ameren), Union Electric Company (UE), Ameren Illinois Company (AIC) and Ameren Energy Generating Company (Genco) (which officers were determined to the extent applicable by reference to the Ameren Proxy Statement and the UE, Central Illinois Public Service Company (CIPS) and Central Illinois Light Company (CILCO) Information Statements, each dated March 10, 2010, for the 2010 annual meetings of shareholders and by reference to the definition of “Named Executive Officer” in Item 402(a)(3) of SEC Regulation S-K) are as follows:

<u>Name and Position</u>	<u>2011 Base Salary</u>
Thomas R. Voss Chairman, President and Chief Executive Officer – Ameren	\$ 900,000
Warner L. Baxter Chairman, President and Chief Executive Officer – UE	\$ 590,000
Martin J. Lyons, Jr. Senior Vice President and Chief Financial Officer – Ameren, UE, AIC and Genco	\$ 485,000
Steven R. Sullivan Senior Vice President, General Counsel and Secretary – Ameren, UE, AIC and Genco (through March 1, 2011) Chairman and President – Genco (effective March 2, 2011)	\$ 438,000
Charles D. Naslund Chairman and President – Genco (through March 1, 2011) Senior Vice President – UE (effective March 2, 2011)	\$ 437,000
Adam C. Heflin Senior Vice President and Chief Nuclear Officer – UE	\$ 400,000
Scott A. Cisel Chairman, President and Chief Executive Officer – AIC	\$ 398,000
Daniel F. Cole Senior Vice President – UE, AIC and Genco	\$ 391,000
Jerre E. Birdsong Vice President and Treasurer – Ameren, UE, AIC and Genco	\$ 306,000



SCHEDULE I

CHANGE OF CONTROL SEVERANCE PLAN PARTICIPANTS

Benefit Level - 3

Baxter, Warner L.	Moehn, Michael
Cisel, Scott A.	Naslund, Charles D.
Cole, Daniel F.	Nelson, Gregory L.
Heflin, Adam C.	Sullivan, Steven R.
Lyons, Martin J.	Voss, Thomas R.
Mark, Richard J.	

Benefit Level - 2

Barnes, Lynn M.	Nelson, Craig D.
Birdsong, Jerre E.	Ogden, Stan E.
Birk, Mark C.	Pate, Ron D.
Borkowski, Maureen A.	Power, Joseph M.
Brawley, Mark	Reasoner, Cleveland O. *
DeGraw, Kevin	Schepers, David J.
Diya, Fadi M.	Schukar, Shawn E.
Foss, Karen C.	Serri, Andrew M.
Glaeser, Scott A.	Sobule, James A.
Heger, Mary P. *	Steinke, Bruce A.
Iselin, Christopher A.	Wakeman, David N. *
Kidwell, Stephen M.	Weisenborn, Dennis W.
Lindgren, Mark C.	Wiseman, D. Scott *
Menne, Michael L.	Wood, Warren T. *
Mueller, Michael G.	

* Not eligible for excise tax gross-up provisions

Approved by: /s/ Patrick T. Stokes

Date: December 9, 2010

Patrick T. Stokes, Chairman, For the Human Resources Committee

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

	Year Ended December 31,				
	2006	2007	2008	2009	2010 ^(a)
Net income from continuing operations attributable to Ameren Corporation	\$ 546,738	\$ 617,804	\$ 605,189	\$ 612,313	\$ 138,678
Less- Net income attributable to noncontrolling interest	(27,135)	(27,266)	(28,422)	(2,007)	(3,366)
Add- Taxes based on income	283,825	330,141	326,736	332,128	325,320
Net income before income taxes and noncontrolling interests	857,698	975,211	960,347	946,448	467,364
Add- fixed charges:					
Interest on short-term and long-term debt	345,410	421,406 ^(b)	440,507 ^(b)	518,149 ^(b)	511,468 ^(b)
Estimated interest cost within rental expense	4,081	5,020	6,510	8,341	8,593
Amortization of net debt premium, discount, and expenses	15,341	18,638	19,716	16,183	14,337
Subsidiary preferred stock dividends	10,936	10,871	10,357	9,874	8,278
Adjust preferred stock dividends to pretax basis	5,565	5,709	5,497	5,271	4,753
Total fixed charges	381,333	461,644	482,587	557,818	547,429
Less: Adjustment of preferred stock dividends to pretax basis	5,565	5,709	5,497	5,271	4,753
Earnings available for fixed charges	<u>\$1,233,466</u>	<u>\$1,431,146</u>	<u>\$1,437,437</u>	<u>\$1,498,995</u>	<u>\$1,010,040</u>
Ratio of earnings to fixed charges	<u>3.23</u>	<u>3.10</u>	<u>2.97</u>	<u>2.68</u>	<u>1.84</u>

(a) In the third quarter of 2010, Ameren Corporation recorded a goodwill and other impairment charge of \$589 million. See Note 17 - Goodwill and Other Asset Impairments of this Form 10-K for additional information.

(b) Includes interest expense related to uncertain tax positions

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

	Year Ended December 31,				
	2006	2007	2008	2009	2010
Net income from continuing operations	\$348,806	\$341,966	\$250,998	\$265,020	\$368,702
Less- Income from equity investee	54,285	54,545	10,948	-	-
Add- Taxes based on income	183,867	139,782	133,514	127,982	199,085
Net income before income taxes and income from equity investee	478,388	427,203	373,564	393,002	567,787
Add- fixed charges:					
Interest on short-term and long-term debt	176,088	203,456 ^(a)	205,314 ^(a)	245,272 ^(a)	232,157 ^(a)
Estimated interest cost within rental expense	2,754	2,540	3,533	3,542	3,689
Amortization of net debt premium, discount, and expenses	5,468	5,634	6,226	6,686	6,744
Total fixed charges	184,310	211,630	215,073	255,500	242,590
Earnings available for fixed charges	662,698	638,833	588,637	648,502	810,377
Ratio of earnings to fixed charges	3.59	3.01	2.73	2.53	3.34
Earnings required for combined fixed charges and preferred stock dividends:					
Preferred stock dividends	5,941	5,941	5,941	5,941	4,716
Adjustment to pretax basis	3,244	2,429	3,160	2,869	2,546
	9,185	8,370	9,101	8,810	7,262
Combined fixed charges and preferred stock dividend requirements	\$193,495	\$220,000	\$224,174	\$264,310	\$249,852
Ratio of earnings to combined fixed charges and preferred stock dividend requirements	3.42	2.90	2.62	2.45	3.24

^(a) Includes interest expense related to uncertain tax positions

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

	Year Ended December 31,				
	2006	2007	2008	2009	2010
Net income from continuing operations attributable to Ameren Illinois Company	\$124,334	\$ 56,011	\$ 40,713	\$133,360	\$212,547
Add - Taxes based on income	66,504	26,571	15,866	78,970	136,614
Net income before income taxes	190,838	82,582	56,579	212,330	349,161
Add - fixed charges:					
Interest on short-term and long-term debt	94,143	131,826 ^(a)	140,289 ^(a)	163,831 ^(a)	152,667 ^(a)
Estimated interest cost within rental expense	1,220	1,476	1,890	3,797	3,899
Amortization of net debt premium, discount, and expenses	5,269	10,624	11,058	6,317	5,250
Total fixed charges	<u>100,632</u>	<u>143,926</u>	<u>153,237</u>	<u>173,945</u>	<u>161,816</u>
Earnings available for fixed charges	291,470	226,508	209,816	386,275	510,977
Ratio of earnings to fixed charges	<u>2.89</u>	<u>1.57</u>	<u>1.36</u>	<u>2.22</u>	<u>3.15</u>
Earnings required for combined fixed charges and preferred stock dividends:					
Preferred stock dividends	6,732	6,656	6,160	5,678	4,435
Adjustment to pretax basis	3,601	3,158	2,401	3,362	2,396
	<u>10,333</u>	<u>9,814</u>	<u>8,561</u>	<u>9,040</u>	<u>6,831</u>
Combined fixed charges and preferred stock dividend requirements	<u>\$110,965</u>	<u>\$153,740</u>	<u>\$161,798</u>	<u>\$182,985</u>	<u>\$168,647</u>
Ratio of earnings to combined fixed charges and preferred stock dividend requirements	<u>2.62</u>	<u>1.47</u>	<u>1.29</u>	<u>2.11</u>	<u>3.02</u>

^(a) Includes interest expense related to uncertain tax positions

Ameren Energy Generating Company
Computation of Ratio of Earnings to Fixed Charges
(Thousands of Dollars, Except Ratios)

	Year Ended December 31,				
	2006	2007	2008	2009	2010 ^(a)
Net income (loss) from continuing operations attributable to Ameren Energy Generating Company	\$150,354	\$230,238	\$286,467	\$159,869	\$(38,573)
Less- Net income attributable to noncontrolling interest	(27,143)	(27,272)	(28,424)	(2,007)	(3,366)
Add- Taxes based on income	<u>108,642</u>	<u>154,910</u>	<u>182,116</u>	<u>101,148</u>	<u>19,422</u>
Net income (loss) before income taxes and noncontrolling interest	286,139	412,420	497,007	263,024	(15,785)
Add- fixed charges:					
Interest on short-term and long-term debt	59,861	55,930 ^(b)	54,320 ^(b)	60,045 ^(b)	76,321 ^(b)
Estimated interest cost within rental expense	110	169	232	307	295
Amortization of net debt premium, discount, and expenses	<u>586</u>	<u>586</u>	<u>760</u>	<u>866</u>	<u>1,026</u>
Total fixed charges	<u>60,557</u>	<u>56,685</u>	<u>55,312</u>	<u>61,218</u>	<u>77,642</u>
Earnings available for fixed charges	<u>\$346,696</u>	<u>\$469,105</u>	<u>\$552,319</u>	<u>\$324,242</u>	<u>\$ 61,857</u>
Ratio of earnings to fixed charges	<u>5.72</u>	<u>8.27</u>	<u>9.98</u>	<u>5.29</u>	<u>-(^c)</u>

(a) Effective January 1, 2010, Ameren Energy Generating Company (Genco) acquired an 80% ownership interest in Electric Energy Inc. (EEI) from an Ameren subsidiary as a result of an internal re-organization. In accordance with authoritative guidance, periods presented reflect the combined Genco and EEI results.

(b) Includes interest expense related to uncertain tax positions

(c) Earnings are inadequate to cover fixed charges by \$15.8 million for the twelve months ended December 31, 2010. In the third quarter of 2010, Ameren Energy Generating Company recorded a goodwill and other impairment charge of \$170 million. See Note 17- Goodwill and Other Asset Impairments of this Form 10-K for additional information

**SUBSIDIARIES OF AMEREN CORPORATION
AT DECEMBER 31, 2010**

<u>Name</u>	<u>State or Jurisdiction of Organization</u>
Ameren Corporation	Missouri
Ameren Development Company	Missouri
Missouri Central Railroad Company	Delaware
CIPSCO Leasing Company	Illinois
CLC Aircraft Leasing Company, LLC	Delaware
Gateway Energy Systems, L.C. (89.1% interest)	Missouri
QST Enterprises Inc.	Illinois
ESE Land Corporation	Illinois
Ameren Energy Resources Company, LLC	Delaware
Ameren Energy Generating Company	Illinois
Coffeen and Western Railroad Company	Illinois
Electric Energy, Inc. (80% interest)	Illinois
Midwest Electric Power Inc.	Illinois
Joppa and Eastern Railroad Company	Illinois
Met South, Inc.	Illinois
Massac Enterprises LLC	Illinois
Ameren Energy Marketing Company	Illinois
AmerenEnergy Resources Generating Company	Illinois
AmerenEnergy Medina Valley Cogen, L.L.C.	Illinois
Ameren Energy Fuels and Services Company	Illinois
Ameren Transmission Company	Missouri
Ameren Transmission Company of Illinois	Illinois
Ameren Services Company	Missouri
Ameren Illinois Company	Illinois
Energy Risk Assurance Company	Vermont
Missouri Energy Risk Assurance Company LLC	Missouri
Union Electric Company	Missouri
Fuelco LLC (33.33% interest)	Delaware

Subsidiaries not included on this list, considered in the aggregate as a single subsidiary, would not constitute a significant subsidiary as of December 31, 2010.

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in the Registration Statements on Form S-3 (333-152046, 333-155416, 333-155416-04, and 333-155416-05) and the Registration Statements on Form S-8 (Nos. 333-50793, 333-133998, 333-136971, and 333-157655) of Ameren Corporation of our report dated February 24, 2011 relating to the financial statements, financial statement schedules and the effectiveness of internal control over financial reporting, which appears in this Form 10-K.

/s/ PricewaterhouseCoopers LLP

PricewaterhouseCoopers LLP

St. Louis, Missouri

February 24, 2011

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in the Registration Statements on Form S-3 (Nos. 333-151432 and 333-151432-01) of Union Electric Company of our report dated February 24, 2011 relating to the financial statements and financial statement schedule, which appears in this Form 10-K.

/s/ PricewaterhouseCoopers LLP
PricewaterhouseCoopers LLP
St. Louis, Missouri
February 24, 2011

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in the Registration Statement on Form S-3 (No. 333-155416-03) of Ameren Illinois Company of our report dated February 24, 2011 relating to the financial statements and financial statement schedule, which appears in this Form 10-K.

/s/ PricewaterhouseCoopers LLP
PricewaterhouseCoopers LLP
St. Louis, Missouri
February 24, 2011

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in the Registration Statement on Form S-3 (No. 333-155416-02) of Ameren Energy Generating Company of our report dated February 24, 2011 relating to the financial statements, which appears in this Form 10-K.

/s/ PricewaterhouseCoopers LLP
PricewaterhouseCoopers LLP
St. Louis, Missouri
February 24, 2011

POWER OF ATTORNEY

WHEREAS, AMEREN CORPORATION, a Missouri corporation (herein referred to as the "Company"), is required to file with the Securities and Exchange Commission, under the provisions of the Securities Exchange Act of 1934, as amended, its annual report on Form 10-K for the year ended December 31, 2010; and

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

NOW, THEREFORE, each of the undersigned hereby constitutes and appoints Thomas R. Voss and/or Steven R. Sullivan and/or Martin J. Lyons, Jr. and/or Jerre E. Birdsong the true and lawful attorneys-in-fact of the undersigned, for and in the name, place and stead of the undersigned, to affix the name of the undersigned to said Form 10-K and any amendments thereto, and, for the performance of the same acts, each with power to appoint in their place and stead and as their substitute, one or more attorneys-in-fact for the undersigned, with full power of revocation; hereby ratifying and confirming all that said attorneys-in-fact may do by virtue hereof.

IN WITNESS WHEREOF, the undersigned have hereunto set their hands this 9th day of February, 2011:

Stephen F. Brauer, Director	<u>/s/ Stephen F. Brauer</u>
Ellen M. Fitzsimmons, Director	<u>/s/ Ellen M. Fitzsimmons</u>
Walter J. Galvin, Director	<u>/s/ Walter J. Galvin</u>
Gayle P. W. Jackson, Director	<u>/s/ Gayle P. W. Jackson</u>
James C. Johnson, Director	<u>/s/ James C. Johnson</u>
Steven H. Lipstein, Director	<u>/s/ Steven H. Lipstein</u>
Charles W. Mueller, Director	<u>/s/ Charles W. Mueller</u>
Harvey Saligman, Director	<u>/s/ Harvey Saligman</u>
Patrick T. Stokes, Director	<u>/s/ Patrick T. Stokes</u>
Stephen R. Wilson, Director	<u>/s/ Stephen R. Wilson</u>
Jack D. Woodard, Director	<u>/s/ Jack D. Woodard</u>

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

On this 9th day of February, 2011, before me, the undersigned Notary Public in and for said State, personally appeared the above-named directors of Ameren Corporation, known to me to be the persons described in and who executed the foregoing power of attorney and acknowledged to me that they executed the same as their free act and deed for the purposes therein stated.

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

/s/ Sue E. Whitman

SUE E. WHITMAN
Notary Public – Notary Seal
STATE OF MISSOURI – ST. LOUIS COUNTY
Commission #09777931
My Commission Expires 4/28/2013

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

I, Thomas R. Voss, certify that:

1. I have reviewed this report on Form 10-K for the fiscal year ended December 31, 2010, of Ameren Corporation;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: February 24, 2011

/s/ Thomas R. Voss

Thomas R. Voss

Chairman, President and Chief Executive Officer
(Principal Executive Officer)

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

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

1. I have reviewed this report on Form 10-K for the fiscal year ended December 31, 2010 of Ameren Corporation;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: February 24, 2011

/s/ Martin J. Lyons, Jr.

Martin J. Lyons, Jr.

Senior Vice President and Chief Financial Officer
(Principal Financial Officer)

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

I, Warner L. Baxter, certify that:

1. I have reviewed this report on Form 10-K for the fiscal year ended December 31, 2010 of Union Electric Company;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: February 24, 2011

/s/ Warner L. Baxter

Warner L. Baxter

Chairman, President and Chief Executive Officer
(Principal Executive Officer)

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

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

1. I have reviewed this report on Form 10-K for the fiscal year ended December 31, 2010 of Union Electric Company;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: February 24, 2011

/s/ Martin J. Lyons, Jr.

Martin J. Lyons, Jr.

Senior Vice President and Chief Financial Officer
(Principal Financial Officer)

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

I, Scott A. Cisel, certify that:

1. I have reviewed this report on Form 10-K for the fiscal year ended December 31, 2010 of Ameren Illinois Company;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: February 24, 2011

/s/ Scott A. Cisel

Scott A. Cisel
Chairman, President and Chief Executive Officer
(Principal Executive Officer)

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

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

1. I have reviewed this report on Form 10-K for the fiscal year ended December 31, 2010 of Ameren Illinois Company;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: February 24, 2011

/s/ Martin J. Lyons, Jr.

Martin J. Lyons, Jr.

Senior Vice President and Chief Financial Officer
(Principal Financial Officer)

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

I, Charles D. Naslund, certify that:

1. I have reviewed this report on Form 10-K for the fiscal year ended December 31, 2010 of Ameren Energy Generating Company;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: February 24, 2011

/s/ Charles D. Naslund

Charles D. Naslund
Chairman and President
(Principal Executive Officer)

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

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

1. I have reviewed this report on Form 10-K for the fiscal year ended December 31, 2010 of Ameren Energy Generating Company;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: February 24, 2011

/s/ Martin J. Lyons, Jr.

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

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

In connection with the report on Form 10-K for the fiscal year ended December 31, 2010 of Ameren Corporation (the "Registrant") as filed by the Registrant with the Securities and Exchange Commission on the date hereof (the "Form 10-K"), each undersigned officer of the Registrant does hereby certify, pursuant to 18 U.S.C. §1350, as adopted pursuant to §906 of the Sarbanes-Oxley Act of 2002, that:

- (1) The Form 10-K fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934 (15 U.S.C. 78m or 78o(d)); and
- (2) The information contained in the Form 10-K fairly presents, in all material respects, the financial condition and results of operations of the Registrant.

Date: February 24, 2011

/s/ Thomas R. Voss

Thomas R. Voss

Chairman, President and Chief Executive Officer
(Principal Executive Officer)

/s/ Martin J. Lyons, Jr.

Martin J. Lyons, Jr.

Senior Vice President and Chief Financial Officer
(Principal Financial Officer)

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

In connection with the report on Form 10-K for the fiscal year ended December 31, 2010 of Union Electric Company (the "Registrant") as filed by the Registrant with the Securities and Exchange Commission on the date hereof (the "Form 10-K"), each undersigned officer of the Registrant does hereby certify, pursuant to 18 U.S.C. §1350, as adopted pursuant to §906 of the Sarbanes-Oxley Act of 2002, that:

- (1) The Form 10-K fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934 (15 U.S.C. 78m or 78o(d)); and
- (2) The information contained in the Form 10-K fairly presents, in all material respects, the financial condition and results of operations of the Registrant.

Date: February 24, 2011

/s/ Warner L. Baxter

Warner L. Baxter

Chairman, President and Chief Executive Officer
(Principal Executive Officer)

/s/ Martin J. Lyons, Jr.

Martin J. Lyons, Jr.

Senior Vice President and Chief Financial Officer
(Principal Financial Officer)

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

In connection with the report on Form 10-K for the fiscal year ended December 31, 2010 of Ameren Illinois Company (the "Registrant") as filed by the Registrant with the Securities and Exchange Commission on the date hereof (the "Form 10-K"), each undersigned officer of the Registrant does hereby certify, pursuant to 18 U.S.C. §1350, as adopted pursuant to §906 of the Sarbanes-Oxley Act of 2002, that:

- (1) The Form 10-K fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934 (15 U.S.C. 78m or 78o(d)); and
- (2) The information contained in the Form 10-K fairly presents, in all material respects, the financial condition and results of operations of the Registrant.

Date: February 24, 2011

/s/ Scott A. Cisel

Scott A. Cisel
Chairman, President and Chief Executive Officer
(Principal Executive Officer)

/s/ Martin J. Lyons, Jr.

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

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

In connection with the report on Form 10-K for the fiscal year ended December 31, 2010 of Ameren Energy Generating Company (the "Registrant") as filed by the Registrant with the Securities and Exchange Commission on the date hereof (the "Form 10-K"), each undersigned officer of the Registrant does hereby certify, pursuant to 18 U.S.C. §1350, as adopted pursuant to §906 of the Sarbanes-Oxley Act of 2002, that:

- (1) The Form 10-K fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934 (15 U.S.C. 78m or 78o(d)); and
- (2) The information contained in the Form 10-K fairly presents, in all material respects, the financial condition and results of operations of the Registrant.

Date: February 24, 2011

/s/ Charles D. Naslund
Charles D. Naslund
Chairman and President
(Principal Executive Officer)

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