

STATE OF ILLINOIS  
ILLINOIS COMMERCE COMMISSION

AMEREN ILLINOIS COMPANY )  
d/b/a Ameren Illinois )  
) Docket No. 12-0332  
Request pursuant to Section 6-102(d) of the Illinois )  
Public Utilities Act to incur an indebtedness by )  
undertaking the obligation to pay the principal, )  
interest and redemption premium, if any, on up to )  
\$450,000,000 principal amount of Senior Secured )  
Notes for the purpose of refunding, redeeming and/or )  
refinancing outstanding evidences of indebtedness )

SECOND REPORT

To the Illinois Commerce Commission,

The undersigned, Ameren Illinois Company d/b/a Ameren Illinois (hereinafter the “Company”), in accordance with the requirements of Ordered Paragraph 10 of the Order entered by the Illinois Commerce Commission (the “Commission”) on May 29, 2012 in the above entitled case (the “Order”), hereby submits its Second Report (matters through September 30, 2012) as follows:

The Order, subject to conditions set forth therein, authorized the Company to refund, redeem or refinance its outstanding indebtedness in the amount of \$450,000,000 with Senior Secured Notes (the “Notes”) in one or more series to be secured by an underlying issue of mortgage bonds with a final maturity of up to thirty-two (32) years at an interest rate to be determined at the time of issuance. The pricing and issuance of the securities are scheduled to occur on or after June 1, 2012 and not later than June 1, 2015.

On August 20, 2012, the Company issued \$400,000,000 in principal amount of its Senior Secured Notes, secured by an equal principal amount of the Company’s mortgage bonds, as follows:

<u>Interest Rate</u>	<u>Principal Amount</u>	<u>Discount</u>	<u>Offering Price</u>	<u>Underwriters Commission</u>	<u>Gross Proceeds</u>	<u>Maturity Date</u>
2.70%	\$400,000,000	\$144,000	\$399,856,000 99.964% *	\$2,600,000	\$397,256,000 99.314% *	Sept. 1, 2022

\*Percent relationship to the principal amount of \$400,000,000.

The net proceeds, of approximately \$397,000,000 which result from the gross proceeds of \$397,256,000 (shown above) less estimated offering expenses of approximately \$300,000, together with other available funds, were used to (1) redeem a portion of the Company's outstanding 6.25% and 9.75% Notes due 2018 via a tender offer and (2) redeem in full the Company's 5.50% Pollution Control Bonds due 2014 by means of an optional redemption at par.

Approximately \$364 million of the proceeds were used to repurchase the Senior Secured Notes that were tendered pursuant to the tender offer on August 27, 2012. Investors tendered 21.8% of the outstanding 9.75% Senior Secured Notes and 57.4% of the outstanding 6.25% Notes, totaling \$280.6 million in principal amount.

On September 6, 2012, the total principal amount, \$51.1 million, of the Company's 5.50% Pollution Control Bonds due 2014 were redeemed in full at par and officially retired.

The underwriters for the offering were Deutsche Bank Securities Inc., J.P. Morgan Securities LLC, UBS Securities LLC, RBS Securities Inc., Scotia Capital (USA) Inc. and Loop Capital Markets LLC. Expenses received within the 3<sup>rd</sup> quarter in connection with the referenced docket, are as follows:

<u>Description</u>	<u>Expenses for the quarter ended September 30, 2012</u>	<u>Total expenses through September 30, 2012</u>
Illinois Commerce Commission - issuance fee	\$ 0.00	\$ 0.00
Expert's Certificate	30.00	30.00
Company outside counsel – legal fees	<u>306,829.12</u>	<u>378,430.87</u>
Total	\$ <u>306,859.12</u>	\$ <u>378,460.87</u>

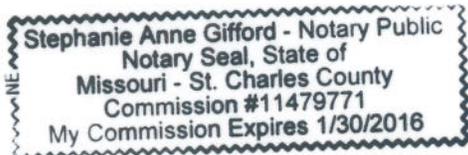
Dated: November 30, 2012

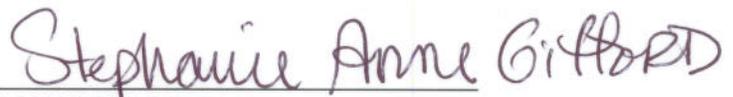
AMEREN ILLINOIS COMPANY  
d/b/a Ameren Illinois

By:   
RYAN J. MARTIN  
Assistant Treasurer and  
Manager, Corporate Finance

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

On this 30 day of November, 2012, before me appeared RYAN J. MARTIN, to me personally known, who, being by me duly sworn, did say that he is Assistant Treasurer and Manager, Corporate Finance of AMEREN ILLINOIS COMPANY d/b/a Ameren Illinois an Illinois corporation, and that he has read the above *Second Report* and the contents are true and correct to the best of his knowledge, information and belief.



  
NOTARY PUBLIC