STATE OF ILLINOIS
ILLINOIS COMMERCE COMMISSION

AMEREN TRANSMISSION COMPANY OF ILLINOIS	)	
	)	
Petition for a Certificate of Public Convenience and Necessity, pursuant to Section 8-406.1 of the Illinois Public Utilities Act, and an Order pursuant to Section 8-503 of the Public Utilities Act, to Construct, Operate and Maintain a New High Voltage Electric Service Line and Related Facilities in the Counties of Adams, Brown, Cass, Champaign, Christian, Clark, Coles, Edgar, Fulton, Macon, Montgomery, Morgan, Moultrie, Pike, Sangamon, Schuyler, Scott and Shelby, Illinois.	)	Docket No. 12-0598

STIPULATION

Ameren Transmission Company of Illinois (ATXI) and FutureGen Industrial Alliance, Inc., (the "Alliance") (collectively, the Parties) agree to enter into this Stipulation in order to resolve concerns regarding the route for that portion of ATXI's proposed Transmission Line from Meredosia, Illinois to Pawnee, Illinois, as originally identified in Exhibit A (part 3 of 5, p. 1) of ATXI's Petition, filed pursuant to Sections 8-406.1 and 8-503 of the Public Utilities Act, 220 ILCS 5/8-406.1, 8-503 (Petition). The Parties agree to support ATXI's Alternate Route, as shown on Exhibit A to this Stipulation (Stipulated Route - Meredosia to Pawnee) in accordance with the terms set forth below:

Parties and Procedural History

1. On November 7, 2012, ATXI filed the Petition with the Illinois Commerce Commission (Commission), initiating the instant certificate of public convenience and necessity (CPCN) proceeding. ATXI is seeking the Commission's approval to construct, operate and maintain a new electric Transmission Line (as defined in the Petition) and related facilities (collectively, the Project) in areas of the State of Illinois. (See generally ATXI Pet.)

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EXHIBIT
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2. In accordance with 8-406.1 of the Public Utilities Act, ATXI proposed a Primary and Alternate Route for each section of the Project, including that portion of the route between Meredosia, Illinois and Pawnee, Illinois. (See ATXI Pet. ¶ 10; Ex. A, part 3 of 5, p. 1.)

3. On December 3, 2012, the Administrative Law Judges (ALJs) granted the Petition to Intervene for the Alliance and its Amended Petition to Intervene on December 20, 2012.

4. On December 28, 2012, the Alliance filed its Identification of Alternate Route, in which the Alliance objected to ATXI's Primary Route, and instead stated a preference for ATXI's Alternative Route "submitted by ATXI for that portion of the Project that begins in from Meredosia, Illinois and runs to Pawnee, Illinois." (See FutureGen Alliance Identification of Alternate Route, ¶ 3.)

Stipulation

5. While ATXI continues to believe that its Primary Route for the Meredosia to Pawnee portion of the Project is a viable route, in an effort to resolve certain concerns raised by intervening parties, ATXI will request Commission approval for its Alternate Route, identified in the attached Exhibit A, for that portion of the Project between Meredosia, Illinois and Pawnee, Illinois. For purposes of this Stipulation the Alternative Route is designated the "Stipulated Route - Meredosia to Pawnee."

6. The Parties agree that there is support in the record for the adoption of the Stipulated Route - Meredosia to Pawnee, and will not take positions in any further testimony, motions, briefs, other pleadings or filings with the Commission, or proposed orders that are inconsistent with the adoption of the Stipulated Route - Meredosia to Pawnee.

7. The Parties agree that they will support the issuance of a Final Order by the Commission in this proceeding that grants ATXI's CPCN, approves the Project, and adopts the Stipulated Route - Meredosia to Pawnee, and will indicate their support for and recommend approval of the Stipulated Route - Meredosia to Pawnee in any further testimony, motions, briefs, other pleadings or filings with the Commission, or proposed orders submitted in this proceeding.

8. The Alliance agrees that it will not support any other alternate route proposal either filed or considered in this proceeding that in any way alters or is inconsistent with the Stipulated Route - Meredosia to Pawnee.

9. The Parties have entered into this Stipulation for the purpose of resolving issues raised in this Proceeding with respect to the Project.

10. This Stipulation is expressly conditioned on the Commission's issuance of an Order approving the Stipulated Route - Meredosia to Pawnee in its entirety and without material alteration. In the event the Commission issues an order approving a route for the Meredosia – Pawnee portion of the Project that is different from, or a material alteration of, the Stipulated Route - Meredosia to Pawnee, the Parties shall cooperate in filing an application for rehearing of such an order on the issue of the route from Meredosia to Pawnee. If after such application is filed, the Commission either denies the application for rehearing or does not, upon rehearing, approve the Stipulated Route - Meredosia to Pawnee, this Stipulation shall terminate and become void and of no further effect.

11. Notwithstanding anything to the contrary contained herein, in the event that despite ATXI's reasonable commercial efforts, ATXI is unable to obtain the necessary approvals

or permits to construct the Stipulated Route - Meredosia to Pawnee, or in the event of any other unforeseen circumstance, which materially interferes with ATXI's ability to construct the Stipulated Route - Meredosia to Pawnee, upon written notice of such circumstances by ATXI to the other Parties, this Stipulation shall terminate and become void and of no further effect.

12. This Stipulation is submitted for purposes of this proceeding only and is not deemed binding in any other proceeding, nor is it to be offered or relied upon in any other proceeding, except as necessary to enforce the terms of this Stipulation.

13. The Parties agree to support this Stipulation before the Commission and urge the acceptance and approval of this Stipulation, including through briefs filed in this proceeding. In the event that the Commission approves the Stipulated Route - Meredosia to Pawnee without material modification, the Parties will not challenge or oppose in any appeal the reasonableness of the Commission's order with respect to the subject matter resolved in this Stipulation.

DATE: March 29, 2013

Ameren Transmission Company of Illinois

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Respectfully submitted,

Ameren Transmission Company of Illinois

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