Stipulation Exhibit 5

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"), Stop the Power Lines Coalition ("STPL"), Tarble Limestone Enterprises ("Tarble"), JDL Broadcasting, Inc. ("JDL Broadcasting"), Intervenors Paul Thrift and John Thompson ("Thrift-Thompson"), and the Edgar County Intervenors (collectively, the "Parties") agree to enter into this Stipulation in order to resolve their concerns regarding the route for that portion of ATXI's proposed Transmission Line from Kansas, Illinois to the Illinois/Indiana State Line, as originally identified in Exhibit A (part 4 of 5, p. 3) of ATXI's Petition, filed pursuant to Sections 8-406.1 and 8-503 of the Public Utilities Act ("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 – Kansas to State Line") 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.)

2. In accordance with Section 8-406.1 of the Act, ATXI proposed a Primary and Alternate Route for each section of the Project, including that portion of the route between Kansas, Illinois and the Illinois/Indiana State Line. (*See* ATXI Pet. ¶10; Ex. A, part 4 of 5, p. 3.)

3. On December 20, 2012, the Administrative Law Judges ("ALJs") granted the Petitions to Intervene of Tarble and Thrift-Thompson. On December 31, 2012, the ALJs granted Petitions to Intervene for STPL and JDL Broadcasting. On April 19, 2013, the ALJs granted the Petition to Intervene for Edgar County Intervenors.

4. On January 25, 2013, the ALJs granted STPL's Motion for Leave to File an Alternate Route Proposal *Instanter*. In STPL's Alternate Route Proposals, the group stated opposition to both ATXI's Primary and Alternate Routes, and proposed two alternatives. (See Stop the Power Lines Coalition's Alternate Route Proposals, ¶¶ 2-7.)

5. Paul Thrift's Direct Testimony on behalf of Thrift-Thompson indicated his opposition to STPL's alternate routes. (See Direct Testimony of Paul Thrift, ll. 6-12.) Likewise, Paul Mixon's Rebuttal Testimony on behalf of Thrift-Thompson and the Edgar County Intervenors stated that STPL's alternate routes would have certain negative impacts in Edgar County. (See generally, Rebuttal Testimony of Paul Mixon, ll. 69-109.)

6. In Jerald Tarble's Direct Testimony on behalf of Tarble, he indicated his opposition to ATXI's Primary Route, and his belief that ATXI's Alternate Route would not have the same

negative impacts on his interests in Clark County. (See generally, Direct Testimony of Jerald M. Tarble.)

7. The Direct Testimony of Lori Spangler on behalf of JDL Broadcasting indicates support for ATXI's Alternate Route for the portion of the Project between Kansas and the State Line. (See Direct Testimony of Lori Spangler, ll. 14-16.)

8. While ATXI continues to believe that its Primary Route for the Kansas to State Line portion of the Project is a viable route, and STPL continues to believe the two STPL alternatives are viable routes for that portion, 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 Kansas, Illinois and the Illinois/Indiana State Line. For purposes of this Stipulation the Alternative Route is designated the "Stipulated Route – Kansas to State Line."

9. The Parties agree that there is support in the record for the adoption of the Stipulated Route – Kansas to State Line, 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 – Kansas to State Line. The Parties further note that the Stipulated Route- Kansas to State Line has been supported by the Direct Testimony of Staff Witness Mr. Rockrohr. (See Direct Testimony of Greg Rockrohr, ll. 1067-81.)

10. STPL, Tarble, JDL Broadcasting, Thrift-Thompson and Edgar County Interveners agree that they will not oppose the issuance of a Final Order by the Commission in this proceeding that grants ATXI's CPCN. The Parties agree that they will support the issuance of a Final Order by the Commission in this proceeding that adopts the Stipulated Route – Kansas to State

Line, and will indicate their support for and recommend approval of the Stipulated Route – Kansas to State Line in any further testimony, motions, briefs, other pleadings or filings with the Commission, or proposed orders submitted in this proceeding.

11. STPL agrees to withdraw support for all alternate route proposals STPL filed or considered in this proceeding that in any way alter or are inconsistent with the Stipulated Route – Kansas to State Line.

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

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

14. 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 – Kansas to State Line, or in the event of any other unforeseen circumstance, which materially interferes with ATXI's ability to construct the

Stipulated Route – Kansas to State Line, upon written notice of such circumstances by ATXI to the other Parties, this Stipulation shall terminate and become void and of no further effect.

15. 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.

16. 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 – Kansas to State Line 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.

Dated: April 26, 2013

Respectfully Submitted,

AMEREN TRANSMISSION COMPANY
OF ILLINOIS

By: _____

EDWARD C. FITZHENRY
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Stipulation Exhibit 5

STOP THE POWER LINES COALITION

JDL BROADCASTING, INC.

TARBLE LIMESTONE ENTERPRISES

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Counsel for Stop the Power Lines Coalition,
JDL Broadcasting, Inc., and Tarble Limestone Enterprises

Stipulation Exhibit 5

EDGAR COUNTY INTERVENORS

PAUL THRIFT AND JOHN THOMPSON

By: _____

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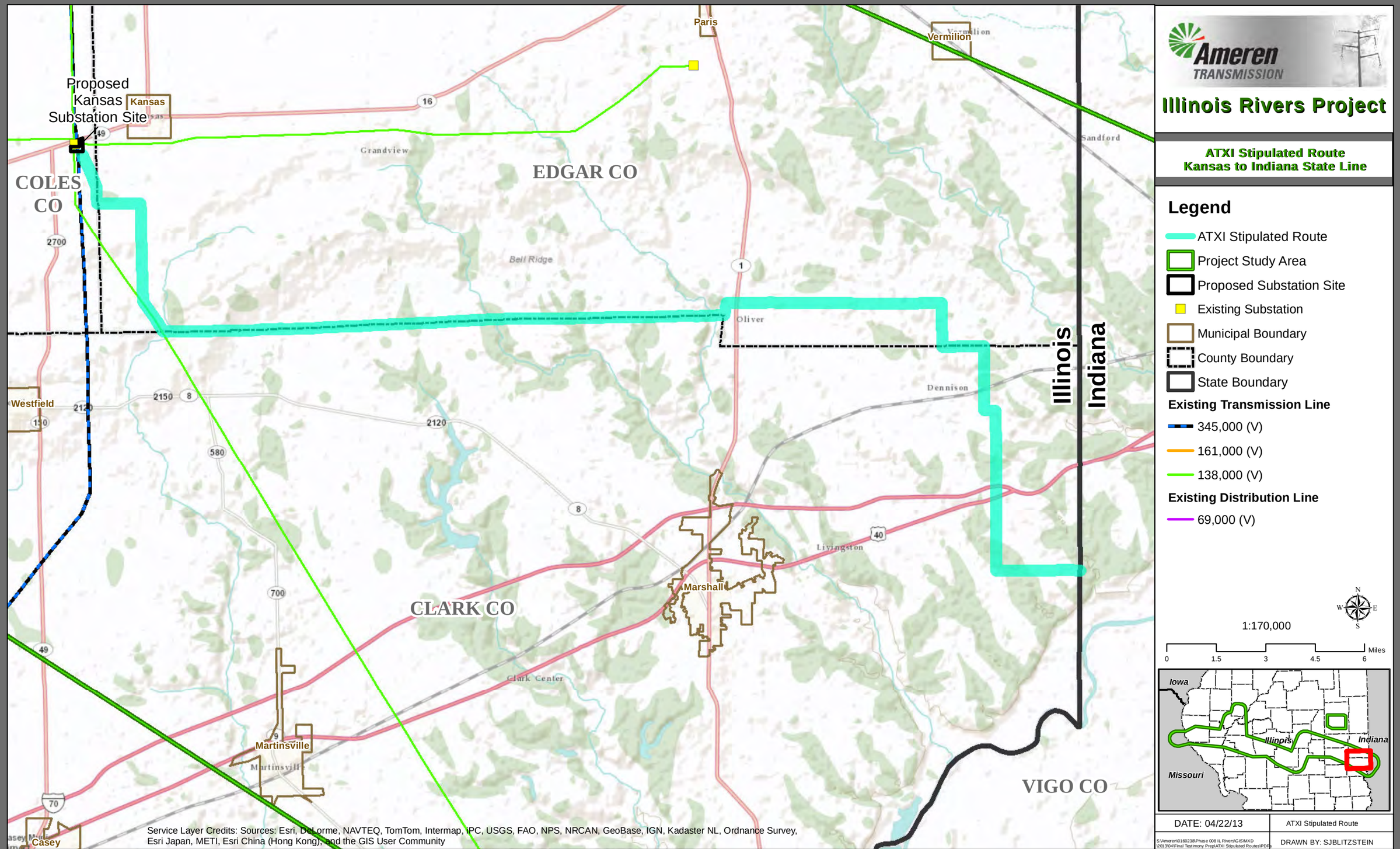
Counsel for Edgar County Intervenors and Paul Thrift and John Thompson


Ameren TRANSMISSION
Illinois Rivers Project
ATXI Stipulated Route
Kansas to Indiana State Line
Legend
ATXI Stipulated Route
Project Study Area
Proposed Substation Site
Existing Substation
Municipal Boundary
County Boundary
State Boundary
Existing Transmission Line
345,000 (V)
161,000 (V)
138,000 (V)
Existing Distribution Line
69,000 (V)
1:170,000
0 1.5 3 4.5 6 Miles
Proposed Kansas Substation Site
Kansas
Paris
Vermilion
Sandford
Grandview
EDGAR CO
COLES CO
Bell Ridge
Oliver
Dennison
Westfield
Livingston
Marshall
CLARK CO
Clark Center
Martinsville
VIGO CO
Casey
Illinois
Indiana
Iowa
Missouri
DATE: 04/22/13
ATXI Stipulated Route
DRAWN BY: SJBLITZSTEIN
Service Layer Credits: Sources: Esri, DeLorme, NAVTEQ, TomTom, Intermap, iPC, USGS, FAO, NPS, NRCAN, GeoBase, IGN, Kadaster NL, Ordnance Survey, Esri Japan, METI, Esri China (Hong Kong), and the GIS User Community