

Ameren

Nonqualified Pension Plans

Actuarial Valuation Report
Pension Cost for Fiscal Year Ending
December 31, 2012 under U.S. GAAP

February 2013

TOWERS WATSON The logo for Towers Watson, featuring the company name in a bold, black, sans-serif font followed by a stylized, orange, handwritten-style 'tw' monogram.

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Purposes of Valuation

Ameren retained Towers Watson Pennsylvania Inc. (“Towers Watson”), to perform an actuarial valuation of the Ameren Nonqualified Pension Plans for the purpose of determining the following:

- (1) The value of benefit obligations as of January 1, 2012 and Ameren’s pension cost for fiscal year ending December 31, 2012 in accordance with FASB Accounting Standards Codification Topic 715 (ASC 715-30).

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Section 1: Summary of Results

Summary of Valuation Results

All monetary amounts shown in US Dollars

U.S. GAAP Accounting (ASC 715) as of Measurement Date	January 1, 2012	January 1, 2011
Projected benefit obligation (PBO)	32,627,592	28,170,534
Funded status	(32,627,592)	(28,170,534)
Pension cost (excluding effects of settlements, curtailments and termination benefits) for fiscal year	2,903,747	2,155,805
Discount rate	4.50%	5.25%
Participants as of Census Date	January 1, 2012	January 1, 2011
Active employees	172	160
Participants with deferred benefits	12	13
Participants receiving benefits	<u>157</u>	<u>156</u>
Total	<u>341</u>	<u>329</u>

Pension Cost

The cost of the pension plans is determined in accordance with generally accepted accounting principles in the U.S. ("U.S. GAAP"). The Fiscal 2012 pension cost for the plans is \$2,903,747.

Under U.S. GAAP, the funded position (fair value of plan assets less the projected benefit obligation, or "PBO") of each pension plan at the plan sponsor's fiscal year-end (measurement date) is required to be reported as an asset (for overfunded plans) or a liability (for underfunded plans). The PBO is the actuarial present value of benefits attributed to service rendered prior to the measurement date, taking into consideration expected future pay increases for pay-related plans. The plan's overfunded (underfunded) PBO as of January 1, 2012 was \$(32,627,592), based on the PBO of \$32,627,592.

Fiscal year-end financial reporting information and disclosures are prepared before detailed participant data and full valuation results are available. Therefore, the funded position at December 31, 2011 was derived from a roll forward of the January 1, 2011 valuation results, adjusted for the year-end discount rate, changes in other key assumptions and asset values, as well as significant changes in plan provisions and participant population. The fiscal year-end December 31, 2012 financial reporting information will be developed based on the results of the January 1, 2012 valuation, projected to the end of 2012 and similarly adjusted for the year-end discount rate and asset values, as well as significant changes in plan provisions and participant population.

Change in Pension Cost

The pension cost increased in total from \$2,155,085 in fiscal 2011 to \$2,903,747 in fiscal 2012, as set forth below:

All monetary amounts shown in US Dollars

	Ameren SERP	Retirement Incentive Plan	CILCO BRP	Total
Prior year	1,844,671	14,344	296,070	2,155,085
Change due to:				
Expected based on prior valuation and contributions during prior year	(35,062)	(1,432)	3,013	(33,481)
Unexpected noninvestment experience	648,933	1,749	4,705	655,387
Unexpected investment experience	0	0	0	0
Assumption changes	107,960	(386)	19,182	126,756
Plan amendments	N/A	N/A	N/A	N/A
Method change	N/A	N/A	N/A	N/A
Current year	2,566,502	14,275	322,970	2,903,747

Pension costs shown above exclude amounts recognized for non-routine settlements, curtailments and termination benefits.

Basis for Valuation

Appendix A summarizes the assumptions and methods used in the valuation. Appendix B summarizes the principal provisions of the plans being valued.

Changes in Assumptions

Pension Cost:

The discount rate for benefit obligations was changed from 5.25% to 4.50%.

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Actuarial Certification

This valuation has been conducted in accordance with generally accepted actuarial principles and practices. However, please note the information discussed below regarding this valuation.

Reliances

In preparing the results presented in this report, we have relied upon information regarding plan provisions, participants, assets and sponsor elections provided by Ameren and other persons or organizations designated by Ameren. We have reviewed this information for overall reasonableness and consistency, but have neither audited nor independently verified this information. Based on discussions with and concurrence by the plan sponsor, assumptions or estimates may have been made if data were not available. We are not aware of any errors or omissions in the data that would have a significant effect on the results of our calculations. In addition, the results in this report are dependent on contributions reported for the prior plan year and maintenance of funding balance elections after the valuation date. We have relied on all the information provided as complete and accurate. The results presented in this report are directly dependent upon the accuracy and completeness of the underlying data and information. Any material inaccuracy in the data, assets, plan provisions or information regarding contributions or funding balance maintenance provided to us may have produced results that are not suitable for the purposes of this report and such inaccuracies, as corrected by Ameren, may produce materially different results that could require that a revised report be issued.

Assumptions and Methods Under ASC 715-30-35

The actuarial assumptions and methods employed in the development of the pension cost have been selected by the plan sponsor, with the concurrence of Towers Watson. ASC 715-30-35 requires that each significant assumption "individually represent the best estimate of a particular future event."

Accumulated other comprehensive (income)/loss amounts shown in the report are shown prior to adjustment for deferred taxes. Any deferred tax effects in AOCI should be determined in consultation with Ameren's tax advisors and auditors.

Nature of Actuarial Calculations

The results shown in this report have been developed based on actuarial assumptions that, to the extent evaluated or selected by Towers Watson, we consider reasonable and within the "best-estimate range" as described by the Actuarial Standards of Practice. Other actuarial assumptions could also be considered to be reasonable and within the best-estimate range. Thus, reasonable results differing from those presented in this report could have been developed by selecting different points within the best-estimate ranges for various assumptions.

The results shown in this report are estimates based on data that may be imperfect and on assumptions about future events which cannot be predicted with certainty. The effects of certain plan provisions may be approximated, or determined to be insignificant and therefore not valued.

Reasonable efforts were made in preparing this valuation to confirm that items that are significant in the context of the actuarial liabilities or costs are treated appropriately, and are not excluded or included inappropriately. The numbers shown in this report are not rounded, but this is for convenience only and should not imply precision, which is not a characteristic of actuarial calculations.

If overall future plan experience produces higher benefit payments or lower investment returns than assumed, the relative level of plan costs or contribution requirements reported in this valuation will likely increase in future valuations (and vice versa). Future actuarial measurements may differ significantly from the current measurements presented in this report due to many factors, including: plan experience differing from that anticipated by the economic or demographic assumptions; increases or decreases expected as part of the natural operation of the methodology used for the measurements (such as the end of an amortization period); and changes in plan provisions or applicable law. It is beyond the scope of this valuation to analyze the potential range of future pension contributions; we can do so upon request.

See Basis for Valuation in Section 1 above for a discussion of any material events that have occurred after the valuation date and not reflected in this valuation.

Limitations on Use

This report is provided subject to the terms set out herein and in our engagement letter dated December 8, 2008 and any accompanying or referenced terms and conditions.

The information contained in this report was prepared for the internal use of Ameren and its auditors in connection with our actuarial valuation of the pension plans as described in Purposes of Valuation above. It is not intended for and may not be used for other purposes, and we accept no responsibility or liability in this regard. Ameren may distribute this actuarial valuation report to the appropriate authorities who have the legal right to require Ameren to provide them this report, in which case Ameren will use best efforts to notify Towers Watson in advance of this distribution, and will include the non-reliance notice included at the end of this report. Further distribution to, or use by, other parties of all or part of this report is expressly prohibited without Towers Watson's prior written consent. In the absence of such consent and an express assumption of responsibility, no responsibility whatsoever is accepted by us for any consequences arising from any third party relying on this report or any advice relating to its contents. There are no intended third-party beneficiaries of this report or the work underlying it.

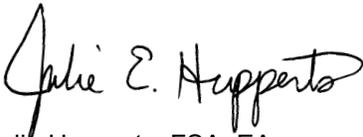
Professional Qualifications

The undersigned consulting actuaries are members of the Society of Actuaries and meet the "Qualification Standards for Actuaries Issuing Statements of Actuarial Opinion in the United States" relating to pension plans. Our objectivity is not impaired by any relationship between Ameren and our employer, Towers Watson Pennsylvania Inc.



Randall K. Lynn, FSA, EA

Senior Consultant



Julie Hupperts, FSA, EA

Consultant



Paul Weber

Consultant

Towers Watson Pennsylvania Inc.

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Section 2: Actuarial Exhibits

2.1 Pension Obligations and Funded Position Under U.S. GAAP (ASC 715)

All monetary amounts shown in US Dollars

Measurement Date	January 1, 2012	January 1, 2011
A Obligations:		
Accumulated Benefit Obligation (ABO):		
1 Active employees	10,363,285	7,667,220
2 Participants with deferred benefits	484,394	434,471
3 Participants receiving benefits	17,898,434	17,724,823
4 Total ABO	28,746,113	25,826,514
5 Future salary increases	3,881,479	2,344,020
6 Projected benefit obligation (PBO)	32,627,592	28,170,534
B Funded Position:		
1 Overfunded (underfunded) PBO	(32,627,592)	(28,170,534)
C Amounts in Accumulated Other Comprehensive Income:		
1 Prior service cost (credit)	(1,190,442)	(1,698,834)
2 Net actuarial loss (gain)	12,282,625	7,471,736
3 Total	11,092,183	5,772,902
D Key Assumptions:		
1 Discount rate	4.50%	5.25%
2 Rate of compensation increase	3.50%	3.50%
E Census Date	January 1, 2012	January 1, 2011

The results above may differ from the amounts disclosed in Ameren's 2011 financial statements because disclosures are prepared before the corresponding valuation results are available.

2.2 Pension Cost Under U.S. GAAP (ASC 715)

All monetary amounts shown in US Dollars

Fiscal Year Ending	December 31, 2012	December 31, 2011
A Pension Cost:		
1 Service cost	753,618	477,909
2 Interest cost	1,430,259	1,432,132
3 Expected return on assets	0	0
4 Net prior service cost/(credit) amortization	(508,392)	(508,392)
5 Net loss/(gain) amortization	1,228,262	753,436
6 Net periodic pension cost/(income)	2,903,747	2,155,085
7 Curtailments	N/A	N/A
8 Settlements	N/A	N/A
9 Other adjustments	N/A	N/A
10 Total pension cost	2,903,747	2,155,805
B Key Assumptions¹:		
1 Discount rate	4.50%	5.25%
2 Rate of compensation increase	3.50%	3.50%
C Census Date		
	January 1, 2012	January 1, 2011

¹ These assumptions were used to calculate Net Periodic Pension Cost/(Income) as of the beginning of the year. For other assumptions used, as well as assumptions used for interim remeasurements, if any, refer to Appendix A.

Section 3: Actuarial Exhibits by Plan

3.1 Pension Obligations and Funded Position Under U.S. GAAP (ASC 715)

All monetary amounts shown in US Dollars

Measurement Date: January 1, 2012	Ameren SERP	Retirement Incentive Plan	CILCO BRP	Total
A Obligations:				
Accumulated Benefit Obligation (ABO):				
1 Active employees	10,363,285	0	0	10,363,285
2 Participants with deferred benefits	14,178	0	470,216	484,394
3 Participants receiving benefits	11,484,304	236,223	6,177,907	17,898,434
4 Total ABO	21,861,767	236,223	6,648,123	28,746,113
5 Future salary increases	3,881,479	0	0	3,881,479
6 Projected benefit obligation (PBO)	25,743,246	236,223	6,648,123	32,627,592
B Funded Position:				
1 Overfunded (underfunded) PBO	(25,743,246)	(236,223)	(6,648,123)	(32,627,592)
C Amounts in Accumulated Other Comprehensive Income:				
1 Prior service cost (credit)	(1,190,442)	0	0	(1,190,442)
2 Net actuarial loss (gain)	11,893,947	43,991	283,013	12,220,951
3 Total	10,703,505	43,991	283,013	11,030,509
D Key Assumptions:				
1 Discount rate	4.50%	4.50%	4.50%	4.50%
2 Rate of compensation increase	3.50%	3.50%	3.50%	3.50%
E Census Date	January 1, 2012	January 1, 2012	January 1, 2012	January 1, 2012

3.2 Pension Cost Under U.S. GAAP (ASC 715)

Fiscal Year Ending: December 31, 2012	Ameren SERP	Retirement Incentive Plan	CILCO BRP	Total
A Pension Cost:				
1 Service cost	753,618	0	0	753,618
2 Interest cost	1,131,160	9,876	289,223	1,430,259
3 Expected return on assets	0	0	0	0
4 Net prior service cost/(credit) amortization	(508,392)	0	0	(508,392)
5 Net loss/(gain) amortization	1,190,116	4,399	33,747	1,228,262
6 Net periodic pension cost /(income)	2,566,502	14,275	322,970	2,903,747
7 Curtailments	N/A	N/A	N/A	N/A
8 Settlements	N/A	N/A	N/A	N/A
9 Other adjustments	N/A	N/A	N/A	N/A
10 Total pension cost	2,566,502	14,275	322,970	2,903,747
B Key Assumptions¹:				
1 Discount rate	4.50%	4.50%	4.50%	4.50%
2 Rate of compensation increase	3.50%	3.50%	3.50%	3.50%
C Census date				
	January 1, 2012	January 1, 2012	January 1, 2012	January 1, 2012

¹ These assumptions were used to calculate Net Periodic Pension Cost/(Income) as of the beginning of the year. For other assumptions used, as well as assumptions used for interim remeasurements, if any, refer to Appendix A.

Section 4: Participant Data by Plan

Summary of Plan Participants by Plan

All monetary amounts shown in US Dollars

Census Date: January 1, 2012	Ameren SERP	Retirement Incentive Plan	CILCO BRP	Total
A Active Employees:				
1 Number	172	0	0	172
2 Average age	52.2	N/A	N/A	52.2
3 Average credited service	23.6	N/A	N/A	23.6
B Participants with Deferred Benefits:				
1 Number	3	0	9	12
2 Average age	63.8	N/A	57.1	58.8
3 Total annual pension	1,272	N/A	50,256	51,528
4 Average annual pension	424	N/A	5,584	4,294
C Participants Receiving Benefits:				
1 Number	117	7	33	157
2 Average Age	77.6	85.1	74.0	77.2
3 Total annual pension	1,729,422	34,541	447,536	2,211,499
4 Average annual pension	14,781	4,934	13,562	14,086

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Appendix A: Statement of Actuarial Assumptions and Methods

Assumptions and Methods for Nonqualified Pension Cost Purposes

Actuarial Assumptions and Methods — Pension Cost

Economic Assumptions

Discount rate	4.50%
Annual rates of increase:	
▶ Compensation	3.50%
▶ Credit rate for cash balance accounts	5.00%
▶ Weighted average	3.50%
▶ Social Security wage base	3.25%
▶ Statutory limits on compensation and benefits	3.00%

The return on assets shown above is net of investment expenses. Administrative expenses are accounted for as an addition to Service Cost, as described below.

Demographic Assumptions

Inclusion date	The valuation date coincident with or next following the date on which the employee becomes a participant.
New or rehired employees	It was assumed there will be no new or rehired employees.
Mortality:	
▶ Healthy	Separate rates for non-annuitants (based on RP-2000 “Employees” table without collar or amount adjustments, with generational projection) and annuitants (based on RP-2000 “Healthy Annuitants” table without collar or amount adjustments, with generational projection.)
▶ Disabled	Separate rates for non-annuitants (based on RP-2000 “Employees” table without collar or amount adjustments, with generational projection) and annuitants (based on RP-2000 “Healthy Annuitants” table without collar or amount adjustments, with generational projection.)

Termination

Rates varying by age:

Percentage leaving during the year

Attained Age	Percentage
20	8.00%
25	6.00%
30	4.00%
35	2.80%
40	2.00%
45	1.60%
50	1.20%
55	0.00%

Disability

None.

Retirement

Rates varying by age, average age 61.

For purposes of determining the Funding Target and Target Normal Cost (both disregarding at-risk assumptions), the rates at which participants retire by age are shown below:

Percentage retiring during the year

Age	Percentage
55	12.0%
56	8.0%
57	8.0%
58	8.0%
59	10.0%
60	15.0%
61	15.0%
62	35.0%
63	30.0%
64	30.0%
65	40.0%
66	30.0%
67	30.0%
68	30.0%
69	30.0%
70	100.0%

Benefit commencement date:

- ▶ Preretirement death benefit The later of the death of the active participant or the date the participant would have attained age 65.
- ▶ Deferred vested benefit The later of age 65 or termination of employment.
- ▶ Disability benefit Upon disablement.
- ▶ Retirement benefit Upon termination of employment.

Form of payment:

▶ Ameren SERP

80% lump sum, 20% life annuity.

Percent married

85% of males; 65% of females. Used to value pre-retirement surviving spouse benefits and in determining the optional forms expected to be elected at commencement.

Spouse age

Wife three years younger than husband.

Covered pay:

▶ Ameren SERP

Prior year W-2 pay increased with salary scale.

Administrative expense

None.

Timing of benefit payments

Annuity payments are payable monthly at the beginning of the month and lump sum payments are payable on date of decrement.

Methods

Service cost and projected benefit obligation

Projected unit credit.

Amortization of unamortized amounts:

▶ Past service cost (credit)

Increase or decrease in PBO resulting from a plan amendment is amortized on a straight-line basis over the average expected remaining service of active participants expected to benefit under the plan. Reduction in PBO first reduces any unrecognized prior service cost; any remaining amount is amortized on a straight-line basis as described above.

▶ Net loss (gain)

Net loss (gain) is amortized on a straight-line basis over 10 years.

Benefits not valued

All benefits described in the Plan Provisions section of this report were valued.

Changes in assumptions and methods since prior valuation

The discount rate for benefit obligations was changed from 5.25% to 4.50%.

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Appendix B: Summary of Plan Provisions

Ameren SERP

The plan provisions for the Ameren SERP are generally the same as those for the Ameren Cash Balance Plan. The exceptions are described below. In addition, Robert Jackson and Gary Rainwater have special provisions and are also included in this plan.

Definitions:

- ▶ Compensation Compensation as defined in the Cash Balance Plan provisions plus any deferred compensation and any pay in excess of the IRC 401(a)(17) limit on compensation.
- ▶ Cash Balance Account The notional account maintained on behalf of a participant that represents the difference of:
 - (i) calculating an account balance using compensation as defined above, and (ii) calculating an account balance using compensation as defined in the Cash Balance Plan provisions.

Changes in benefits valued since prior year:

There have been no changes in plan provisions since the prior year.

AmerenUE Retirement Incentive Plan

Definitions:

- ▶ Effective Date July 1, 1988
- ▶ Covered Employees Employees of Union Electric Company who retired between July 1, 1988 and October 1, 1988.

AmerenCILCO BRP Plan

Definitions:

- ▶ Effective Date January 1, 1991
- ▶ Covered Employees Selected participants of the CILCO MOT plan designated by the Board of Directors.

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Appendix C: Non-Reliance Notice

NOTICE

By accepting a copy of this Report the Recipient agrees that it has read and understands the following:

- 1) Towers Watson Pennsylvania Inc. (“Towers Watson”) has been engaged by and is responsible exclusively to its client, Ameren, with respect to all matters relating to this Report. There are no third-party beneficiaries of this Report or the work underlying it.
- 2) Recipient is responsible for its own due diligence with respect to all matters relating to this Report.

Recipient is **DEEMED TO HAVE AGREED** to the following conditions by receiving, downloading, printing or otherwise having possession of this Report:

- Recipient acknowledges that Towers Watson’s consulting staff is available, with Ameren’s prior consent and at Ameren’s expense, to answer any questions concerning this Report; and
- Recipient agrees that by accepting this Report (including any information related to the Report that may be subsequently provided to Recipient), Recipient will place no reliance on this Report or on information contained therein, or related thereto, that would result in the creation of any duty or liability by Towers Watson to Recipient.