AMEREN CORP
Form 10-K
March 03, 2014
Table of Contents

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
FORM 10-K

(X) Annual report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 for the fiscal year ended December 31, 2013.

OR

( ) Transition report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 for the transition period from to .

Commission File Number	Exact name of registrant as specified in its charter; State of Incorporation; Address and Telephone Number	IRS Employer Identification No.
1-14756	Ameren Corporation (Missouri Corporation) 1901 Chouteau Avenue St. Louis, Missouri 63103 (314) 621-3222	43-1723446
1-2967	Union Electric Company (Missouri Corporation) 1901 Chouteau Avenue St. Louis, Missouri 63103 (314) 621-3222	43-0559760
1-3672	Ameren Illinois Company (Illinois Corporation) 6 Executive Drive Collinsville, Illinois 62234 (618) 343-8150	37-0211380

Securities Registered Pursuant to Section 12(b) of the Act:
The following security is registered pursuant to Section 12(b) of the Securities Exchange Act of 1934 and is listed on the New York Stock Exchange:

Registrant	Title of each class
Ameren Corporation	Common Stock, $0.01 par value per share

Securities Registered Pursuant to Section 12(g) of the Act:

Registrant	Title of each class
Union Electric Company	Preferred Stock, cumulative, no par value, stated value $100 per share
Ameren Illinois Company	Preferred Stock, cumulative, $100 par value per share Depositary Shares, each representing one-fourth of a share of 6.625% Preferred Stock, cumulative, $100 par value per share

Indicate by checkmark if each registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.

Ameren Corporation	Yes	(X)	No	( )
Union Electric Company	Yes	( )	No	(X)
Ameren Illinois Company	Yes	( )	No	(X)

Indicate by checkmark if each registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act.

Ameren Corporation	Yes	( )	No	(X)
Union Electric Company	Yes	( )	No	(X)
Ameren Illinois Company	Yes	( )	No	(X)

Indicate by checkmark whether the registrants: (1) have filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) have been subject to such filing requirements for the past 90 days.

Ameren Corporation	Yes	(X)	No	( )
Union Electric Company	Yes	(X)	No	( )
Ameren Illinois Company	Yes	(X)	No	( )

Indicate by checkmark whether each registrant has submitted electronically and posted on its corporate website, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).

Ameren Corporation	Yes	(X)	No	( )
Union Electric Company	Yes	(X)	No	( )
Ameren Illinois Company	Yes	(X)	No	( )

Indicate by checkmark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (§ 229.405 of this chapter) is not contained herein, and will not be contained, to the best of each registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

Ameren Corporation	(X)
Union Electric Company	(X)
Ameren Illinois Company	(X)

Indicate by checkmark whether each registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company. See definitions of "large accelerated filer," "accelerated filer," and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

	Large Accelerated Filer	Accelerated Filer	Non-accelerated Filer	Smaller Reporting Company
Ameren Corporation	(X)	( )	( )	( )
Union Electric Company	( )	( )	(X)	( )
Ameren Illinois Company	( )	( )	(X)	( )

Indicate by checkmark whether each registrant is a shell company (as defined in Rule 12b-2 of the Act).

Ameren Corporation	Yes	( )	No	(X)
Union Electric Company	Yes	( )	No	(X)
Ameren Illinois Company	Yes	( )	No	(X)

As of June 28, 2013, Ameren Corporation had 242,634,671 shares of its $0.01 par value common stock outstanding. The aggregate market value of these shares of common stock (based upon the closing price of the common stock on the New York Stock Exchange on June 28, 2013) held by nonaffiliates was $8,356,338,069. The shares of common stock of the other registrants were held by Ameren Corporation as of June 28, 2013.

The number of shares outstanding of each registrant's classes of common stock as of January 31, 2014, was as follows:

Ameren Corporation	Common stock, $0.01 par value per share: 242,634,671
Union Electric Company	Common stock, $5 par value per share, held by Ameren

	Corporation (parent company of the registrant): 102,123,834
Ameren Illinois Company	Common stock, no par value, held by Ameren Corporation (parent company of the registrant): 25,452,373

DOCUMENTS INCORPORATED BY REFERENCE

Portions of the definitive proxy statement of Ameren Corporation and portions of the definitive information statements of Union Electric Company and Ameren Illinois Company for the 2014 annual meetings of shareholders are incorporated by reference into Part III of this Form 10-K.

This combined Form 10-K is separately filed by Ameren Corporation, Union Electric Company, and Ameren Illinois Company. Each registrant hereto is filing on its own behalf all of the information contained in this annual report that relates to such registrant. Each registrant hereto is not filing any information that does not relate to such registrant, and therefore makes no representation as to any such information.

Table of Contents

TABLE OF CONTENTS

		Page
GLOSSARY OF TERMS AND ABBREVIATIONS		1
Forward-looking Statements		3
PART I		
Item 1.	Business	4
	General	4
	Business Segments	5
	Rates and Regulation	5
	Transmission and Supply of Electric Power	9
	Power Generation	10
	Natural Gas Supply for Distribution	13
	Industry Issues	13
	Operating Statistics	14
	Available Information	16
Item 1A.	Risk Factors	16
Item 1B.	Unresolved Staff Comments	23
Item 2.	Properties	24
Item 3.	Legal Proceedings	25
Item 4.	Mine Safety Disclosures	25
Executive Officers of the Registrants (Item 401(b) of Regulation S-K)		25
PART II		
Item 5.	Market for Registrants’ Common Equity, Related Stockholder Matters, and Issuer Purchases of Equity Securities	28
Item 6.	Selected Financial Data	30
Item 7.	Management’s Discussion and Analysis of Financial Condition and Results of Operations	31
	Overview	31
	Results of Operations	32
	Liquidity and Capital Resources	47
	Outlook	60
	Regulatory Matters	62
	Accounting Matters	63
	Effects of Inflation and Changing Prices	65
Item 7A.	Quantitative and Qualitative Disclosures About Market Risk	66
Item 8.	Financial Statements and Supplementary Data	69
	Selected Quarterly Information	155
Item 9.	Changes in and Disagreements with Accountants on Accounting and Financial Disclosure	155
Item 9A.	Controls and Procedures	156
Item 9B.	Other Information	156
PART III		
Item 10.	Directors, Executive Officers, and Corporate Governance	156
Item 11.	Executive Compensation	157
Item 12.	Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters	157
Item 13.	Certain Relationships and Related Transactions and Director Independence	158
Item 14.	Principal Accounting Fees and Services	158

PART IV		
Item 15.	Exhibits and Financial Statement Schedules	159
SIGNATURES		165
EXHIBIT INDEX		169

This report contains “forward-looking” statements within the meaning of Section 21E of the Securities Exchange Act of 1934, as amended. Forward-looking statements should be read with the cautionary statements and important factors under the heading “Forward-looking Statements.” Forward-looking statements are all statements other than statements of historical fact, including those statements that are identified by the use of the words “anticipates,” “estimates,” “expects,” “intends,” “plans,” “predicts,” “projects,” and similar expressions.

Table of Contents

GLOSSARY OF TERMS AND ABBREVIATIONS

We use the words “our,” “we” or “us” with respect to certain information that relates to Ameren, Ameren Missouri, and Ameren Illinois, collectively. When appropriate, subsidiaries of Ameren Corporation are named specifically as their various business activities are discussed.

2010 Illinois Credit Agreement - Ameren’s and Ameren Illinois’ $800 million multiyear senior unsecured credit agreement, which was terminated on November 14, 2012.

2010 Missouri Credit Agreement - Ameren’s and Ameren Missouri’s $800 million multiyear senior unsecured credit agreement, which was terminated on November 14, 2012.

2012 Credit Agreements - The 2012 Illinois Credit Agreement and the 2012 Missouri Credit Agreement, collectively.

2012 Illinois Credit Agreement - Ameren's and Ameren Illinois' $1.1 billion multiyear senior unsecured credit agreement, which expires on November 14, 2017.

2012 Missouri Credit Agreement - Ameren's and Ameren Missouri's $1 billion multiyear senior unsecured credit agreement, which expires on November 14, 2017.

AER - Ameren Energy Resources Company, LLC, an Ameren Corporation subsidiary that consisted of non-rate-regulated operations. On December 2, 2013, AER contributed substantially all of its assets and liabilities, including its ownership interests in Genco, AERG, and Marketing Company, to New AER. Medina Valley was distributed from AER to Ameren on March 14, 2013.

AERG - Ameren Energy Resources Generating Company, a former AER subsidiary that operated a merchant electric generation business in Illinois. On December 2, 2013, AERG was included in the divestiture of New AER to IPH. After the divestiture of New AER was completed, AERG became Illinois Power Resources Generating, LLC.

Ameren - Ameren Corporation and its subsidiaries on a consolidated basis. In references to financing activities, acquisition activities, or liquidity arrangements, Ameren is defined as Ameren Corporation, the parent.

Ameren Companies - Ameren Corporation, Ameren Missouri, and Ameren Illinois, collectively, which are individual registrants within the Ameren consolidated group.

Ameren Illinois or AIC - Ameren Illinois Company, an Ameren Corporation subsidiary that operates a rate-regulated electric and natural gas transmission and distribution business in Illinois, doing business as Ameren Illinois. Ameren Illinois is also defined as a financial reporting segment.

Ameren Illinois Merger - On October 1, 2010, CILCO and IP merged with and into CIPS, with the surviving corporation renamed Ameren Illinois Company.

Ameren Missouri or AMO - Union Electric Company, an Ameren Corporation subsidiary that operates a rate-regulated electric generation, transmission and distribution business, and a rate-regulated natural gas transmission and distribution business in Missouri, doing business as Ameren Missouri. Ameren Missouri is also defined as a financial reporting segment.

Ameren Services - Ameren Services Company, an Ameren Corporation subsidiary that provides support services to Ameren and its subsidiaries.

AMIL - The MISO balancing authority area operated by Ameren, which includes the load of Ameren Illinois and ATXI.

AMMO - The MISO balancing authority area operated by Ameren, which includes the load and energy centers of Ameren

Missouri.

ARO - Asset retirement obligations.

ATXI - Ameren Transmission Company of Illinois, an Ameren Corporation subsidiary that is engaged in the construction and operation of electric transmission assets.

Baseload - The minimum amount of electric power delivered or required over a given period of time at a steady rate.

Btu - British thermal unit, a standard unit for measuring the quantity of heat energy required to raise the temperature of one pound of water by one degree Fahrenheit.

CAIR - Clean Air Interstate Rule.

Capacity factor - A percentage measure that indicates how much of an energy center's capacity was used during a specific period.
CCR - Coal combustion residuals.
CILCO - Central Illinois Light Company, a former Ameren Corporation subsidiary that operated a rate-regulated electric transmission and distribution business, and a rate-regulated natural gas transmission and distribution business, all in Illinois, before the Ameren Illinois Merger.
CILCORP - CILCORP Inc., a former Ameren Corporation subsidiary that operated as a holding company for CILCO and its merchant generation subsidiary. On March 4, 2010, CILCORP merged with and into Ameren.
CIPS - Central Illinois Public Service Company, an Ameren Corporation subsidiary, renamed Ameren Illinois Company at the effective date of the Ameren Illinois Merger, which operates a rate-regulated electric and natural gas transmission and distribution business, all in Illinois.
CO_2 - Carbon dioxide.
COL - Nuclear energy center combined construction and operating license.
Cole County Circuit Court - Circuit Court of Cole County, Missouri.
Cooling degree-days - The summation of positive differences between the mean daily temperature and a 65-degree Fahrenheit base. This statistic is useful as an indicator of electricity demand by residential and commercial customers for summer cooling.
CSAPR - Cross-State Air Pollution Rule.
CT - Combustion turbine electric energy center used primarily for peaking capacity.
DOE - Department of Energy, a United States government agency.
DRPlus - Ameren Corporation’s dividend reinvestment and direct stock purchase plan.
Dekatherm - One million Btus of natural gas.
Dynegy - Dynegy Inc.
EEI - Electric Energy, Inc., an 80%-owned Genco subsidiary that operates merchant electric generation energy centers and FERC-regulated transmission facilities in Illinois. On December 2, 2013, Genco's ownership interest in EEI was included in the divestiture of New AER to IPH.
Entergy - Entergy Arkansas, Inc.
EPA - Environmental Protection Agency, a United States

Table of Contents

government agency.
Equivalent availability factor - A measure that indicates the percentage of time an energy center was available for service during a period.
ERISA - Employee Retirement Income Security Act of 1974, as amended.
Exchange Act - Securities Exchange Act of 1934, as amended.
FAC - Fuel adjustment clause, a fuel and purchased power cost recovery mechanism that allows Ameren Missouri to recover, through customer rates, 95% of changes in net energy costs greater or less than the amount set in base rates without a traditional rate proceeding, subject to MoPSC prudence reviews. Net energy cost includes fuel (coal, coal transportation, natural gas for generation, and nuclear), certain fuel additives, emission allowances, purchased power costs, transmission costs and revenues, and MISO costs and revenues, net of off-system sales revenues.
FASB - Financial Accounting Standards Board, a rulemaking organization that establishes financial accounting and reporting standards in the United States.
FERC - Federal Energy Regulatory Commission, a United States government agency.
Fitch - Fitch Ratings, a credit rating agency.
FTRs - Financial transmission rights, financial instruments that specify whether the holder shall pay or receive compensation for certain congestion-related transmission charges between two designated points.
GAAP - Generally accepted accounting principles in the United States of America.
Genco - Ameren Energy Generating Company, a former AER subsidiary that operated a merchant electric generation business in Illinois and holds an 80% ownership interest in EEI. On December 2, 2013, Genco was included in the divestiture of New AER to IPH. After the New AER divestiture was completed, Genco became Illinois Power Generating Company.
Heating degree-days - The summation of negative differences between the mean daily temperature and a 65-degree Fahrenheit base. This statistic is useful as an indicator of demand for electricity and natural gas for winter space heating by residential and commercial customers.
IBEW - International Brotherhood of Electrical Workers, a labor union.
ICC - Illinois Commerce Commission, a state agency that regulates Illinois utility businesses, including Ameren Illinois and ATXI.
IEIMA - Illinois Energy Infrastructure Modernization Act, an Illinois law that established a performance-based formula process for determining electric delivery service rates. By its election to participate in this regulatory framework, Ameren Illinois is required to make incremental capital expenditures to modernize its electric distribution system, meet performance standards, and create jobs in Illinois, among other things.
IP - Illinois Power Company, a former Ameren Corporation subsidiary that operated a rate-regulated electric and natural gas transmission and distribution business, all in Illinois, before the Ameren Illinois Merger.
IPA - Illinois Power Agency, a state government agency that has broad authority to assist in the procurement of electric power for residential and small commercial customers.

IPH - Illinois Power Holdings, LLC, an indirect wholly owned subsidiary of Dynegy.
IRS - Internal Revenue Service, a United States government agency.
ISRS - Infrastructure system replacement surcharge, which is a cost recovery mechanism that allows Ameren Missouri to recover natural gas infrastructure replacement costs from utility customers without a traditional rate proceeding.
IUOE - International Union of Operating Engineers, a labor union.
Kilowatthour - A measure of electricity consumption equivalent to the use of 1,000 watts of power over one hour.
LIUNA - Laborers’ International Union of North America, a labor union.
Marketing Company - Ameren Energy Marketing Company, a former AER subsidiary that marketed power for Genco, AERG, and EEI. Marketing Company was included in the divestiture of New AER to IPH on December 2, 2013. After the divestiture of New AER was completed, Marketing Company became Illinois Power Marketing Company.
MATS - Mercury and Air Toxics Standards.

Medina Valley - AmerenEnergy Medina Valley Cogen, LLC, an Ameren Corporation subsidiary. Previously, this company owned a 40-megawatt natural gas-fired electric energy center that was sold in February 2012. This company was distributed from AER to Ameren on March 14, 2013.
MEEIA - Missouri Energy Efficiency Investment Act, a Missouri law that allows electric utilities to recover costs related to MoPSC-approved energy efficiency programs.
Megawatthour or MWh - One thousand kilowatthours.
Merchant Generation - A financial reporting segment that prior to the divestiture of New AER to IPH on December 2, 2013, consisted primarily of the operations of AER, including Genco, AERG, Marketing Company and, through March 13, 2013, Medina Valley.
MGP - Manufactured gas plant.
MIEC - Missouri Industrial Energy Consumers.
MISO - Midcontinent Independent System Operator, Inc., an RTO.
Missouri Environmental Authority - Environmental Improvement and Energy Resources Authority of the state of Missouri, a governmental body authorized to finance environmental projects by issuing tax-exempt bonds and notes.
Mmbtu - One million Btus.
Money pool - Borrowing agreements among Ameren and its subsidiaries to coordinate and provide for certain short-term cash and working capital requirements.
Moody's - Moody's Investors Service Inc., a credit rating agency.
MoOPC - Missouri Office of Public Counsel.
MoPSC - Missouri Public Service Commission, a state agency that regulates Missouri utility businesses, including Ameren Missouri.
MPS - Multi-Pollutant Standard, a compliance alternative under Illinois law covering reductions in emissions of SO_2, NO_x, and mercury, which Genco, EEI, and AERG elected in 2006.
MTM - Mark-to-market.
MW - Megawatt.
Native load - End-use retail customers whom we are obligated to serve by statute, franchise, contract, or other regulatory requirement.

Table of Contents

NERC - North American Electric Reliability Corporation.
New AER - New Ameren Energy Resources Generating Company, LLC, a limited liability company formed as a direct wholly owned subsidiary of AER. New AER, acquired by IPH on December 2, 2013, included substantially all of the assets and liabilities of AER, except for certain assets and liabilities retained by Ameren. After Ameren's divestiture of New AER to IPH was completed, this entity became Illinois Power Resources, LLC.
NO_2 - Nitrogen dioxide.
NO_x - Nitrogen oxides.
Noranda - Noranda Aluminum, Inc.
NPNS - Normal purchases and normal sales.
NRC - Nuclear Regulatory Commission, a United States government agency.
NSPS - New Source Performance Standards, a provision under the Clean Air Act.
NSR - New Source Review provisions of the Clean Air Act, which include Nonattainment New Source Review and Prevention of Significant Deterioration regulations.
NWPA - Nuclear Waste Policy Act of 1982, as amended.
NYMEX - New York Mercantile Exchange.
NYSE - New York Stock Exchange, Inc.
OATT - Open Access Transmission Tariff.
OCI - Other comprehensive income (loss) as defined by GAAP.
Off-system sales revenues - Revenues from other than native load sales, including wholesale sales beginning with the July 31, 2011 effective date of the MoPSC’s 2011 electric rate order.
OTC - Over-the-counter.
PGA - Purchased Gas Adjustment tariffs, which permit prudently incurred natural gas costs to be recovered directly from utility customers without a traditional rate proceeding.
PJM - PJM Interconnection LLC.
PUHCA 2005 - The Public Utility Holding Company Act of 2005.
Rate base - The net value of property on which a public utility is permitted to earn an allowed rate of return.
Regulatory lag - The effect of adjustments to retail electric and natural gas rates being based on historic cost and sales volume levels. Rate increase requests, in traditional rate case proceedings, can take up to 11 months to be acted upon by the MoPSC and the ICC. As a result, revenue increases authorized by regulators will lag behind changing costs and sales volume levels when based on historical periods.
Revenue requirement - The cost of providing utility service to customers, which is calculated as the sum of a utility's recoverable operating and maintenance expenses, depreciation and amortization expense, taxes, and an allowed return on investment.
RFP - Request for proposal.
Rockland Capital - Rockland Capital, LLC together with the special purpose entity affiliated with and formed by Rockland Capital, LLC that acquired the Elgin, Gibson City, and Grand Tower gas-fired energy centers.
RTO - Regional transmission organization.
S&P - Standard & Poor’s Ratings Services, a credit rating agency.
SEC - Securities and Exchange Commission, a United States government agency.
SERC - SERC Reliability Corporation, one of the regional electric reliability councils organized for coordinating the planning and

operation of the nation’s bulk power supply.
SO_2 - Sulfur dioxide.
Stoddard County Circuit Court - Circuit Court of Stoddard County, Missouri.
UA - United Association of Plumbers and Pipefitters, a labor union.
Westinghouse - Westinghouse Electric Company.

FORWARD-LOOKING STATEMENTS

Statements in this report not based on historical facts are considered “forward-looking” and, accordingly, involve risks and uncertainties that could cause actual results to differ materially from those discussed. Although such forward-looking statements have been made in good faith and are based on reasonable assumptions, there is no assurance that the expected results will be achieved. These statements include (without limitation) statements as to future expectations, beliefs, plans, strategies, objectives, events, conditions, and financial performance. In connection with the “safe harbor” provisions of the Private Securities Litigation Reform Act of 1995, we are providing this cautionary statement to identify important factors that could cause actual results to differ materially from those anticipated. The following factors, in addition to those discussed under Risk Factors and elsewhere in this report and in our other filings with the SEC, could cause actual results to differ materially from management expectations suggested in such forward-looking statements:

- regulatory, judicial, or legislative actions, including changes in regulatory policies and ratemaking determinations, such as the complaint cases filed by Noranda and 37 residential customers with the MoPSC in February 2014; the outcome of Ameren Illinois' appeal of the ICC's electric rate order issued in December 2013; Ameren Illinois' request for rehearing of a July 2012 FERC order regarding the inclusion of acquisition premiums in its transmission rates; and future regulatory, judicial, or legislative actions that seek to change regulatory recovery mechanisms;
- the effect of Ameren Illinois participating in a performance-based formula ratemaking process under the IEIMA, including the direct relationship between Ameren Illinois' return on common equity and the 30-year United States Treasury bond yields, the related financial commitments required by the IEIMA, and the resulting uncertain impact on the financial condition, results of operations, and liquidity of Ameren Illinois;
- the effects of Ameren Illinois' expected participation, beginning in 2015, in the regulatory framework provided by the state of Illinois' Natural Gas Consumer, Safety and Reliability Act, which allows for the use of a rider to recover costs of certain natural gas infrastructure investments made between rate cases;
- the effects of, or changes to, the Illinois power procurement process;
- the effects of increased competition in the future due to,

Table of Contents

among other things, deregulation of certain aspects of our business at either the state or federal levels and the implementation of deregulation;
- changes in laws and other governmental actions, including monetary, fiscal, and tax policies;
- the effects on demand for our services resulting from technological advances, including advances in energy efficiency and distributed generation sources, which generate electricity at the site of consumption;
- increasing capital expenditure and operating expense requirements and our ability to timely recover these costs;
- the cost and availability of fuel such as coal, natural gas, and enriched uranium used to produce electricity; the cost and availability of purchased power and natural gas for distribution; and the level and volatility of future market prices for such commodities, including our ability to recover the costs for such commodities;
- the effectiveness of our risk management strategies and the use of financial and derivative instruments;
- business and economic conditions, including their impact on interest rates, bad debt expense, and demand for our products;
- disruptions of the capital markets, deterioration in credit metrics of the Ameren Companies, or other events that may make the Ameren Companies' access to necessary capital, including short-term credit and liquidity, impossible, more difficult, or more costly;
- our assessment of our liquidity;
- the impact of the adoption of new accounting guidance and the application of appropriate technical accounting rules and guidance;
- actions of credit rating agencies and the effects of such actions;
- the impact of weather conditions and other natural phenomena on us and our customers;
- the impact of system outages;
- generation, transmission, and distribution asset construction, installation, performance, and cost recovery;
- the effects of our increasing investment in electric transmission projects and uncertainty as to whether we will achieve our expected returns in a timely fashion, if at all;
- the extent to which Ameren Missouri prevails in its claims

against insurers in connection with its Taum Sauk pumped-storage hydroelectric energy center incident;
- the extent to which Ameren Missouri is permitted by its regulators to recover in rates the investments it made in connection with additional nuclear generation at its Callaway energy center;
- operation of Ameren Missouri's Callaway energy center, including planned and unplanned outages, and decommissioning costs;
- the effects of strategic initiatives, including mergers, acquisitions and divestitures, and any related tax implications;
- the impact of current environmental regulations on utilities and power generating companies and new, more stringent or changing requirements, including those related to greenhouse gases, other emissions and discharges, cooling water intake structures, CCR, and energy efficiency, that are enacted over time and that could limit or terminate the operation of certain of our energy centers, increase our costs, result in an impairment of our assets, result in sales of our assets, reduce our customers' demand for electricity or natural gas, or otherwise have a negative financial effect;
- the impact of complying with renewable energy portfolio requirements in Missouri;
- labor disputes, workforce reductions, future wage and employee benefits costs, including changes in discount rates and returns on benefit plan assets;
- the inability of our counterparties to meet their obligations with respect to contracts, credit agreements, and financial instruments;
- the cost and availability of transmission capacity for the energy generated by Ameren's and Ameren Missouri's energy centers or required to satisfy energy sales made by Ameren or Ameren Missouri;
- the inability of Dynegy and IPH to satisfy their indemnity and other obligations to Ameren in connection with the divestiture of New AER to IPH;
- legal and administrative proceedings; and
- acts of sabotage, war, terrorism, cyber attacks or intentionally disruptive acts.

Given these uncertainties, undue reliance should not be placed on these forward-looking statements. Except to the extent required by the federal securities laws, we undertake no obligation to update or revise publicly any forward-looking statements to reflect new information or future events.

PART I

ITEM 1. BUSINESS

GENERAL

Ameren, headquartered in St. Louis, Missouri, is a public utility holding company under PUHCA 2005, administered by FERC. Ameren was formed in 1997 by the merger of Ameren Missouri and CIPSCO Inc. Ameren acquired CILCORP in 2003

and IP in 2004. Ameren’s primary assets are its equity interests in its subsidiaries, including Ameren Missouri and Ameren Illinois. Ameren’s subsidiaries are separate, independent legal entities with separate businesses, assets, and liabilities. Dividends on Ameren’s common stock and the payment of other expenses by Ameren depend on distributions made to it by its subsidiaries.

Table of Contents

Below is a summary description of Ameren Missouri and Ameren Illinois. A more detailed description can be found in Note 1 – Summary of Significant Accounting Policies under Part II, Item 8, of this report.

- Ameren Missouri operates a rate-regulated electric generation, transmission, and distribution business, and a rate-regulated natural gas transmission and distribution business in Missouri.
- Ameren Illinois operates a rate-regulated electric and natural gas transmission and distribution business in Illinois.

Ameren has various other subsidiaries responsible for activities such as the provision of shared services. Ameren also has a subsidiary, ATXI, that operates a FERC rate-regulated electric transmission business and is developing the Illinois Rivers project. The Illinois Rivers project is a MISO-approved project to build a 345-kilovolt line from western Indiana across the state of Illinois to eastern Missouri at an estimated cost of $1.1 billion.

On March 14, 2013, Ameren entered into a transaction agreement to divest New AER to IPH. On December 2, 2013, Ameren completed the divestiture of New AER to IPH. On January 31, 2014, Medina Valley completed its sale of the Elgin, Gibson City, and Grand Tower gas-fired energy centers to Rockland Capital. See Note 16 – Divestiture Transactions and Discontinued Operations under Part II, Item 8, of this report for additional information.

As a result of the transaction agreement with IPH and Ameren’s plan to sell its Elgin, Gibson City, and Grand Tower gas-fired energy centers, Ameren determined that New AER and the gas-fired energy centers qualified for discontinued operations presentation beginning March 14, 2013. In addition, as of December 2, 2013, Ameren abandoned the Meredosia and Hutsonville energy centers upon the completion of the divestiture of New AER to IPH. Ameren is prohibited from operating these energy centers through December 31, 2020, as a provision of the Illinois Pollution Control Board's November 2013 order granting IPH a variance of the MPS. As a result, Ameren determined that the Meredosia and Hutsonville energy centers qualified for discontinued operations presentation as of December 2, 2013. The Meredosia and Hutsonville energy centers ceased operations at December 31, 2011, and therefore 2011 was the last year those energy centers had a material effect on Ameren's consolidated financial statements. As a result of these events, Ameren has segregated New AER’s and the Elgin, Gibson City, Grand Tower, Meredosia, and Hutsonville energy centers’ operating results, assets, and liabilities and presented them separately as discontinued operations for all periods presented in this report. Unless otherwise stated, the following sections within Part I, Item 1, of this report exclude discontinued operations for all periods presented. See Note 16 – Divestiture Transactions and Discontinued Operations under Part II, Item 8, of this report for additional information regarding that presentation.

The following table presents our total employees at December 31, 2013:

Ameren Missouri	3,932
Ameren Illinois	3,133
Ameren Services and Other	1,462
Ameren	8,527

As of January 1, 2014, the IBEW, the IUOE, the LIUNA, and the UA labor unions collectively represented about 56% of Ameren’s total employees. They represented 64% of the employees at Ameren Missouri and 61% at Ameren Illinois. The collective bargaining agreements have two- to six-year terms, and expire between 2015 and 2017.

For additional information about the development of our businesses, our business operations, and factors affecting our operations and financial position, see Management’s Discussion and Analysis of Financial Condition and Results of Operations under Part II, Item 7, of this report and Note 1 – Summary of Significant Accounting Policies under Part II, Item 8, of this report.

BUSINESS SEGMENTS

Ameren has two reportable segments: Ameren Missouri and Ameren Illinois. See Note 17 – Segment Information under Part II, Item 8, of this report for additional information on reporting segments.

RATES AND REGULATION

Rates

The rates that Ameren Missouri, Ameren Illinois and ATXI are allowed to charge for their utility services significantly influence the results of operations, financial position, and liquidity of these companies and Ameren. The electric and natural gas utility industry is highly regulated. The utility rates charged to customers are determined, in large part, by governmental entities, including the MoPSC, the ICC, and FERC. Decisions by these entities are influenced by many factors, including the cost of providing service, the prudency of expenditures, the quality of service, regulatory staff knowledge and experience, customer intervention, economic conditions, public policy, and social and political views. Decisions made by these governmental entities regarding rates are largely outside of our control. These decisions, as well as the regulatory lag involved in filing and getting new rates approved, could have a material impact on the results of operations, financial position, and liquidity of Ameren, Ameren Missouri and Ameren Illinois. The extent of the regulatory lag varies for each of Ameren's electric and natural gas jurisdictions, with our FERC-regulated electric jurisdictions experiencing the least amount of regulatory lag. The effects of regulatory lag are mitigated through a variety of means including the use of a future test year, the implementation of trackers and riders, the deferral of depreciation for assets not yet included in rate base, and by regulatory frameworks that include annual revenue requirement reconciliations.

Table of Contents

The ICC regulates rates and other matters for Ameren Illinois and the ICC regulates non-rate utility matters for ATXI. ATXI does not have retail distribution customers, and therefore the ICC does not have authority to regulate its rates. The MoPSC

regulates rates and other matters for Ameren Missouri. FERC regulates Ameren Missouri, Ameren Illinois and ATXI as to their ability to charge market-based rates for the wholesale sale and transmission of energy in interstate commerce and various other matters discussed below under General Regulatory Matters.

The following table summarizes, by rate jurisdiction, the rate orders in effect for customer billings for each of Ameren's rate-regulated utilities as of January 1, 2014.

	Regulator	Allowed Return on Equity	Percent of Common Equity	Rate Base (in billions)	Portion of Ameren's 2013 Operating Revenues(a)
Ameren Missouri					
Electric service(b)(c)	MoPSC	9.8%	52.3%	$6.8	58%
Natural gas delivery service(d)	MoPSC	(e)	52.9%	$0.2 (e)	3%
Ameren Illinois					
Electric distribution delivery service(f)	ICC	8.7%	51.0%	$2.0	23%
Natural gas delivery service(g)	ICC	9.1%	51.7%	$1.1	14%
Electric transmission delivery service(h)	FERC	12.38%	55.2%	$0.7	2%
ATXI					
Electric transmission delivery service(h)	FERC	12.38%	56.0%	$0.2	(i)

(a) Includes pass-through costs recovered from customers, such as purchased power for electric distribution delivery service and gas purchased for resale for natural gas delivery service.
(b) Ameren Missouri electric generation, transmission, and delivery service rates are bundled together and charged to retail customers under a combined electric service rate.
(c) Based on MoPSC's December 2012 rate order, which became effective on January 2, 2013.
(d) Based on MoPSC's January 2011 rate order, which became effective on February 20, 2011.
(e) Ameren Missouri's last natural gas rate order did not specify the allowed return on equity or rate base.
(f) Based on the ICC's December 2013 rate order, which became effective on January 1, 2014. The December 2013 rate order was based on 2012 recoverable costs, expected net plant additions for 2013, and the monthly yields during 2012 of the 30-year United States treasury bonds plus 580 basis points. Ameren Illinois' 2014 electric distribution delivery service revenues will be based on its 2014 actual recoverable costs, rate base, and return on common equity, as calculated under the IEIMA's performance-based formula ratemaking framework.
(g) Based on the ICC's December 2013 rate order, which became effective on January 1, 2014. The rate order was based on a 2014 future test year.
(h) Transmission rates are updated and become effective each January using a company-specific, forward-looking rate formula framework, which is based on that year's forecasted information.
(i) Less than 1%.

Ameren Missouri

Electric

Ameren Missouri’s electric operating revenues are subject to regulation by the MoPSC. In December 2012, the MoPSC issued an order approving rates for electric service based on a 9.8% return on equity, a capital structure composed of 52.3% common equity, and a rate base of $6.8 billion. These rates became effective on January 2, 2013.

If certain criteria are met, Ameren Missouri’s electric rates may be adjusted without a traditional rate proceeding. The FAC permits Ameren Missouri to recover, through customer rates, 95% of changes in net energy costs greater than or less than the amount set in base rates without a traditional rate proceeding, subject to prudence reviews. Net energy cost includes fuel, emission allowances, purchased power costs, certain fuel additives, transmission costs and revenues, and MISO costs and revenues, net of off-system sales revenues. Similarly, all of Ameren Missouri's MEEIA costs, including energy efficiency program costs, projected lost revenues, and potential incentive awards, are recovered through a rider that may be adjusted without a traditional rate proceeding.

In addition to the FAC and the MEEIA recovery

mechanisms, Ameren Missouri employs other cost recovery mechanisms including a vegetation management and infrastructure inspection cost tracker, a pension and postretirement benefit cost tracker, an uncertain tax position tracker, a renewable energy standards cost tracker, solar rebate program tracker, and a storm cost tracker. Each of these trackers allows Ameren Missouri to record the difference between the level of incurred costs under GAAP and the level of such costs built into rates as a regulatory asset or regulatory liability, which will be included in rates in a future rate order.

FERC regulates the rates charged and the terms and conditions for electric transmission services. Because Ameren Missouri is a member of MISO, its transmission rate is calculated in accordance with the MISO OATT. The transmission rate is updated in June of each year; it is based on Ameren Missouri’s filings with FERC. This rate is not directly charged to Missouri retail customers, because in Missouri the MoPSC includes transmission-related costs and revenues in setting bundled retail rates. As discussed above, Ameren Missouri transmission revenues, as well as certain transmission costs paid to MISO for transmission services, are included in the FAC.

Natural Gas

Ameren Missouri’s natural gas operating revenues are subject to regulation by the MoPSC. The last natural gas delivery

Table of Contents

service rate order was issued by the MoPSC in January 2011.

If certain criteria are met, Ameren Missouri’s natural gas rates may be adjusted without a traditional rate proceeding. PGA clauses permit prudently incurred natural gas costs to be passed directly to customers. The ISRS also permits certain prudently incurred natural gas infrastructure replacement costs to be recovered from customers on a more timely basis between rate cases. The return on equity to be used by Ameren Missouri for purposes of the ISRS tariff filing is 10%. An ISRS tariff was approved and became effective in October 2013 for the recovery of eligible infrastructure system replacement investments made from January 2011 through May 2013, which resulted in a $1 million annual increase in rates.

For additional information on Missouri rate matters, see Results of Operations and Outlook in Management’s Discussion and Analysis of Financial Condition and Results of Operations under Part II, Item 7, Quantitative and Qualitative Disclosures About Market Risk under Part II, Item 7A, and Note 2 – Rate and Regulatory Matters, and Note 15 – Commitments and Contingencies under Part II, Item 8, of this report.

Ameren Illinois

Electric

Ameren Illinois' electric operating revenues are subject to either ICC or FERC regulation. Ameren Illinois' electric distribution delivery service is regulated by the ICC, while its electric transmission delivery service is regulated by FERC. In 2013, Ameren Illinois' electric distribution delivery service comprised 90% of its total electric operating revenues, with the remainder of its electric operating revenues related to electric transmission delivery service.

Under Illinois law, all electric customers in Illinois may choose their own electric energy provider. However, Ameren Illinois is required to serve as the provider of last resort (POLR) for electric customers within its territory who have not chosen an alternative retail electric supplier. Ameren Illinois’ obligation to provide POLR electric service varies by customer size. Ameren Illinois is not required to offer fixed-priced electric service to customers with electric demands of 400 kilowatts or greater, as the market for service to this group of customers has been declared competitive. Power and related procurement costs incurred by Ameren Illinois are passed directly to its customers through a cost recovery mechanism.

Ameren Illinois participates in the performance-based formula ratemaking process established pursuant to the IEIMA. The IEIMA was designed to provide for the recovery of actual costs of electric delivery service that are prudently incurred and to reflect the utility's actual regulated capital structure through a formula for calculating the return on equity component of the cost of capital. The return on equity component of the formula rate is equal to the average for the calendar year of the monthly yields of 30-year United States treasury bonds plus 580 basis points. Ameren Illinois' actual return on equity relating to electric delivery service is subject to a collar adjustment on earnings in excess of

50 basis points greater than or less than its allowed return. The IEIMA provides for an annual reconciliation of the revenue requirement necessary to reflect the actual costs incurred in a given year with the revenue requirement in effect for that year, including an allowed return on equity. This annual revenue reconciliation, along with the collar adjustment, if necessary, will be collected from or refunded to customers in a subsequent year.

Ameren Illinois is also subject to performance standards under the IEIMA. Failure to achieve the standards would result in a reduction in the company's allowed return on equity calculated under the formula. The performance standards include improvements in service reliability to reduce both the frequency and duration of outages, reduction in the number of estimated bills, reduction of consumption on inactive meters, and a reduction in uncollectible accounts expense. The IEIMA provides for return on equity penalties totaling up to 30 basis points in 2013 through 2015, 34 basis points in 2016 through 2018, and 38 basis points in 2019 through 2022 if the performance standards are not met. The formula ratemaking process is effective until the end of 2017, but could be extended by the Illinois General Assembly for an additional five years. The formula ratemaking process would also terminate if the average residential rate were to increase by more than 2.5% annually from June 2011 through May 2014. The average residential rate includes generation service, which is outside of Ameren Illinois’ control, as Ameren Illinois is required to purchase all of its power through procurement processes administered by the IPA. Ameren Illinois does not expect the annual increase in its average residential rate to exceed 2.5% through May 2014.

Between 2012 and 2021, Ameren Illinois is required, pursuant to the IEIMA, to invest $625 million in capital projects incremental to Ameren Illinois' average electric delivery service capital projects for calendar years 2008 through 2010 to modernize its distribution system. Through 2013, Ameren Illinois invested $61 million in IEIMA capital projects toward its $625 million requirement. Such investments are expected to encourage economic development and to create an estimated 450 additional jobs within Illinois. Ameren Illinois is subject to monetary penalties if 450 additional jobs are not created during the peak program year.

Ameren Illinois employs cost recovery mechanisms for power procurement, energy efficiency programs, certain environmental costs, and bad debt expense not recovered in base rates. Ameren Illinois also has a tariff rider to recover the costs of certain asbestos-related litigation claims.

Because Ameren Illinois is a member of MISO, its transmission rate is calculated in accordance with the MISO OATT. Currently, the FERC-allowed return on common equity in the ratemaking formula for MISO transmission owners is 12.38%. Ameren Illinois has received FERC approval to use a company-specific, forward-looking rate formula framework in setting its transmission rates. These forward-looking rates are updated each January with forecasted information, with a subsequent reconciliation during the year to adjust for the actual revenue requirement and actual billed revenues, which will be used to

Table of Contents

adjust billing rates in a subsequent year. In Illinois, the AMIL pricing zone rate is charged directly to wholesale customers and alternative retail electric suppliers, which serve unbundled retail load. For Ameren Illinois retail customers who have not chosen an alternative retail electric supplier, the AMIL transmission rate, and other MISO-related costs are collected through a rider mechanism in Ameren Illinois' retail distribution tariffs.

Natural Gas

Ameren Illinois’ natural gas operating revenues are subject to regulation by the ICC.

In December 2013, the ICC issued a rate order that approved an increase in revenues for natural gas delivery service of $32 million. The revenue increase was based on a 9.1% return on equity, a capital structure composed of 51.7% common equity, and a rate base of $1.1 billion. The rate order was based on a 2014 future test year. The rate changes became effective January 1, 2014. Ameren Illinois expects to file an appeal of the ICC's order to the Appellate Court in March 2014.

If certain criteria are met, Ameren Illinois’ natural gas rates may be adjusted without a traditional rate proceeding. PGA clauses permit prudently incurred natural gas costs to be passed directly to customers. Also, Ameren Illinois employs cost recovery mechanisms for energy efficiency programs, certain environmental costs, and bad debt expense not recovered in base rates.

In July 2013, Illinois enacted the Natural Gas Consumer, Safety and Reliability Act, which encourages Illinois natural gas utilities to accelerate modernization of the state's natural gas infrastructure and provides additional ICC oversight of natural gas utility performance. The law allows natural gas utilities the option to file for, and requires the ICC to approve, a rate rider mechanism to recover costs of certain natural gas infrastructure investments made between rate cases. The law does not require a minimum level of investment. Ameren Illinois expects to begin including investments under this regulatory framework in 2015. Ameren Illinois' decision to accelerate modernization of its natural gas infrastructure under this regulatory framework is dependent upon multiple considerations, including the allowed return on equity under this regulatory framework compared with other Ameren and Ameren Illinois investment options.

ATXI

Similar to Ameren Illinois, ATXI is a member of MISO, and its transmission rate is calculated in accordance with the MISO OATT. Currently, the FERC-allowed return on common equity in the ratemaking formula for MISO transmission owners is 12.38%. ATXI has received FERC approval to use a company-specific, forward-looking rate formula framework in setting its transmission rates. These forward-looking rates are updated each January with forecasted information, with a subsequent reconciliation during the year to adjust for the actual revenue requirement and actual billed revenues, which will be used to adjust billing rates in a subsequent year. Additionally, FERC has approved transmission rate incentives relating to the three MISO-approved

multi-value projects discussed below, which allow construction work in progress to be included in rate base, thereby improving cash flows.

The three MISO-approved multi-value projects being developed by ATXI are the Illinois Rivers, Spoon River, and Mark Twain projects. The first project, Illinois Rivers, involves the construction of a 345-kilovolt line from western Indiana across the state of Illinois to eastern Missouri. ATXI obtained a certificate of public convenience and necessity and project approval from the ICC for the entire Illinois Rivers project. A full range of construction activities for the Illinois Rivers project is scheduled in 2014. The first sections of the Illinois Rivers project are expected to be completed in 2016. The last section of this project is expected to be completed in 2019. The Spoon River project in northwest Illinois and the Mark Twain project in northeast Missouri are the other two projects approved by MISO. These two projects are expected to be completed in 2018. The total investment in these three projects is expected to be more than $1.4 billion through 2019.

For additional information on Illinois rate matters, see Results of Operations and Outlook in Management’s Discussion and Analysis of Financial Condition and Results of Operations under Part II, Item 7, Quantitative and Qualitative Disclosures About Market Risk under Part II, Item 7A, and Note 2 – Rate and Regulatory Matters and Note 15 – Commitments and Contingencies under Part II, Item 8, of this report.

General Regulatory Matters

Ameren Missouri and Ameren Illinois must receive FERC approval to enter into various transactions, such as issuing short-term debt securities and conducting certain acquisitions, mergers, and consolidations involving electric utility holding companies with a value in excess of $10 million. In addition, these Ameren utilities must receive authorization from the applicable state public utility regulatory agency to issue stock and long-term debt securities (with maturities of more than 12 months) and to conduct mergers, affiliate transactions, and various other activities.
Ameren Missouri, Ameren Illinois and ATXI are also subject to mandatory reliability standards, including cybersecurity standards adopted by FERC, to ensure the reliability of the bulk power electric system. These standards are developed and enforced by NERC pursuant to authority given to it by FERC. If Ameren or its subsidiaries were found not to be in compliance with any of these mandatory reliability standards, they could incur substantial monetary penalties and other sanctions.
Under PUHCA 2005, FERC and any state public utility regulatory agency may access books and records of Ameren and its subsidiaries that are determined to be relevant to costs incurred by Ameren’s rate-regulated subsidiaries with respect to jurisdictional rates. PUHCA 2005 also permits the MoPSC and the ICC to request that FERC review cost allocations by Ameren Services to other Ameren companies.
Operation of Ameren Missouri’s Callaway energy center is

subject to regulation by the NRC. Its facility operating license expires in October 2024. In December 2011, Ameren Missouri submitted a license extension application to the NRC to extend the energy center's operating license to 2044. There is no date by which the NRC must act on this relicensing request. Ameren Missouri's Osage hydroelectric energy center and Ameren Missouri's Taum Sauk pumped-storage hydroelectric energy center, as licensed projects under the Federal Power Act, are subject to FERC regulations affecting, among other things, the general operation and maintenance of the projects. The license for Ameren Missouri's Osage hydroelectric energy center expires in March 2047. In June 2008, Ameren Missouri filed a relicensing application with FERC to operate its Taum Sauk pumped-storage hydroelectric energy center for another 40 years. The existing FERC license expired on June 30, 2010. In July 2010, Ameren Missouri received a license extension that allows Taum Sauk to continue operations until FERC issues a new license. FERC is reviewing the relicensing application. A FERC order is expected in 2014. Ameren Missouri cannot predict the ultimate outcome of the order. Ameren Missouri's Keokuk energy center and its dam in the Mississippi River between Hamilton, Illinois, and Keokuk, Iowa, are operated under authority granted by an Act of Congress in 1905.

For additional information on regulatory matters, see Note 2 – Rate and Regulatory Matters, Note 10 – Callaway Energy Center, and Note 15 – Commitments and Contingencies under Part II, Item 8, of this report.

Environmental Matters

Certain of our operations are subject to federal, state, and local environmental statutes and regulations relating to the safety and health of personnel, the public, and the environment. These environmental statutes and regulations include requirements relating to identification, generation, storage, handling, transportation, disposal, recordkeeping, labeling, reporting, and emergency response in connection with hazardous and toxic materials; safety and health standards; and environmental protection requirements, including standards and limitations relating to the discharge of air and water pollutants and the management of waste and byproduct materials. Failure to comply with those statutes or regulations could have material adverse effects on us. We could be subject to criminal or civil penalties by regulatory agencies or we could be ordered by the courts to pay private parties. Except as indicated in this report, we believe that we are in material compliance with existing statutes and regulations that currently apply to our operations.

The EPA is developing environmental regulations that will have a significant impact on the electric utility industry. Over time, compliance with these regulations could be particularly costly for certain companies, including Ameren Missouri, that operate coal-fired energy centers. Significant new rules proposed or promulgated include the regulation of CO_2 emissions from new energy centers; revised national ambient air quality standards for ozone, fine particulates, $SO_{2,}$ and NO_x emissions; the CSAPR, which would have required further reductions of SO_2 emissions and NO_x emissions from energy centers; a regulation governing

management of CCR and coal ash impoundments; the MATS, which require reduction of emissions of mercury, toxic metals, and acid gases from energy centers; revised NSPS for particulate matter, SO_2, and NO_x emissions from new sources; new effluent standards applicable to waste water discharges from energy centers and new regulations under the Clean Water Act that could require significant capital expenditures, such as modifications to water intake structures or new cooling towers at our energy centers. The EPA is expected to propose CO_2 standards for existing fossil fuel-fired electric generation units in the future. These new and proposed regulations, if adopted, may be challenged through litigation, so their ultimate implementation, as well as the timing of any such 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 increased operating costs over the next five to ten years for Ameren and Ameren Missouri. Compliance with these environmental laws and regulations could be prohibitively expensive or could result in the closure or alteration of the operation of some of our energy centers. Ameren and Ameren Missouri would expect these costs to be recoverable through rates, but the nature and timing of costs, as well as the applicable regulatory framework, could result in regulatory lag.

For additional discussion of environmental matters, including NOx, SO_2, and mercury emission reduction requirements, remediation efforts, and a discussion of the EPA's allegations of violations of the Clean Air Act and Missouri law in connection with projects at Ameren Missouri's Rush Island energy center, see Liquidity and Capital Resources in Management's Discussion and Analysis of Financial Condition and Results of Operations under Part II, Item 7, and Note 15 – Commitments and Contingencies under Part II, Item 8, of this report.

TRANSMISSION AND SUPPLY OF ELECTRIC POWER

Ameren owns an integrated transmission system that comprises the transmission assets of Ameren Missouri, Ameren Illinois and ATXI. Ameren also operates two balancing authority areas, AMMO (which includes Ameren Missouri's customers), and AMIL (which includes Ameren Illinois' customers). During 2013, the peak demand was 8,146 megawatts in AMMO and 8,899 megawatts in AMIL. The Ameren transmission system directly connects with 15 other balancing authority areas for the exchange of electric energy.

Ameren Missouri, Ameren Illinois and ATXI are transmission-owning members of MISO. Ameren Missouri is authorized by the MoPSC to participate in MISO, subject to certain conditions, through May 2016, including the condition that Ameren Missouri later file a study with the MoPSC that evaluates the costs and benefits of Ameren Missouri's continued participation in MISO, as it has periodically done since its MISO participation began in 2003. The next study is required to be filed with the MoPSC in November 2015.

The Ameren Companies are members of SERC. SERC is responsible for the bulk electric power supply system in all or

Table of Contents

portions of Missouri, Illinois, Arkansas, Kentucky, Tennessee, North Carolina, South Carolina, Georgia, Mississippi, Alabama, Louisiana, Virginia, Florida, Oklahoma, Iowa, and Texas. As a result of the Energy Policy Act of 2005, owners and operators of the bulk electric power system are subject to mandatory reliability standards promulgated by NERC and its regional entities, such as SERC, which are all enforced by FERC. The Ameren Companies must comply with these standards, which are in place to ensure the reliability of the bulk electric power system.
See Note 2 – Rate and Regulatory Matters under Part II, Item 8, of this report for additional information.

Ameren Missouri

Ameren Missouri’s electric supply is obtained primarily from its own generation. Factors that could cause Ameren Missouri to purchase power include, among other things, absence of sufficient owned generation, energy center outages, the fulfillment of renewable energy portfolio requirements, the failure of suppliers to meet their power supply obligations, extreme weather conditions, and the availability of power at a cost lower than the cost of generating it.
Ameren Missouri continues to evaluate its longer-term needs for new baseload, including nuclear and peaking electric generation capacity. See Energy Efficiency in this section for information on Ameren Missouri's energy efficiency programs and associated cost recovery mechanisms. The potential need for new energy center construction is dependent on several key factors, including continuation of energy efficiency programs beyond 2015, load growth, customer participation in energy efficiency programs, and the potential for more stringent environmental regulation of coal-fired energy centers, which could lead to the retirement of current baseload assets or alterations in the manner in which those assets operate. Because of the significant time required to plan, acquire permits for, and build a baseload energy center, Ameren Missouri continues to study future alternatives and is taking steps to preserve options to meet future demand. These steps include evaluating the potential for further energy efficiency programs and evaluating potential sites for natural gas-fired generation. Ameren Missouri

is also exploring options to expand renewable generation and further diversify its generation portfolio. Ameren Missouri's next Integrated Resource Plan filing with the MoPSC is due in October 2014.
See also Outlook in Management’s Discussion and Analysis of Financial Condition and Results of Operations under Part II, Item 7, and Note 2 – Rate and Regulatory Matters and Note 15 – Commitments and Contingencies under Part II, Item 8, of this report.

Ameren Illinois

Any electric supply purchased by Ameren Illinois for its retail customers comes either through an annual procurement process conducted by the IPA or through markets operated by MISO. The power and related procurement costs incurred by Ameren Illinois are passed directly to its customers through a cost recovery mechanism.
The IPA administers an RFP process that procures Ameren Illinois’ expected supply obligation. Since the RFP process began in 2009, the ICC has approved the outcomes of multiple electric power procurement RFPs for energy, capacity, and renewable energy credits covering different time periods.
Under Illinois law, transmission and distribution service rates are regulated, while electric customers are allowed to purchase power from an alternative retail electric supplier. At December 31, 2013, approximately 768,000 retail customers representing approximately 72% of Ameren Illinois' annual retail kilowatthour sales had elected to purchase their electricity from alternative retail electric suppliers. Customers who receive electricity from alternative retail electric suppliers continue to pay a delivery charge to Ameren Illinois for the distribution services they receive from Ameren Illinois.
See Note 2 – Rate and Regulatory Matters, Note 14 – Related Party Transactions and Note 15 – Commitments and Contingencies under Part II, Item 8, of this report for additional information on power procurement in Illinois.

POWER GENERATION

The following table presents the source of electric generation, excluding purchased power, for the years ended December 31, 2013, 2012, and 2011:

	Coal		Nuclear		Natural Gas	Renewables[a]		Oil
Ameren and Ameren Missouri:								
2013	77	%	19	%	(b)	3	%	(b)

2012	73	24	1	2	(b)
2011	77	19	1	3	(b)

(a) Renewable power generation includes production from Ameren Missouri's hydroelectric, pumped-storage, and methane gas energy centers, but excludes purchased renewable energy credits.

(b) Less than 1% of total fuel supply.

Table of Contents

The following table presents the cost of fuels for electric generation for the years ended December 31, 2013, 2012, and 2011:

Cost of Fuels (dollars per mmbtu)	2013	2012	2011
Ameren and Ameren Missouri:			
Coal[(a)]	$2.050	$1.925	$1.733
Nuclear	0.942	0.964	0.750
Natural gas[(b)]	7.907	4.517	5.873
Weighted average – all fuels[(c)]	$1.874	$1.743	$1.610

(a) Represents the cost of coal and the costs for transportation, which include hedges for railroad diesel fuel surcharges.

(b) Represents the cost of natural gas and firm and variable costs for transportation, storage, balancing, and fuel losses for delivery to the energy center. In addition, the fixed costs for firm transportation and firm storage capacity are included in the calculation of fuel cost for the energy centers.

(c) Represents all costs for fuels used in our energy centers, to the extent applicable, including coal, nuclear, natural gas, methane gas, oil, propane, tire chips, paint products, and handling. Methane gas, oil, propane, tire chips, and paint products are not individually listed in this table because their use is minimal.

Coal

Ameren Missouri has agreements in place to purchase a portion of the coal it needs and to transport it to energy centers through 2019. Ameren Missouri expects to enter into additional contracts to purchase coal from time to time. Coal supply agreements for Ameren Missouri have terms of up to six years, and expire between 2014 and 2017. Ameren Missouri has an ongoing need for coal to serve its native load customers, so it pursues a price-hedging strategy consistent with this requirement. Ameren Missouri burned 19 million tons of coal in 2013. See Part II, Item 7A – Quantitative and Qualitative Disclosures About Market Risk of this report for additional information about coal supply contracts.

About 98% of Ameren Missouri’s coal is purchased from the Powder River Basin in Wyoming. The remaining coal is typically purchased from the Illinois Basin. Inventory may be adjusted because of generation levels or uncertainties of supply due to potential work stoppages, delays in coal deliveries, equipment breakdowns, and other factors. In the past, deliveries from the Powder River Basin have occasionally been restricted because of rail maintenance, weather, and derailments. As of December 31, 2013, coal inventories for Ameren Missouri were about 20% below targeted levels due to flooding and weather-related delivery delays. Disruptions in coal deliveries could cause Ameren Missouri to pursue a strategy that could include reducing sales of power during low-margin periods, buying higher-cost fuels to generate required electricity, and purchasing power from other sources.

Nuclear

The steps in the process to provide nuclear fuel involve the mining and milling of uranium ore to produce uranium concentrates, the conversion of uranium concentrates to uranium hexafluoride gas, the enrichment of that gas, and the fabrication of the enriched uranium hexafluoride gas into usable fuel assemblies. Ameren Missouri has entered into uranium, uranium conversion, uranium enrichment, and fabrication contracts to procure the fuel supply for its Callaway nuclear energy center.

Fuel assemblies for the 2014 fall refueling at Ameren Missouri's Callaway energy center are scheduled for manufacture and delivery to the energy center during the period May to July 2014. Ameren Missouri also has agreements or inventories to

price-hedge approximately 100%, 71%, and 60% of Callaway's 2014, 2016 and 2017 refueling requirements, respectively. Ameren Missouri has uranium (concentrate and hexafluoride) inventories and supply contracts sufficient to meet all of its uranium and conversion requirements through at least 2018. Ameren Missouri has enriched uranium inventories and enrichment supply contracts sufficient to satisfy enrichment requirements through at least 2018. Fuel fabrication services are under contract through 2014. Ameren Missouri expects to enter into additional contracts to purchase nuclear fuel. The Callaway energy center normally requires refueling at 18-month intervals. The last refueling was completed in May 2013. There is no refueling scheduled for 2015 and 2018. The nuclear fuel markets are competitive, and prices can be volatile; however, we do not anticipate any significant problems in meeting our future supply requirements.

Natural Gas Supply for Generation

To maintain deliveries to natural gas-fired energy centers throughout the year, especially during the summer peak demand, Ameren Missouri’s portfolio of natural gas supply resources includes firm transportation capacity and firm no-notice storage capacity leased from interstate pipelines. Ameren Missouri primarily uses the interstate pipeline systems of Panhandle Eastern Pipe Line Company, Trunkline Gas Company, Natural Gas Pipeline Company of America, and Mississippi River Transmission Corporation to transport natural gas to energy centers. In addition to physical transactions, Ameren uses financial instruments, including some in the NYMEX futures market and some in the OTC financial markets, to hedge the price paid for natural gas.

Ameren Missouri’s natural gas procurement strategy is designed to ensure reliable and immediate delivery of natural gas to its energy centers. This is accomplished by optimizing transportation and storage options and minimizing cost and price risk through various supply and price-hedging agreements that allow access to multiple gas pools, supply basins, and storage services. As of December 31, 2013, Ameren Missouri had price-hedged about 27% of its expected natural gas supply requirements for generation in 2014.

Table of Contents

Renewable Energy

Illinois and Missouri have enacted laws requiring electric utilities to include renewable energy resources in their portfolios. Illinois requires renewable energy resources to equal or exceed 2% of the total electricity that each electric utility supplied to its eligible retail customers as of June 1, 2008, with that percentage increasing to 10% by June 1, 2015, and to 25% by June 1, 2025. For the 2013 plan year, Ameren Illinois met its requirement that 8% of its total electricity for eligible retail customers be procured from renewable energy resources. Current forecasts indicate that Ameren Illinois has committed to procure sufficient renewable energy credits under the IPA-administered procurement process to meet the renewable energy portfolio requirement through at least May 2018. In December 2010, Ameren Illinois entered into 20-year agreements with renewable energy suppliers. It began receiving renewable energy credits under these agreements in June 2012. Approximately 63% of the 2014 plan year renewable energy requirement is expected to be met through these agreements. The remaining requirement will be met through IPA procurements, which resulted in contracts that were executed in February 2012 with a term of June 2013 through December 2017.

In Missouri, utilities are required to purchase or generate from renewable energy sources electricity equaling at least 2% of native load sales, with that percentage increasing to at least 15% by 2021, subject to a 1% annual limit on customer rate impacts. At least 2% of each renewable energy portfolio requirement must be derived from solar energy. Ameren Missouri expects to satisfy the nonsolar requirement through 2018 with its existing renewable generation, including the Maryland Heights energy center, along with a 15-year 102-megawatt power purchase agreement with a wind farm operator in Iowa that became effective in 2009. The Maryland Heights energy center generates electricity by burning methane gas collected from a landfill. Currently, Ameren Missouri is meeting the solar energy requirement through the purchase of solar-generated renewable energy credits and generation from solar panels installed on Ameren's St. Louis headquarters. In January 2014, Ameren Missouri announced its plans to build a solar energy center which will generate 5 megawatts of solar power. Construction is expected to begin in the spring of 2014, and delivery of power to customers is expected by the end of 2014. In 2013, Ameren Missouri purchased or generated about 5% of its native load sales from renewable energy resources, meeting its requirements.

Under the same Missouri statute requiring utilities to purchase or generate energy from renewable sources, Ameren Missouri is required to have a rebate program to provide an incentive for customers to install solar generation on their premises. In accordance with the statute and a 2013 MoPSC order, Ameren Missouri is required to provide $92 million of solar rebates by 2020. Also included in its 2013 order, the MoPSC authorized Ameren Missouri to employ a tracker allowing Ameren Missouri to record its costs incurred under its solar rebate program as a regulatory asset. Ameren Missouri will recover the costs of these rebates, and the carrying cost of the regulatory

asset, which is estimated to be $9 million, over a three-year period beginning with the effective date of its next electric rate case.

Energy Efficiency

Ameren’s rate-regulated utilities have implemented energy efficiency programs to educate and help their customers become more efficient users of energy. The MEEIA established a regulatory framework that, among other things, allows electric utilities to recover costs related to MoPSC-approved energy efficiency programs. The law requires the MoPSC to ensure that a utility’s financial incentives are aligned to help customers use energy more efficiently, to provide timely cost recovery, and to provide earnings opportunities associated with cost-effective energy efficiency programs. Missouri does not have a law mandating energy efficiency standards.

The MoPSC's December 2012 electric rate order approved Ameren Missouri's implementation of MEEIA megawatthour savings targets, energy efficiency programs, and associated cost recovery mechanisms and incentive awards. In 2013, Ameren Missouri invested $35 million for energy efficiency programs. Ameren Missouri expects to invest $48 million in 2014 and $64 million in 2015 for these programs. A MEEIA rider allows Ameren Missouri to collect from or refund to customers through 2015 any annual difference in the actual amounts incurred and the projected amounts collected from customers for the MEEIA program costs and its projected lost revenues. Additionally, MEEIA provides an incentive award that would allow Ameren Missouri to earn additional revenues by achieving certain energy efficiency goals, including approximately $19 million if 100% of its energy efficiency goals

are achieved during the three-year period, with the potential to earn more if Ameren Missouri's energy savings exceed those goals. Ameren Missouri must achieve at least 70% of its energy efficiency goals before it earns any incentive award. The recovery of the incentive award from customers, if the energy efficiency goals are achieved, is expected in 2017 through the above-mentioned rider. See Note 2 – Rate and Regulatory Matters under Part II, Item 8, of this report for additional information.
Illinois has enacted a law requiring Ameren Illinois to offer energy efficiency programs. The law also allows recovery mechanisms of the programs' costs. The ICC has issued orders approving Ameren Illinois' electric and natural gas energy efficiency plans as well as cost recovery mechanisms by which program costs can be recovered from customers. In addition, between 2012 and 2021, Ameren Illinois is required, pursuant to the IEIMA, to invest $625 million in capital projects incremental to Ameren Illinois' average electric delivery service capital projects for calendar years 2008 through 2010 to modernize its distribution system. As part of these upgrades, Ameren Illinois expects to invest $360 million for smart grid infrastructure, including smart meters, which enables customers to improve efficiency. Ameren Illinois will begin the installation of smart meters during 2014.

Table of Contents

NATURAL GAS SUPPLY FOR DISTRIBUTION

Ameren Missouri and Ameren Illinois are responsible for the purchase and delivery of natural gas to their utility customers. Ameren Missouri and Ameren Illinois each develop and manage a portfolio of natural gas supply resources. These include firm gas supply under term agreements with producers, interstate and intrastate firm transportation capacity, firm storage capacity leased from interstate pipelines, and on-system storage facilities to maintain natural gas deliveries to customers throughout the year and especially during peak demand periods. Ameren Missouri and Ameren Illinois primarily use Panhandle Eastern Pipe Line Company, Trunkline Gas Company, Natural Gas Pipeline Company of America, Mississippi River Transmission Corporation, Northern Border Pipeline Company, and Texas Eastern Transmission Corporation interstate pipeline systems to transport natural gas to their systems. In addition to transactions requiring physical delivery, financial instruments, including those entered into in the NYMEX futures market and in the OTC financial markets, are used to hedge the price paid for natural gas. See Part II, Item 7A – Quantitative and Qualitative Disclosures About Market Risk of this report for additional information about natural gas supply contracts. Natural gas purchase costs are passed on to customers of Ameren Missouri and Ameren Illinois under PGA clauses, subject to prudency reviews by the MoPSC and the ICC. As of December 31, 2013, Ameren Missouri had price-hedged 84%, and Ameren Illinois had price-hedged 77%, of its expected 2014 natural gas supply requirements.

For additional information on our fuel and purchased power supply, see Results of Operations, Liquidity and Capital Resources and Effects of Inflation and Changing Prices in Management's Discussion and Analysis of Financial Condition and Results of Operations under Part II, Item 7, of this report. Also see Quantitative and Qualitative Disclosures About Market Risk under Part II, Item 7A, of this report, Note 1 – Summary of Significant Accounting Policies, Note 7 – Derivative Financial Instruments, Note 10 – Callaway Energy Center, Note 14 – Related Party Transactions, and Note 15 – Commitments and Contingencies under Part II, Item 8 of this report.

INDUSTRY ISSUES

We are facing issues common to the electric and natural gas utility industry. These issues include:

- political and regulatory resistance to higher rates;
- the potential for changes in laws, regulations, and policies at the state and federal level;
- cybersecurity risk, including loss of operational control of energy centers and electric and natural gas transmission and distribution systems and/or loss of data, such as utility customer data, account information, and intellectual property through insider or outsider actions;
- the potential for more intense competition in generation, supply and distribution, including new technologies;
- pressure on customer growth and usage in light of economic conditions and energy efficiency initiatives;
- changes in the structure of the industry as a result of changes in federal and state laws, including the formation and growth of independent transmission entities;
- pressure to reduce the allowed return on common equity on FERC-regulated electric transmission assets;
- the availability of fuel and increases or decreases in fuel prices;
- the availability of qualified labor and material, and rising costs;
- regulatory lag;
- the influence of macroeconomic factors, such as yields on United States treasury securities, on allowed rates of return on equity provided by regulators;
- decreased or negative free cash flows due to rising infrastructure investments and regulatory frameworks;
- public concern about the siting of new facilities;
- continually developing and complex environmental laws, regulations and requirements, including air and water quality standards, mercury emissions standards, and likely greenhouse gas limitations and CCR management requirements;
- public concerns about the potential impacts to the environment from the combustion of fossil fuels;
- aging infrastructure and the need to construct new power generation, transmission and distribution facilities, which have long time frames for completion, while at the same time, having little long-term visibility on power and

commodity prices and regulatory requirements;

- legislation or proposals for programs to encourage or mandate energy efficiency and renewable sources of power, such as solar, and the macroeconomic debate of who should pay for those programs;
- public concerns about nuclear generation and decommissioning and the disposal of nuclear waste; and
- consolidation of electric and natural gas companies.

We are monitoring these issues. Except as otherwise noted in this report, we are unable to predict what impact, if any, these issues will have on our results of operations, financial position, or liquidity. For additional information, see Risk Factors under Part I, Item 1A, and Outlook in Management's Discussion and Analysis of Financial Condition and Results of Operations under Part II, Item 7, and Note 2 – Rate and Regulatory Matters and Note 15 – Commitments and Contingencies under Part II, Item 8, of this report.

Table of Contents

OPERATING STATISTICS

The following tables present key electric and natural gas operating statistics for Ameren for the past three years:

Electric Operating Statistics – Year Ended December 31,	2013	2012	2011
Electric Sales – kilowatthours (in millions):			
Ameren Missouri:			
Residential	13,562	13,385	13,867
Commercial	14,634	14,575	14,743
Industrial	8,709	8,660	8,691
Other	125	126	127
Native load subtotal	37,030	36,746	37,428
Off-system and wholesale	6,128	7,293	10,715
Subtotal	43,158	44,039	48,143
Ameren Illinois:			
Residential			
Power supply and delivery service	5,474	9,507	11,771
Delivery service only	6,310	2,103	77
Commercial			
Power supply and delivery service	2,606	2,985	3,662
Delivery service only	9,541	9,175	8,561
Industrial			
Power supply and delivery service	1,667	1,595	1,502
Delivery service only	10,861	11,753	11,360
Other	522	523	529
Native load subtotal	36,981	37,641	37,462
Eliminate affiliate sales	(82)	—	(17)
Ameren total	80,057	81,680	85,588
Electric Operating Revenues (in millions):			
Ameren Missouri:			
Residential	$1,428	$1,297	$1,272
Commercial	1,216	1,088	1,084
Industrial	491	435	438
Other	61	104	76
Native load subtotal	$3,196	$2,924	$2,870
Off-system and wholesale	183	208	352
Subtotal	$3,379	$3,132	$3,222
Ameren Illinois:			
Residential			
Power supply and delivery service	$501	$961	$1,194
Delivery service only	282	90	3
Commercial			
Power supply and delivery service	215	254	350
Delivery service only	184	177	157
Industrial			
Power supply and delivery service	70	57	65
Delivery service only	44	46	43
Other	165	154	128
Native load subtotal	$1,461	$1,739	$1,940
Eliminate affiliate revenues and other	(8)	(14)	(15)
Ameren total	$4,832	$4,857	$5,147

Table of Contents

Electric Operating Statistics – Year Ended December 31,	2013		2012		2011	
Electric Generation – Ameren Missouri – megawatthours (in millions)	43.2		44.7		48.8	
Price per ton of delivered coal (average) – Ameren Missouri	$36.19		$34.21		$30.57	
Ameren source of energy supply:						
Coal	70.2	%	65.1	%	66.5	%
Nuclear	10.5		12.4		9.4	
Hydroelectric	1.6		1.1		1.3	
Natural gas	1.1		2.7		1.1	
Methane gas	0.1		—		—	
Purchased – Wind	0.4		0.4		0.3	
Purchased – Other	16.1		18.3		21.4	
	100.0	%	100.0	%	100.0	%

Gas Operating Statistics – Year Ended December 31,	2013		2012		2011	
Natural Gas Sales (millions of dekatherms):						
Ameren Missouri:						
Residential	8		6		7	
Commercial	4		3		3	
Industrial	1		1		1	
Transport	6		6		5	
Subtotal	19		16		16	
Ameren Illinois:						
Residential	62		49		56	
Commercial	21		17		21	
Industrial	6		5		5	
Transport and other	87		86		80	
Subtotal	176		157		162	
Ameren total	195		173		178	
Natural Gas Operating Revenues (in millions)						
Ameren Missouri:						
Residential	$102		$85		$96	
Commercial	42		36		42	
Industrial	8		8		9	
Transport and other	9		10		9	
Subtotal	$161		$139		$156	
Ameren Illinois:						
Residential	$611		$547		$588	
Commercial	185		172		195	
Industrial	26		24		30	
Transport and other	25		43		33	
Subtotal	$847		$786		$846	
Eliminate affiliate revenues	(2	)	(1	)	(1	)
Ameren total	$1,006		$924		$1,001	

Table of Contents

AVAILABLE INFORMATION

The Ameren Companies make available free of charge through Ameren's website (www.ameren.com) their annual reports on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K, eXtensible Business Reporting Language (XBRL) documents, and any amendments to those reports filed with or furnished to pursuant to Sections 13(a) or 15(d) of the Exchange Act as soon as reasonably possible after such reports are electronically filed with, or furnished to, the SEC. These documents are also available through an Internet website maintained by the SEC (www.sec.gov). Ameren also uses its website as a channel of distribution of material information relating to the Ameren Companies. Financial and other material information regarding the Ameren Companies is routinely posted to and accessible at Ameren's website.

The Ameren Companies also make available free of charge through Ameren's website the charters of Ameren's board of directors' audit and risk committee, human resources committee, nominating and corporate governance committee, finance committee, and nuclear oversight and environmental committee; the corporate governance guidelines; a policy regarding communications to the board of directors; a policy and procedures with respect to related-person transactions; a code of ethics for principal executive and senior financial officers; a code of business conduct applicable to all directors, officers and employees; and a director nomination policy that applies to the Ameren Companies. The information on Ameren's website, or any other website referenced in this report, is not incorporated by reference into this report.

ITEM 1A. RISK FACTORS

Investors should review carefully the following material risk factors and the other information contained in this report. The risks that the Ameren Companies face are not limited to those in this section. There may be further risks and uncertainties that are not presently known or that are not currently believed to be material that may adversely affect the results of operations, financial position, and liquidity of the Ameren Companies. See Forward-Looking Statements above and Outlook in Management's Discussion and Analysis of Financial Condition and Results of Operations under Part II, Item 7, of this report.

The Ameren Companies are subject to extensive regulation of their businesses, which could adversely affect their results of operations, financial position, and liquidity.

The Ameren Companies are subject to, or affected by, extensive federal, state, and local regulation. This extensive regulatory framework, some but not all of which is more specifically identified in the following risk factors, regulates, among other matters, the electric and natural gas utility industries; rate and cost structure of utilities; operation of nuclear energy centers; construction and operation of generation, transmission, and distribution facilities; acquisition, disposal, depreciation and amortization of assets and facilities; transmission reliability; and present or prospective wholesale and

retail competition. The Ameren Companies must address in their planning and management of operations the effects of existing and proposed laws and regulations and potential changes in the regulatory framework, including initiatives by federal and state legislatures, RTOs, utility regulators, and taxing authorities. Significant changes in the nature of the regulation of the Ameren Companies' businesses could require changes to their business planning and management of their businesses and could adversely affect their results of operations, financial position, and liquidity. Failure of the Ameren Companies to obtain adequate rates or regulatory approvals in a timely manner, failure to obtain necessary licenses or permits from regulatory authorities, new or modified laws, regulations, standards, interpretations, or other legal requirements, or increased compliance costs could adversely impact the Ameren Companies' results of operations, financial position, and liquidity.

The electric and natural gas rates that Ameren Missouri and Ameren Illinois are allowed to charge are determined through regulatory proceedings, which are subject to intervention and appeal, and are subject to legislative actions, which are largely outside of their control. Any events that prevent Ameren Missouri or Ameren Illinois from recovering their respective costs or from earning adequate returns on their investments could adversely affect the Ameren Companies' results of operations, financial position, and liquidity.

The rates that Ameren Missouri and Ameren Illinois are allowed to charge for their utility services significantly influence the results of operations, financial position, and liquidity of these companies and Ameren. The electric and natural gas utility industries are extensively regulated. The utility rates charged to Ameren Missouri and Ameren Illinois customers are determined, in large part, by governmental entities, including the MoPSC, the ICC, and FERC. Decisions by these entities are influenced by many factors, including the cost of providing service, the prudency of expenditures, the quality of service, regulatory staff knowledge and experience, customer intervention, economic conditions, public policy, and social and political views. Decisions made by these governmental entities regarding rates are largely outside of Ameren Missouri’s and Ameren Illinois’ control. Ameren's utility operations are exposed to regulatory lag to varying degrees by jurisdiction, which, if unmitigated, has a material adverse effect on our results of operations, financial position, and liquidity. Rate orders are also subject to appeal, which creates additional uncertainty as to the rates Ameren Missouri and Ameren Illinois will ultimately be allowed to charge for their services.

Ameren Missouri electric and natural gas utility rates and Ameren Illinois natural gas utility rates are typically established in regulatory proceedings that take up to 11 months to complete. Rates established in those proceedings for Ameren Missouri are primarily based on historical costs and revenues. Natural gas rates established in those proceedings for Ameren Illinois may be based on historical or estimated future costs and revenues. Thus, the rates a utility is allowed to charge may not match its costs at any given time. Rates include an allowed rate of return on

Table of Contents

investments determined by the regulators. Although rate regulation is premised on providing an opportunity to earn a reasonable rate of return on invested capital, there can be no assurance that the applicable regulatory commission will determine that all the costs of Ameren Missouri and Ameren Illinois have been prudently incurred or that the regulatory process will result in rates that will produce full recovery of such costs or an adequate return on those investments.

In years when capital investments and operations costs rise while customer usage declines, Ameren Missouri and Ameren Illinois may not be able to earn the allowed return established by their state commissions. This could result in the deferral or elimination of planned capital investments, which would reduce the rate base investments from which the utility operations earn a rate of return. Additionally, increasing rates for our customers could result in additional regulatory and legislative actions, as well as competitive and political pressures, which could adversely affect the Ameren Companies' results of operations, financial position, and liquidity.

Through its participation in the performance-based formula ratemaking process established pursuant to the IEIMA, Ameren Illinois' return on equity for its electric distribution business will be directly correlated to yields on United States treasury bonds. Additionally, Ameren Illinois will be subject to an annual ICC prudence review, and Ameren Illinois will be required to achieve performance objectives, increase capital spending levels, and meet job creation targets. Failure to meet these requirements could adversely affect Ameren Illinois' results of operations, financial position, and liquidity.

Ameren Illinois is participating in the performance-based formula ratemaking process established pursuant to the IEIMA for its electric distribution business. The ICC annually reviews Ameren Illinois' performance-based rate filings under the IEIMA for reasonableness and prudency. If the ICC were to conclude that Ameren Illinois' incurred costs were not prudently incurred, the ICC would disallow recovery of such costs.

The return on equity component of the formula rate is equal to the average for the calendar year of the monthly yields of 30-year United States treasury bonds plus 580 basis points. Therefore, Ameren Illinois' annual return on equity under the formula ratemaking process for its electric distribution business is directly correlated to yields on such bonds, which are outside of Ameren Illinois' control.

Ameren Illinois is also subject to performance standards. Failure to achieve the standards would result in a reduction in the company's allowed return on equity calculated under the formula. The IEIMA provides for return on equity penalties totaling 30 basis points in 2013 through 2015, 34 basis points in 2016 through 2018, and 38 basis points in 2019 through 2022 if the performance standards are not met.

Between 2012 and 2021, Ameren Illinois is required to invest $625 million in capital projects incremental to Ameren Illinois' average electric delivery capital projects for calendar

years 2008 through 2010 to modernize its distribution system. Ameren Illinois is subject to monetary penalties if 450 additional jobs are not created in Illinois during the peak program year.

The formula ratemaking process would terminate if the average residential rate increases by more than 2.5% annually from June 2011 through May 2014. The average residential rate includes generation service, which is outside of Ameren Illinois' control, as Ameren Illinois is required to purchase all of its power through procurement processes administered by the IPA. If the performance-based formula rate process is terminated, Ameren Illinois would be required to establish future rates through a traditional rate proceeding with the ICC, which might not result in rates that produce a full or timely recovery of costs or an adequate return on investments. Unless it is extended, the IEIMA formula ratemaking process expires in 2017.

Customers', legislators' and regulators' opinions of us are affected by our ability to provide reliable utility service to our customers. Failure to provide such reliable utility service could result in customers and regulators having a negative opinion of us, which, in turn, could adversely affect the Ameren Companies' results of operations, financial position, and liquidity.

Ameren's utility subsidiaries provide utility service to 2.4 million electric customers and 0.9 million natural gas customers. Service interruptions due to failures of equipment or facilities as a result of severe or destructive weather or other causes, and the ability of Ameren Missouri and Ameren Illinois to promptly respond to such failures, can affect customer satisfaction. In addition to system reliability issues, the success of modernization efforts, such as those planned for Ameren Illinois' electric and natural gas delivery systems, and other public actions of the Ameren Companies can affect customer satisfaction. Rate increases and volatility of rates can also affect customer satisfaction. If customers, legislators or regulators have a negative opinion of us and our utility services, this could result in increased regulatory oversight of the Ameren Companies and could impact the returns on common equity we are allowed to earn. Additionally, negative opinions of the Ameren Companies could make it more difficult for our utilities to achieve favorable legislative or regulatory outcomes. Any of these consequences could adversely affect the Ameren Companies' results of operations, financial position, and liquidity.

Energy conservation, energy efficiency, distributed generation, and other factors that reduce energy demand could adversely affect the Ameren Companies' results of operations, financial position, and liquidity.

Regulatory and legislative bodies have proposed or introduced requirements and incentives to reduce energy consumption. Conservation and energy efficiency programs are designed to reduce energy demand. Unless there is a regulatory solution ensuring recovery, declining usage will result in an under-recovery of fixed costs at our rate-regulated businesses. Ameren Missouri, even with the implementation of energy efficiency programs under the MEEIA, is exposed to declining usage losses from energy efficiency efforts not related to its specific programs as well as distributed generation sources such as solar panels. Macroeconomic factors resulting in low economic growth or contraction within the Ameren Companies' service territories could also reduce energy demand.

We are subject to various environmental laws and regulations. Significant capital expenditures are required to achieve and maintain compliance with their standards. Failure to meet these standards could result in closure of facilities, alterations to the manner in which these facilities operate, increased operating costs, adverse impacts to our results of operations, financial position, and liquidity, or exposure to fines and liabilities.

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 operation of existing or new electric generating, transmission and distribution facilities and natural gas storage, transmission and distribution facilities, our activities involve compliance with diverse environmental laws and regulations. These laws and regulations address emissions; water discharges and usage; impacts to air, land, and water; noise; protected natural and cultural resources (such as wetlands, endangered species, and other protected wildlife, and archaeological 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.

We are also subject to liability under environmental laws that address the remediation of environmental contamination of property now or formerly owned by us or by our predecessors, as well as property contaminated by hazardous substances that we generated. Such sites include MGP sites and third-party sites, such as landfills. Additionally, private individuals may seek to enforce environmental laws and regulations against us and could allege injury from exposure to hazardous materials or seek to compel remediation of environmental contamination or recover damages resulting from that contamination.

The EPA is developing environmental regulations that will have a significant impact on the electric utility industry over time. These regulations could be particularly burdensome for certain companies, including Ameren Missouri, that operate coal-fired energy centers. These new regulations may be litigated, so the timing of their ultimate implementation and our required compliance is uncertain.

Ameren is also subject to risks in connection with changing or conflicting interpretations of existing laws and regulations. The EPA is engaged in an enforcement initiative to determine whether coal-fired energy centers failed to comply with the requirements of the NSR and NSPS provisions under the Clean Air Act when the energy centers implemented modifications. In January 2011,

the Department of Justice on behalf of the EPA filed a complaint against Ameren Missouri in the United States District Court for the Eastern District of Missouri. The EPA’s complaint, as amended in October 2013, alleges that in performing projects at its Rush Island coal-fired energy center in 2007 and 2010, Ameren Missouri violated provisions of the Clean Air Act and Missouri law. In January 2012, the United States District Court granted, in part, Ameren Missouri’s motion to dismiss various aspects of the EPA’s penalty claims. The EPA’s claims for unspecified injunctive relief remain. Trial in this matter is currently scheduled to begin in January 2015. An outcome in this matter adverse to Ameren Missouri could require substantial capital expenditures and the payment of substantial penalties, neither of which can be determined at this time. Such expenditures could affect unit retirement and replacement decisions.

Ameren and Ameren Missouri have incurred and expect to incur significant costs related to environmental compliance and site remediation. New environmental regulations, revised environmental regulations, enforcement initiatives, or legislation could result in a significant increase in capital expenditures and operating costs, decreased revenues, increased financing requirements, penalties, or fines, or closure of facilities for Ameren and Ameren Missouri. Actions required to ensure that our facilities and operations are in compliance with environmental laws and regulations could be prohibitively expensive if the costs are not recovered through rates. As a result, environmental laws could also require us to close or to significantly alter the operation of our energy centers, which could have an adverse effect on our results of operations, financial position, and liquidity. Costs incurred by Ameren Missouri to ensure that its facilities are in compliance with environmental laws and regulations would be eligible for recovery in rates over time, subject to MoPSC approval in a rate proceeding. We are unable to predict the ultimate impact of these matters on our results of operations, financial position, and liquidity.

Future limits on greenhouse gas emissions may require Ameren Missouri to incur significant increases in capital expenditures and operating costs, which, if excessive and not recoverable through rate proceedings, could result in the closures of coal-fired energy centers, impairment of assets, or otherwise adversely affect our results of operations, financial position, and liquidity.

State and federal authorities, including the United States Congress, have considered initiatives to limit greenhouse gas emissions. Potential impacts from any such legislation or regulation could vary, depending upon proposed CO_2 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. Emissions of greenhouse gases vary among our energy centers, but coal-fired energy centers are significant sources of CO_2. The enactment of a law that restricts emissions of CO_2 or requires energy centers to purchase allowances for CO_2 emission could result in a significant increase in rates for electricity, and accordingly, in

Table of Contents

household costs. The burden could fall particularly hard on electricity consumers and the economy in the Midwest because of the region's reliance on electricity generated by coal-fired energy centers.

In June 2013, the Obama administration announced that it had directed the EPA to set CO_2 emissions standards for both new and existing power plants. The EPA published proposed regulations in January 2014 that would set revised CO_2 emissions standards for new electricity generating units. The proposed standards would establish separate emissions limits for new natural gas-fired plants and new coal-fired plants. In addition, the Obama administration directed the EPA to propose a CO_2 emissions standard for existing power plants by June 2014 and to finalize such standards by June 2015.

Future federal or state legislation or regulations that mandate limits on the emission of greenhouse gases would likely result in significant increases in our capital expenditures and operating costs, which, in turn, could lead to increased liquidity needs and higher financing costs. Moreover, if Ameren Missouri requests recovery of these costs through rates, its regulators could deny some or all of these costs, or prevent timely recovery of them. Excessive costs to comply with future legislation or regulations that are not recoverable through rate proceedings might force Ameren Missouri to close coal-fired energy centers earlier than planned, which would lead to impairment of assets and reduced revenues. As a result, greenhouse gas emission limits could have a material adverse impact on Ameren's and Ameren Missouri's results of operations, financial position, and liquidity.

The construction of, and capital improvements to, the Ameren Companies' electric and natural gas utility infrastructure involve substantial risks. These risks include escalating costs, unsatisfactory performance by the projects when completed, the inability to complete projects as scheduled, cost disallowances by regulators, and the inability to earn an adequate return on invested capital, any of which could result in higher costs and the closure of facilities.

The Ameren Companies expect to incur significant capital expenditures to comply with existing and known environmental regulations and to make investments in their electric and natural gas utility infrastructure. Ameren estimates it will incur up to $8.7 billion (Ameren Missouri - up to $3.5 billion; Ameren Illinois - up to $3.7 billion; other - up to $1.5 billion) of capital expenditures during the period 2014 through 2018. These estimates include allowance for funds used during construction.

Investments in Ameren's rate-regulated operations are expected to be recoverable from ratepayers, but are subject to prudency reviews and regulatory lag.

The ability of the Ameren Companies to complete construction projects successfully within projected estimates is contingent upon many variables and subject to substantial risks. These variables include, but are not limited to, project management expertise and escalating costs for materials, labor,

and environmental compliance. Delays in obtaining permits, shortages in materials and qualified labor, suppliers and contractors who do not perform as required under their contracts, changes in the scope and timing of projects, the inability to raise capital on reasonable terms, or other events beyond our control that could occur may materially affect the schedule, cost, and performance of these projects. With respect to capital expenditures for pollution control equipment, there is a risk that energy centers will not be permitted to continue to operate if pollution control equipment is not installed by prescribed deadlines or does not perform as expected. Should any such pollution control equipment not be installed on time or perform as expected, the Ameren Companies could be subject to additional costs and to the loss of their investment in the project or facility. All of these risks may adversely affect the Ameren Companies' results of operations, financial position, and liquidity.

As of December 31, 2013, Ameren Missouri had capitalized $69 million of costs incurred to license additional nuclear generation at its Callaway energy site. If efforts are abandoned or management concludes it is probable the costs incurred will be disallowed in rates, a charge to earnings would be recognized in the period in which that determination was made.

We may not be able to execute our electric transmission investment plans and realize the expected return on those investments.

Ameren, through ATXI and Ameren Illinois, is allocating significant additional capital resources to electric transmission investments. This allocation of capital resources is based on FERC's regulatory framework and a rate of return on common equity that is currently higher than allowed by our state commissions. However, the FERC regulatory framework and rate of return is subject to change. The regulatory framework may not be as favorable, or the rate of return may be lower, in the future. Currently, the FERC-allowed return on common equity for MISO transmission owners is 12.38%. In 2013, a FERC administrative law judge issued an initial decision stating that the current 11.14% allowed rate of return for New England transmission owners was unjust and unreasonable. FERC has not issued its final order in this case, and it is under no deadline to do so. In November 2013, a complaint case was filed with FERC seeking a reduction in the allowed return on common equity, as well as a limit on the common equity ratio, under the MISO tariff. This complaint case could result in a reduction to Ameren Illinois' and ATXI's allowed return on common equity. That reduction could also result in a refund for transmission service revenues earned after the filing of the complaint case in November 2013. As in the New England transmission owners' case, discussed above, FERC has not issued an order in this case, and it is under no deadline to do so.

A significant portion of our planned electric transmission investments consists of three separate projects to be constructed by ATXI, which have been approved by MISO as multi-value projects. The largest of the three projects is the Illinois Rivers project. The total investment in these three projects is expected to be $1.4 billion. The last of these projects is expected to be

Table of Contents

completed in 2019. A failure by Ameren to complete all of these three projects on time and within projected cost estimates could adversely affect our results of operations, financial position, and liquidity.

FERC has issued multiple orders, which are subject to ongoing litigation, eliminating the right of first refusal for electric utilities to construct certain new transmission projects within their service territory. If these orders are upheld by the courts, Ameren might need to compete to build certain future electric transmission projects in its subsidiaries' service territories. Such competition could prevent Ameren from investing in future electric transmission projects to the extent desired.

Our electric generation, transmission and distribution facilities are subject to operational risks that could adversely affect our results of operations, financial position, and liquidity.

The Ameren Companies’ financial performance depends on the successful operation of electric generation, transmission, and distribution facilities. Operation of electric generation, transmission, and distribution facilities involves many risks, including:

- facility shutdowns due to operator error or a failure of equipment or processes;
- longer-than-anticipated maintenance outages;
- older generating equipment that may require significant expenditures to operate at peak efficiency;
- disruptions in the delivery of fuel or lack of adequate inventories, including ultra-low-sulfur coal used for Ameren Missouri’s compliance with environmental regulations;
- lack of water required for cooling plant operations;
- labor disputes;
- inability to comply with regulatory or permit requirements, including those relating to environmental laws;
- disruptions in the delivery of electricity that impact our customers;
- handling and storage of fossil-fuel combustion byproducts, such as CCR;
- unusual or adverse weather conditions, including severe storms, droughts, floods, tornadoes, solar flares, and electromagnetic pulses;
- a workplace accident that might result in injury or loss of life, extensive property damage, or environmental damage;
- cybersecurity risk, including loss of operational control of our energy centers and our electric transmission and distribution systems and/or loss of data, such as utility customer data, account information, and intellectual property through insider or outsider actions;
- catastrophic events such as fires, explosions, pandemic health events, or other similar occurrences;
- limitations on amounts of insurance available to cover losses that might arise in connection with operating our electric generation, transmission, and distribution facilities; and
- other unanticipated operations and maintenance expenses and liabilities.

Ameren Missouri’s ownership and operation of a nuclear energy center creates business, financial, and waste disposal risks.

Ameren Missouri’s ownership of the Callaway energy center subjects it to the risks of nuclear generation, which include the following:

- potential harmful effects on the environment and human health resulting from the operation of nuclear facilities and the storage, handling, and disposal of radioactive materials;
- the lack of a permanent waste storage site;
- limitations on the amounts and types of insurance commercially available to cover losses that might arise in connection with the Callaway energy center or other United States nuclear operations;
- uncertainties with respect to contingencies and retrospective premium assessments relating to claims at the Callaway energy center or any other United States nuclear energy center;
- public and governmental concerns about the adequacy of security at nuclear energy centers;
- uncertainties with respect to the technological and financial aspects of decommissioning nuclear energy centers at the end of their licensed lives;
- limited availability of fuel supply; and
- costly and extended outages for scheduled or unscheduled maintenance and refueling.

The NRC has broad authority under federal law to impose licensing and safety requirements for nuclear energy centers. In the event of noncompliance, the NRC has the authority to impose fines or to shut down a unit, or both, depending upon its assessment of the severity of the situation, until compliance is achieved. Revised safety requirements promulgated from time to time by the NRC could necessitate substantial capital expenditures at nuclear energy centers such as Ameren Missouri's. In addition, if a serious nuclear incident were to occur, it could have a material but indeterminable adverse effect on Ameren Missouri's results of operations, financial condition, and liquidity. A major incident at a nuclear energy center anywhere in the world could cause the NRC to limit or prohibit the operation or relicensing of any domestic nuclear unit. An incident at a nuclear energy center anywhere in the world also could cause the NRC to impose additional conditions or requirements on the industry, which could increase costs and result in additional capital expenditures. For example, the earthquake in 2011 that affected nuclear energy centers in Japan has resulted in regulatory changes in the United States, and may result in future regulatory changes that may impose additional costs on all nuclear energy centers in the United States. Specific to seismic risk, the NRC may require Callaway to further evaluate the impact of an earthquake on its operations, which could lead to the installation of additional capital equipment to comply with revised NRC standards.

Our natural gas distribution and storage activities involve numerous risks that may result in accidents and other operating risks and costs that could adversely affect our results of operations, financial position, and liquidity.

Inherent in our natural gas distribution and storage activities are a variety of hazards and operating risks, such as leaks, accidental explosions, mechanical problems and cybersecurity risks, which could cause substantial financial losses. In addition, these risks could result in serious injury, loss of human life, significant damage to property, environmental pollution, and impairment of our operations, which in turn could lead to substantial losses for us. In accordance with customary industry practice, we maintain insurance against some, but not all, of these risks and losses. The location of distribution lines and storage facilities near populated areas, including residential areas, business centers, industrial sites, and other public gathering places, could increase the level of damages resulting from these risks. The occurrence of any of these events not fully covered by insurance could materially adversely affect our results of operations, financial position, and liquidity.

We are subject to federal regulatory compliance and proceedings, which increase our risk of regulatory penalties and other sanctions.

The Energy Policy Act of 2005 increased FERC’s civil penalty authority for violation of FERC statutes, rules, and orders, including with respect to mandatory NERC reliability standards. FERC can impose penalties of $1 million per violation per day. Under the Energy Policy Act of 2005, the Ameren Companies, as owners and operators of bulk power transmission systems and/or electric energy centers, are subject to mandatory NERC reliability standards, including cybersecurity standards. Compliance with these mandatory reliability standards may subject the Ameren Companies to higher operating costs and may result in increased capital expenditures. If the Ameren Companies were found not to be in compliance with these mandatory reliability standards or FERC statutes, rules and orders, the Ameren Companies could incur substantial monetary penalties and other sanctions, which could adversely affect our results of operations, financial position, and liquidity. FERC also conducts audits and reviews of Ameren Missouri's, Ameren Illinois', and ATXI's accounting records to assess the accuracy of its formula rate-making process and has the ability to require retroactive refunds to customers for previously billed amounts, with interest.

Even though agreements were reached with the state of Missouri and FERC, the breach of the upper reservoir of Ameren Missouri’s Taum Sauk pumped-storage hydroelectric energy center could continue to have a material adverse effect on Ameren’s and Ameren Missouri’s results of operations, liquidity, and financial condition.

In December 2005, there was a breach of the upper reservoir at Ameren Missouri’s Taum Sauk pumped-storage hydroelectric energy center. This resulted in significant flooding in the local area, which damaged a state park. Ameren Missouri settled with the state of Missouri and FERC all issues associated with the December 2005 Taum Sauk incident.

Ameren Missouri had liability insurance coverage for the Taum Sauk incident, subject to certain limits and deductibles.

Ameren Missouri filed separate lawsuits against two different liability insurance providers claiming that the insurance companies breached their duty to indemnify Ameren Missouri for the losses experienced from the incident. Ameren’s and Ameren Missouri’s results of operations, financial position, and liquidity could be adversely affected if Ameren Missouri’s remaining liability insurance claims of $68 million as of December 31, 2013, are not paid by insurers.

Our businesses are dependent on our ability to access the capital markets successfully. We may not have access to sufficient capital in the amounts and at the times needed.

We rely on short-term and long-term debt as significant sources of liquidity and funding for capital requirements not satisfied by our operating cash flow as well as to refinance long-term debt. The inability to raise debt or equity capital on reasonable terms, or at all, could negatively affect our ability to maintain and to expand our businesses. Events beyond our control, such as a recession or extreme volatility in the debt, equity, or credit markets, may create uncertainty that could increase our cost of capital or impair or eliminate our ability to access the debt, equity, or credit markets, including our ability to draw on bank credit facilities. Any adverse change in the Ameren Companies' credit ratings may reduce access to capital and trigger additional collateral postings and prepayments. Such changes may also increase the cost of borrowing and fuel, power and natural gas supply, among other things, which could have a material adverse effect on our results of operations, financial position, and liquidity. Certain of the Ameren's subsidiaries, such as ATXI, rely on Ameren for access to capital. Circumstances that limit Ameren’s access to capital

could impair its ability to provide those subsidiaries with needed capital.
Ameren’s holding company structure could limit its ability to pay common stock dividends and to service its debt obligations.
Ameren is a holding company; therefore, its primary assets are the common stock of its subsidiaries. As a result, Ameren’s ability to pay dividends on its common stock depends on the earnings of its subsidiaries and the ability of its subsidiaries to pay dividends or otherwise transfer funds to Ameren. Similarly, Ameren’s ability to service its debt obligations is also dependent upon the earnings of operating subsidiaries and the distribution of those earnings and other payments, including payments of principal and interest under intercompany indebtedness. The payment of dividends to Ameren by its subsidiaries in turn depends on their results of operations and cash flows and other items affecting retained earnings. Ameren’s subsidiaries are separate and distinct legal entities and have no obligation, contingent or otherwise, to pay any dividends or make any other distributions (except for payments required pursuant to the terms of intercompany borrowing arrangements and cash payments and receipts under the tax allocation agreement) to Ameren. Certain of the Ameren Companies’ financing agreements and articles of incorporation, in addition to certain statutory and regulatory requirements, may impose restrictions on the ability of such Ameren Companies to transfer funds to Ameren in the form

Table of Contents

of cash dividends, loans, or advances.

Dynegy’s or its subsidiaries' failure to satisfy certain of their indemnity and other obligations to Ameren in connection with the divestiture of New AER to IPH could have a material adverse impact on Ameren’s results of operations, financial position or liquidity.

On December 2, 2013, Ameren completed the divestiture of New AER to IPH. The transaction agreement between Ameren and IPH requires Ameren, for up to 24 months after the closing of the divestiture of New AER, to maintain its financial obligations in existence as of the date of the closing under all credit support arrangements or obligations with respect to New AER and its subsidiaries. Ameren must also provide any additional credit support that may be contractually required pursuant to any of the contracts of New AER, and its subsidiaries as of the closing. IPH, New AER and its subsidiaries and Dynegy have agreed to indemnify Ameren for certain losses relating to this credit support. IPH’s indemnification obligations are secured by certain AERG and Genco assets. However, these indemnification obligations and security interests might not cover all losses incurred by Ameren in connection with this credit support. In addition, Dynegy emerged from its Chapter 11 bankruptcy case on October 1, 2012, and, as of December 31, 2013, Dynegy’s credit ratings were sub-investment grade. IPH, New AER and its subsidiaries also do not have investment grade credit ratings. Dynegy, IPH, New AER, or their subsidiaries might not be able to pay their indemnity and other obligations under the transaction agreement, Marketing Company’s note to Ameren, or Dynegy’s limited guarantee to Ameren, which could have a material adverse impact on Ameren’s results of operations, financial position, and liquidity. As of December 31, 2013, the balance of the Marketing Company note to Ameren was $18 million. As of December 31, 2013, Ameren provided $190 million in guarantees and letters of credit totaling $11 million relating to its credit support of New AER.

Government challenges to the tax positions taken by the Ameren Companies, as well as tax law changes and the inherent difficulty in quantifying potential tax effects of business decisions could adversely affect the Ameren Companies’ results of operations and cash flows.

The Ameren Companies are required to make judgments in order to estimate their obligations to taxing authorities. These obligations can include income tax and taxes other than income tax, many of which involve complex matters that ultimately could be determined by the courts. These judgments include reserves for potential adverse outcomes for tax positions that may be challenged by tax authorities. The Ameren Companies also estimate their ability to use tax benefits, including those in the form of carryforwards and tax credits that are recorded as deferred tax assets on their balance sheets. A disallowance of these tax benefits could have a material adverse impact on our results of operation, financial position, and liquidity.

The Ameren Companies’ operations are subject to acts of sabotage, war, terrorism, cyber attacks, and other intentionally disruptive acts.

Like other electric and natural gas utilities, our energy centers, fuel storage facilities, transmission and distribution facilities, and information systems may be targets of terrorist activities, including cyber attacks, which could disrupt our ability to produce or distribute some portion of our energy products. Any such disruption could result in a significant decrease in revenues or significant additional costs for repair, which could adversely affect our results of operations, financial position, and liquidity.

A security breach of the Ameren Companies’ physical assets or information systems could affect the reliability of the transmission and distribution system, disrupt electric generation, and/or subject the Ameren Companies to financial harm associated with theft or inappropriate release of certain types of information, including sensitive customer and employee data. If a significant breach occurred, the reputation of the Ameren Companies could be adversely affected, customer confidence could be diminished, and/or the Ameren Companies could be subject to legal claims, any of which could result in a significant decrease in revenues or significant additional costs for rectifying the impacts of such a breach. The Ameren Companies’ use of smart meters throughout their service territories may increase the risk of damage from an intentional disruption of the system by third parties. In addition, new or updated security regulations could require changes in current measures taken by the Ameren Companies and could adversely affect their results of operations, cash flows, and financial position.

Increasing costs associated with our defined benefit retirement and postretirement plans, health care plans, and other employee benefits could adversely affect our financial position and liquidity.

We offer defined benefit retirement and postretirement plans that cover substantially all of our employees. Assumptions related to future costs, returns on investments, interest rates, and other actuarial matters have a significant impact on our customers' rates and our plan funding requirements. Ameren expects to fund its pension plans at a level equal to the greater of the pension expense or the legally required minimum contribution. Considering Ameren’s assumptions at December 31, 2013, its investment performance in 2013, and its pension funding policy, Ameren expects to make annual contributions of $20 million to $100 million in each of the next five years, with aggregate estimated contributions of $270 million. We expect Ameren Missouri’s and Ameren Illinois’ portion of the future funding requirements to be 52% and 47%, respectively. These amounts are estimates. They may change with actual investment performance, changes in interest rates, changes in our assumptions, changes in government regulations, and any voluntary contributions.

In addition to the costs of our retirement plans, the costs of providing health care benefits to our employees and retirees have increased in recent years. We believe that our employee benefit costs, including costs of health care plans for our employees and former employees, will continue to rise. The increasing costs and

Table of Contents

funding requirements associated with our defined benefit retirement plans, health care plans, and other employee benefits could increase our financing needs and otherwise materially adversely affect our financial position and liquidity.

Failure to retain and attract key officers and other skilled professional and technical employees could adversely affect our operations.

Our businesses depend upon our ability to employ and retain key officers and other skilled professional and technical employees. A significant portion of our workforce is nearing retirement, including many employees with specialized skills such as maintaining and servicing our electric and natural gas infrastructure and operating our energy centers.

ITEM 1B. UNRESOLVED STAFF COMMENTS

None.

Table of Contents

ITEM 2.PROPERTIES

For information on our principal properties, see the energy center table below. See also Liquidity and Capital Resources and Regulatory Matters in Management’s Discussion and Analysis of Financial Condition and Results of Operations under Part II, Item 7, of this report for a discussion of planned additions, replacements or transfers. See also Note 5 – Long-term Debt and Equity Financings, and Note 15 – Commitments and Contingencies under Part II, Item 8, of this report.

The following table shows what the capability of our Ameren Missouri energy centers is anticipated to be at the time of our expected 2014 peak summer electrical demand:

Primary Fuel Source	Energy Center	Location	Net Kilowatt Capability[(a)]
Coal	Labadie	Franklin County, Missouri	2,374,000
	Rush Island	Jefferson County, Missouri	1,182,000
	Sioux	St. Charles County, Missouri	972,000
	Meramec	St. Louis County, Missouri	831,000
Total coal			5,359,000
Nuclear	Callaway	Callaway County, Missouri	1,193,000
Hydroelectric	Osage	Lakeside, Missouri	240,000
	Keokuk	Keokuk, Iowa	140,000
Total hydroelectric			380,000
Pumped-storage	Taum Sauk	Reynolds County, Missouri	440,000
Oil (CTs)	Meramec	St. Louis County, Missouri	54,000
	Fairgrounds	Jefferson City, Missouri	54,000
	Mexico	Mexico, Missouri	53,000
	Moberly	Moberly, Missouri	53,000
	Moreau	Jefferson City, Missouri	53,000
	Howard Bend	St. Louis County, Missouri	39,000
Total oil			306,000
Natural gas (CTs)	Audrain[(b)]	Audrain County, Missouri	600,000
	Venice[(c)]	Venice, Illinois	487,000
	Goose Creek	Piatt County, Illinois	432,000
	Pinckneyville	Pinckneyville, Illinois	316,000
	Raccoon Creek	Clay County, Illinois	300,000
	Kinmundy[(c)]	Kinmundy, Illinois	206,000
	Peno Creek[(b)(c)]	Bowling Green, Missouri	188,000
	Meramec[(c)]	St. Louis County, Missouri	44,000
	Kirksville	Kirksville, Missouri	13,000
Total natural gas			2,586,000
Methane gas (CTs)	Maryland Heights	Maryland Heights, Missouri	8,000
Total Ameren and Ameren Missouri			10,272,000

(a) Net kilowatt capability is the generating capacity available for dispatch from the energy center into the electric transmission grid.

(b) There are economic development lease arrangements applicable to these CTs.

(c) These CTs have the capability to operate on either oil or natural gas (dual fuel).

The following table presents electric and natural gas utility-related properties for Ameren Missouri and Ameren Illinois as of December 31, 2013:

	Ameren Missouri	Ameren Illinois
Circuit miles of electric transmission lines[(a)]	2,956	4,548
Circuit miles of electric distribution lines	33,076	46,011

Circuit miles of electric distribution lines underground	23 %	15 %
Miles of natural gas transmission and distribution mains	3,297	18,190
Underground gas storage fields	—	12
Total working capacity of underground gas storage fields in billion cubic feet	—	24

(a) ATXI owns 29 miles of transmission lines not reflected in this table.

Our other properties include office buildings, warehouses, garages, and repair shops.

With only a few exceptions, we have fee title to all principal

energy centers and other units of property material to the operation of our businesses, and to the real property on which such facilities are located (subject to mortgage liens securing our outstanding first mortgage bonds and to certain permitted liens and judgment liens). The exceptions are as follows:

- A portion of Ameren Missouri's Osage energy center reservoir, certain facilities at Ameren Missouri's Sioux energy center, most of Ameren Missouri's Peno Creek and Audrain CT energy centers, certain substations, and most transmission and distribution lines and natural gas mains are situated on lands occupied under leases, easements, franchises, licenses, or permits. The United States or the state of Missouri may own or may have paramount rights to certain lands lying in the bed of the Osage River or located between the inner and outer harbor lines of the Mississippi River on which certain of Ameren Missouri's energy centers and other properties are located.
- The United States, the state of Illinois, the state of Iowa, or the city of Keokuk, Iowa, may own or may have paramount rights with respect to certain lands lying in the bed of the

Table of Contents

Mississippi River on which a portion of Ameren Missouri's Keokuk energy center is located.
Substantially all of the properties and plant of Ameren Missouri and Ameren Illinois are subject to the first liens of the indentures securing their mortgage bonds.
Ameren Missouri has conveyed most of its Peno Creek CT energy center to the city of Bowling Green, Missouri, and leased the energy center back from the city through 2022. Under the terms of this capital lease, Ameren Missouri is responsible for all operation and maintenance for the energy center. Ownership of the energy center will transfer to Ameren Missouri at the expiration of the lease, at which time the property and plant will become subject to the lien of any outstanding Ameren Missouri first mortgage bond indenture.
Ameren Missouri operates a CT energy center located in Audrain County, Missouri. Ameren Missouri has rights and obligations as lessee of the CT energy center under a long-term lease with Audrain County. The lease will expire on December 1, 2023. Under the terms of this capital lease, Ameren Missouri is responsible for all operation and maintenance for the energy center. Ownership of the energy center will transfer to Ameren Missouri at the expiration of the lease, at which time the property and plant will become subject to the lien of any outstanding Ameren Missouri first mortgage bond indenture.

ITEM 3. LEGAL PROCEEDINGS

We are involved in legal and administrative proceedings before various courts and 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 this report, will not have a material adverse effect on our results of operations, financial position, or liquidity. Risk of loss is mitigated, in some cases, by insurance or contractual or statutory

indemnification. We believe that we have established appropriate reserves for potential losses. Material legal and administrative proceedings, which are discussed in Note 2 – Rate and Regulatory Matters and Note 15 – Commitment and Contingencies under Part II, Item 8, of this report and are incorporated herein by reference, include the following:

- Ameren Illinois' appeal of the ICC's December 2013 electric rate order;
- FERC litigation to determine wholesale distribution revenues for five of Ameren Illinois' wholesale customers;
- Complaint cases filed by Noranda and 37 residential customers with the MoPSC in February 2014 requesting a reduction to Ameren Missouri's electric rates, including a reduction to its allowed return on equity, and certain rate design changes;
- Entergy's rehearing request of a FERC May 2012 order requiring Entergy to refund to Ameren Missouri additional charges Ameren Missouri paid under an expired power purchase agreement;
- Ameren Illinois' request for rehearing of FERC's July 2012 and June 2013 orders regarding the inclusion of acquisition premiums in Ameren Illinois' electric transmission rates;
- the EPA's Clean Air Act-related litigation filed against Ameren Missouri;
- remediation matters associated with former MGP and waste disposal sites of the Ameren Companies;
- litigation associated with the breach of the upper reservoir at Ameren Missouri's Taum Sauk pumped-storage hydroelectric energy center;
- Ameren Illinois' receipt of tax liability notices relating to prior-period electric and natural gas municipal taxes; and
- asbestos-related litigation associated with Ameren, Ameren Missouri, and Ameren Illinois.

ITEM 4. MINE SAFETY DISCLOSURES

Not applicable.

EXECUTIVE OFFICERS OF THE REGISTRANTS (ITEM 401(b) OF REGULATION S-K):

The executive officers of the Ameren Companies, including major subsidiaries, are listed below, along with their ages as of December 31, 2013, all positions and offices held with the Ameren Companies as of February 14, 2014, tenure as officer, and business background for at least the last five years. Some executive officers hold multiple positions within the Ameren Companies; their titles are given in the description of their business experience. References to "Ameren Illinois companies" below refers to CIPS, CILCO and IP collectively prior to the Ameren Illinois Merger and to Ameren Illinois following the Ameren Illinois Merger.

Table of Contents

AMEREN CORPORATION:

Name	Age	Positions and Offices Held
Thomas R. Voss	66	Chairman and Chief Executive Officer, and Director

Voss joined Ameren Missouri in 1969. In 2007, Voss was elected chairman, president and chief executive officer of Ameren Missouri. In 2009, Voss was elected president and chief executive officer of Ameren; at that time, he relinquished his other positions. In 2010, the Ameren board of directors elected Voss to the additional position of chairman of the board. He has been a member of the Ameren board since 2009. Voss relinquished his position as president of Ameren, effective February 14, 2014, and will relinquish his position as chief executive officer of Ameren, effective April 24, 2014, and will retire as chairman and member of the Ameren board, effective July 1, 2014.

Warner L. Baxter	52	President and Director

Baxter joined Ameren Missouri in 1995. Baxter was elected to the positions of executive vice president and chief financial officer of Ameren, Ameren Missouri, CIPS, CILCO and Ameren Services in 2003 and of IP in 2004. He was elected chairman, president, chief executive officer and chief financial officer of Ameren Services in 2007. In 2009, Baxter was elected chairman, president and chief executive officer of Ameren Missouri; at that time, he relinquished his other positions. Baxter became president of Ameren and a member of the Ameren board, effective February 14, 2014, and will succeed Voss as chief executive officer of Ameren, effective April 24, 2014. The Ameren board expects that Baxter will succeed Voss as chairman of the board.

Martin J. Lyons, Jr.	47	Executive Vice President and Chief Financial Officer

Lyons joined Ameren in 2001. In 2008, Lyons was elected senior vice president and principal accounting officer of the Ameren Companies. In 2009, Lyons was also elected chief financial officer of the Ameren Companies. In 2013, Lyons was elected executive vice president and chief financial officer of the Ameren Companies, and relinquished his duties as principal accounting officer.

Gregory L. Nelson	56	Senior Vice President, General Counsel and Secretary

Nelson joined Ameren Missouri in 1995. Nelson was elected vice president and tax counsel of Ameren Services in 1999 and vice president of Ameren Missouri, CIPS, and CILCO in 2003 and of IP in 2004. In 2010, Nelson was elected vice president, tax and deputy general counsel of Ameren Services. He remained vice president of Ameren Missouri and the Ameren Illinois companies. In 2011, Nelson was elected to the positions of senior vice president, general counsel and secretary of the Ameren Companies.

Bruce A. Steinke	52	Senior Vice President, Finance and Chief Accounting Officer

Steinke joined Ameren Services in 2002. In 2008, he was elected vice president and controller of Ameren, the Ameren Illinois companies and Ameren Services. In 2009, Steinke relinquished his positions at the Ameren Illinois companies. In 2013, Steinke was elected senior vice president, finance and chief accounting officer of the Ameren Companies.

Table of Contents

SUBSIDIARIES:

Name	Age	Positions and Offices Held
Maureen A. Borkowski	56	Chairman, President and Chief Executive Officer (ATXI)

Borkowski joined Ameren Missouri in 1981. She left the company in 2000 before rejoining Ameren in 2005 as vice president, transmission, of Ameren Services. In 2011, Borkowski was elected chairman, president and chief executive officer of ATXI. In 2011, she was also elected senior vice president, transmission, of Ameren Services.

Daniel F. Cole	60	Chairman, President and Chief Executive Officer (Ameren Services)

Cole joined Ameren Missouri in 1976. He was elected senior vice president of Ameren Missouri and Ameren Services in 1999 and of CIPS in 2001. He was elected senior vice president of CILCO in 2003 and of IP in 2004. In 2009, Cole was elected chairman, president and chief executive officer of Ameren Services and remained senior vice president of Ameren Missouri and the Ameren Illinois companies.

Fadi M. Diya	51	Senior Vice President and Chief Nuclear Officer (Ameren Missouri)

Diya joined Ameren Missouri in 2005. In 2008, Diya was elected vice president of nuclear operations at Ameren Missouri. Effective January 16, 2014, Diya was elected senior vice president and chief nuclear officer of Ameren Missouri.

Richard J. Mark	58	Chairman, President and Chief Executive Officer (Ameren Illinois)

Mark joined Ameren Services in 2002. He was elected senior vice president, customer operations of Ameren Missouri in 2005. In 2012, Mark relinquished his position at Ameren Missouri and was elected chairman, president and chief executive officer of Ameren Illinois.

Michael L. Moehn	44	Senior Vice President, Customer Operations (Ameren Missouri)

Moehn joined Ameren Services in 2000. In 2008, he was elected senior vice president, corporate planning and business risk management of Ameren Services. In 2012, Moehn relinquished his position at Ameren Services and was elected senior vice president of customer operations of Ameren Illinois. Subsequently in 2012, Moehn relinquished his position at Ameren Illinois and was elected senior vice president, customer operations of Ameren Missouri.

Charles D. Naslund	61	Executive Vice President (Ameren Missouri)

Naslund joined Ameren Missouri in 1974. In 2008, he was elected chairman, president and chief executive officer of AER. In 2011, Naslund assumed the position of senior vice president, generation and environmental projects of Ameren Missouri and relinquished his positions of chairman, president and chief executive officer of AER. In 2013, Naslund relinquished his position at Ameren Missouri and was elected senior vice president of Ameren Services. Subsequently in 2013, Naslund was elected executive vice president of Ameren Services and Ameren Missouri.
Officers are generally elected or appointed annually by the respective board of directors of each company, following the election of board members at the annual meetings of shareholders. No special arrangement or understanding exists between any of the above-named executive officers and the Ameren Companies nor, to our knowledge, with any other person or persons pursuant to which any executive officer was selected as an officer. There are no family relationships among the executive officers or between the executive officers and any directors of the Ameren Companies. All of the above-named executive officers have been employed by an Ameren company for more than five years in executive or management positions.

Table of Contents

PART II

ITEM 5. MARKET FOR REGISTRANTS' COMMON EQUITY, RELATED STOCKHOLDER MATTERS, AND ISSUER PURCHASE OF EQUITY SECURITIES

Ameren’s common stock is listed on the NYSE (ticker symbol: AEE). Ameren common shareholders of record totaled 57,623 on January 31, 2014. The following table presents the price ranges, closing prices, and dividends declared per Ameren common share for each quarter during 2013 and 2012.

	High	Low	Close	Dividends Declared
2013 Quarter Ended:				
March 31	$35.12	$30.64	$35.02	$ 0.400
June 30	36.74	32.34	34.44	0.400
September 30	36.70	32.61	34.84	0.400
December 31	37.31	34.18	36.16	0.400
2012 Quarter Ended:				
March 31	$33.68	$30.89	$32.58	$ 0.400
June 30	34.04	31.15	33.54	0.400
September 30	35.30	32.27	32.67	0.400
December 31	33.21	28.43	30.72	0.400

There is no trading market for the common stock of Ameren Missouri and Ameren Illinois. Ameren holds all outstanding common stock of Ameren Missouri and Ameren Illinois.

The following table sets forth the quarterly common stock dividend payments made by Ameren and its registrant subsidiaries during 2013 and 2012:

	2013				2012			
(In millions)	Quarter Ended				Quarter Ended			
Registrant	December 31	September 30	June 30	March 31	December 31	September 30	June 30	March 31
Ameren Missouri	$140	$ 140	$90	$90	$100	$ 100	$100	$100
Ameren Illinois	65	15	15	15	57	57	38	37
Ameren	97	97	97	97	98	97	97	90

On February 14, 2014, the board of directors of Ameren declared a quarterly dividend on Ameren’s common stock of 40 cents per share. The common share dividend is payable March 31, 2014, to shareholders of record on March 12, 2014.

For a discussion of restrictions on the Ameren Companies’ payment of dividends, see Liquidity and Capital Resources in Management’s Discussion and Analysis of Financial Condition and Results of Operations under Part II, Item 7, of this report.

Purchases of Equity Securities

Ameren, Ameren Missouri, and Ameren Illinois did not purchase equity securities reportable under Item 703 of Regulation S-K during the period from October 1, 2013, to December 31, 2013.

Performance Graph

The following graph shows Ameren’s cumulative total shareholder return during the five years ended December 31, 2013. The graph also shows the cumulative total returns of the S&P 500 Index and the Edison Electric Institute Index (EEI Index), which comprises most investor-owned electric utilities in the United States. The comparison assumes that $100 was invested on December 31, 2008, in Ameren common stock and in each of the indices shown, and it assumes that all of the dividends were reinvested.

Table of Contents

December 31,	2008	2009	2010	2011	2012	2013
Ameren	$100.00	$89.29	$95.41	$118.07	$115.09	$141.91
S&P 500 Index	100.00	126.46	145.50	148.58	172.35	228.17
EEI Index	100.00	110.71	118.50	142.19	145.16	164.05

Ameren management cautions that the stock price performance shown in the graph above should not be considered indicative of potential future stock price performance.

Table of Contents

ITEM 6. SELECTED FINANCIAL DATA

For the years ended December 31, (In millions, except per share amounts)	2013	2012	2011	2010	2009
Ameren[(a)]:					
Operating revenues	$5,838	$5,781	$6,148	$6,188	$5,811
Operating income[(b)]	1,184	1,188	1,033	1,175	890
Income from continuing operations	518	522	437	523	369
Income (loss) from discontinued operations, net of taxes[(c)]	(223)	(1,496)	89	(372)	255
Net income (loss) attributable to Ameren Corporation	289	(974)	519	139	612
Common stock dividends	388	382	375	368	338
Continuing operations earnings per share – basic	2.11	2.13	1.79	2.15	1.63
Continuing operations earnings per share – diluted	2.10	2.13	1.79	2.15	1.63
Common stock dividends per share	1.60	1.60	1.555	1.54	1.54
As of December 31:					
Total assets[(d)]	$21,042	$22,230	$23,723	$23,511	$23,701
Long-term debt, excluding current maturities	5,504	5,802	5,853	6,029	6,287
Total Ameren Corporation stockholders' equity	6,544	6,616	7,919	7,730	7,856
Ameren Missouri:					
Operating revenues	$3,541	$3,272	$3,383	$3,197	$2,874
Operating income[(b)]	803	845	609	711	566
Net income available to common stockholder	395	416	287	364	259
Dividends to parent	460	400	403	235	175
As of December 31:					
Total assets	$12,904	$13,043	$12,757	$12,504	$12,219
Long-term debt, excluding current maturities	3,648	3,801	3,772	3,949	4,018
Total stockholders' equity	3,993	4,054	4,037	4,153	4,057
Ameren Illinois:					
Operating revenues	$2,311	$2,525	$2,787	$3,014	$2,984
Operating income	415	377	458	498	363
Net income available to common stockholder	160	141	193	248	241
Dividends to parent	110	189	327	133	98
As of December 31:					
Total assets[(e)]	$7,454	$7,282	$7,213	$7,406	$8,298
Long-term debt, excluding current maturities	1,856	1,577	1,657	1,657	1,847
Total stockholders' equity	2,448	2,401	2,452	2,576	3,072

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

(b) Includes "Taum Sauk regulatory disallowance" of $89 million recorded at Ameren and Ameren Missouri for the year ended December 31, 2011.

(c)

See Note 16 - Divestiture Transactions and Discontinued Operations under Part II, Item 8, of this report for additional information.

(d) Includes total assets from discontinued operations of $165 million, $1,611 million, $3,721 million, $3,825 million, and $4,593 million at December 31, 2013, 2012, 2011, 2010, and 2009, respectively.

(e) Includes total assets from discontinued operations (AERG) of $1,117 million at December 31, 2009.

Table of Contents

ITEM 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

Ameren, headquartered in St. Louis, Missouri, is a public utility holding company under PUHCA 2005, administered by FERC. Ameren's primary assets are its equity interests in its subsidiaries. Ameren's subsidiaries are separate, independent legal entities with separate businesses, assets, and liabilities. Dividends on Ameren's common stock and the payment of other expenses by Ameren depend on distributions made to it by its subsidiaries.

Below is a summary description of Ameren Missouri and Ameren Illinois. A more detailed description can be found in Note 1 – Summary of Significant Accounting Policies under Part II, Item 8, of this report.

- Ameren Missouri operates a rate-regulated electric generation, transmission, and distribution business, and a rate-regulated natural gas transmission and distribution business in Missouri.
- Ameren Illinois operates a rate-regulated electric and natural gas transmission and distribution business in Illinois.

Ameren has various other subsidiaries responsible for activities such as the provision of shared services. Ameren also has a subsidiary, ATXI, that operates a FERC rate-regulated electric transmission business and is developing the Illinois Rivers project. The Illinois Rivers project is a MISO-approved project to build a 345-kilovolt line from western Indiana across the state of Illinois to eastern Missouri at an estimated cost of $1.1 billion.

On March 14, 2013, Ameren entered into a transaction agreement to divest New AER to IPH. On December 2, 2013, Ameren completed the divestiture of New AER to IPH. On January 31, 2014, Medina Valley completed its sale of the Elgin, Gibson City, and Grand Tower gas-fired energy centers to Rockland Capital. See Note 16 – Divestiture Transactions and Discontinued Operations under Part II, Item 8, of this report for additional information. These divestitures position Ameren to focus exclusively on its rate-regulated electric, natural gas, and transmission operations.

As a result of the transaction agreement with IPH and Ameren's plan to sell its Elgin, Gibson City, and Grand Tower gas-fired energy centers, Ameren determined that New AER and the gas-fired energy centers qualified for discontinued operations presentation beginning March 14, 2013. In addition, as of December 2, 2013, Ameren abandoned the Meredosia and Hutsonville energy centers upon the completion of the divestiture of New AER to IPH. Ameren is prohibited from operating these energy centers through December 31, 2020, as a provision of the Illinois Pollution Control Board's November 2013 order granting IPH a variance of the MPS. As a result, Ameren determined that the Meredosia and Hutsonville energy centers qualified for discontinued operations presentation as of December 2, 2013. The Meredosia and Hutsonville energy centers ceased operations at December 31, 2011, and therefore 2011 was the last year those energy centers had a material effect on Ameren's

consolidated financial statements. As a result of these events, Ameren has segregated New AER's and the Elgin, Gibson City, Grand Tower, Meredosia, and Hutsonville energy centers' operating results, assets, and liabilities and presented them separately as discontinued operations for all periods presented in this report. Unless otherwise stated, the following sections of Management's Discussion and Analysis of Financial Condition and Results of Operations exclude discontinued operations for all periods presented. See Note 16 – Divestiture Transactions and Discontinued Operations under Part II, Item 8, of this report for additional information regarding that presentation.

The financial statements of Ameren are prepared on a consolidated basis and therefore include the accounts of its majority-owned subsidiaries. Ameren Missouri and Ameren Illinois have no subsidiaries, and therefore their financial statements are not prepared on a consolidated basis. All significant intercompany transactions have been eliminated. All tabular dollar amounts are in millions, unless otherwise indicated.

In addition to presenting results of operations and earnings amounts in total, we present certain information in cents per share. These amounts reflect factors that directly affect Ameren's earnings. We believe that this per share information helps readers to understand the impact of these factors on Ameren's earnings per share. All references in this report to earnings per share are based on average diluted common shares outstanding.

OVERVIEW

With its exit from the merchant generation business complete, Ameren is focused exclusively on its rate-regulated utilities. Ameren plans to invest in and operate its utilities in a manner consistent with existing regulatory frameworks, optimizing operating and capital spending within these frameworks, including managing costs in a disciplined manner. As a result, Ameren intends to allocate significant and increasing amounts of discretionary capital to FERC-regulated electric transmission service and Illinois electric delivery service projects because these services operate under formulaic and constructive regulatory frameworks.

Ameren Missouri expects to file an electric service rate case in July 2014. The rate case is expected to include the costs associated with the completion of two significant capital projects, which projects are the replacement of the nuclear reactor head at Ameren Missouri's Callaway energy center and upgrades to precipitators at Ameren Missouri's coal-fired Labadie energy center. Both of these projects are scheduled for completion during the fourth quarter of 2014. The timing of the rate case filing is designed to minimize, to the extent possible under the existing regulatory framework, the regulatory lag on these two important capital investments.

Ameren Missouri continues to seek a regulatory framework with reduced regulatory lag, which provides timely cash flows and a reasonable opportunity to earn fair returns on investments that are in the best long-term interest of its customers. An enhanced

Table of Contents

regulatory framework would increase Ameren Missouri's ability to reinvest discretionary capital in aging energy infrastructure.

Ameren Illinois continues to participate in the IEIMA’s performance-based formula ratemaking framework for electric delivery service. Under this framework, the ICC issued an order in December 2013 which approved a net $45 million reduction in Ameren Illinois' electric delivery service rates used for 2014 customer billings, compared with 2013. The reduction was primarily caused by a $68 million refund due to customers in 2014 as a result of the 2012 revenue requirement reconciliation, partially offset by a $23 million increase in recoverable costs. These rates will affect Ameren Illinois’ cash flows during 2014, but not its operating revenues, which will instead be determined by the IEIMA’s 2014 revenue requirement reconciliation. In 2013, Illinois enacted into law certain amendments to the IEIMA that modified its implementation, which were consistent with Ameren Illinois’ view of the IEIMA’s performance-based formula rate framework.

In December 2013, the ICC issued a rate order that approved an increase in revenues for natural gas delivery service of $32 million, based on a 2014 future test year, with rates that became effective January 1, 2014. Also in 2013, Illinois enacted legislation that encourages Illinois natural gas utilities to accelerate modernization of the state’s natural gas infrastructure and provides for additional ICC oversight of natural gas utility performance. The law provides for a rate rider mechanism to recover costs of certain natural gas infrastructure investments made between rate cases. Ameren Illinois expects to begin including investments under this regulatory framework in 2015.

Over the next five years, Ameren plans to invest $2.25 billion in FERC-regulated electric transmission projects (ATXI - $1.4 billion; Ameren Illinois - $850 million). In 2013, ATXI obtained a certificate of public convenience and necessity from the ICC approving portions of its Illinois Rivers transmission project. In February 2014, the ICC issued a final order on rehearing approving the remaining substations and routes of the project. The Illinois Rivers project has an estimated total project cost of $1.1 billion. A full range of construction activities for the Illinois Rivers project is scheduled in 2014. The Ameren Illinois transmission investments are local reliability projects.

Earnings

Ameren reported net income of $289 million, or $1.18 per diluted share, for 2013, compared with net loss of $974 million, or a loss of $4.01 per diluted share, in 2012. Net income attributable to Ameren Corporation from continuing operations was $512 million, or $2.10 per diluted share, for 2013, and $516 million, or $2.13 per diluted share, for 2012. Ameren's earnings from continuing operations decreased in 2013, compared with 2012, in part, because of reduced earnings at Ameren Missouri due to the costs of the Callaway energy center's 2013 scheduled refueling and maintenance outage, compared with 2012 when there was no refueling outage, a reduction in revenues resulting from a MoPSC order related to the FAC, and the absence in 2013 of a 2012 benefit from a FERC-ordered refund from Entergy.

Additionally, earnings from continuing operations were unfavorably affected by decreased electric demand resulting from 2013 summer temperatures that were cooler than warmer-than-normal 2012 temperatures partially offset by increased electric and natural gas demand resulting from winter temperatures in 2013 that were colder than winter temperatures in 2012. Earnings from continuing operations were also unfavorably affected by the ICC's December 2013 order that resulted in a charge to earnings for the ICC's disallowance of a portion of debt premium costs. Net income from continuing operations at Ameren was favorably affected in 2013, compared with 2012, by rate increases for Ameren Missouri electric and Ameren Illinois transmission services, both effective in January 2013, as well as higher Ameren Illinois electric delivery service earnings. The latter reflected the absence, in 2013, of a 2012 required IEIMA contribution to the Illinois Science and Energy Innovation Trust, as well as increased rate base and a higher allowed return on equity due to higher 30-year United States Treasury bond yields under formula ratemaking. During 2013, Ameren Missouri and Ameren Illinois continued to align spending with regulatory outcomes, policies, and economic conditions.

Liquidity

Cash flows from operations associated with continuing operations of $1.6 billion and available cash on hand were used to pay dividends to common stockholders of $388 million and to fund capital expenditures of $1.4 billion. At December 31, 2013, Ameren, on a consolidated basis, had available liquidity, in the form of cash on hand and amounts available under existing credit agreements, of approximately $1.7 billion.

Capital Spending

In 2013, Ameren made significant investments in its utilities and expects that trend to continue into the foreseeable future. From 2014 through 2018, Ameren's cumulative capital spending is projected to range between $8 billion and nearly $9 billion. The spending includes approximately $1.4 billion for ATXI's investment in its electric transmission assets.

RESULTS OF OPERATIONS

Our results of operations and financial position are affected by many factors. Weather, economic conditions, and the actions of key customers can significantly affect the demand for our services. Our results are also affected by seasonal fluctuations: winter heating and summer cooling demands. The vast majority of Ameren’s revenues are subject to state or federal regulation. This regulation has a material impact on the prices we charge for our services. We principally use coal, nuclear fuel, natural gas, methane gas, and oil for fuel in our operations. The prices for these commodities can fluctuate significantly because of the global economic and political environment, weather, supply and demand, and many other factors. We have natural gas cost recovery mechanisms for our Illinois and Missouri natural gas delivery service businesses, a purchased power cost recovery mechanism for our Illinois electric delivery service business, and a FAC for our Missouri electric utility business. Ameren Illinois' electric delivery service utility business, pursuant to the IEIMA,

Table of Contents

conducts an annual reconciliation of the revenue requirement necessary to reflect the actual costs incurred in a given year with the revenue requirement that was in effect for that year, with recoveries from or refunds to customers made in a subsequent year. Included in Ameren Illinois' revenue requirement reconciliation is a formula for the return on equity, which is equal to the average of the monthly yields of 30-year United States treasury bonds plus 580 basis points. Therefore, Ameren Illinois' annual return on equity will be directly correlated to yields on United States treasury bonds. Fluctuations in interest rates and conditions in the capital and credit markets also affect our cost of borrowing and our pension and postretirement benefits costs. We employ various risk management strategies to reduce our exposure to commodity risk and other risks inherent in our business. The reliability of our energy centers and transmission and distribution systems and the level of purchased power costs, operations and maintenance costs, and capital investment are key factors that we seek to control to optimize our results of operations, financial position, and liquidity.

Earnings Summary

The following table presents a summary of Ameren's earnings for the years ended December 31, 2013, 2012, and 2011:

	2013	2012	2011
Net income (loss) attributable to Ameren Corporation	$289	$(974)	$519
Earnings (loss) per common share - diluted	1.18	(4.01)	2.15
Net income attributable to Ameren Corporation - continuing operations	512	516	431
Earnings per common share - diluted - continuing operations	2.10	2.13	1.79

2013 versus 2012

Net income attributable to Ameren Corporation from continuing operations in 2013 decreased $4 million, or $0.03 per diluted share, from 2012. Net income attributable to Ameren Corporation decreased in the Ameren Missouri segment by $21 million, partially offset by an increase in the Ameren Illinois segment of $19 million.

Compared with 2012 earnings per share from continuing operations, 2013 earnings per share from continuing operations were unfavorably affected by:

- the cost of the Callaway energy center's scheduled refueling and maintenance outage in 2013. There was no Callaway refueling and maintenance outage in 2012 (10 cents per share);
- a reduction in Ameren Missouri revenues resulting from a July 2013 MoPSC order that required a refund to customers for the earnings associated with certain long-term partial requirements sales recognized from October 1, 2009, to May 31, 2011 (7 cents per share);
- the absence in 2013 of a reduction in Ameren Missouri's purchased power expense and an increase in interest income, each as a result of a FERC-ordered refund received in 2012 from Entergy for a power purchase agreement that expired in 2009 (7 cents per share);
- decreased electric demand resulting from summer temperatures in 2013 that were cooler than the warmer-than-normal temperatures in 2012, partially offset by increased electric and natural gas demand resulting from winter temperatures in 2013 that were colder than winter temperatures in 2012 (6 cents per share);
- the ICC's December 2013 orders disallowing recovery from customers of a portion of the premium paid by Ameren Illinois for a tender offer in August 2012 to repurchase outstanding senior secured notes (4 cents per share); and
- increased depreciation primarily due to infrastructure additions at Ameren Missouri and Ameren Illinois and Ameren Illinois' new electric depreciation rates (3 cents per share).

Compared with 2012 earnings per share from continuing operations, 2013 earnings per share from continuing operations were favorably affected by:

- higher Ameren Missouri utility rates pursuant to an order issued by the MoPSC, which became effective in January 2013, partially offset by increased regulatory asset amortization as directed by the rate order. This excludes MEEIA impacts, which are discussed separately below (12 cents per share);

- higher revenues associated with Ameren Missouri's MEEIA program cost and projected lost revenue recovery mechanism (9 cents per share), which were partially offset by lower revenues resulting from reduced demand due to energy efficiency programs;
- higher electric transmission rates at Ameren Illinois and ATXI (8 cents per share); and
- an increase in Ameren Illinois' electric delivery service earnings under formula ratemaking, favorably affected primarily by an increased rate base, a higher allowed return on equity, and lower required contributions pursuant to the IEIMA (8 cents per share).

The cents per share information presented above is based on diluted average shares outstanding in 2012.

2012 versus 2011

Net income attributable to Ameren Corporation from continuing operations in 2012 increased $85 million, or $0.34 per diluted share, from 2011. Net income attributable to Ameren Corporation increased in the Ameren Missouri segment by $129 million, which was partially offset by a decrease in the Ameren Illinois segment of $52 million.

Compared with 2011 earnings per share from continuing operations, 2012 earnings per share from continuing operations were favorably affected by:

- the absence in 2012 of a 2011 charge for the MoPSC's July 2011 disallowance of costs of enhancements relating to the rebuilding of Ameren Missouri's Taum Sauk energy center in

Table of Contents

excess of amounts recovered from property insurance (23 cents per share);

- higher utility rates at Ameren Missouri and Ameren Illinois. Ameren Missouri's electric rates increased pursuant to an order issued by the MoPSC, which became effective in July 2011. The favorable impact of the Ameren Missouri rate increase on earnings was reduced by the increased regulatory asset amortization directed by the rate order. Ameren Illinois' natural gas rates increased pursuant to an order issued by the ICC, which became effective in mid-January 2012 (22 cents per share);
- the absence in 2012 of a Callaway energy center refueling and maintenance outage (11 cents per share);
- the impact of fewer major storms on operations and maintenance expenses (9 cents per share);
- a reduction in Ameren Missouri's purchased power expense and an increase in interest income, each as a result of a FERC-ordered refund received in 2012 from Entergy for a power purchase agreement that expired in 2009 (7 cents per share);
- the absence in 2012 of a 2011 charge associated with voluntary separation offers to eligible Ameren Missouri and Ameren Services employees (7 cents per share);
- the absence in 2012 of a reduction in Ameren Missouri's revenues as a result of the MoPSC's April 2011 FAC prudence review order covering March 1, 2009, to September 30, 2009, which caused Ameren Missouri to record an obligation to refund to its electric customers the earnings associated with certain previously recognized sales (5 cents per share); and
- a reduction in labor costs because of staff reductions at Ameren Missouri, primarily resulting from the 2011 voluntary separation plan. The favorable effect at Ameren Missouri

was partially offset by increased labor costs at Ameren Illinois due to staff additions to comply with the requirements of the IEIMA (2 cents per share).

Compared with 2011 earnings from continuing operations, 2012 earnings from continuing operations were unfavorably affected by:

- a reduction in Ameren Illinois' electric earnings primarily caused by a lower allowed return on equity under electric delivery service formula ratemaking and required donations pursuant to the IEIMA (17 cents per share);
- an increase in Ameren Missouri depreciation and amortization expense caused primarily by the installation of scrubbers at the Sioux energy center (8 cents per share);
- reduced electric and natural gas demand as a result of warmer 2012 winter temperatures (estimated at 7 cents per share); and
- reduced rate-regulated retail sales volumes, excluding the effects of abnormal weather, as sales volumes declined due to continued economic pressure, energy efficiency measures, and customer conservation efforts, among other items (2 cents per share).

The cents per share information presented above is based on diluted average shares outstanding in 2011.

For additional details regarding the Ameren Companies’ results of operations, including explanations of Margins, Other Operations and Maintenance Expenses, Taum Sauk Regulatory Disallowance, Depreciation and Amortization, Taxes Other Than Income Taxes, Other Income and Expenses, Interest Charges, Income Taxes and Income (Loss) from Discontinued Operations, Net of Taxes, see the major headings below.

Table of Contents

Below is a table of income statement components by segment for the years ended December 31, 2013, 2012, and 2011:

2013	Ameren Missouri	Ameren Illinois	Other / Intersegment Eliminations	Total
Electric margins	$2,407	$1,081	$(3)	$3,485
Natural gas margins	83	399	(2)	480
Other revenues	1	3	(4)	—
Other operations and maintenance	(915)	(693)	(9)	(1,617)
Depreciation and amortization	(454)	(243)	(9)	(706)
Taxes other than income taxes	(319)	(132)	(7)	(458)
Other income and (expenses)	47	1	(5)	43
Interest charges	(210)	(143)	(45)	(398)
Income (taxes) benefit	(242)	(110)	41	(311)
Income (loss) from continuing operations	398	163	(43)	518
Loss from discontinued operations, net of taxes	—	—	(223)	(223)
Net income (loss)	398	163	(266)	295
Net income attributable to noncontrolling interests – continuing operations	(3)	(3)	—	(6)
Net income (loss) attributable to Ameren Corporation	$395	$160	$(266)	$289
2012				
Electric margins	$2,340	$1,034	$(11)	$3,363
Natural gas margins	75	378	(1)	452
Other revenues	1	—	(1)	—
Other operations and maintenance	(827)	(684)	—	(1,511)
Depreciation and amortization	(440)	(221)	(12)	(673)
Taxes other than income taxes	(304)	(130)	(9)	(443)
Other income and (expenses)	49	(10)	(6)	33
Interest charges	(223)	(129)	(40)	(392)
Income (taxes) benefit	(252)	(94)	39	(307)
Income (loss) from continuing operations	419	144	(41)	522
Loss from discontinued operations, net of taxes	—	—	(1,496)	(1,496)
Net income (loss)	419	144	(1,537)	(974)
Net income attributable to noncontrolling interests – continuing operations	(3)	(3)	—	(6)
Net loss attributable to noncontrolling interests – discontinued operations	—	—	6	6
Net income (loss) attributable to Ameren Corporation	$416	$141	$(1,531)	$(974)
2011				
Electric margins	$2,252	$1,087	$(10)	$3,329
Natural gas margins	79	354	(2)	431
Other revenues	5	1	(6)	—
Other operations and maintenance	(934)	(640)	12	(1,562)
Taum Sauk regulatory disallowance	(89)	—	—	(89)
Depreciation and amortization	(408)	(215)	(20)	(643)
Taxes other than income taxes	(296)	(129)	(8)	(433)
Other income and (expenses)	51	1	(7)	45

Interest charges	(209)	(136)	(42)	(387)
Income (taxes) benefit	(161)	(127)	34	(254)
Income (loss) from continuing operations	290	196	(49)	437
Income from discontinued operations, net of taxes	—	—	89	89
Net income	290	196	40	526
Net income attributable to noncontrolling interests – continuing operations	(3)	(3)	—	(6)
Net income attributable to noncontrolling interests – discontinued operations	—	—	(1)	(1)
Net income attributable to Ameren Corporation	$287	$193	$39	$519

Table of Contents

Margins
The following table presents the favorable (unfavorable) variations by segment for electric and natural gas margins from the previous year. Electric margins are defined as electric revenues less fuel and purchased power costs. Natural gas margins are defined as gas revenues less gas purchased for resale. The table covers the years ended December 31, 2013, 2012, and 2011. We consider electric and natural gas margins useful measures to analyze the change in profitability of our electric and natural gas operations between periods. We have included the analysis below as a complement to the financial information we provide in accordance with GAAP. However, these margins may not be a presentation defined under GAAP, and may not be comparable to other companies' presentations or more useful than the GAAP information we provide elsewhere in this report.

2013 versus 2012	Ameren Missouri	Ameren Illinois	Other[(a)]	Ameren
Electric revenue change:				
Effect of weather (estimate)[(b)]	$(29)	$(11)	$—	$(40)
Base rates (estimate)	178	57	—	235
Off-system sales and transmission services revenues (included in base rates)	11	—	—	11
Transmission services revenue excluded from FAC until 2013	(32)	—	—	(32)
Recovery of FAC under-recovery[(c)]	67	—	—	67
FAC prudence review charge	(25)	—	—	(25)
MEEIA (energy efficiency)	72	—	—	72
Transmission services	—	25	10	35
Gross receipts tax	12	—	—	12
Illinois pass-through power supply costs	—	(325)	(2)	(327)
Hurricane Sandy relief recovery	(7)	(10)	—	(17)
Bad debt, energy efficiency programs, and environmental remediation cost riders	—	(15)	—	(15)
Sales volume (excluding the impact of abnormal weather)	4	2	—	6
Other	(4)	(1)	(2)	(7)
Total electric revenue change	$247	$(278)	$6	$(25)
Fuel and purchased power change:				
Energy costs included in base rates	$(89)	$—	$—	$(89)
Recovery of FAC under-recovery[(c)]	(67)	—	—	(67)
FERC-ordered power purchase settlement	(24)	—	—	(24)
Illinois pass-through power supply costs	—	325	2	327
Total fuel and purchased power change	$(180)	$325	$2	$147
Net change in electric margins	$67	$47	$8	$122
Natural gas margins change:				
Effect of weather (estimate)[(b)]	$3	$14	$—	$17
Base rates (estimate)	—	2	—	2
Hurricane Sandy relief recovery	—	(3)	—	(3)
Gross receipts tax	1	7	—	8
Sales volume (excluding the impact of abnormal weather) and other	4	1	(1)	4
Net change in natural gas margins	$8	$21	$(1)	$28

Table of Contents

2012 versus 2011	Ameren Missouri	Ameren Illinois	Other[(a)]	Ameren
Electric revenue change:				
Effect of weather (estimate)[(b)]	$(19)	$(1)	$—	$(20)
Base rates (estimate)	102	(55)	—	47
Off-system sales revenues (included in base rates)	(131)	—	—	(131)
Recovery of FAC under-recovery[(c)]	(47)	—	—	(47)
FAC prudence review charge	17	—	—	17
Transmission services	5	(1)	1	5
Wholesale revenues	(13)	(6)	—	(19)
Illinois pass-through power supply costs	—	(154)	2	(152)
Bad debt, energy efficiency programs and environmental remediation cost riders	—	7	—	7
Hurricane Sandy relief recovery	7	10	—	17
Sales volume (excluding the impact of abnormal weather)	(6)	(3)	—	(9)
Other	(5)	2	(2)	(5)
Total electric revenue change	$(90)	$(201)	$1	$(290)
Fuel and purchased power change:				
Energy costs included in base rates	$106	$—	$—	$106
Recovery of FAC under-recovery[(c)]	47	—	—	47
Net unrealized MTM gains	1	—	—	1
FERC-ordered power purchase settlement	24	—	—	24
Transmission over-recovery	—	(6)	—	(6)
Illinois pass-through power supply costs	—	154	(2)	152
Total fuel and purchased power change	$178	$148	$(2)	$324
Net change in electric margins	$88	$(53)	$(1)	$34
Natural gas margins change:				
Effect of weather (estimate)[(b)]	$(2)	$(10)	$—	$(12)
Base rates (estimate)	2	20	—	22
Rate redesign	(5)	—	—	(5)
Energy efficiency programs and environmental remediation cost riders	—	8	—	8
Bad debt rider	—	(5)	—	(5)
Hurricane Sandy relief recovery	—	3	—	3
Sales volume (excluding the impact of abnormal weather) and other	1	8	1	10
Net change in natural gas margins	$(4)	$24	$1	$21

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

(b) Represents the estimated margin impact of changes in cooling and heating degree-days on electric and natural gas demand compared with the prior year; this is based on temperature readings from the National Oceanic and Atmospheric Administration weather stations at local airports in our service territories.

(c) Represents the change in the net fuel costs recovered under the FAC through customer rates, with corresponding offsets to fuel expense due to the amortization of a previously recorded regulatory asset.

2013 versus 2012

Ameren Corporation

Ameren's electric margins increased by $122 million, or 4%, in 2013 compared with 2012. Ameren's natural gas margins increased by $28 million, or 6%, in 2013 compared with 2012. These results were primarily driven by Ameren Missouri and Ameren Illinois results, as discussed below. Ameren's electric margins also reflect the results of operations of ATXI. ATXI's transmission revenues increased by $10 million in 2013 compared with 2012, due to the inclusion of its 2013 rate base investment in its forward-looking rate calculation.

Ameren Missouri

Ameren Missouri has a FAC cost recovery mechanism that allows Ameren Missouri to recover, through customer rates, 95% of changes in net energy costs greater or less than the amount

set in base rates without a traditional rate proceeding, subject to MoPSC prudence reviews. Net energy cost includes fuel (coal, coal transportation, natural gas for generation, and enriched uranium), certain fuel additives, emission allowances, purchased power costs, transmission costs and revenues, and MISO costs and revenues, net of off-system sales revenues. The MoPSC's December 2012 electric order authorized the inclusion of fuel additive costs and transmission revenues in the FAC starting in 2013. Ameren Missouri accrues, as a regulatory asset, net energy costs that exceed the amount set in base rates (FAC under-recovery). Net recovery of these costs under the FAC through customer rates increased $67 million, in 2013 compared with 2012, with a corresponding offset to fuel expense to reduce the previously recognized FAC regulatory asset.

Ameren Missouri's electric margins increased by $67 million, or 3%, in 2013 compared with 2012. The following items had a favorable impact on Ameren Missouri's electric margins:

Table of Contents

- Higher electric base rates, effective January 2013 as a result of the December 2012 MoPSC electric rate order, which increased revenues by $178 million, partially offset by an increase in net energy costs of $78 million. The increase in net energy costs is the sum of the change in energy costs included in base rates (-$89 million) and the change in off-system sales and transmission services revenues (+$11 million) in the above table. Transmission services revenues were not included in the FAC in 2012 ($32 million). In 2013, transmission services revenues were included in the FAC, but were offset by the increase in base rates.
- Higher revenues associated with the MEEIA energy efficiency program cost and lost revenue recovery mechanism ($35 million and $37 million, respectively), effective January 2013, which increased revenues by a combined $72 million. The lost revenue recovery mechanism helps compensate Ameren Missouri for lower sales from energy efficiency related volume reductions in current and future periods. See Note 2 – Rate and Regulatory Matters under Part II, Item 8, of this report for information regarding Ameren Missouri's MEEIA energy efficiency program. See Other Operations and Maintenance Expenses in this section for information on a related offsetting increase in energy efficiency program costs.
- Increased gross receipts taxes, due primarily to the higher base rates, which increased revenues by $12 million. See Taxes Other Than Income Taxes in this section for information on a related offsetting increase to gross receipts taxes.
- Excluding the estimated impact of abnormal weather, rate-regulated retail sales volumes increased 1%, which increased revenues by $4 million.

The following items had an unfavorable impact on Ameren Missouri's electric margins in 2013 compared with 2012:

- Weather conditions decreased revenues by $29 million. Summer temperatures in 2013 were cooler than the warmer-than-normal temperatures in 2012, as cooling degree-days decreased 22%. However, this was partially offset by winter temperatures in 2013 that were colder than the warmer-than-normal temperatures in 2012, as heating degree-days increased 35%.
- A reduction in revenues resulting from a July 2013 MoPSC order. Ameren Missouri recorded a FAC prudence review charge for its estimated obligation to refund to its electric customers the earnings associated with sales recognized by Ameren Missouri from October 1, 2009, to May 31, 2011, which decreased revenues by $25 million. See Note 2 – Rate and Regulatory Matters under Part II, Item 8, of this report for further information regarding the FAC prudence review charge.
- The absence in 2013 of a reduction in purchased power expense as a result of a FERC-ordered refund received in 2012 from Entergy for a power purchase agreement that expired in 2009, which decreased margins by $24 million.
- The absence in 2013 of recovery of labor and benefit costs for crews assisting with Hurricane Sandy power restoration in 2012, which decreased margins by $7 million and was

fully offset by a related decrease in operations and maintenance costs, with no overall impact on net income. Our costs related to storm assistance are reimbursed by the utilities receiving the assistance.

Ameren Missouri's natural gas margins increased by $8 million, or 11%, in 2013 compared with 2012. The following items had a favorable impact on Ameren Missouri's natural gas margins:

- Excluding the estimated impact of abnormal weather, revenues increased by $4 million, driven by 11% higher natural gas transportation sales and 2% higher retail sales.
- Weather conditions increased revenues by $3 million. Winter temperatures in 2013 were colder than the warmer-than-normal temperatures in 2012, as heating degree-days increased 35%.
- Increased gross receipts taxes due to higher sales as a result of colder winter weather in 2013 compared with 2012, which increased revenues by $1 million. See Taxes Other Than Income Taxes in this section for information on a related offsetting increase to gross receipts taxes.

Ameren Illinois

Ameren Illinois has a cost recovery mechanism for power purchased on behalf of its customers. These pass-through power costs do not affect margins. Ameren Illinois' revenues associated with Illinois pass-through power supply costs decreased because of lower power prices on purchases and reduced volumes caused by customers who switched to alternative retail electric suppliers in 2013. This decrease in revenues was offset by a corresponding decrease in purchased power expense of $325 million.

Beginning in 2012, Ameren Illinois elected to participate in the performance-based formula ratemaking framework pursuant to the IEIMA. The IEIMA provides for an annual reconciliation of Ameren Illinois' electric distribution revenue requirement. As of each balance sheet date, Ameren Illinois records its estimate of the electric distribution revenue impact resulting from the reconciliation of the revenue requirement necessary to reflect the actual recoverable costs incurred for that year with the revenue requirement that was in effect for that year. See Operations and Maintenance Expenses in this section for further information regarding the revenue requirement. If the current year's revenue requirement is greater than the revenue requirement customer rates were based upon, an increase to electric operating revenues with an offset to a regulatory asset is recorded to reflect the expected recovery of those additional costs from customers within the next two years. If the current year's revenue requirement is less than the revenue requirement customer rates were based upon, a reduction to electric operating revenues with an offset to a regulatory liability is recorded to reflect the expected refund to customers within the next two years. See Note 2 – Rate and Regulatory Matters under Part II, Item 8, of this report for information regarding Ameren Illinois' revenue requirement reconciliation pursuant to the IEIMA.

Ameren Illinois' electric margins increased by $47 million, or

Table of Contents

5%, in 2013 compared with 2012. The following items had a favorable impact on Ameren Illinois' electric margins:

- Electric delivery service formula ratemaking adjustments resulting from the annual reconciliation of the revenue requirement pursuant to the IEIMA, which increased revenues by $57 million. The adjustments were primarily caused by increased rate base, a higher allowed return on equity, and higher recoverable costs.
- Transmission revenues increased by $25 million due to the implementation of a 2013 forward-looking rate calculation which incorporated the rate base increase in 2013, pursuant to a 2012 FERC order. In 2012, rates were based on a historical period.

The following items had an unfavorable impact on Ameren Illinois' electric margins in 2013 compared with 2012:

- A decrease in recovery of bad debt, energy efficiency program costs, and environmental remediation costs through rate-adjustment mechanisms, which decreased revenues by $15 million. See Other Operations and Maintenance Expenses in this section for information on a related offsetting decrease in bad debt, energy efficiency, and environmental remediation costs.
- Weather conditions decreased revenues by $11 million. Summer temperatures in 2013 were cooler than the warmer-than-normal temperatures in 2012, as cooling degree-days decreased 21%. However, this was partially offset by winter temperatures in 2013 that were colder than warmer-than-normal temperatures in 2012, as heating degree-days increased 29%.
- The absence in 2013 of recovery of labor and benefit costs for crews assisting with Hurricane Sandy power restoration in 2012, which decreased margins by $10 million and was fully offset by a related decrease in operations and maintenance costs, with no overall impact on net income. Our costs related to storm assistance are reimbursed by the utilities receiving the assistance.

Ameren Illinois' natural gas margins increased by $21 million, or 6%, in 2013 compared with 2012. The following items had a favorable impact on Ameren Illinois' natural gas margins:

- Weather conditions increased revenues by $14 million. Winter temperatures in 2013 were colder than warmer-than-normal temperatures in 2012, as heating degree-days increased 29%.
- Increased gross receipts taxes due to higher sales as a result of colder winter weather in 2013 compared with 2012, which increased revenues by $7 million. See Taxes Other Than Income Taxes in this section for information on a related offsetting increase to gross receipts taxes.
- Increased natural gas rates effective in late January 2012, which increased revenues by $2 million.

Ameren Illinois' natural gas margins were unfavorably impacted by the absence in 2013 of recovery of labor and benefit costs associated with crews assisting with Hurricane Sandy power restoration in 2012, which decreased margins by $3 million

and was fully offset by a related decrease in operations and maintenance costs, with no overall impact on net income. Our costs related to storm assistance are reimbursed by the utilities receiving the assistance.

2012 versus 2011

Ameren Corporation

Ameren's electric margins increased by $34 million, or 1%, in 2012 compared with 2011. Ameren's natural gas margins increased by $21 million, or 5%, in 2012 compared with 2011. These results were primarily driven by Ameren Missouri and Ameren Illinois results, as discussed below.

Ameren Missouri

Ameren Missouri has a FAC cost recovery mechanism that allows Ameren Missouri to recover, through customer rates, 95% of changes in net energy costs greater or less than the amount set in base rates without a traditional rate proceeding, subject to MoPSC prudence reviews. Net energy cost includes fuel (coal, coal transportation, natural gas for generation, and enriched uranium), emission allowances, purchased power costs, transmission costs, and MISO costs and revenues, net of off-system sales revenues. The MoPSC's December 2012 electric order authorized the inclusion of fuel additive costs and transmission revenues in the FAC starting in 2013. Ameren Missouri accrues, as a regulatory asset, net energy costs that exceed the amount set in base rates (FAC under-recovery). Net recovery of these costs under the FAC through customer rates decreased $47 million in 2012 compared with 2011, with a corresponding offset to fuel expense to reduce the previously recognized FAC regulatory asset.

Ameren Missouri's electric margins increased by $88 million, or 4%, in 2012 compared with 2011. The following items had a favorable impact on Ameren Missouri's electric margins:

- Higher electric base rates, effective July 2011 as a result of the 2011 MoPSC electric rate order, which increased revenues by $102 million, partially offset by an increase in net energy costs of $25 million. The increase in net energy costs is the sum of the change in energy costs included in base rates (+$106 million) and the change in off-system sales revenues (-$131 million) in the above table.
- Reduced purchased power expense as a result of a FERC-ordered refund received from Entergy in 2012 relating to a power purchase agreement that expired in 2009, which increased margins by $24 million.
- The absence in 2012 of a reduction in revenues recorded in 2011 resulting from the MoPSC's April 2011 FAC prudence review order. Ameren Missouri recorded a FAC prudence review charge of $17 million in 2011 for its estimated obligation to refund to its electric customers the earnings associated with sales recognized during the period from March 1, 2009, to September 30, 2009.
- The recovery of labor and benefit costs for crews assisting with Hurricane Sandy power restoration, which increased revenues by $7 million and was fully offset by a related

Table of Contents

increase in operations and maintenance costs, with no overall impact on net income.

- Higher transmission services revenues, primarily due to two transmission projects that went into service in the second half of 2011 and were included in transmission rates in 2012, which increased revenues by $5 million.
- Summer temperatures in 2012 were comparable to 2011, as cooling degree-days increased 1%. However, summer temperatures in Ameren Missouri's service territory in 2012 were the warmest on record with 25% more cooling degree-days than normal.

The following items had an unfavorable impact on Ameren Missouri's electric margins in 2012 compared with 2011:

- Weather conditions decreased revenues by $19 million. Winter temperatures in 2012 were warmer than the near-normal temperatures in 2011, as heating degree-days decreased 16%.
- The inclusion of wholesale sales in the FAC as an offset to fuel costs beginning July 31, 2011, which decreased revenues by $13 million.
- Excluding the estimated impact of abnormal weather, rate-regulated retail sales volumes declined by 1%, partially attributable to energy efficiency measures and customer conservation efforts, which decreased revenues by $6 million.

Ameren Missouri's natural gas margins decreased by $4 million, or 5%, in 2012 compared with 2011. The following items had an unfavorable impact on Ameren Missouri's natural gas margins:

- Rate redesign, implemented as a result of the natural gas delivery service rate order that became effective in late February 2011, which allowed Ameren Missouri to recover more of its non-PGA residential revenues through a fixed monthly charge, with the remaining amounts recovered based on sales volumes, which resulted in revenues being recovered more evenly throughout the year. Revenues decreased by $5 million because the rate redesign was not in effect for the first two months of 2011.
- Weather conditions decreased revenues by $2 million. Winter temperatures in 2012 were warmer than the near-normal temperatures in 2011, as heating degree-days decreased 16%.

Ameren Missouri's natural gas margins were favorably affected by an increase in rates that became effective in February 2011, which increased margins by $2 million.

Ameren Illinois

Ameren Illinois' revenues associated with Illinois pass-through power supply costs decreased because of lower power prices on purchases and reduced volumes caused by customers who switched to alternative retail electric suppliers. This decrease in revenues was offset by a corresponding decrease in purchased power expense of $154 million.

Ameren Illinois' electric margins decreased by $53 million, or 5%, in 2012 compared with 2011. The following items had an unfavorable impact on Ameren Illinois' electric margins:

- Electric delivery service formula ratemaking adjustment resulting from the annual reconciliation of the revenue requirement pursuant to the IEIMA, which decreased revenues by $55 million. The reduction in revenues for 2012 was primarily caused by a lower allowed return on equity as the ICC's 2010 electric rate order resulted in a higher return on equity than the 2012 formula rate calculation allowed. The 2012 revenue requirement reconciliation included the impact of the September 2012 ICC order, which reduced revenues from October through December 2012 by $8 million.
- Lower wholesale distribution revenues, primarily due to lower demand and the recognition of a reserve for revenues subject to a refund as a result of a November 2012 FERC administrative law judge's decision, which in total decreased revenues by $6 million. See Note 2 – Rate and Regulatory Matters under Part II, Item 8, of this report for further information.
- Ameren Illinois accrues, as a regulatory asset or liability, transmission costs that are greater than or less than the amount set in transmission rates (transmission under-recovery or over-recovery). In 2012, Ameren Illinois over-recovered from customers its transmission costs by $6 million. As a result, Ameren Illinois reduced a previously recognized regulatory asset that had been established for an under-recovery of costs.
- Excluding the estimated impact of abnormal weather, rate-regulated sales volumes increased by 1%, driven largely by the lower-margin industrial sector. However, margins decreased $3 million due to volume declines in the higher-margin residential and commercial sectors, partially attributable to energy efficiency measures and customer conservation efforts.

- Weather conditions decreased revenues by $1 million. Winter temperatures in 2012 were warmer than the near-normal temperatures in 2011 as heating degree-days decreased 14%.

The following items had a favorable impact on Ameren Illinois' electric margins in 2012 compared with 2011:

- The recovery of labor and benefit costs for crews assisting with Hurricane Sandy power restoration, which increased revenues by $10 million, and was fully offset by operations and maintenance costs, with no overall impact on net income.
- Increased recovery of bad debt, energy efficiency program costs, and environmental remediation costs through rate-adjustment mechanisms, which increased revenues by $7 million. See Other Operations and Maintenance Expenses in this section for information on the related offsetting increase in bad debt, energy efficiency, and environmental remediation costs.
- Summer temperatures in 2012 were comparable to 2011, as cooling degree-days increased by 2%. However, summer

temperatures in Ameren Illinois' service territory in 2012 were the warmest on record, with 24% more cooling degree-days than normal.

Ameren Illinois' natural gas margins increased by $24 million, or 7%, in 2012 compared with 2011. The following items had a favorable impact on Ameren Illinois' natural gas margins:

- Higher natural gas rates effective January 2012, which increased revenues by $20 million.
- Increased recovery of energy efficiency program costs and environmental remediation costs through cost recovery mechanisms, which increased revenues by $8 million. See Other Operations and Maintenance Expenses in this section for information on a related offsetting increase in energy efficiency and environmental remediation costs.
- Higher sales volume and other primarily due to increased transportation sales from two large industrial customers and 1% higher residential sales volumes, excluding the impact of abnormal weather, which together increased margins by $8 million.
- The recovery of labor and benefit costs for crews assisting with Hurricane Sandy gas service restoration, which increased revenues by $3 million, and was fully offset by a related increase in operations and maintenance costs, with no overall impact on net income.

The following items had an unfavorable impact on Ameren Illinois' natural gas margins in 2012 compared with 2011:

- Weather conditions decreased revenues by $10 million. Winter temperatures in 2012 were warmer than the near-normal temperatures in 2011, as heating degree-days decreased 14%.
- Decreased recoveries through the bad debt rider, which reduced margins by $5 million. See Other Operations and Maintenance Expenses in this section for additional information on a related offsetting decrease in bad debt expense.

Other Operations and Maintenance Expenses

2013 versus 2012

Ameren Corporation

Other operations and maintenance expenses increased by $106 million in 2013 compared with 2012 primarily due to increased expenses at Ameren Missouri and Ameren Illinois as discussed below. Additionally, there was a $9 million increase in unallocated Ameren (parent) other operations and maintenance expenses.

Ameren Missouri

Other operations and maintenance expenses increased by $88 million in 2013. The following items increased other operations and maintenance expenses between years:

- A $35 million increase in energy efficiency program costs

due to the requirements of MEEIA, which became effective in rates in January 2013. These costs were offset by increased electric revenues recovered through customer billings, with no overall effect on net income.

- A $31 million increase in energy center maintenance costs, primarily due to $38 million in costs for the scheduled 2013 Callaway energy center refueling and maintenance outage. There was no outage in 2012. The 2013 increase was partially offset by a $7 million reduction in costs due to fewer major boiler outages at coal-fired energy centers.
- A $14 million increase in employee benefit costs, primarily due to higher pension expense and increased amortization of prior-year pension deferrals from the pension and postretirement benefit cost tracker, each as a result of the 2012 MoPSC electric order. These increased employee benefit costs were offset by increased electric revenues from customer billings, with no overall effect on net income.
- A $9 million increase in storm-related repair costs, primarily due to major storms in 2013. A portion of these costs, $7 million, were offset by electric revenues recovered through customer billings.
- A $6 million increase in bad debt expense due to reduced customer collections and higher customer rates in 2013.

Other operations and maintenance expenses decreased between years because of the absence in 2013 of a $6 million charge recorded in 2012 for a canceled project.

Ameren Illinois

Pursuant to the provisions of the IEIMA, recoverable electric distribution costs incurred during the year that are not recovered through riders are included in Ameren Illinois’ revenue requirement reconciliation, which results in a corresponding adjustment to electric operating revenues, with no overall effect on net income. These recoverable electric distribution costs include other operations and maintenance expenses, depreciation and amortization, taxes other than income taxes, interest charges, and income taxes.

Other operations and maintenance expenses increased by $9 million in 2013. The following items increased other operations and maintenance expenses between years:

- An $11 million increase in labor costs, primarily because of staff additions to comply with the requirements of the IEIMA.
- An $8 million increase in non-storm-related electric distribution maintenance expenditures, primarily related to increased vegetation management work.
- A $3 million increase in other transmission and distribution expenses, primarily because of expenses for natural gas pipeline integrity compliance.

The following items decreased other operations and maintenance expenses between years:

- A $7 million decrease in bad debt expense due to

Table of Contents

adjustments under the bad debt rider. Expenses recorded under the Ameren Illinois bad debt rider mechanism were recovered through customer billings, and so were offset by increased revenues, with no overall effect on net income.
- A $7 million decrease in energy efficiency and environmental remediation costs. These costs were offset by decreased electric and natural gas revenues from customer billings, with no overall effect on net income.

2012 versus 2011

Ameren Corporation

Other operations and maintenance expenses decreased by $51 million in 2012 compared with 2011, primarily due to a reduction in Ameren Missouri expenses, which was partially offset by an increase in Ameren Illinois expenses as discussed below. Also, there was a $10 million increase in stock-based compensation expense at Ameren (parent).

Ameren Missouri

Other operations and maintenance expenses decreased by $107 million in 2012. The following items reduced other operations and maintenance expenses between years:
- A $40 million decrease in Callaway energy center refueling and maintenance costs, as there was no outage in 2012.
- A $27 million decrease in employee severance costs due to the voluntary separation program in 2011.
- A $25 million reduction in other labor costs, primarily because of staff reductions.
- A $19 million decrease in storm-related repair costs, due to fewer major storms in 2012.
- A $6 million favorable change in unrealized net MTM gains between years, resulting from changes in the market value of investments used to support Ameren's deferred compensation plans.
- A $6 million decrease in bad debt expense due to improved customer collections.
- A $4 million decrease in non-storm-related distribution maintenance expenditures, primarily due to lower repair spending.
- Disciplined cost management efforts to align spending with regulatory outcomes, policies, and economic conditions.

Other operations and maintenance expenses increased between years because of a $6 million charge in 2012 for a canceled project.

Ameren Illinois

Other operations and maintenance expenses increased by $44 million in 2012. The following items increased other operations and maintenance expenses between years:
- A $19 million increase in energy efficiency and environmental remediation costs. These costs were offset by increased electric and natural gas revenues from customer billings, with no overall effect on net income.
- A $16 million increase in non-storm-related electric distribution maintenance expenditures due, in part, to mild winter weather in 2012 allowing crews to complete more maintenance projects.
- A $15 million increase in other labor costs, primarily because of staff additions to comply with the requirements of the IEIMA.
- An $11 million increase in transmission and distribution expenses, primarily because of National Electric Safety Code repairs, which are nonrecoverable operating expenditures under formula ratemaking pursuant to the IEIMA, and pipeline integrity compliance.
- A $6 million increase in employee benefit costs, primarily due to increased pension expense.

The following items reduced other operations and maintenance expenses between years:
- A $14 million decrease in storm-related repair costs, due to fewer major storms in 2012.
- A $9 million decrease in bad debt expense, including $5 million due to improved customer collections and $4 million due to adjustments under the bad debt rider. Expenses recorded under the Ameren Illinois bad debt rider mechanism were recovered through customer billings, and so were offset by decreased revenues, with no overall effect on net income.

Taum Sauk Regulatory Disallowance

2012 versus 2011

Ameren Missouri

During 2011, the MoPSC issued an electric rate order that disallowed the recovery of all costs of enhancements, or costs that would have been incurred absent the breach, related to the rebuilding of the Taum Sauk energy center in excess of the amount recovered from property insurance. Consequently, Ameren and Ameren Missouri recorded a pretax charge to earnings of $89 million.

Depreciation and Amortization

2013 versus 2012

Ameren Corporation

Depreciation and amortization expenses increased by $33 million in 2013 compared with 2012 due primarily to increased expenses at Ameren Missouri and Ameren Illinois as discussed below.

Table of Contents

Ameren Missouri
Depreciation and amortization expenses increased by $14 million in 2013 compared with 2012, primarily because of increased depreciation expense of $6 million related to electric distribution capital additions and because of increased amortization expense of $6 million related to the December 2012 MoPSC electric rate order resulting in higher amortization of pre-MEEIA energy efficiency program costs, which were reflected in electric rates effective in January 2013.
Ameren Illinois
Depreciation and amortization expenses increased by $22 million in 2013 compared with 2012, primarily because of new electric depreciation rates, which increased depreciation expense by $17 million, as a result of a reduction in the useful lives of existing electric meters that are being replaced with advanced metering infrastructure pursuant to the IEIMA, and because of electric general capital additions, which increased depreciation expense by $6 million.
2012 versus 2011
Ameren Corporation
Depreciation and amortization expenses increased by $30 million in 2012 compared with 2011 due to increased expenses at Ameren Missouri and Ameren Illinois as discussed below. There was a $5 million reduction in depreciation and amortization expenses at Ameren Services due to the retirement of computer equipment in 2011.
Ameren Missouri
Depreciation and amortization expenses increased by $32 million in 2012 compared with 2011, primarily because of increased depreciation and amortization expenses associated with new scrubbers at the Sioux energy center (depreciation expense began with the effective date of the July 2011 electric rate order) and other capital additions.
Ameren Illinois
Depreciation and amortization expenses increased by $6 million in 2012 compared with 2011, primarily because of transmission and distribution infrastructure additions.
Taxes Other Than Income Taxes
2013 versus 2012
Ameren Corporation
Taxes other than income taxes increased by $15 million in 2013 compared with 2012 due primarily to increased expenses at Ameren Missouri and Ameren Illinois as discussed below.
Ameren Missouri
Taxes other than income taxes increased by $15 million,

primarily due to an increase in gross receipts taxes of $13 million as a result of increased sales. These increased gross receipts taxes were offset by increased gross receipts tax revenues, with no overall effect on net income. See Excise Taxes in Note 1 – Summary of Significant Accounting Policies under Part II, Item 8, of this report for additional information.
Ameren Illinois
Taxes other than income taxes increased by $2 million, primarily because of an increase in gross receipts taxes of $7 million as a result of increased natural gas sales, partially offset by a decrease in property taxes of $6 million, primarily as a result of two electric distribution tax credits received in 2013. The increased gross receipts taxes were offset by increased gross receipts tax revenues, with no overall effect on net income. See Excise Taxes in Note 1 – Summary of Significant Accounting Policies under Part II, Item 8, of this report for additional information.
2012 versus 2011
Ameren Corporation
Taxes other than income taxes increased by $10 million in 2012 compared with 2011 due to increased expenses at Ameren Missouri as discussed below.
Ameren Missouri
Taxes other than income taxes increased by $8 million in 2012, because of higher property taxes resulting from increased state and local assessments in 2012, the recording of a refund for protested distributable taxes in 2011, and the subsequent recording in December 2012 based on the MoPSC electric rate order to return this refund to customers.

These unfavorable items more than offset a decrease in payroll taxes between years.

Ameren Illinois

Taxes other than income taxes were comparable between years, as a reduction in gross receipts taxes resulting from decreased sales offset higher property taxes due to increased rates.

Other Income and Expenses

2013 versus 2012

Ameren Corporation

Other income, net of expenses, increased by $10 million in 2013 compared with 2012 primarily due to decreased expenses at Ameren Illinois as discussed below.

Ameren Missouri

Other income, net of expenses, decreased by $2 million, primarily due to a decrease in interest income resulting from the absence in 2013 of a 2012 interest payment received from

Entergy as part of the FERC-ordered refund related to a power purchase agreement that expired in 2009, partially offset by decreased donations. See Note 2 – Rate and Regulatory Matters under Part II, Item 8, of this report for more information about the Entergy refund received in 2012.

Ameren Illinois

Other income, net of expenses, increased by $11 million, primarily due to decreased donations because of the absence in 2013 of the one-time $7.5 million contribution to the Illinois Science and Energy Innovation Trust pursuant to the IEIMA in connection with participation in the formula ratemaking process in 2012 and to increased interest income, primarily related to the IEIMA's 2013 revenue requirement reconciliation adjustment.

2012 versus 2011

Ameren Corporation

Other income, net of expenses, decreased by $12 million in 2012 compared with 2011 primarily due to increased expenses at Ameren Illinois as discussed below.

Ameren Missouri

Other income, net of expenses, was comparable between years. Increased donations offset an increase in interest income, resulting from the interest paid by Entergy on the amount it overcharged Ameren Missouri under a power purchase agreement. See Note 2 – Rate and Regulatory Matters under Part II, Item 8, of this report for further information on the power purchase agreement with Entergy.

Ameren Illinois

Ameren Illinois had net other expenses of $10 million in 2012, compared with net other income of $1 million in 2011. Donations increased by $10 million because of a one-time $7.5 million donation and $1 million annual donation to the Illinois Science and Energy Innovation Trust and a $1 million annual donation for customer assistance programs pursuant to the IEIMA, because Ameren Illinois participated in the formula ratemaking process in 2012.

Interest Charges

2013 versus 2012

Ameren Corporation

Interest charges increased by $6 million in 2013 compared with 2012 because increases at Ameren Illinois more than offset decreases at Ameren Missouri as discussed below. Additionally, there was a $5 million increase in interest charges associated with uncertain tax positions at Ameren (parent). See Note 13 – Income Taxes under Part II, Item 8, of this report for information regarding uncertain tax positions.

Ameren Missouri

Interest charges decreased by $13 million, primarily because of a decrease in interest charges associated with uncertain tax positions and the favorable net impact of the September 2012 repurchase of $71 million of 6.00% senior secured notes, $121 million of 6.70% senior secured notes, and $57 million of 5.10% senior secured notes and issuance of $485 million of 3.90% senior secured notes.

Ameren Illinois

Interest charges increased by $14 million, primarily due to a charge recorded in 2013 as a result of the ICC's December 2013 electric rate order, which disallowed the recovery from customers of a portion of debt premium costs incurred in 2012. See Note 2 – Rate and Regulatory Matters under Part II, Item 8, of this report for additional information. Also, interest charges increased due to interest applied to the regulatory liability for the 2012 revenue requirement reconciliation. Partially offsetting the increase was the favorable net impact of the August 2012 repurchase of $87 million of 9.75% senior secured notes and $194 million of 6.25% senior secured notes and issuance of $400 million of 2.70% senior secured notes.

2012 versus 2011

Ameren Corporation

Interest charges increased by $5 million in 2012 compared with 2011 primarily because increases at Ameren Missouri more than offset a decrease in interest charges at Ameren Illinois. Additionally, reduced credit facility borrowings and commercial paper issuances at Ameren resulted in a $2 million reduction in interest charges.

Ameren Missouri

Interest charges increased by $14 million in 2012, primarily because Ameren Missouri no longer recorded an allowance for funds used during construction for pollution control equipment installed at its Sioux energy center after the cost of the equipment was placed in customer rates beginning July 31, 2011, and an increase in interest charges associated with uncertain tax positions.

Ameren Illinois

Interest charges decreased by $7 million in 2012, primarily because of the redemption of $150 million of senior secured notes in June 2011.

Table of Contents

Income Taxes

The following table presents effective income tax rates for Ameren's business segments and for the Ameren Companies for the years ended December 31, 2013, 2012, and 2011:

	2013	2012	2011
Ameren	38%	37%	37%
Ameren Missouri	38%	37%	36%
Ameren Illinois	40%	40%	39%

See Note 13 – Income Taxes under Part II, Item 8, of this report for information regarding reconciliations of effective income tax rates.

2013 versus 2012

Ameren Corporation

Ameren’s effective tax rate was higher primarily because of items detailed at Ameren Missouri below.

Ameren Missouri

Ameren Missouri’s effective tax rate was higher primarily because of the decreased impact of the amortization of property-related regulatory assets and liabilities and an increase in nondeductible expenses, partially offset by an increase in reserves for uncertain tax positions in 2012.

Ameren Illinois

Ameren Illinois’ effective tax rate was comparable between 2013 and 2012. The increased impact of the amortization of property-related regulatory assets and liabilities was offset by the decreased impact of investment tax credit amortization.

2012 versus 2011

Ameren Corporation

Ameren's effective tax rate was comparable between 2012 and 2011. The effective tax rate increases for Ameren Missouri and Ameren Illinois noted below were offset primarily by a decrease related to permanent tax benefits from company-owned life insurance. Variations in effective tax rates at Ameren Missouri and Ameren Illinois between 2012 and 2011 are noted below.

Ameren Missouri

Ameren Missouri's effective tax rate was higher primarily because of an increase in reserves for uncertain tax positions in 2012, compared with a decrease in 2011. Additionally, the effective tax rate increased because of the decreased impact of the amortization of property-related regulatory assets and liabilities, and estimated tax credits on higher pretax income in 2012 compared with 2011.

Ameren Illinois

Ameren Illinois' effective tax rate was higher primarily because of the favorable impact of recording the adjustment to deferred tax assets due to the Illinois statutory income tax rate increase in 2011.

Income (Loss) from Discontinued Operations, Net of Taxes

See Note 16 – Divestiture Transactions and Discontinued Operations under Part II, Item 8, of this report for information regarding Ameren’s exit from the Merchant Generation business and the discontinued operations disclosures relating to that business.

Ameren’s loss from discontinued operations, net of taxes, was $223 million in 2013, compared with a loss from discontinued operations, net of taxes, of $1.5 billion in 2012. Ameren’s income from discontinued operations, net of taxes, was $89 million in 2011. Ameren's losses from discontinued operations were impacted by asset impairments in 2011 and 2012, and a loss on disposal in 2013 as discussed below.

Loss on Disposal

On March 14, 2013, Ameren entered into a transaction agreement to divest New AER to IPH. On December 2, 2013, Ameren completed the divestiture of New AER to IPH. On January 31, 2014, Medina Valley completed its sale of the Elgin, Gibson City, and Grand Tower gas-fired energy centers to Rockland Capital.

Upon completion of the divestiture of New AER, Ameren finalized its loss on disposal. Ameren received no cash proceeds from IPH for the divestiture of New AER. Ameren recorded a pretax charge to earnings related to the New

AER divestiture of $201 million for the year ended December 31, 2013. The ultimate loss on disposal may differ as a result of the finalization of the working capital adjustment within 120 days of close.

In 2013, Ameren adjusted the accumulated deferred income taxes on its consolidated balance sheet to reflect the excess of tax basis over financial reporting basis of its stock investment in AER. This change in basis resulted in a discontinued operations deferred tax expense of $99 million, which was partially offset by the expected tax benefits of $86 million related to the pretax loss from discontinued operations including the loss on disposal, during the year ended December 31, 2013. The final tax basis of the AER disposal group and the related tax benefit resulting from the transaction agreement with IPH are dependent upon the resolution of tax matters under IRS audit, including the adoption of recently issued guidance from the IRS related to tangible property repairs and other matters. As a result, tax expense and benefits ultimately realized in discontinued operations may differ materially from those recorded as of December 31, 2013.

As the Elgin, Gibson City, and Grand Tower gas-fired energy center disposal group continued to meet the

Table of Contents

discontinued operations criteria at December 31, 2013, Ameren evaluated whether any impairment existed by comparing the disposal group's carrying value to the estimated fair value of the disposal group, less cost to sell. In December 2012, as discussed below, Ameren recorded a noncash long-lived asset impairment charge to reduce the carrying value of AER's energy centers, including the Elgin, Gibson City, and Grand Tower gas-fired energy centers, to their estimated fair values under the accounting guidance for held and used assets. Ameren did not record any additional impairment relating to the Elgin, Gibson City, and Grand Tower energy centers for the year ended December 31, 2013. On January 31, 2014, Medina Valley completed the sale of the Elgin, Gibson City, and Grand Tower gas-fired energy centers to Rockland Capital for a total purchase price of $168 million, before consideration of a net working capital adjustment. Ameren will not recognize a gain from the sale to Rockland Capital for any value in excess of its $137.5 million carrying value for this disposal group since any excess amount that Medina Valley may receive, net of taxes and other expenses, over the carrying value will ultimately be paid to Genco pursuant to the transaction agreement with IPH.

Long-lived Asset Impairments

Ameren recorded long-lived asset impairments under held and used accounting guidance related to its merchant generation business totaling $2.6 billion in 2012 and $30 million in 2011, before taxes.

In December 2012, Ameren concluded that the Merchant Generation segment was no longer a core component of its future business strategy. As a result of the December 2012 decision that Ameren intended to, and that it was probable that it would, exit the Merchant Generation segment before the end of the Merchant Generation long-lived assets' previously estimated useful lives, Ameren determined that estimated undiscounted cash flows during the period in which it expected to continue to own certain energy centers would be insufficient to recover the carrying value of those energy centers. Accordingly, Ameren recorded a noncash pretax impairment charge of $1.95 billion in December 2012 to reduce the carrying values of all of the Merchant Generation's coal and natural gas-fired energy centers, except the Joppa coal-fired energy center, to their estimated fair values. The estimated undiscounted cash flows of the Joppa coal-fired energy center exceeded its carrying value; therefore, the Joppa coal-fired energy center was unimpaired.

Key assumptions used in the determination of estimated undiscounted cash flows of Ameren's Merchant Generation segment's long-lived assets tested for impairment included forward price projections for energy and fuel costs, the expected life or duration of ownership of the long-lived assets, environmental compliance costs and strategies, and operating costs. Those same cash flow assumptions, along with a discount rate and terminal year earnings multiples, were used to estimate the fair value of each energy center. These assumptions are subject to a high degree of judgment and complexity. The fair value estimate of these long-lived assets was based on a combination of the income approach, which considers discounted cash flows, and the market approach, which considers market multiples for similar assets within the electric generation industry. For the fourth quarter 2012 long-lived asset impairment test, Ameren used a discount rate of 10% for the coal-fired energy centers, 10.5% for the combined cycle energy center, and 11.5% for natural gas-fired energy centers, used a terminal year earnings multiple ranging from 4.5 to 6 depending on the energy center's fuel type and installed pollution control equipment, and estimated that the duration of ownership for each energy center was less than five years, with one energy center's duration of ownership being less than two years. Holding all other assumptions constant, if the discount rate had been one percentage point higher, or if the terminal year earnings multiple had been one point lower, or if the duration of ownership for each energy center was one year less than estimated, the fourth quarter 2012 impairment charge would have been $30 million to $110 million higher. As discussed above, the Joppa coal-fired energy center's estimated undiscounted cash flows exceeded its carrying value; however, using the same assumptions to estimate the fair value of that energy center would result in an estimated fair value that approximated its carrying value as of December 31, 2012.

In early 2012, the observable market price for power for delivery in that year and in future years in the Midwest sharply declined below 2011 levels, primarily because of declining natural gas prices and the impact of the stay of the CSAPR. As a result of this sharp decline in the market price of power and the related impact on electric margins, Genco decelerated the construction of two scrubbers at its Newton energy center in February 2012. The sharp decline in the market price of power in early 2012 and the related impact on electric margins, as well as the deceleration of construction of Genco's Newton energy center scrubber project, caused Ameren to evaluate, during the first quarter of 2012, whether the carrying values of Merchant Generation coal-fired energy centers were recoverable. AERG's Duck Creek energy center's carrying value exceeded its estimated undiscounted future cash flows. As a result, Ameren recorded a noncash pretax asset impairment charge of $628 million to reduce the carrying value of that energy center to its estimated fair value during the first quarter of 2012. Similar types of assumptions described above for the fourth quarter 2012 long-lived asset impairment test were used in this first quarter 2012 test. In this first quarter 2012 test, Ameren used a discount rate of 9.5% and estimated each energy center's useful life based on its physical life. The estimated useful life assumption in this first quarter 2012 test was based on energy center specific facts.

In December 2011, Genco ceased operations of its Meredosia and Hutsonville energy centers. As a result, Ameren recorded a noncash pretax asset impairment charge of $26 million to reduce the carrying value of the Meredosia and Hutsonville energy centers to their estimated fair values and a $4 million impairment of materials and supplies.

Table of Contents

LIQUIDITY AND CAPITAL RESOURCES

The tariff-based gross margins of Ameren's rate-regulated utility operating companies are the principal source of cash from operating activities for the Ameren Companies. A diversified retail customer mix primarily of rate-regulated residential, commercial, and industrial customers provide a reasonably predictable source of cash flows for Ameren, Ameren Missouri and Ameren Illinois. In addition to using cash flows from operating activities, Ameren, Ameren Missouri and Ameren Illinois use available cash, credit agreement borrowings, commercial paper issuances, money pool borrowings, or other short-term borrowings from affiliates to support normal operations and other temporary capital requirements. Ameren, Ameren Missouri and Ameren Illinois may reduce their credit agreement or short-term borrowings with cash from operations or, at their discretion, with long-term borrowings, or, in the case of Ameren Missouri and Ameren Illinois, with equity infusions from Ameren. Ameren, Ameren Missouri and Ameren Illinois expect to incur significant capital expenditures over the next five years as they make investments in their electric and natural gas utility infrastructure to support overall system reliability, environmental compliance, and other improvements. Ameren intends to finance those capital expenditures and

investments in its rate-regulated businesses with a blend of equity and debt so that it maintains a capital structure in a range around 50% equity, assuming constructive regulatory environments. Ameren, Ameren Missouri and Ameren Illinois plan to implement their long-term financing plans for debt, equity, or equity-linked securities to finance their operations appropriately, to fund scheduled debt maturities, and to maintain financial strength and flexibility.

The use of operating cash flows and short-term borrowings to fund capital expenditures and other long-term investments may periodically result in a working capital deficit, as defined by current liabilities exceeding current assets, as was the case at December 31, 2013. The working capital deficit as of December 31, 2013, was primarily the result of current maturities of long-term debt. Ameren is currently evaluating refinancing options for these current maturities including, in part, through the issuance of long-term notes. In addition, Ameren had $368 million of commercial paper issuances outstanding as of December 31, 2013. With the 2012 Credit Agreements, Ameren has access to $2.1 billion of credit capacity of which $1.7 billion was available at December 31, 2013.

The following table presents net cash provided by (used in) operating, investing and financing activities for the years ended December 31, 2013, 2012, and 2011:

	Net Cash Provided By Operating Activities			Net Cash (Used In) Investing Activities			Net Cash Provided by (Used In) Financing Activities		
	2013	2012	2011	2013	2012	2011	2013	2012	2011
Ameren[(a)] – continuing operations	$1,636	$1,404	$1,499	$(1,440)	$(1,153)	$(949)	$(149)	$(426)	$(1,020)
Ameren[(a)] – discontinued operations	57	286	379	(283)	(157)	(99)	—	—	(100)
Ameren Missouri	1,143	1,004	1,056	(687)	(703)	(627)	(603)	(354)	(430)
Ameren Illinois	651	519	504	(695)	(437)	(296)	45	(103)	(509)

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

Cash Flows from Operating Activities

2013 versus 2012

Ameren Corporation

Ameren’s cash from operating activities associated with continuing operations increased in 2013, compared with 2012. The following items contributed to the increase in Ameren’s cash from operating activities associated with continuing operations during 2013, compared with 2012:

- The absence in 2013 of $138 million in premiums paid to debt holders in 2012 in connection with the repurchase of the tendered principal of multiple series of Ameren Missouri and Ameren Illinois senior secured notes.
-

A $115 million increase in the cash flows associated with Ameren Missouri's under-recovered FAC costs. Recoveries outpaced deferrals in 2013 by $41 million, while deferrals and refunds outpaced recoveries in 2012 by $74 million.

- Electric and natural gas margins, as discussed in Results of Operations, increased by $109 million, excluding impacts of the noncash IEIMA revenue requirement

reconciliation adjustment, the under-recovery of MEEIA lost revenues and the MoPSC's July 2013 order, which resulted in a FAC prudence charge. See Note 2 – Rate and Regulatory Matters under Part II, Item 8, of this report for further information.

- A $94 million increase due to changes in Ameren Missouri coal inventory levels. In 2013, coal inventory levels decreased by $62 million because of delivery disruptions due to flooding, while in 2012, coal inventory levels increased by $32 million primarily because additional tons were held in inventory when generation levels were lower than expected due to market conditions.
- The absence in 2013 of $25 million in severance payments made in 2012 as a result of the voluntary separation offers extended to Ameren Missouri employees in the fourth quarter of 2011.
- A $22 million decrease in interest payments, primarily due to 2012 refinancing activity and timing of payments on Ameren Missouri and Ameren Illinois senior secured notes.
- The receipt of $16 million in 2013 for storm restoration assistance provided to nonaffiliated utilities in 2012 at Ameren Illinois.

Table of Contents

- A one-time $7.5 million contribution, in 2012, by Ameren Illinois to the Illinois Science and Energy Innovation Trust, as required by the IEIMA, which was not repeated in 2013.

The following items partially offset the increase in Ameren's cash from operating activities associated with continuing operations during 2013, compared with 2012:

- A $106 million increase in income tax payments for continuing operations. As discussed below, income tax payments at Ameren Missouri increased $89 million while income tax refunds at Ameren Illinois increased $1 million. Considering both Ameren's continuing and discontinued operations, Ameren made immaterial federal income tax payments in 2013.
- A $91 million increase in accounts receivable balances to reflect the timing of revenues earned, but not yet collected, from customers.
- A $27 million increase in payments for the 2013 scheduled nuclear refueling and maintenance outage at the Callaway energy center. There was no refueling and maintenance outage in 2012.
- The absence in 2013 of court registry receipts and payments. In 2012, Ameren Missouri received $19 million from the Circuit Court of Stoddard County's registry and the Circuit Court of Cole County's registry, net of payments into those registries, as a result of a Missouri Court of Appeals ruling upholding the MoPSC's January 2009 electric rate order.
- A $13 million increase in property tax payments, primarily at Ameren Missouri, caused by the timing of payments.
- A $12 million increase in major storm restoration costs.
- An $11 million increase in labor costs primarily related to increased staffing levels associated with IEIMA at Ameren Illinois.
- An $8 million increase in pension and postretirement benefit plan contributions primarily caused by an increase in funding requirements in 2013 compared with 2012, partially offset by an additional postretirement contribution in 2012 at Ameren Illinois. In addition to the Ameren Missouri and Ameren Illinois amounts discussed below, Ameren's nonregistrant subsidiaries increased their contributions to the pension and postretirement benefit plans by $19 million.

Ameren’s cash from operating activities associated with discontinued operations decreased in 2013, compared with 2012, primarily because of a $277 million decrease in electric margins, excluding impacts of noncash unrealized MTM activity. The decrease was partially offset by a $99 million increase in income tax refunds in 2013 due to a reduction in pretax book income partially offset by a reduction in accelerated depreciation deductions. Ameren’s discontinued operations entities received these income tax refunds through the tax allocation agreement with Ameren’s continuing operations entities.

Ameren Missouri

Ameren Missouri’s cash from operating activities increased in 2013, compared with 2012. The following items contributed to the increase in Ameren Missouri’s cash from operating activities during 2013, compared with 2012:

- A $115 million increase in the cash flows associated with under-recovered FAC costs. Recoveries exceeded deferrals in 2013 by $41 million, while deferrals and refunds exceeded recoveries in 2012 by $74 million.
- A $94 million increase due to changes in coal inventory levels. In 2013, coal inventory levels decreased by $62 million because of delivery disruptions due to flooding, while in 2012, coal inventory levels increased by $32 million primarily because additional tons were held in inventory when generation levels were lower than expected due to market conditions.
- Electric and natural gas margins, as discussed in Results of Operations, increased by $91 million, excluding the impact of the noncash revenues associated with the under-recovery of MEEIA lost revenues and the charge recorded in 2013 associated with the FAC prudence review.
- The absence in 2013 of $62 million in premiums paid to debt holders in 2012 in connection with the repurchase of the tendered principal of multiple series of senior secured notes.
- The absence in 2013 of $25 million in severance payments made in 2012 as a result of the voluntary separation offers extended to employees in the fourth quarter of 2011.
- An $8 million decrease in interest payments, primarily due to 2012 refinancing activity and timing of payments on senior secured notes.

The following items partially offset the increase in Ameren Missouri's cash from operating activities during 2013, compared with 2012:

- Income tax payments totaled $86 million in 2013 resulting primarily from a reduction in accelerated depreciation deductions while income tax refunds were $3 million in 2012.
- A $60 million increase in accounts receivable balances to reflect the timing of revenues earned, but not yet collected, from customers.
- A $27 million increase in payments for scheduled nuclear refueling and maintenance outages at the Callaway energy center. There was no refueling and maintenance outage in 2012.
- A $20 million increase in property tax payments caused by the timing of payments.
- The absence in 2013 of court registry receipts and payments. In 2012, Ameren Missouri received $19 million from the Circuit Court of Stoddard County's registry and the Circuit Court of Cole County's registry, net of payments into those registries, as a result of a Missouri Court of Appeals ruling upholding the MoPSC's January 2009 electric rate order.

Table of Contents

- A $9 million increase in pension and postretirement benefit plan contributions primarily caused by an increase in funding requirements in 2013 compared with 2012.
- An $8 million increase in major storm restoration costs.

Ameren Illinois

Ameren Illinois’ cash from operating activities increased in 2013, compared with 2012. The following items contributed to the increase in Ameren Illinois’ cash from operating activities during 2013, compared with 2012:

- The absence in 2013 of $76 million in premiums paid to debt holders in 2012 in connection with the repurchase of the tendered principal of multiple series of senior secured notes.
- A $20 million decrease in pension and postretirement benefit plan contributions primarily caused by an additional postretirement contribution in 2012.
- The receipt of $16 million in 2013 for storm restoration assistance provided to nonaffiliated utilities in 2012.
- A $13 million decrease in interest payments, primarily due to 2012 refinancing activity and timing of payments on senior secured notes.
- Electric and natural gas margins, as discussed in Results of Operations, increased by $11 million, excluding the impact from the noncash IEIMA revenue requirement reconciliation adjustment.
- A one-time $7.5 million contribution, in 2012, to the Illinois Science and Energy Innovation Trust as required by the IEIMA.
- A $7 million decrease in property tax payments due to two electricity distribution tax credit refunds received in 2013.

The following items partially offset the increase in Ameren Illinois' cash from operating activities during 2013, compared with 2012:

- A $29 million increase in accounts receivable balances to reflect the timing of revenues earned but not yet collected from customers.
- An $11 million increase in labor costs primarily related to increased staffing levels associated with IEIMA.

2012 versus 2011

Ameren Corporation

Ameren's cash from operating activities associated with continuing operations decreased in 2012, compared with 2011. The following items contributed to the decrease in cash from operating activities associated with continuing operations during 2012, compared with 2011:

- Cash flows associated with Ameren Missouri's under-recovered FAC costs, which decreased by $161 million. Recoveries exceeded deferrals in 2011 by $87 million, while deferrals exceeded recoveries in 2012 by $74 million.
- The premiums paid to debt holders in connection with the

repurchase of the tendered principal of multiple series of Ameren Missouri and Ameren Illinois senior secured notes, which premiums totaled $138 million. See Note 5 – Long-term Debt and Equity Financings under Part II, Item 8, of this report for further information.

- An $82 million decrease in cash collections from customer receivables, excluding the impacts of the receipt of funds from, and deposits into, court registries discussed separately below, primarily caused by milder weather in December 2011, compared with December 2010.
- Income tax payments related to continuing operations of $10 million in 2012, compared with income tax refunds of $47 million in 2011. The 2011 refund resulted primarily from an IRS settlement, while the 2012 payment was caused by the purchase of state tax credits. Ameren did not make material federal income tax payments in either period because of accelerated deductions authorized by economic stimulus legislation and other deductions.
- A $40 million increase in coal inventory at Ameren Missouri, primarily because additional tons were held in inventory when generation levels were lower than expected due to market conditions, the absence in 2012 of flooding that impeded coal deliveries in 2011, increased coal prices, and milder weather conditions in early 2012.
- A $22 million increase in energy efficiency expenditures, primarily for Ameren Illinois customer programs, which are recovered through customer billings over time.

The following items partially offset the decrease in Ameren's cash from operating activities associated with continuing operations during 2012, compared with 2011:

- Electric and natural gas margins, as discussed in Results of Operations, which increased by $111 million, excluding Ameren Illinois' noncash IEIMA revenue requirement reconciliation adjustment.
- Ameren Missouri's receipt of $37 million from the Stoddard County Circuit Court's registry and the Cole County Circuit Court's registry as the MoPSC's 2009 and 2010 electric rate orders were upheld on appeals. Additionally, $24 million fewer Ameren Missouri receivables were paid into the court registries in 2012 in connection with the electric rate order appeals.
- A $52 million decrease in pension and postretirement plan contributions. In 2011, Ameren Illinois contributed to Ameren's postretirement benefit plan trust an incremental $100 million in excess of Ameren Illinois' annual postretirement net periodic cost for regulatory purposes.
- A $50 million decrease in the cost of natural gas held in storage because of lower prices.
- A $35 million decrease in major storm restoration costs.
- A $26 million decrease in taxes other than income tax payments, primarily related to Ameren Missouri, caused by the timing of property tax payments at each year end, partially offset by higher assessed property tax values.
- A $21 million reduction in payments for scheduled nuclear refueling and maintenance outages at the Callaway energy center, caused by the absence of a refueling

outage in 2012.

- A $21 million increase in natural gas commodity over-recovered costs under the PGAs, primarily related to Ameren Illinois.
- A $20 million decrease in payments related to the MISO liability due, in part, to fewer payments required for December 2011 purchases compared to the payments required for December 2010 purchases.
- A net $5 million decrease in collateral posted with counterparties due, in part, to changes in the market prices of power and natural gas and in contracted commodity volumes.

Cash from operating activities associated with discontinued operations decreased in 2012, compared with 2011, primarily because of a $140 million decrease in electric margins, excluding impacts of noncash unrealized MTM activity, partially offset by an $18 million decrease in coal inventory, primarily due to continued focus on inventory reductions, partially offset by increased coal prices.

Ameren Missouri

Ameren Missouri’s cash from operating activities decreased in 2012 compared with 2011. The following items contributed to the decrease in cash from operating activities during 2012, compared with 2011:

- Cash flows associated with Ameren Missouri's under-recovered FAC costs, which decreased by $161 million. Recoveries exceeded deferrals in 2011 by $87 million, while deferrals exceeded recoveries in 2012 by $74 million.
- The premiums paid to debt holders for the repurchase of the tendered principal of multiple series of senior secured notes, which premiums totaled $62 million.
- A $40 million increase in coal inventory primarily because additional tons were held in inventory when generation levels were lower than expected due to market conditions, the absence in 2012 of flooding that impeded coal deliveries in 2011, increased coal prices, and milder weather conditions in early 2012.
- A $25 million decrease in cash collections from customer receivables, excluding the receipt of funds from, and deposits into, court registries discussed separately below, primarily caused by milder weather in December 2011, compared with December 2010.
- A net $6 million increase in collateral posted with counterparties due, in part, to changes in the market price of power and gas and in contracted commodity volumes.

The following items partially offset the decrease in Ameren Missouri’s cash from operating activities during 2012, compared with 2011:

- Electric and natural gas margins, as discussed in Results of Operations, which increased by $83 million.
- Receipt of $37 million from the Stoddard County Circuit Court's registry and the Cole County Circuit Court's registry as the MoPSC's 2009 and 2010 electric rate

orders were upheld on appeals. Additionally, $24 million fewer Ameren Missouri receivables were paid into the court registries in 2012 in connection with the electric rate order appeals.

- A $28 million decrease in property tax payments caused by the timing of property tax payments at each year end, partially offset by higher assessed property tax values.
- A $21 million reduction in payments for scheduled nuclear refueling and maintenance outages at the Callaway energy center. There was no refueling and maintenance outage in 2012.
- A $20 million decrease in major storm restoration costs.
- A $15 million reduction in energy efficiency expenditures.
- Income tax refunds of $3 million in 2012, compared with income tax payments of $9 million in 2011. Ameren Missouri’s 2011 tax liability was reduced by accelerated deductions authorized by economic stimulus legislation, use of its net operating loss carryforwards, and other deductions. Ameren Missouri's 2012 tax refund is primarily due to a tax deduction related to the repurchase of debt, partially offset by an increase in income from the resolution of the 2009 and 2010 electric rate order appeals discussed above.
- An $11 million reduction in labor costs due to staff reductions.

Ameren Illinois

Ameren Illinois’ cash from operating activities increased in 2012 compared with 2011. The following items contributed to the increase in Ameren Illinois' cash from operating activities during 2012, compared with 2011:

- A $65 million decrease in pension and postretirement benefit plan contributions. In 2011, Ameren Illinois contributed to Ameren's postretirement benefit plan trust an incremental $100 million in excess of Ameren Illinois' annual postretirement net periodic cost for regulatory purposes.
- A $46 million decrease in the cost of natural gas held in storage because of lower prices.
- Electric and natural gas margins, as discussed in Results of Operations, that increased by $26 million, excluding impacts of the noncash IEIMA revenue requirement reconciliation adjustment.
- A net $20 million decrease in collateral posted with counterparties due, in part, to changes in the market price of natural gas and in contracted commodity volumes.
- A $20 million decrease in payments related to the MISO liability due, in part, to fewer payments required for December 2011 purchases compared with payments required for December 2010 purchases.
- A $16 million increase in natural gas commodity over-recovered costs under the PGA.
- A $15 million decrease in major storm restoration costs.
- A $12 million decrease in interest payments, primarily due to the redemption of senior secured notes in June 2011.
- An $8 million increase in income tax refunds primarily due to lower pretax book income along with a tax deduction

Table of Contents

related to the repurchase of debt.
The following items partially offset the increase in Ameren Illinois' cash from operating activities during 2012, compared with 2011:

- The premiums paid to debt holders for the repurchase of the tendered principal of multiple series of tendered senior secured notes, which premiums totaled $76 million.
- A $68 million decrease in cash collections from customer receivables, primarily caused by milder weather in December 2011, compared with December 2010.
- A $37 million increase in energy efficiency expenditures for customer programs that are recovered through customer billings over time.
- A $26 million increase in payments to contractors for reliability, maintenance, and IEIMA projects.
- A $12 million increase in labor costs, primarily because of staff additions due to the requirements of the IEIMA.
- A one-time $7.5 million payment to the Illinois Science and Energy Innovation Trust, as required by the IEIMA.

Pension and Postretirement Plans

Ameren’s pension plans are funded in compliance with income tax regulations and to meet federal funding or regulatory requirements. As a result, Ameren expects to fund its pension plans at a level equal to the greater of the pension expense or the legally required minimum contribution. Considering Ameren’s assumptions at December 31, 2013, its investment performance in 2013, and its pension funding policy, Ameren expects to make annual contributions of $20 million to $100 million in each of the next five years, with aggregate estimated contributions of $270 million. We expect Ameren Missouri’s and Ameren Illinois’ portion of the future funding requirements to be 52% and 47%, respectively. These amounts are estimates. The estimates may change with actual investment performance, changes in interest rates, changes in our assumptions, changes in government regulations, and any voluntary contributions. In 2013, Ameren contributed $156 million to its pension plans. See Note 11 – Retirement Benefits under Part II, Item 8, of this report for additional information.
On December 2, 2013, Ameren completed the divestiture of New AER to IPH. In accordance with the transaction agreement, Ameren retained the pension obligations as of December 2, 2013, associated with the current and former employees of New AER and its subsidiaries who were included in the Ameren Retirement Plan and the Ameren Supplemental Retirement Plan. Ameren also retained the postretirement benefit obligations associated with the employees of New AER and its subsidiaries who were eligible to retire at December 2, 2013, from the Ameren Retiree Medical Plan and the Ameren Group Life Insurance Plan. IPH assumed the existing pension and other postretirement benefit obligations associated with EEI's current and former employees that are included in EEI’s single-employer pension and other postretirement plans. Coincident with Ameren’s divestiture of New AER, a significant number of employees left Ameren which required a

measurement of Ameren’s pension and postretirement benefit plan assets and obligations as of December 2, 2013, based upon current market conditions. The reduction in obligations for the postretirement benefit plans and the accelerated recognition of gains previously recorded in accumulated other comprehensive income that had not previously been recognized through net periodic benefit cost for the pension and postretirement benefit plans resulted in a $19 million pretax curtailment gain, which was included in discontinued operations.
Ameren completed another measurement as of December 31, 2013, as is its historical accounting practice, based upon the market conditions at the end of the year. Excluding the EEI plans, which were assumed by IPH during 2013, Ameren’s unfunded obligation under its pension and other postretirement benefit plans was $461 million and $1,143 million as of December 31, 2013, and December 31, 2012, respectively. The primary factors contributing to this unfunded obligation reduction during 2013 were a 75 basis point increase in the pension and other postretirement benefit plan discount rates used to determine the present value of the obligations, and asset returns being better than expected. The offset to the unfunded obligation reduction was primarily a reduction to regulatory assets.

Cash Flows from Investing Activities

2013 versus 2012

Ameren's cash used in investing activities associated with continuing operations increased by $287 million during 2013, compared with 2012. Capital expenditures increased $316 million, primarily because of increased expenditures for transmission in Illinois, reliability projects, and storm restoration costs. The increase in cash flows used in investing activities was partially offset by a $46 million decrease in nuclear fuel expenditures due to timing of purchases.

Cash used in investing activities associated with Ameren's discontinued operations increased $126 million during 2013, compared with 2012, primarily due to the requirement to leave cash of $235 million with New AER upon divestiture, pursuant to the transaction agreement with IPH. This use of cash was partially offset by reduced capital expenditures in 2013 as a result of the deceleration of the scrubber construction project at the Newton energy center.

Ameren Missouri's cash used in investing activities decreased $16 million during 2013, compared with 2012, primarily due to changes in money pool advances and a $46 million decrease in nuclear fuel expenditures due to timing of purchases. The decrease in cash used in investing activities was partially offset by increased capital expenditures and the absence in 2013 of a 2012 receipt of $18 million for federal tax grants related to renewable energy construction projects. Capital expenditures increased $53 million, primarily because of increased expenditures for reliability projects and an increase in storm restoration costs.

Table of Contents

Ameren Illinois' cash used in investing activities increased $258 million during 2013, compared with 2012. Capital expenditures increased $259 million, primarily due to increased expenditures of $164 million for transmission and reliability projects, $18 million for storm restoration costs, and $12 million for IEIMA projects.

2012 versus 2011

Ameren's cash used in investing activities associated with continuing operations increased by $204 million during 2012, compared with 2011. Capital expenditures increased $182 million primarily because of increased expenditures for reliability, boiler, and turbine projects, which more than offset a decrease in storm restoration costs. Cash used in investing activities also increased because of a $29 million increase in nuclear fuel expenditures due to timing of purchases, which was partially offset by a receipt of $18 million of federal tax grants related to renewable energy construction projects.

Cash used in investing activities associated with discontinued operations increased $58 million during 2012, compared with 2011. Capital expenditures increased $26 million as a result of increased expenditures related to the scrubber project at the Newton energy center, which more than offset a reduction in maintenance and upgrade project expenditures due to the timing of energy center outages. In 2012, proceeds of $16 million were received from the sale of the Medina Valley energy center’s net property and plant. In 2011, Genco received $45 million of proceeds from the sale of its interest in the Columbia CT energy center.

Ameren Missouri's cash used in investing activities increased $76 million during 2012, compared with 2011. Capital expenditures increased $45 million primarily because of increased expenditures for reliability, boiler, and turbine projects, which more than offset a decrease in storm restoration costs. Cash used in investing activities also increased due to a $29 million increase in nuclear fuel expenditures due to timing of purchases for the spring 2013 reload. In 2012, cash flows from investing activities benefited from $18 million of federal tax grants received related to renewable energy construction projects. In 2011, cash flows used in investing activities benefited from a $9 million receipt from a settlement with the DOE related to nuclear waste disposal.

Ameren Illinois' cash used in investing activities increased $141 million during 2012, compared with 2011. Capital expenditures increased $91 million as a result of increased expenditures for reliability projects, including $27 million for IEIMA projects, which more than offset a decrease in storm restoration costs. In 2011, cash from investing activities benefited from repayments of advances previously paid to ATXI as a result of the completion of a project under a joint ownership agreement.

Capital Expenditures

The following table presents the capital expenditures by the Ameren Companies for the years ended December 31, 2013, 2012, and 2011:

	2013	2012	2011
Ameren[(a)]	$1,379	$1,063	$881
Ameren Missouri	648	595	550
Ameren Illinois	701	442	351

(a) Includes amounts for Ameren registrant and nonregistrant subsidiaries and the elimination of intercompany transfers.

Ameren’s 2013 capital expenditures consisted of the following expenditures at its subsidiaries. Ameren Missouri spent $53 million on Labadie precipitator upgrades, $30 million on storm restoration, and $29 million on the replacement of the Callaway nuclear reactor head scheduled to be replaced during the 2014 refueling and maintenance outage. Ameren Illinois spent $269 million on transmission initiatives, $39 million on IEIMA projects, and $23 million on storm restoration. ATXI spent $51 million on the Illinois Rivers project. Other capital expenditures were made principally to maintain, upgrade, and expand the reliability of the transmission and distribution systems of Ameren Missouri and Ameren Illinois, as well as to fund various Ameren Missouri energy center upgrades.

Ameren’s 2012 capital expenditures consisted of the following expenditures at its subsidiaries. Ameren Missouri spent $30 million on the replacement of the Callaway nuclear reactor head, scheduled to be replaced during the 2014 refueling and maintenance outage and $23 million on a boiler upgrade project. Ameren Illinois spent $27 million on IEIMA projects. Other capital expenditures were made principally to maintain, upgrade, and expand the reliability of

the transmission and distribution systems of Ameren Missouri and Ameren Illinois, as well as to fund various Ameren Missouri energy center upgrades.
Ameren's 2011 capital expenditures consisted of the following expenditures at its subsidiaries. Ameren Missouri spent $24 million on building its Maryland Heights energy center and $31 million on storm-related repair costs. Ameren Illinois incurred storm-related repair costs of $20 million. Other capital expenditures were made principally to maintain, upgrade, and expand the reliability of the transmission and distribution systems of Ameren Missouri and Ameren Illinois, as well as to fund various Ameren Missouri energy center upgrades.
The following table presents Ameren's estimated capital expenditures that will be incurred from 2014 through 2018, including construction expenditures, allowance for funds used during construction for Ameren's rate-regulated utility businesses, and expenditures for compliance with known and existing environmental regulations. Ameren expects to allocate more of its discretionary capital expenditures to Ameren Illinois and ATXI based on their regulatory frameworks.

	2014	2015 - 2018			Total		
Ameren Missouri	$760	$2,495	-	$2,740	$3,255	-	$3,500
Ameren Illinois	800	2,600	-	2,860	3,400	-	3,660
ATXI	240	1,110	-	1,200	1,350	-	1,440
Other[(a)]	25	70	-	75	95	-	100
Ameren	$1,825	$6,275	-	$6,875	$8,100	-	$8,700

(a) Includes the elimination of intercompany transfers.

Table of Contents

Ameren Missouri’s estimated capital expenditures include transmission, distribution, and generation-related investments, as well as expenditures for compliance with environmental regulations. Ameren Illinois’ estimated capital expenditures are primarily for electric and natural gas transmission and distribution-related investments, and estimated capital expenditures incremental to historical average electric delivery capital expenditures to modernize its distribution system pursuant to the IEIMA. Estimated capital expenditures for ATXI include the three MISO-approved multi-value transmission projects. For additional information regarding the IEIMA capital expenditure requirements and ATXI's transmission projects, see Business under Part I, Item 1, of this report.
We continually review Ameren Missouri's generation portfolio and expected power needs. As a result, Ameren Missouri could modify its plan for generation capacity, the type of generation asset technology that will be employed, and whether capacity or power may be purchased, among other things. Additionally, we continually review the reliability of our transmission and distribution systems, expected capacity needs, and opportunities for transmission investments. The timing and amount of investments could vary because of changes in expected capacity, the condition of transmission and distribution systems, and our ability and willingness to pursue transmission investments, among other things. Any changes in future generation, transmission, or distribution needs could result in significant capital expenditures or losses being incurred, which could be material.
Environmental Capital Expenditures
Ameren Missouri will incur significant costs in future years to comply with existing and known federal and state regulations including those requiring the reduction of SO_2, NO_x, and mercury emissions from its coal-fired energy centers.
See Note 15 – Commitments and Contingencies under Part II, Item 8, of this report for a discussion of existing environmental laws and regulations that affect, or may affect, our facilities and capital costs to comply with such laws and regulations.
Cash Flows from Financing Activities
2013 versus 2012
In 2013, we reduced our cost of borrowings through the repayment and redemption of long-term indebtedness, which had higher interest rates than the commercial paper and senior secured debt issued to finance such repayments and redemptions. During 2013, issuances under the Ameren and Ameren Missouri commercial paper programs were available at a lower interest rate than the interest rate available under the 2012 Credit Agreements.
Ameren’s net cash used in financing activities associated with continuing operations decreased during 2013 compared with 2012. In 2013, Ameren's cash flow from operating activities of $1.6 billion exceeded its capital expenditures of $1.4 billion, while in 2012 Ameren's cash flow from operating activities of $1.4

billion exceeded its capital expenditures of $1.1 billion. During 2013, Ameren used cash flow from operating activities, other available cash on hand, and commercial paper issuances, in part, to pay common stock dividends of $388 million, redeem $244 million of long-term Ameren Missouri indebtedness, and fund the $235 million cash requirement at divested New AER upon divestiture on December 2, 2013, pursuant to the transaction agreement with IPH. In addition, Ameren Illinois issued $280 million in senior secured debt and used the net proceeds of $276 million to repay at maturity $150 million of long-term indebtedness. In comparison, in 2012, Ameren subsidiaries issued $885 million in senior debt and used the proceeds, together with other available cash, to redeem or repay existing long-term indebtedness of $754 million and pay related premiums. Additionally, in 2012, Ameren repaid $148 million of its net short-term debt.
During 2013, no financing cash flows were utilized to meet the working capital and investing requirements of our discontinued operations.

Ameren Missouri’s net cash used in financing activities increased during 2013, compared with 2012. Ameren Missouri used cash on hand, net money pool receipts, and the excess cash from operating activities after capital expenditures, to redeem or repay existing long-term indebtedness of $244 million and pay common stock dividends of $460 million. In comparison, in 2012, Ameren Missouri issued $485 million of 3.90% senior secured notes and used the proceeds, together with other available cash, to redeem or repay existing long-term indebtedness of $422 million and to pay

related premiums.
Ameren Illinois' financing activities provided net cash of $45 million in 2013 compared with 2012, when financing activities used net cash of $103 million. During 2013, Ameren Illinois issued $280 million in senior secured debt and used the net proceeds of $276 million to repay at maturity $150 million of long-term indebtedness, and pay common stock dividends of $110 million. During 2012, Ameren Illinois issued $400 million of 2.70% senior secured notes and used the proceeds, together with other available cash, to redeem or repay existing long-term indebtedness of $332 million and to pay related premiums. Ameren Illinois paid common stock dividends of $189 million in 2012.
2012 versus 2011
During 2012, we replaced and extended our credit agreements. We reduced our reliance on short-term debt while maintaining adequate cash balances for working capital needs.
Ameren's net cash used in financing activities associated with continuing operations decreased during 2012, compared with 2011. Repayments of net short-term debt and credit agreement borrowings decreased by $333 million in 2012 compared with 2011. The decrease in cash provided by operating activities in 2012, combined with the increase in capital expenditures, resulted in less cash available to fund financing activities. However, Ameren was still able to repay all outstanding

Table of Contents

short-term debt that existed at the end of 2011. In 2012, Ameren subsidiaries issued $885 million in senior debt and used the proceeds, together with other available cash, to redeem or repay existing long-term indebtedness of $754 million and to pay related premiums. In 2011, Ameren Illinois funded the $150 million maturity of its senior secured notes with cash on hand and operating cash flows. There was also a reduction in refunds of advances previously received from generators of $73 million due to project completion in 2011. In 2011, common stock issued for DRPlus and the 401(k) plan increased cash flows from financing activities by $65 million. In 2012, Ameren shares were purchased in the open market for DRPlus and the 401(k) plan, resulting in noncash financing activity of $7 million due to the timing of DRPlus common stock dividend funding.

During 2012, no financing cash flows were utilized to meet working capital and investing requirements associated with discontinued operations. In 2011, $100 million of short-term borrowing obligations were repaid using surplus net cash from operating activities.

Ameren Missouri's net cash used in financing activities decreased during 2012, compared with 2011. In September 2012, Ameren Missouri issued $485 million of 3.90% senior secured notes and used the proceeds, together with other available cash, to redeem or repay existing long-term indebtedness of $422 million and to pay related premiums. In 2011, refunds of advances previously received from generators

decreased cash flows from financing activities by $19 million as a result of project completion.

Ameren Illinois' net cash used in financing activities decreased during 2012, compared with 2011. In August 2012, Ameren Illinois issued $400 million of 2.70% senior secured notes and used the proceeds, together with other available cash, to redeem or repay existing long-term indebtedness of $332 million and pay related premiums. In 2011, Ameren Illinois funded the $150 million maturity of its senior secured notes by using cash on hand and operating cash flows. In 2012, Ameren Illinois common stock dividends decreased by $138 million relative to 2011 dividends. Additionally, there was a reduction in 2012 in refunds of advances previously received from generators of $53 million due to project completion in 2011.

Credit Facility Borrowings and Liquidity

The liquidity needs of Ameren, Ameren Missouri and Ameren Illinois are typically supported through the use of available cash, short-term intercompany borrowings, drawings under committed bank credit agreements, or, for Ameren and Ameren Missouri, commercial paper issuances. See Note 4 – Short-term Debt and Liquidity under Part II, Item 8, of this report for additional information on credit agreements, short-term borrowing activity, commercial paper issuances, relevant interest rates, and borrowings under Ameren's money pool arrangements.

The following table presents the committed 2012 Credit Agreements of Ameren, Ameren Missouri, and Ameren Illinois, and the credit capacity available under such agreements, considering reductions for commercial paper issuances and letters of credit, as of December 31, 2013:

	Expiration	Borrowing Capacity	Credit Available
Ameren and Ameren Missouri:			
2012 Missouri Credit Agreement	November 2017	$1,000	$1,000
Ameren and Ameren Illinois:			
2012 Illinois Credit Agreement[(a)]	November 2017	1,100	1,100
Ameren:			
Less: Commercial paper outstanding		(c)	(368)
Less: Letters of credit[(b)]		(c)	(14)
Total		$2,100	$1,718

(a) The borrowing sublimit of Ameren Illinois will mature and expire on September 30, 2014, subject to extension on a 364-day basis, or for a longer period upon notice by Ameren Illinois of receipt of any and all required federal or state regulatory approvals, as permitted under the 2012 Illinois Credit Agreement, but in no event later than November 14, 2017. In October 2013, Ameren Illinois filed a petition seeking state regulatory approval necessary to extend the maturity date of its borrowing sublimit under the 2012 Illinois Credit Agreement to November 14, 2017.

(b) As of December 31, 2013, $11 million of the letters of credit relate to Ameren's ongoing credit support obligations to New AER. See Note 16 – Divestiture Transactions and Discontinued Operations under Part II, Item 8, of this report for additional information.

(c) Not applicable.

The 2012 Credit Agreements are used to borrow cash, to issue letters of credit, and to support issuances under Ameren's and Ameren Missouri's commercial paper programs. Either of the 2012 Credit Agreements are available to Ameren to support issuances under Ameren's commercial paper program, subject to borrowing sublimits. The 2012 Missouri Credit Agreement is available to support issuances under Ameren Missouri's commercial paper program. Ameren Illinois' commercial paper program, under which no commercial paper was ever issued, was terminated in 2013. During 2013, issuances under the

Ameren and Ameren Missouri commercial paper programs were available at a lower interest rate than the interest rate available under the 2012 Credit Agreements. As such, commercial paper issuances were a preferred source of third-party short-term debt relative to credit facility borrowings.

The maximum aggregate amount available to each borrower under each facility is shown in the following table (such amount being such borrower’s “Borrowing Sublimit”):

Table of Contents

	2012 Missouri Credit Agreement	2012 Illinois Credit Agreement
Ameren	$500	$300
Ameren Missouri	800	(a)
Ameren Illinois	(a)	800

(a) Not applicable.

Subject to applicable regulatory short-term borrowing authorizations, these credit arrangements are also available to Ameren's non-state-regulated subsidiaries through direct short-term borrowings from Ameren and to most of Ameren’s non-rate-regulated subsidiaries, including, but not limited to, Ameren Services, through a money pool agreement. Ameren has money pool agreements with and among its subsidiaries to coordinate and to provide for certain short-term cash and working capital requirements. In addition, a unilateral borrowing agreement among Ameren, Ameren Illinois, and Ameren Services enables Ameren Illinois to make short-term borrowings directly from Ameren. Pursuant to the terms of the unilateral borrowing agreement, the aggregate amount of borrowings outstanding at any time by Ameren Illinois under the unilateral borrowing agreement and the money pool agreement, together with any outstanding Ameren Illinois external credit facility borrowings or commercial paper issuances, may not exceed $500 million, pursuant to the authorization from the ICC. Ameren Illinois did not borrow under the unilateral borrowing agreement during 2013 or 2012. Ameren Services is responsible for operation and administration of the money pool agreements. See Note 4 – Short-term Debt and Liquidity under Part II, Item 8, of this report for a detailed explanation of the money pool arrangements and the unilateral borrowing agreement.

The issuance of short-term debt securities by Ameren's utility subsidiaries is subject to approval by FERC under the Federal Power Act. In February 2014, FERC issued an order effective March 17, 2014, authorizing the issuance of up to $1 billion of short-term debt securities for Ameren Missouri. The authorization terminates on March 16, 2016. In September 2012, FERC issued an order authorizing the issuance of up to $1 billion of short-term debt securities by Ameren Illinois. The authorization terminates on September 30, 2014. Ameren Illinois will file for a two-year extension of the FERC short-term borrowing authorization in 2014.

The issuance of short-term debt securities by Ameren is not subject to approval by any regulatory body.

The Ameren Companies continually evaluate the adequacy and appropriateness of their liquidity arrangements given changing business conditions. When business conditions warrant, changes may be made to existing credit agreements or to other short-term borrowing arrangements.

Table of Contents

Long-term Debt and Equity

The following table presents the issuances of common stock and the issuances, redemptions, repurchases, and maturities of long-term debt (net of any issuance discounts) for the years 2013, 2012, and 2011 for the Ameren Companies. The Ameren Companies did not have any redemptions and repurchases of preferred stock during the years 2013, 2012, and 2011. For additional information related to the terms and uses of these issuances and the sources of funds and terms for the redemptions, see Note 5 – Long-term Debt and Equity Financings under Part II, Item 8, of this report.

	Month Issued, Redeemed, Repurchased, or Matured	2013	2012	2011
Issuances				
Long-term debt				
Ameren Missouri:				
3.90% Senior secured notes due 2042	September	$—	$482	$—
Ameren Illinois:				
2.70% Senior secured notes due 2022	August	—	400	—
4.80% Senior secured notes due 2043	December	278	—	—
Total Ameren long-term debt issuances		$278	$882	$—
Common stock				
Ameren:				
DRPlus and 401(k)	Various	$—	$—	$65
Total common stock issuances		$—	$—	$65
Total Ameren long-term debt and common stock issuances		$278	$882	$65
Redemptions, Repurchases and Maturities				
Long-term debt				
Ameren Missouri:				
City of Bowling Green capital lease (Peno Creek CT)	Various	$5	$5	$5
5.25% Senior secured notes due 2012	September	—	173	—
6.00% Senior secured notes due 2018	September	—	71	—
6.70% Senior secured notes due 2019	September	—	121	—
5.10% Senior secured notes due 2018	September	—	1	—
5.10% Senior secured notes due 2019	September	—	56	—
1993 5.45% Series pollution control revenue bonds due 2028	October	44	—	—
4.65% Senior secured notes due 2013	October	200	—	—
Ameren Illinois:				
6.625% Senior secured notes due 2011	June	—	—	150
9.75% Senior secured notes due 2018	August	—	87	—
6.25% Senior secured notes due 2018	August	—	194	—
2000 Series A 5.50% pollution control revenue bonds due 2014	August	—	51	—
6.20% Series 1992B due 2012	November	—	1	—
8.875% Senior secured notes due 2013	December	150	—	—
Total Ameren long-term debt redemptions, repurchases and maturities		$399	$760	$155

In October 2013, Ameren filed a Form S-8 registration statement with the SEC, authorizing the offering of 4 million additional shares of its common stock under its 401(k) plan. Shares of common stock sold under the 401(k) plan are, at Ameren's option, newly issued shares, treasury shares, or shares purchased in the open market or in privately

negotiated transactions
Ameren filed a Form S-3 registration statement with the SEC in June 2011, authorizing the offering of 6 million additional shares of its common stock under DRPlus. Shares of common stock sold under DRPlus are, at Ameren's option, newly issued shares, treasury shares, or shares purchased in the open market or in privately negotiated transactions. In 2013 and 2012, Ameren

shares were purchased in the open market for DRPlus and its 401(k) plan. Under DRPlus and its 401(k) plan, Ameren issued 2.2 million shares of common stock in 2011, which were valued at $65 million.
In June 2012, Ameren, Ameren Missouri and Ameren Illinois filed a Form S-3 shelf registration statement registering the issuance of an indeterminate amount of certain types of securities, which expires in June 2015.
The Ameren Companies may sell securities registered under their effective registration statements if market conditions and capital requirements warrant such sales. Any offer and sale will be made only by means of a prospectus that meets the

requirements of the Securities Act of 1933 and the rules and regulations thereunder.

Indebtedness Provisions and Other Covenants

See Note 4 – Short-term Debt and Liquidity and Note 5 – Long-term Debt and Equity Financings under Part II, Item 8, of this report for a discussion of covenants and provisions (and applicable cross-default provisions) contained in our bank credit agreements and in certain of the Ameren Companies' indentures and articles of incorporation.

At December 31, 2013, the Ameren Companies were in compliance with the provisions and covenants contained within their credit agreements, indentures, and articles of incorporation.

We consider access to short-term and long-term capital markets a significant source of funding for capital requirements not satisfied by our operating cash flows. Inability to raise capital on reasonable terms, particularly during times of uncertainty in the capital markets, could negatively affect our ability to maintain and expand our businesses. After assessing its current operating performance, liquidity, and credit ratings (see Credit Ratings below), Ameren, Ameren Missouri and Ameren Illinois each believes that it will continue to have access to the capital markets. However, events beyond Ameren's, Ameren Missouri's and Ameren Illinois' control may create uncertainty in the capital markets or make access to the capital markets uncertain or limited. Such events could increase our cost of capital and adversely affect our ability to access the capital markets.

Dividends

Ameren paid to its shareholders common stock dividends totaling $388 million, or $1.60 per share, in 2013, $382 million, or $1.60 per share, in 2012, and $375 million, or $1.555 per share, in 2011.

The amount and timing of dividends payable on Ameren's common stock are within the sole discretion of Ameren's board of directors. The board of directors has not set specific targets or payout parameters when declaring common stock dividends. As in the past, the board of directors is expected to consider various issues, including Ameren's overall payout ratio, payout ratios of our peers, projected cash flow and potential future cash flow requirements, historical earnings and cash flow, projected earnings, impacts of regulatory orders or legislation, and other

key business considerations. Ameren expects its dividend payout ratio to be between 55% and 70% of earnings over the next few years. On February 14, 2014, the board of directors of Ameren declared a quarterly dividend on Ameren's common stock of 40 cents per share, payable on March 31, 2014, to shareholders of record on March 12, 2014.

Certain of our financial agreements and corporate organizational documents contain covenants and conditions that, among other things, restrict the Ameren Companies' payment of dividends in certain circumstances.

Ameren Illinois' articles of incorporation require its dividend payments on common stock to be based on ratios of common stock to total capitalization and other provisions related to certain operating expenses and accumulations of earned surplus.

Ameren Missouri and Ameren Illinois, as well as certain other nonregistrant Ameren subsidiaries, are subject to Section 305(a) of the Federal Power Act, which makes it unlawful for any officer or director of a public utility, as defined in the Federal Power Act, to participate in the making or paying of any dividend from any funds "properly included in capital account." FERC has consistently interpreted the provision to allow dividends to be paid as long as (1) the source of the dividends is clearly disclosed, (2) the dividends are not excessive, and (3) there is no self-dealing on the part of corporate officials. At a minimum, Ameren believes that dividends can be paid by its subsidiaries that are public utilities from net income and retained earnings. In addition, under Illinois law, Ameren Illinois may not pay any dividend on its stock unless, among other things, its earnings and earned surplus are sufficient to declare and pay a dividend after provision is made for reasonable and proper reserves, or unless Ameren Illinois has specific authorization from the ICC.

Ameren has committed to FERC to maintain a minimum of 30% equity in its capital structure at Ameren Illinois.

At December 31, 2013, Ameren, Ameren Missouri and Ameren Illinois were not restricted from paying dividends.

At December 31, 2013, the amount of restricted net assets of wholly owned subsidiaries of Ameren that may not be distributed to Ameren in the form of a loan or dividend was $2 billion.

The following table presents common stock dividends paid by Ameren Corporation to its common shareholders and by Ameren's registrant subsidiaries to Ameren.

	2013	2012	2011
Ameren Missouri	$460	$400	$403
Ameren Illinois	110	189	327
Dividends paid by Ameren	388	382	375

Certain of the Ameren Companies have issued preferred stock, which provides for cumulative preferred stock dividends. Each company's board of directors considers the declaration of the preferred stock dividends to shareholders of record on a

certain date, stating the date on which the dividend is payable and the amount to be paid. See Note 5 – Long-term Debt and Equity Financings under Part II, Item 8, of this report for further detail concerning the preferred stock issuances.

Table of Contents

Contractual Obligations

The following table presents our contractual obligations as of December 31, 2013. See Note 11 – Retirement Benefits under Part II, Item 8, of this report for information regarding expected minimum funding levels for our pension plans. These expected pension funding amounts are not included in the table below. In addition, routine short-term purchase order commitments are not included.

	Total	Less than 1 Year	1 - 3 Years	3 - 5 Years	After 5 Years
Ameren:[(a)]					
Long-term debt and capital lease obligations[(b)(c)]	$6,048	$534	$515	$1,521	$3,478
Interest payments[(d)]	3,673	331	605	496	2,241
Operating leases[(e)]	117	14	26	26	51
Other obligations[(f)]	6,349	1,519	2,188	1,201	1,441
Total cash contractual obligations	$16,187	$2,398	$3,334	$3,244	$7,211
Ameren Missouri:					
Long-term debt and capital lease obligations[(c)]	$3,764	$109	$386	$814	$2,455
Interest payments[(d)]	2,574	211	395	325	1,643
Operating leases[(e)]	106	11	22	23	50
Other obligations[(f)]	4,308	895	1,688	1,030	695
Total cash contractual obligations	$10,752	$1,226	$2,491	$2,192	$4,843
Ameren Illinois:					
Long-term debt[(b)(c)]	$1,859	$—	$129	$707	$1,023
Interest payments[(d)]	1,086	107	210	171	598
Operating leases[(e)]	7	2	2	2	1
Other obligations[(f)]	1,960	573	470	171	746
Total cash contractual obligations	$4,912	$682	$811	$1,051	$2,368

(a) Includes amounts for registrant and nonregistrant Ameren subsidiaries and intercompany eliminations.
(b) Excludes fair-market value adjustments of Ameren Illinois' long-term debt of $4 million.
(c) Excludes unamortized discount and premium of $14 million at Ameren, $7 million at Ameren Missouri and $7 million at Ameren Illinois.
(d) The weighted-average variable-rate debt has been calculated using the interest rate as of December 31, 2013.
(e) Amounts for certain land-related leases have indefinite payment periods. The annual obligation of $2 million, $1 million, and $1 million for Ameren, Ameren Missouri and Ameren Illinois, respectively, for these items is included in the Less than 1 Year, 1 - 3 Years, and 3 - 5 Years columns.
(f) See Other Obligations in Note 15 – Commitments and Contingencies under Part II, Item 8 of this report, for discussion of items included herein.

As of December 31, 2013, the amounts of unrecognized tax benefits (detriments) under the authoritative accounting guidance for uncertain tax positions were $90 million, $31 million, and $(1) million for Ameren, Ameren Missouri, and Ameren Illinois, respectively. It is reasonably possible to expect that the settlement of an unrecognized tax benefit will result in an underpayment or overpayment of tax and related interest. However, there is a high degree of uncertainty with respect to the timing of cash payments or receipts associated with unrecognized tax benefits. The amount and timing of certain payments or receipts is not reliably estimable or determinable at this time. See Note 13 – Income Taxes under Part II, Item 8, of this report for information regarding the Ameren Companies’ unrecognized tax benefits and related liabilities for interest expense.

Off-Balance-Sheet Arrangements

At December 31, 2013, none of the Ameren Companies had off-balance-sheet financing arrangements, other than operating leases entered into in the ordinary course of business. None of the Ameren Companies expect to engage in any significant off-balance-sheet financing arrangements in the near future. See Note 16 – Divestiture Transactions and

Discontinued Operations under Part II, Item 8, of this report for Ameren (parent) guarantees and letters of credit issued to support New AER based on the transaction agreement with IPH.

Table of Contents

Credit Ratings

The credit ratings of the Ameren Companies affect our liquidity, our access to the capital markets and credit markets, our cost of borrowing under our credit facilities, and collateral posting requirements under commodity contracts.
The following table presents the principal credit ratings of the Ameren Companies by Moody’s, S&P, and Fitch effective on the date of this report:

	Moody’s	S&P	Fitch
Ameren:			
Issuer/corporate credit rating	Baa2	BBB+	BBB
Senior unsecured debt	Baa2	BBB	BBB
Commercial paper	P-2	A-2	F2
Ameren Missouri:			
Issuer/corporate credit rating	Baa1	BBB+	BBB+
Secured debt	A2	A	A
Senior unsecured debt	Baa1	BBB+	A-
Ameren Illinois:			
Issuer/corporate credit rating	Baa1	BBB+	BBB-
Secured debt	A2	A	BBB+
Senior unsecured debt	Baa1	BBB+	BBB

The cost of borrowing under our credit facilities can also increase or decrease depending upon the credit ratings of the borrower. A credit rating is not a recommendation to buy, sell, or hold securities. It should be evaluated independently of any other rating. Ratings are subject to revision or withdrawal at any time by the rating organization.

Collateral Postings

Any adverse change in the Ameren Companies’ credit ratings may reduce access to capital and trigger additional collateral postings and prepayments. Such changes may also increase the cost of borrowing resulting in a potential negative impact on earnings. Cash collateral postings and prepayments made with external parties, including postings related to exchange-traded contracts at December 31, 2013, were $30 million, $15 million, and $15 million at Ameren, Ameren Missouri and Ameren Illinois, respectively. Cash collateral posted by external counterparties with Ameren and Ameren Illinois was $2 million and $2 million, respectively, at December 31, 2013.
Sub-investment-grade issuer or senior unsecured debt ratings (lower than “BBB-” or “Baa3”) at December 31, 2013, could have resulted in Ameren, Ameren Missouri, or Ameren Illinois being required to post additional collateral or other assurances for certain trade obligations amounting to $122 million, $67 million, and $55 million, respectively.
Changes in commodity prices could trigger additional collateral postings and prepayments at current credit ratings. If market prices were 15% higher than December 31, 2013, levels in the next 12 months and 20% higher thereafter through the end of the term of the commodity contracts, then Ameren, Ameren Missouri, or Ameren Illinois could be required to post additional collateral or other assurances for certain trade obligations up to $1 million, $1 million, and $- million, respectively. If market prices were 15% lower than December 31, 2013, levels in the next 12 months and 20% lower thereafter through the end of the term of the commodity contracts, then Ameren, Ameren Missouri, or Ameren Illinois could be required to post additional collateral or other assurances for certain trade obligations up to $17 million, $2 million, and $15 million, respectively.
The transaction agreement between Ameren and IPH required Ameren to maintain its financial obligations with respect to all credit support provided to New AER for all transactions entered into prior to the closing of the divestiture on December 2, 2013, for up to 24 months after the closing. The permitted forms of credit support for each counterparty agreement could include one or more of the following: cash, a letter of credit, a guarantee, or other credit support alternatives. Ameren's exposure related to the continuation of credit support provided to New AER after December 2, 2013, depends upon the transactions and counterparty agreements that AER and its subsidiaries had in effect as of December 2, 2013, and any changes in the market prices of these transactions that require an increase or decrease in collateral postings. IPH shall indemnify Ameren for any payments Ameren makes pursuant to these credit

support obligations if the counterparty does not return the posted collateral to Ameren. IPH's indemnification obligation is secured by certain AERG and Genco assets. In addition, Dynegy has provided a limited guarantee of $25 million to Ameren (parent) pursuant to which Dynegy will, among other things, guarantee IPH's indemnification obligations for a period of up to 24 months after the closing (subject to certain exceptions). As of December 31, 2013, Ameren provided $190 million in guarantees and letters of credit totaling $11 million relating to its credit support of New AER. See Note 16 – Divestiture Transactions and Discontinued Operations under Part II, Item 8, of this report for additional information regarding Ameren (parent) guarantees and Ameren's transaction agreement divesting New AER to IPH.

Immediately prior to the transaction agreement closing on December 2, 2013, the cash collateral provided to New AER by Ameren through money pool borrowings was converted to a note payable to Ameren, which is payable, with interest, 24 months after closing or sooner as cash collateral requirements are reduced. The balance of the note was $18 million at December 31, 2013; it will vary over the 24-month period as cash collateral requirements for New AER change. Changes in commodity prices could trigger additional collateral postings and prepayments for New AER and thus affect the balance of the note. If market prices were 15% higher than December 31, 2013, levels in the next 12 months and 20% higher thereafter through the end of the term of the commodity contracts, then Ameren could be required to provide additional credit support to IPH up to $105 million. If market prices were 15% lower than December 31, 2013, levels in the next 12 months and 20% lower thereafter through the end of the term of the commodity contracts, then Ameren could be required to provide IPH with additional credit support up to $43 million.

Table of Contents

OUTLOOK

Ameren seeks to earn competitive returns on its investments in its businesses. Ameren Missouri and Ameren Illinois are seeking to improve their regulatory frameworks and cost recovery mechanisms and simultaneously pursuing constructive regulatory outcomes within existing frameworks. Ameren Missouri and Ameren Illinois are seeking to align their overall spending, both operating and capital, with economic conditions and cash flows provided by their regulators. Consequently, Ameren's rate-regulated businesses are focused on minimizing the gap between allowed and earned returns on equity. Ameren intends to allocate its capital resources to those business opportunities that offer the most attractive risk-adjusted return potential.

Below are some key trends, events, and uncertainties that are reasonably likely to affect the Ameren Companies' results of operations, financial condition, or liquidity, as well as their ability to achieve strategic and financial objectives, for 2014 and beyond.

Operations

- Ameren's strategy for earning competitive returns on its rate-regulated investments involves meeting customer energy needs in an efficient fashion, working to enhance regulatory frameworks, making timely and well-supported rate case filings, and aligning overall spending with those rate case outcomes, economic conditions, and return opportunities.
- Ameren continues to pursue its plans to invest in FERC-regulated electric transmission. MISO has approved three electric transmission projects to be developed by ATXI. The first project, Illinois Rivers, involves the construction of a 345-kilovolt line from western Indiana across the state of Illinois to eastern Missouri. ATXI obtained a certificate of public convenience and necessity and project approval from the ICC for the entire Illinois Rivers project. A full range of construction activities is scheduled in 2014. The first sections of the Illinois Rivers project are expected to be completed in 2016. The last section of this project is expected to be completed in 2019. The Spoon River project in northwest Illinois and the Mark Twain project in northeast Missouri are the other two projects approved by MISO. These two projects are expected to be completed in 2018. The total investment in these three projects is expected to be $1.4 billion through 2019. Separate from the ATXI projects discussed above, Ameren Illinois expects to invest approximately $850 million in electric transmission assets over the next five years to address load growth and reliability requirements.
- In July 2013, Illinois enacted the Natural Gas Consumer, Safety and Reliability Act, which encourages Illinois natural gas utilities to accelerate modernization of the state's natural gas infrastructure and provides additional ICC oversight of natural gas utility performance. The law allows natural gas utilities the option to file for, and requires the ICC to approve, a rate rider mechanism to recover costs of certain natural gas infrastructure investments made between rate cases. The law does not require a minimum level of investment. Ameren Illinois expects to begin including investments under this regulatory framework in 2015. Ameren Illinois' decision to accelerate modernization of its natural gas infrastructure under this regulatory framework is dependent upon multiple considerations, including the allowed return on equity under this framework compared with other Ameren and Ameren Illinois investment options.
- The IEIMA provides for an annual reconciliation of the revenue requirement necessary to reflect the actual costs incurred in a given year with the revenue requirement that was in effect for customer billings for that year. Consequently, Ameren Illinois' 2014 electric delivery service revenues will be based on its 2014 actual recoverable costs, rate base, and return on common equity as calculated under the IEIMA's performance-based formula ratemaking framework. The 2014 revenue requirement is expected to be higher than the 2013 revenue requirement, due to an expected increase in recoverable costs, rate base growth, and expected increase in the monthly average of United States treasury bonds.
- In December 2013, the ICC issued an order with respect to Ameren Illinois' annual update IEIMA filing. The ICC approved a net $45 million decrease in Ameren Illinois' electric delivery service rates, which represents an annual revenue requirement increase of $23 million primarily due to higher recoverable costs in 2012 compared to 2011, offset by a $68 million refund to customers relating to the 2012 revenue requirement reconciliation. The ICC decision issued in December 2013 established new rates that became effective January 1, 2014. These rates will affect Ameren Illinois' cash flows during 2014, but not its operating revenues, which will instead be determined by the IEIMA's 2014

revenue requirement reconciliation. The 2014 revenue requirement reconciliation will be reflected as a regulatory asset or liability that will be collected from or refunded to customers in 2016.

- In December 2013, the ICC issued an order that authorized a $32 million increase in Ameren Illinois' annual natural gas delivery service revenues. This request was based on a future test year of 2014, which improves the ability to earn returns allowed by regulators. The new rates became effective January 1, 2014.
- On February 13, 2014, Ameren Missouri's largest customer, Noranda, and 37 residential customers filed an earnings complaint case and a rate design complaint case with the MoPSC. In the earnings complaint case, Noranda and the residential customers asserted that Ameren Missouri's electric delivery service business is earning more than the 9.8% return on equity authorized in the MoPSC's December 2012 electric rate order and requested the MoPSC to approve a reduction of the authorized return on equity to 9.4%. The rate design complaint case seeks to reduce Noranda's electricity cost with an offsetting increase in electricity cost for Ameren Missouri's other customers. The rate design complaint case asks the MoPSC to expedite its decision and grant relief by August 1, 2014. The MoPSC has no time requirement by which it must issue an order in these cases. Ameren Missouri opposes both requests filed by Noranda and the residential customers and will vigorously

Table of Contents

defend itself.

- As we continue to experience cost increases and make infrastructure investments, Ameren Missouri and Ameren Illinois expect to seek regular electric and natural gas rate increases and timely cost recovery and tracking mechanisms from their regulators. Ameren Missouri expects to file an electric service rate case in July 2014. Ameren Missouri and Ameren Illinois will also seek, as necessary, legislative solutions to address cost recovery pressures and to support investment in their energy infrastructure. These pressures include a weak economy, customer conservation efforts, the impacts of energy efficiency programs, increased investments and expected future investments for environmental compliance, system reliability improvements, and new generation capacity, including renewable energy requirements. Increased investments also result in higher depreciation and financing costs. Increased costs are also expected from rising employee benefit costs, higher property and income taxes, and higher insurance premiums as a result of insurance market conditions and industry loss experience, among other things.
- Ameren and Ameren Missouri also are pursuing recovery from insurers, through litigation, for reimbursement of unpaid liability insurance claims for a December 2005 breach of the upper reservoir at Ameren Missouri's Taum Sauk pumped-storage hydroelectric energy center. Ameren’s and Ameren Missouri’s results of operations, financial position, and liquidity could be adversely affected if Ameren Missouri’s remaining liability insurance claims of $68 million as of December 31, 2013, are not paid by insurers.
- Ameren Missouri's next scheduled refueling and maintenance outage at its Callaway energy center will be in the fall of 2014. During a scheduled outage, which occurs every 18 months, maintenance expenses increase relative to non-outage years. Additionally, depending on the availability of its other generation sources and the market prices for power, Ameren Missouri's purchased power costs may increase and the amount of excess power available for sale may decrease versus non-outage years. Changes in purchased power costs and excess power available for sale are included in the FAC, resulting in limited impacts to earnings. Electric operating revenues in 2013 did not fully offset the additional maintenance costs incurred during the 2013 outage, because revenues relating to the additional maintenance costs are recovered over 18 months.
- Ameren Missouri continues to evaluate its longer-term needs for new baseload and peaking electric generation capacity.
- As of December 31, 2013, Ameren Missouri had capitalized $69 million of costs incurred to license additional nuclear generation at its Callaway energy site. If efforts are abandoned or management concludes it is probable the costs incurred will be disallowed in rates, a charge to earnings would be recognized in the period in which that determination was made.
- Environmental regulations, as well as future initiatives, including those related to greenhouse gas emissions, could result in significant increases in capital expenditures and operating costs. These expenses could be prohibitive at some of Ameren Missouri's coal-fired energy centers, particularly at its Meramec energy center. Ameren Missouri's capital expenditures are subject to MoPSC prudence reviews, which could result in cost disallowances as well as prolonged periods before recovery of these investments occur.
- Both Ameren Illinois and ATXI have FERC authorization to employ a forward-looking rate calculation with an annual revenue requirement reconciliation for each company’s electric transmission business. With the projected rates that became effective on January 1, 2014, Ameren Illinois’ 2014 revenue requirement for its electric transmission business is expected to increase by $15 million over 2013 levels due to rate base growth. With the projected rates that became effective on January 1, 2014, ATXI’s 2014 revenue requirement for its electric transmission business is expected to increase by $21 million over 2013 levels due to rate base growth, primarily relating to the Illinois Rivers project.
- In November 2013, a customer group filed a complaint case with FERC seeking a reduction in the allowed return on common equity, as well as a limit on the common equity ratio, under the MISO tariff. Currently, the FERC-allowed return on common equity for MISO transmission owners is 12.38%. This complaint case could result in a reduction to Ameren Illinois' and ATXI's allowed return on common equity. That reduction could also result in a refund for transmission service revenues earned after the filing of the complaint case in November 2013. FERC has not issued an order in this case, and it is under no deadline to do so.

- For additional information regarding recent rate orders and related appeals, pending requests filed with state and federal regulatory commissions, Taum Sauk matters, and separate FERC orders affecting Ameren Missouri and Ameren Illinois, see Note 2 – Rate and Regulatory Matters, Note 10 – Callaway Energy Center, and Note 15 – Commitments and Contingencies under Part II, Item 8, of this report.

Liquidity and Capital Resources

- The Ameren Companies seek to maintain access to the capital markets at commercially attractive rates in order to fund their businesses. The Ameren Companies seek to enhance regulatory frameworks and returns in order to improve cash flows, credit metrics, and related access to capital for Ameren's rate-regulated businesses.
- The use of operating cash flows and short-term borrowings to fund capital expenditures and other long-term investments may periodically result in a working capital deficit, as defined by current liabilities exceeding current assets, as was the case at December 31, 2013. The working capital deficit as of December 31, 2013, was primarily the result of current maturities of long-term debt. Ameren is currently evaluating refinancing options for these current maturities including, in part, through the issuance of long-term notes. In addition, Ameren had $368 million of commercial paper issuances outstanding as of December 31, 2013. With the 2012 Credit Agreements,

Table of Contents

Ameren has access to $2.1 billion of credit capacity of which $1.7 billion was available at December 31, 2013.

- In May 2014, $425 million of Ameren's 8.875% senior unsecured notes and $104 million of Ameren Missouri's 5.50% senior secured notes will mature. Ameren expects to refinance its parent company debt at a lower interest rate, which will reduce its interest expense.
- Ameren expects its cash used for capital expenditures and dividends to exceed cash provided by operating activities over the next few years.
- As of December 31, 2013, Ameren had $408 million in tax benefits from federal and state net operating loss carryforwards (Ameren Missouri – $64 million and Ameren Illinois – $95 million) and $118 million in federal and state income tax credit carryforwards (Ameren Missouri – $12 million and Ameren Illinois – none). Consistent with the tax allocation agreement between Ameren and its subsidiaries, these carryforwards are expected to partially offset income tax liabilities in 2014 for Ameren Missouri and for Ameren and Ameren Illinois into 2016. In addition, Ameren has $85 million of expected income tax refunds and state overpayments that will offset income tax liabilities into 2016. These tax benefits, primarily at the Ameren (parent) level, when realized, will be available to finance electric transmission investments, specifically ATXI's Illinois Rivers project. These tax benefits are projected to reduce or eliminate Ameren's need to issue additional equity to fund these investments over the next few years.
- In December 2011, the IRS issued new guidance on the treatment of amounts paid to acquire, produce, or improve tangible property and dispositions of such property with respect to electric transmission, distribution, and generation assets as well as natural gas transmission and distribution assets. Final regulations related to this guidance were issued in September 2013. Based on a preliminary evaluation of the new guidance, Ameren expects to use $40 million (Ameren Missouri - $24 million and Ameren Illinois - $16 million) in federal income tax net operating loss carryforward benefits to offset tax liabilities related to the accounting method change that Ameren expects to file with the IRS in 2014 in connection with this new guidance.
- In November 2012, the Ameren Companies entered into multiyear credit agreements that cumulatively provide $2.1 billion of credit through November 14, 2017. See Note 4 – Short-term Debt and Liquidity under Part II, Item 8, of this report for additional information regarding the 2012 Credit Agreements. Ameren, Ameren Missouri, and Ameren Illinois believe that their liquidity is adequate given their expected operating cash flows, capital expenditures, and related financing plans. However, there can be no assurance that significant changes in economic conditions, disruptions in the capital and credit markets, or other unforeseen events will not materially affect their ability to execute their expected operating, capital, or financing plans.

The above items could have a material impact on our results of operations, financial position, or liquidity. Additionally, in the ordinary course of business, we evaluate strategies to enhance our results of operations, financial position, or liquidity. These

strategies may include acquisitions, divestitures, and opportunities to reduce costs or increase revenues, and other strategic initiatives to increase Ameren's stockholder value. We are unable to predict which, if any, of these initiatives will be executed. The execution of these initiatives may have a material impact on our future results of operations, financial position, or liquidity.

REGULATORY MATTERS

See Note 2 – Rate and Regulatory Matters under Part II, Item 8, of this report.

Table of Contents

ACCOUNTING MATTERS

Critical Accounting Estimates

Preparation of the financial statements and related disclosures in compliance with GAAP requires the application of appropriate technical accounting rules and guidance, as well as the use of estimates. These estimates involve judgments regarding many factors that in and of themselves could materially affect the financial statements and disclosures. We have outlined below the critical accounting estimates that we believe are most difficult, subjective, or complex. Any change in the assumptions or judgments applied in determining the following matters, among others, could have a material impact on future financial results.

Accounting Estimate	Uncertainties Affecting Application

Regulatory Mechanisms and Cost Recovery

The Ameren Companies defer costs in accordance with authoritative accounting guidance, and make investments that they assume will be collected in future rates.

- Regulatory environment and external regulatory decisions and requirements
- Anticipated future regulatory decisions and our assessment of their impact
- Impact of deregulation, rate freezes, prudency reviews, and opposition during the ratemaking process that may limit our ability to timely recover costs
- Ameren Illinois' assessment of and ability to estimate the current year's electric delivery service costs to be reflected in revenues and recovered from customers in a subsequent year under the IEIMA performance-based formula ratemaking process
- Ameren Illinois' and ATXI's assessment of and ability to estimate the current year's electric transmission service costs to be reflected in revenues and recovered from customers in a subsequent year under the FERC ratemaking process
- Estimate of revenue recovery from MEEIA

Basis for Judgment

We determine which costs are recoverable by reviewing previous rulings by regulatory authorities in jurisdictions where we operate and any other factors that may indicate whether cost recovery is probable. If facts and circumstances lead us to conclude that a recorded regulatory asset is no longer probable of recovery or that plant assets are probable of disallowance, we record a charge to earnings, which could be material. Ameren Illinois estimates its annual revenue requirement pursuant to the IEIMA for interim periods by using internal forecasted information, such as projected operations and maintenance expenses, depreciation expense, taxes other than income taxes, and rate base, as well as published forecasted data regarding that year's monthly average yields of the 30-year United States treasury bonds. Ameren Illinois estimates its annual revenue requirement as of December 31 of each year using that year's actual operating results and assesses the probability of recovery of or refund to customers that the ICC will order at the end of the following year. Variations in costs incurred, investments made, or orders by the ICC or courts can result in a subsequent change in Ameren Illinois' estimate. Ameren Illinois and ATXI follow a similar process for their FERC electric transmission businesses. See Note 2 – Rate and Regulatory Matters under Part II, Item 8, of this report for quantification of these assets for each of the Ameren Companies.

Benefit Plan Accounting

Based on actuarial calculations, we accrue costs of providing future employee benefits in accordance with authoritative accounting guidance regarding benefit plans. See Note 11 – Retirement Benefits under Part II, Item 8, of this report.

- Future rate of return on pension and other plan assets
- Valuation inputs and assumptions used in the fair value measurements of plan assets excluding those inputs that are readily observable
- Interest rates used in valuing benefit obligations
- Health care cost trend rates
- Timing of employee retirements and mortality assumptions
- Ability to recover certain benefit plan costs from our ratepayers
- Changing market conditions that may affect investment and interest rate environments
- Impacts of the health care reform legislation enacted in 2010

Table of Contents

Basis for Judgment
Our ultimate selection of the discount rate, health care trend rate, and expected rate of return on pension and other postretirement benefit plan assets is based on our consistent application of assumption-setting methodologies and our review of available historical, current, and projected rates, as applicable. See Note 11 – Retirement Benefits under Part II, Item 8, of this report for sensitivity of Ameren's benefit plans to potential changes in these assumptions.
Accounting for Contingencies
We make judgments and estimates in recording and disclosing liabilities for claims, litigation, environmental remediation, the actions of various regulatory agencies, or other matters that occur in the normal course of business. We record a loss contingency when it is probable that a liability has been incurred and the amount of the loss can be reasonably estimated. A gain contingency is not recorded until realized or realizable.

- Estimating financial impact of events
- Estimating likelihood of various potential outcomes
- Regulatory and political environments and requirements
- Outcome of legal proceedings, settlements, or other factors
- Changes in regulation, expected scope of work, technology or timing of environmental remediation

Basis for Judgment
The determination of a loss contingency requires significant judgment as to the expected outcome of each contingency in future periods. In making the determination as to the amount of potential loss and the probability of loss, we consider all available evidence including the expected outcome of potential litigation. If no estimate is better than another within our range of estimates, we record as our best estimate of a loss the minimum value of our estimated range of outcomes. As additional information becomes available, we reassess the potential liability related to the contingency and revise our estimates. In our evaluation of legal matters, management consults with legal counsel and relies on analysis of relevant case law and legal precedents. See Note 2 – Rate and Regulatory Matters, Note 10 – Callaway Energy Center, Note 15 – Commitments and Contingencies, and Note 16 – Divestiture Transactions and Discontinued Operations under Part II, Item 8, of this report for information on the Ameren Companies' contingencies.
Accounting for Income Taxes
Based on authoritative accounting guidance, we record the provision for income taxes, deferred tax assets and liabilities, and a valuation allowance against net deferred tax assets, if any. See Note 13 – Income Taxes under Part II, Item 8, of this report.

- Changes in business, industry, laws, technology, or economic and market conditions affecting forecasted financial condition and/or results of operations
- Estimates of the amount and character of future taxable income
- Enacted tax rates applicable to taxable income in years in which temporary differences are recovered or settled
- Effectiveness of implementing tax planning strategies
- Changes in income tax laws
- Results of audits and examinations of filed tax returns by taxing authorities

Basis for Judgment

The reporting of tax-related assets requires the use of estimates and significant management judgment. Deferred tax assets are recorded representing future effects on income taxes for temporary differences between the bases of assets for financial reporting and tax purposes. Although management believes that current estimates for deferred tax assets are reasonable, actual results could differ from these estimates for a variety of reasons including change in forecasted financial condition and/or results of operations, change in income tax laws or enacted tax rates, the form, structure, and timing of asset or stock sales or dispositions, and results of audits and examinations of filed tax returns by taxing authorities. Valuation allowances against deferred tax assets are recorded when management concludes it is more likely than not such asset will not be realized in future periods. Accounting for income taxes also requires that only tax benefits for positions taken or expected to be taken on tax returns that meet the more-likely-than-not recognition threshold can be recognized or continue to be recognized. Management evaluates each position solely on the technical merits and facts and circumstances of the position, assuming that the position will be examined by a taxing authority that has full knowledge of all relevant information. Significant judgment is required to determine recognition thresholds and the related amount of tax benefits to be recognized. At each period-end, and as new developments occur, management reevaluates its tax positions. See Note 13 – Income Taxes under Part II, Item 8, of this report for the amount of deferred tax assets and uncertain tax positions recorded at December 31, 2013.

Table of Contents

Unbilled Revenue

At the end of each period, Ameren, Ameren Missouri, and Ameren Illinois project expected usage and estimate the amount of revenue to record for services that have been provided to customers but not yet billed.

- Projecting customer energy usage
- Estimating impacts of weather and other usage-affecting factors for the unbilled period
- Estimating loss of energy during transmission and delivery

Basis for Judgment

We base our estimate of unbilled revenue each period on the volume of energy delivered, as valued by a model of billing cycles and historical usage rates and growth or contraction by customer class for our service area. This figure is then adjusted for the modeled impact of seasonal and weather variations based on historical results. See the balance sheets for each of the Ameren Companies under Part II, Item 8, of this report for unbilled revenue amounts.

Impact of Future Accounting Pronouncements

See Note 1 – Summary of Significant Accounting Policies under Part II, Item 8, of this report.

EFFECTS OF INFLATION AND CHANGING PRICES

Ameren’s rates for retail electric and natural gas utility service are regulated by the MoPSC and the ICC. Nonretail electric rates are regulated by FERC. Rate regulation is generally based on the recovery of historical or projected costs. As a result, revenue increases could lag behind changing prices. Ameren Illinois elected to participate in the performance-based formula ratemaking process pursuant to the IEIMA for its electric delivery service business. Ameren Illinois’ participation in this formula ratemaking process will terminate if the average residential rate increases by more than 2.5% annually from June 2011 through May 2014. The average residential rate includes generation service, which is outside of Ameren Illinois’ control. Ameren Illinois is required to purchase all of its power through procurement processes administered by the IPA. The cost of procured power can be affected by inflation. Within the IEIMA formula, the monthly average yields of 30-year United States treasury bonds are the basis for Ameren Illinois’ return on equity. Therefore, there is a direct correlation between the yield of United States treasury bonds, which are affected by inflation, and the earnings of Ameren Illinois’ electric distribution business. Inflation affects our operations, earnings, stockholders’ equity, and financial performance.

The current replacement cost of our utility plant substantially exceeds our recorded historical cost. Under existing regulatory practice, only the historical cost of plant is recoverable from customers. As a result, cash flows designed to provide recovery of historical costs through depreciation might not be adequate to replace plant in future years.

Ameren Missouri recovers the cost of fuel for electric generation and the cost of purchased power by adjusting rates as allowed through the FAC. Ameren Illinois recovers power supply costs from electric customers by adjusting rates through a rider mechanism to accommodate changes in power prices.

Ameren Missouri, Ameren Illinois and ATXI are affected by changes in the cost of electric transmission services. FERC regulates the rates charged and the terms and conditions for electric wholesale and unbundled retail transmission services. Because they are members of MISO, Ameren Missouri's, Ameren Illinois' and ATXI's transmission rates are calculated in

accordance with the rate formulas contained in MISO's FERC-approved tariff. Under the MISO OATT, a portion of the revenue requirement related to certain projects eligible for cost sharing is allocated to multiple MISO pricing zones. The remaining revenue requirement is assigned to the pricing zone where the transmission assets are located. Ameren Missouri uses a rate formula that is updated in June of each year. It is based on the prior year's cost data. The Ameren Missouri zonal rate is charged to wholesale customers in the AMMO pricing zone. This zonal rate is not directly charged to Missouri retail customers, because the MoPSC includes transmission-related costs in setting bundled retail rates in Missouri. Ameren Illinois and ATXI have received FERC approval to use company-specific, forward-looking rate formula templates in setting their transmission rates. These forward-looking rates are updated each January with forecasted information, with a subsequent reconciliation during the year to adjust for the actual revenue requirement and actual billed revenues, which will be used to adjust billing rates in a subsequent year. In Illinois, the AMIL pricing zone rate is charged directly to wholesale customers and alternative retail electric suppliers that serve unbundled retail load. For those Ameren Illinois retail customers that do not choose an alternative retail electric supplier, the AMIL transmission rate, as well as other MISO-related transmission costs, is collected through the retail transmission service rider mechanism.

In our Missouri and Illinois retail natural gas utility jurisdictions, changes in natural gas costs are generally reflected in billings to natural gas customers through PGA clauses.

See Note 2 – Rate and Regulatory Matters under Part II, Item 8, of this report for additional information on the cost recovery mechanisms.

Table of Contents

ITEM 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Market risk is the risk of changes in value of a physical asset or a financial instrument, derivative or nonderivative, caused by fluctuations in market variables such as interest rates, commodity prices, and equity security prices. A derivative is a contract whose value is dependent on, or derived from, the value of some underlying asset or index.

The following discussion of our risk management activities includes forward-looking statements that involve risks and uncertainties. Actual results could differ materially from those projected in the forward-looking statements. We handle market risks in accordance with established policies, which may include entering into various derivative transactions.

In the normal course of business, we also face risks that are either nonfinancial or nonquantifiable. Such risks, principally business, legal, and operational risks, are not part of the following discussion.

Our risk management objectives are to optimize our physical generating assets and to pursue market opportunities within prudent risk parameters. Our risk management policies are set by a risk management steering committee, which is composed of senior-level Ameren officers, with Ameren board of directors oversight.

Interest Rate Risk

We are exposed to market risk through changes in interest rates associated with:

- long-term and short-term variable-rate debt;
- fixed-rate debt;
- auction-rate long-term debt; and
- defined pension and postretirement benefit plans.

We manage our interest rate exposure by controlling the amount of debt instruments within our total capitalization portfolio and by monitoring the effects of market changes on interest rates. For defined pension and postretirement benefit plans, we control the duration and the portfolio mix of our plan assets.

The following table presents the estimated increase in our annual interest expense and decrease in net income if interest rates were to increase by 1% on variable-rate debt outstanding at December 31, 2013:

	Interest Expense	Net Income[a]
Ameren	$ 6	$ (4)
Ameren Missouri	2	(1)
Ameren Illinois	(b)	(b)

(a) Calculations are based on an estimated tax rate of 38%, 38% and 40% for Ameren, Ameren Missouri and Ameren Illinois, respectively.

(b) Less than $1 million.

Credit Risk

Credit risk represents the loss that would be recognized if counterparties should fail to perform as contracted. Exchange-traded contracts are supported by the financial and credit quality of the clearing members of the respective exchanges and have nominal credit risk. In all other transactions, we are exposed to credit risk in the event of nonperformance by the counterparties to the transaction. See Note 7 – Derivative Financial Instruments under Part II, Item 8, of this report for information on the potential loss on counterparty exposure as of December 31, 2013.

Our rate-regulated revenues are primarily derived from sales or delivery of electricity and natural gas to customers in Missouri and Illinois. Our physical and financial instruments are subject to credit risk consisting of trade accounts receivables and executory contracts with market risk exposures. The risk associated with trade receivables is mitigated by the large number of customers in a broad range of industry groups who make up our customer base. At December 31, 2013, no nonaffiliated customer represented more than 10%, in the aggregate, of our accounts receivable. Additionally, Ameren Illinois has risk associated with the purchase of receivables. The Illinois Public Utilities Act requires Ameren Illinois to establish electric utility consolidated billing and purchase of receivables services. At the option of an alternative retail electric supplier, Ameren Illinois is required to purchase the supplier's receivables relating to Ameren Illinois' delivery service customers who elected to receive power supply from the alternative retail electric supplier. When that option is selected, Ameren Illinois produces consolidated bills for the applicable retail customers reflecting charges for electric delivery service and purchased receivables. As of

December 31, 2013, Ameren Illinois' balance of purchased accounts receivable associated with the utility consolidated billing and purchase of receivables services was $26 million. The risk associated with Ameren Illinois' electric and natural gas trade receivables is also mitigated by a rate adjustment mechanism that allows Ameren Illinois to recover the difference between its actual net bad debt write-offs under GAAP and the amount of net bad debt write-offs included in its base rates. Ameren Missouri and Ameren Illinois continue to monitor the impact of increasing rates on customer collections. Ameren Missouri and Ameren Illinois make adjustments to their respective allowance for doubtful accounts as deemed necessary to ensure that such allowances are adequate to cover estimated uncollectible customer account balances.

Ameren, Ameren Missouri and Ameren Illinois may have credit exposure associated with off-system or wholesale purchase and sale activity with nonaffiliated companies. At December 31, 2013, Ameren’s and Ameren Missouri’s combined credit exposure to nonaffiliated trading counterparties deemed below investment grade either through external or internal credit evaluations, net of collateral, was less than $1 million (2012 – $2 million).

We establish credit limits for these counterparties and monitor the appropriateness of these limits on an ongoing basis through a credit risk management program. Monitoring involves daily exposure reporting to senior management, master trading and netting agreements, and credit support, such as letters of credit and parental guarantees. We also analyze each counterparty’s financial condition before we enter into sales, forwards, swaps, futures, or option contracts.

Table of Contents

On December 2, 2013, Ameren completed the divestiture of New AER to IPH. The transaction agreement between Ameren and IPH requires Ameren, for up to 24 months after the closing of the divestiture of New AER, to maintain its financial obligations in existence as of the date of the closing under all credit support arrangements or obligations with respect to New AER and its subsidiaries. Ameren must also provide any additional credit support that may be contractually required pursuant to any of the contracts of New AER, and its subsidiaries as of the closing. IPH, New AER and its subsidiaries and Dynegy have agreed to indemnify Ameren for certain losses relating to this credit support. IPH's indemnification obligations are secured by certain AERG and Genco assets. However, these indemnification obligations and security interests might not cover all losses incurred by Ameren in connection with this credit support. In addition, Dynegy emerged from its Chapter 11 bankruptcy case on October 1, 2012, and, as of December 31, 2013, Dynegy's credit ratings were sub-investment grade. IPH, New AER and its subsidiaries also do not have investment grade credit ratings. Dynegy, IPH, New AER, or their subsidiaries might not be able to pay their indemnity and other obligations under the transaction agreement, Marketing Company's note to Ameren, or Dynegy's limited guarantee to Ameren, which could have a material adverse impact on Ameren's results of operations, financial position, and liquidity. As of December 31, 2013, the balance of the Marketing Company note to Ameren was $18 million. As of December 31, 2013, Ameren provided $190 million in guarantees and letters of credit totaling $11 million relating to its credit support of New AER.

Equity Price Risk

Our costs for providing defined benefit retirement and postretirement benefit plans are dependent upon a number of factors, including the rate of return on plan assets. Ameren manages plan assets in accordance with the "prudent investor" guidelines contained in ERISA. Ameren's goal is to ensure that sufficient funds are available to provide benefits at the time they are payable while also maximizing total return on plan assets and minimizing expense volatility consistent with its tolerance for risk. Ameren delegates investment management to specialists. Where appropriate, Ameren provides the investment manager with guidelines that specify allowable and prohibited investment types. Ameren regularly monitors manager performance and compliance with investment guidelines.

The expected return on plan assets 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 are 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 adjust 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.

In future years, the costs of such plans will be reflected in net income, or regulatory assets. Contributions to the plans could

increase materially if we do not achieve pension and postretirement asset portfolio investment returns equal to or in excess of our 2014 assumed return on plan assets of 7.25% and 7.00%, respectively.

Ameren Missouri also maintains a trust fund, as required by the NRC and Missouri law, to fund certain costs of nuclear plant decommissioning. As of December 31, 2013, this fund was invested in domestic equity securities (68%) and debt securities (32%). As of December 31, 2013, the trust fund totaled $494 million (2012 – $408 million). By maintaining a portfolio that includes long-term equity investments, Ameren Missouri seeks to maximize the returns to be used to fund nuclear decommissioning costs within acceptable parameters of risk. However, the equity securities included in the portfolio are exposed to price fluctuations in equity markets. The debt securities are exposed to changes in interest rates. Ameren Missouri actively monitors the portfolio by benchmarking the performance of its investments against certain indices and by maintaining and periodically reviewing established target allocation percentages of the assets of the trust to various investment options. Ameren Missouri's exposure to equity price market risk is in large part mitigated because Ameren Missouri is currently allowed to recover its decommissioning costs, which would include unfavorable investment results, through electric rates.

Additionally, Ameren has company-owned life insurance contracts that are used to support Ameren's deferred compensation plans. These life insurance contracts include equity and debt investments that are exposed to price fluctuations in equity markets and to changes in interest rates.

Commodity Price Risk

With regard to Ameren Missouri’s and Ameren Illinois’ electric and natural gas distribution businesses, exposure to changing market prices is in large part mitigated by the fact that there are cost recovery mechanisms in place. These cost recovery mechanisms allow Ameren Missouri and Ameren Illinois to pass on to retail customers prudently incurred costs for fuel, purchased power, and natural gas supply.

Ameren Missouri’s and Ameren Illinois’ strategy is designed to reduce the effect of market fluctuations for their regulated customers. The effects of price volatility cannot be eliminated. However, procurement strategies involve risk management techniques and instruments, as well as the management of physical assets.

Ameren Missouri has a FAC that allows it to recover, through customer rates, 95% of changes in fuel, certain fuel additives, emission allowances, purchased power costs, transmission costs and revenues, and MISO costs and revenues, net of off-system sales revenues, greater or less than the amount set in base rates, without a traditional rate proceeding, subject to MoPSC prudency review. Ameren Missouri remains exposed to the remaining 5% of such changes.

Even with the FAC, Ameren Missouri enters into derivative

Table of Contents

contracts to hedge prices of electricity, coal and coal transportation for its customers as discussed above. Ameren Missouri also attempts to mitigate financial risks through risk management programs and policies, which include forward-hedging programs, and the use of derivative financial instruments (primarily forward contracts, futures contracts, option contracts, and financial swap contracts). However, a portion of the generation capacity of Ameren Missouri is not contracted through physical or financial hedge arrangements and is therefore exposed to volatility in market prices. If power prices were to decrease by 1% on unhedged economic generation for 2014 through 2018, Ameren Missouri earnings would decrease by less than $1 million, based on an 36% effective tax rate.

Ameren Illinois has a cost recovery mechanism for power purchased on behalf of its customers. Ameren Illinois does not generate earnings based on the resale of power but rather on the delivery of energy. Ameren Illinois primarily purchases power through MISO with additional procurement events administered by the IPA. The IPA has proposed and the ICC has approved

multiple energy procurement events covering portions of years through 2017. By the end of 2013, approximately 768,000 retail customers, representing 72% of Ameren Illinois' annual retail kilowatthour sales, had elected to purchase their electricity from an alternative retail electric supplier. The percentage of retail customers, especially residential customers, who elected to purchase power from a different provider than Ameren Illinois increased substantially over the last two years. For periods where existing power purchases through the IPA exceed the demand for customers taking power from Ameren Illinois, the IPA has proposed, and the ICC has approved, that excess purchases will settle in the MISO market, thus resulting in a credit to customers who take supply from Ameren Illinois fixed-price tariffs. Ameren Illinois expects full recovery of its purchased power costs.

Ameren Missouri and Ameren Illinois have PGA clauses that permit costs incurred for natural gas to be recovered directly from utility customers without a traditional rate proceeding, subject to prudency review.

The following table presents, as of December 31, 2013, the percentages of the projected required supply of coal and coal transportation for Ameren Missouri's coal-fired energy centers, nuclear fuel for Ameren Missouri's Callaway energy center, natural gas for Ameren Missouri's CTs and retail distribution, as appropriate, and purchased power for Ameren Illinois, which does not own generation, that are price-hedged over the period 2014 through 2018. The projected required supply of these commodities could be significantly affected by changes in our assumptions about customer demand for our electric generation and our electric and natural gas distribution services, generation output, and inventory levels, among other matters.

	2014	2015	2016 – 2018
Ameren[(a)]:			
Coal	100 %	100 %	70 %
Coal transportation	100	100	65
Nuclear fuel	100	100	66
Natural gas for generation	27	22	3
Natural gas for distribution[(b)]	78	27	7
Purchased power for Ameren Illinois[(c)]	100	85	20
Ameren Missouri:			
Coal	100 %	100 %	70 %
Coal transportation	100	100	65
Nuclear fuel	100	100	66
Natural gas for generation	27	22	3
Natural gas for distribution[(b)]	84	29	18
Ameren Illinois:			
Natural gas for distribution[(b)]	77 %	26 %	5 %
Purchased power[(c)]	100	85	20

(a) Includes intercompany eliminations.

(b)

Represents the percentage of natural gas price-hedged for peak winter season of November through March. The year 2014 represents January 2014 through March 2014. The year 2015 represents November 2014 through March 2015. This continues each successive year through March 2018.

(c) Represents the percentage of purchased power price-hedged for fixed-price residential and small commercial customers with less than one megawatt of demand.

With regard to our exposure for commodity price risk for construction and maintenance activities, Ameren is exposed to changes in market prices for metal commodities and to labor availability.

See Transmission and Supply of Electric Power under Part I, Item 1, of this report for the percentages of our historical needs satisfied by coal, nuclear power, natural gas, hydroelectric power, and oil. Also see Note 15 – Commitments and Contingencies under Part II, Item 8, of this report for additional information.

Commodity Supplier Risk

The use of ultra-low-sulfur coal is part of Ameren Missouri's

environmental compliance strategy. Ameren Missouri has a multiyear agreement to purchase ultra-low-sulfur coal through 2017 to comply with environmental regulations. The coal contract is with a single supplier. Disruptions of the deliveries of that ultra-

Table of Contents

low-sulfur coal from the supplier could compromise Ameren Missouri's ability to operate in compliance with emission standards. Other sources of ultra-low-sulfur coal are limited, and the construction of pollution control equipment requires significant lead time if Ameren Missouri were to experience a temporary disruption of ultra-low-sulfur coal deliveries that caused it to exhaust its existing inventory, and if other sources of ultra-low-sulfur coal were not available, Ameren Missouri would use its existing emission allowances or purchase emission allowances to achieve compliance with environmental regulations.

Currently, the Callaway energy center uses nuclear fuel assemblies of a design fabricated by only a single supplier. That supplier is currently the only NRC-licensed supplier able to provide assemblies to the Callaway energy center. If Ameren Missouri would decide to change suppliers or change the type of fuel assembly design the Callaway energy center uses, it could take up to 3 years of analysis and licensing effort to be in a position to use nuclear fuel assemblies fabricated from a different NRC-licensed nuclear fuel supplier.

Fair Value of Contracts

We use derivatives principally to manage the risk of changes in market prices for natural gas, diesel, power, and uranium. The following table presents the favorable (unfavorable) changes in the fair value of all derivative contracts marked-to-market during the year ended December 31, 2013. We use various methods to determine the fair value of our contracts. In accordance with authoritative accounting guidance for fair value hierarchy levels, the sources we used to determine the fair value of these contracts were active quotes (Level 1), inputs corroborated by market data (Level 2), and other modeling and valuation methods that are not corroborated by market data (Level 3). See Note 8 – Fair Value Measurements under Part II, Item 8, of this report for further information regarding the methods used to determine the fair value of these contracts.

	Ameren Missouri	Ameren Illinois	Ameren
Fair value of contracts at beginning of year, net	$3	$(204)	$(201)
Contracts realized or otherwise settled during the period	(7)	84	77
Changes in fair values attributable to changes in valuation technique and assumptions	—	—	—
Fair value of new contracts entered into during the period	17	(4)	13
Other changes in fair value	(4)	(29)	(33)
Fair value of contracts outstanding at end of year, net	$9	$(153)	$(144)

The following table presents maturities of derivative contracts as of December 31, 2013, based on the hierarchy levels used to determine the fair value of the contracts:

Sources of Fair Value	Maturity Less Than 1 Year	Maturity 1-3 Years	Maturity 4-5 Years	Maturity in Excess of 5 Years	Total Fair Value
Ameren Missouri:					
Level 1	$(2)	$—	$—	$—	$(2)
Level 2[(a)]	(1)	(4)	(1)	(1)	(7)
Level 3[(b)]	18	—	—	—	18
Total	$15	$(4)	$(1)	$(1)	$9
Ameren Illinois:					
Level 1	$—	$—	$—	$—	$—
Level 2[(a)]	(26)	(19)	—	—	(45)
Level 3[(b)]	(9)	(21)	(20)	(58)	(108)
Total	$(35)	$(40)	$(20)	$(58)	$(153)
Ameren:					
Level 1	$(2)	$—	$—	$—	$(2)
Level 2[(a)]	(27)	(23)	(1)	(1)	(52)

Level 3[b]	9	(21)	(20)	(58)	(90)
Total	$(20)	$(44)	$(21)	$(59)	$(144)

(a) Principally fixed-price vs. floating over-the-counter power swaps, power forwards, and fixed-price vs. floating over-the-counter natural gas swaps.

(b) Principally power forward contract values based on information from external sources, historical results, and our estimates. Level 3 also includes option contract values based on a Black-Scholes model.

ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA

Report of Independent Registered Public Accounting Firm

To the Board of Directors and Shareholders

69

Table of Contents

of Ameren Corporation:

In our opinion, the consolidated financial statements listed in the index appearing under Item 15(a)(1) present fairly, in all material respects, the financial position of Ameren Corporation and its subsidiaries at December 31, 2013 and 2012, and the results of their operations and their cash flows for each of the three years in the period ended December 31, 2013, in conformity with accounting principles generally accepted in the United States of America. In addition, in our opinion, the financial statement schedules listed in the index appearing under Item 15(a)(2) present fairly, in all material respects, the information set forth therein when read in conjunction with the related consolidated financial statements. Also, in our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of December 31, 2013, based on criteria established in Internal Control - Integrated Framework (1992) issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO 1992). The Company's management is responsible for these financial statements and financial statement schedules, for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting, included in Management's Report on Internal Control over Financial Reporting appearing under Item 9A. Our responsibility is to express opinions on these financial statements, on the financial statement schedules, and on the Company's internal control over financial reporting based on our integrated audits. We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the financial statements are free of material misstatement and whether effective internal control over financial reporting was maintained in all material respects. Our audits of the financial statements included examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, and evaluating the overall financial statement presentation. Our audit of internal control over financial reporting included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audits also included performing such other procedures as we considered necessary in the circumstances. We believe that our audits provide a reasonable basis for our opinions.

A company's internal control over financial reporting is a process designed 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. A company's internal control over financial reporting includes those policies and procedures that (i) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (ii) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (iii) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

/s/PricewaterhouseCoopers LLP
PricewaterhouseCoopers LLP
St. Louis, Missouri
March 3, 2014

Report of Independent Registered Public Accounting Firm

To the Board of Directors and Shareholders
of Union Electric Company:

In our opinion, the financial statements listed in the index appearing under Item 15(a)(1) present fairly, in all material respects, the financial position of Union Electric Company at December 31, 2013 and 2012, and the results of its operations and its cash flows for each of the three years in the period ended December 31, 2013, in conformity with accounting principles generally accepted in the United States of America. In addition, in our opinion, the financial statement schedule listed in the index appearing under Item 15(a)(2) presents fairly, in all material respects, the information set forth therein when read in conjunction with the related financial statements. These financial statements and financial statement schedule are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements and financial statement schedule based on our audits. We conducted our audits of these statements in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, and evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

Table of Contents

/s/PricewaterhouseCoopers LLP
PricewaterhouseCoopers LLP
St. Louis, Missouri
March 3, 2014

Report of Independent Registered Public Accounting Firm

To the Board of Directors and Shareholders
of Ameren Illinois Company:

In our opinion, the financial statements listed in the index appearing under Item 15(a)(1) present fairly, in all material respects, the financial position of Ameren Illinois Company at December 31, 2013 and 2012, and the results of its operations and its cash flows for each of the three years in the period ended December 31, 2013, in conformity with accounting principles generally accepted in the United States of America. In addition, in our opinion, the financial statement schedule listed in the index appearing under Item 15(a)(2) presents fairly, in all material respects, the information set forth therein when read in conjunction with the related financial statements. These financial statements and financial statement schedule are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements and financial statement schedule based on our audits. We conducted our audits of these statements in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, and evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

/s/PricewaterhouseCoopers LLP
PricewaterhouseCoopers LLP
St. Louis, Missouri
March 3, 2014

Table of Contents

AMEREN CORPORATION
CONSOLIDATED STATEMENT OF INCOME (LOSS)
(In millions, except per share amounts)

	Year Ended December 31,		
	2013	2012	2011
Operating Revenues:			
Electric	$4,832	$4,857	$5,147
Gas	1,006	924	1,001
Total operating revenues	5,838	5,781	6,148
Operating Expenses:			
Fuel	845	714	866
Purchased power	502	780	952
Gas purchased for resale	526	472	570
Other operations and maintenance	1,617	1,511	1,562
Taum Sauk regulatory disallowance	—	—	89
Depreciation and amortization	706	673	643
Taxes other than income taxes	458	443	433
Total operating expenses	4,654	4,593	5,115
Operating Income	1,184	1,188	1,033
Other Income and Expenses:			
Miscellaneous income	69	70	68
Miscellaneous expense	26	37	23
Total other income	43	33	45
Interest Charges	398	392	387
Income Before Income Taxes	829	829	691
Income Taxes	311	307	254
Income from Continuing Operations	518	522	437
Income (Loss) from Discontinued Operations, Net of Taxes (Note 16)	(223)	(1,496)	89
Net Income (Loss)	295	(974)	526
Less: Net Income (Loss) Attributable to Noncontrolling Interests:			
Continuing Operations	6	6	6
Discontinued Operations	—	(6)	1
Net Income (Loss) Attributable to Ameren Corporation:			
Continuing Operations	512	516	431
Discontinued Operations	(223)	(1,490)	88
Net Income (Loss) Attributable to Ameren Corporation	$289	$(974)	$519
Earnings (Loss) per Common Share – Basic:			
Continuing Operations	$2.11	$2.13	$1.79
Discontinued Operations	(0.92)	(6.14)	0.36
Earnings (Loss) per Common Share – Basic	$1.19	$(4.01)	$2.15
Earnings (Loss) per Common Share – Diluted:			
Continuing Operations	$2.10	$2.13	$1.79
Discontinued Operations	(0.92)	(6.14)	0.36
Earnings (Loss) per Common Share – Diluted	$1.18	$(4.01)	$2.15

Dividends per Common Share	$1.600	$1.600	$1.555
Average Common Shares Outstanding – Basic	242.6	242.6	241.5
Average Common Shares Outstanding – Diluted	244.5	243.0	242.1

The accompanying notes are an integral part of these consolidated financial statements.

Table of Contents

AMEREN CORPORATION
CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME (LOSS)
(In millions)

	Year Ended December 31,		
	2013	2012	2011
Income from Continuing Operations	$518	$522	$437
Other Comprehensive Income (Loss), Net of Taxes:			
Pension and other postretirement benefit plan activity, net of income taxes (benefit) of $16, $(6), and $(14), respectively	30	(8)	(19)
Comprehensive Income from Continuing Operations	548	514	418
Less: Comprehensive Income from Continuing Operations Attributable to Noncontrolling Interests	6	6	6
Comprehensive Income from Continuing Operations Attributable to Ameren Corporation	542	508	412
Income (Loss) from Discontinued Operations, Net of Taxes	(223)	(1,496)	89
Other Comprehensive Income (Loss) from Discontinued Operations, Net of Income Taxes (Benefit) of $(10), $40, and $(14), respectively	(18)	58	(20)
Comprehensive Income (Loss) from Discontinued Operations	(241)	(1,438)	69
Less: Comprehensive Income from Discontinued Operations Attributable to Noncontrolling Interest	1	2	(5)
Comprehensive Income (Loss) from Discontinued Operations Attributable to Ameren Corporation	(242)	(1,440)	74
Comprehensive Income (Loss) Attributable to Ameren Corporation	$300	$(932)	$486

The accompanying notes are an integral part of these consolidated financial statements.

Table of Contents

AMEREN CORPORATION
CONSOLIDATED BALANCE SHEET
(In millions, except per share amounts)

	December 31, 2013	2012
ASSETS		
Current Assets:		
Cash and cash equivalents	$30	$184
Accounts receivable – trade (less allowance for doubtful accounts of $18 and $17, respectively)	404	354
Unbilled revenue	304	291
Miscellaneous accounts and notes receivable	196	71
Materials and supplies	526	570
Current regulatory assets	156	247
Current accumulated deferred income taxes, net	106	170
Other current assets	85	98
Assets of discontinued operations (Note 16)	165	1,611
Total current assets	1,972	3,596
Property and Plant, Net	16,205	15,348
Investments and Other Assets:		
Nuclear decommissioning trust fund	494	408
Goodwill	411	411
Intangible assets	22	14
Regulatory assets	1,240	1,786
Other assets	698	667
Total investments and other assets	2,865	3,286
TOTAL ASSETS	$21,042	$22,230
LIABILITIES AND EQUITY		
Current Liabilities:		
Current maturities of long-term debt	$534	$355
Short-term debt	368	—
Accounts and wages payable	806	533
Taxes accrued	55	49
Interest accrued	86	89
Customer deposits	105	107
Mark-to-market derivative liabilities	52	92
Current regulatory liabilities	216	100
Other current liabilities	194	168
Liabilities of discontinued operations (Note 16)	45	1,193
Total current liabilities	2,461	2,686
Long-term Debt, Net	5,504	5,802
Deferred Credits and Other Liabilities:		
Accumulated deferred income taxes, net	3,166	3,186
Accumulated deferred investment tax credits	63	70
Regulatory liabilities	1,705	1,589
Asset retirement obligations	369	349
Pension and other postretirement benefits	466	1,138
Other deferred credits and liabilities	622	643
Total deferred credits and other liabilities	6,391	6,975

Commitments and Contingencies (Notes 2, 10, 15 and 16)		
Ameren Corporation Stockholders' Equity:		
Common stock, $.01 par value, 400.0 shares authorized – shares outstanding of 242.6	2	2
Other paid-in capital, principally premium on common stock	5,632	5,616
Retained earnings	907	1,006
Accumulated other comprehensive income (loss)	3	(8)
Total Ameren Corporation stockholders' equity	6,544	6,616
Noncontrolling Interests	142	151
Total equity	6,686	6,767
TOTAL LIABILITIES AND EQUITY	$21,042	$22,230

The accompanying notes are an integral part of these consolidated financial statements.

Table of Contents

AMEREN CORPORATION
CONSOLIDATED STATEMENT OF CASH FLOWS
(In millions)

	Year Ended December 31,		
	2013	2012	2011
Cash Flows From Operating Activities:			
Net income (loss)	$295	$(974)	$526
(Income) loss from discontinued operations, net of tax	223	1,496	(89)
Adjustments to reconcile net income (loss) to net cash provided by operating activities:			
Depreciation and amortization	666	633	602
Amortization of nuclear fuel	71	83	61
Amortization of debt issuance costs and premium/discounts	24	20	16
Deferred income taxes and investment tax credits, net	410	257	262
Allowance for equity funds used during construction	(37)	(36)	(34)
Stock-based compensation costs	27	29	17
Taum Sauk regulatory disallowance	—	—	89
Other	23	(7)	1
Changes in assets and liabilities:			
Receivables	(60)	30	200
Materials and supplies	60	(28)	(29)
Accounts and wages payable	81	(34)	(28)
Taxes accrued	(195)	(4)	(5)
Assets, other	2	(6)	59
Liabilities, other	33	65	(85)
Pension and other postretirement benefits	(28)	(23)	(100)
Counterparty collateral, net	41	41	36
Premiums paid on long-term debt repurchases	—	(138)	—
Net cash provided by operating activities – continuing operations	1,636	1,404	1,499
Net cash provided by operating activities – discontinued operations	57	286	379
Net cash provided by operating activities	1,693	1,690	1,878
Cash Flows From Investing Activities:			
Capital expenditures	(1,379)	(1,063)	(881)
Nuclear fuel expenditures	(45)	(91)	(62)
Purchases of securities – nuclear decommissioning trust fund	(214)	(403)	(220)
Sales and maturities of securities – nuclear decommissioning trust fund	196	384	199
Tax grants received related to renewable energy properties	—	18	—
Other	2	2	15
Net cash used in investing activities – continuing operations	(1,440)	(1,153)	(949)
Net cash used in investing activities – discontinued operations	(283)	(157)	(99)
Net cash used in investing activities	(1,723)	(1,310)	(1,048)
Cash Flows From Financing Activities:			
Dividends on common stock	(388)	(382)	(375)
Dividends paid to noncontrolling interest holders	(6)	(6)	(6)
Short-term debt and credit facility repayments, net	368	(148)	(481)
Redemptions, repurchases, and maturities of long-term debt	(399)	(760)	(155)
Issuances:			
Long-term debt	278	882	—
Common stock	—	—	65

Capital issuance costs	(2)	(16)	—
Advances received for construction	1	4	5
Repayments of advances received for construction	(1)	—	(73)
Net cash used in financing activities – continuing operations	(149)	(426)	(1,020)
Net cash used in financing activities – discontinued operations	—	—	(100)
Net cash used in financing activities	(149)	(426)	(1,120)
Net change in cash and cash equivalents	(179)	(46)	(290)
Cash and cash equivalents at beginning of year	209	255	545
Cash and cash equivalents at end of year	30	209	255
Less: cash and cash equivalents at end of year – discontinued operations	—	25	7
Cash and cash equivalents at end of year – continuing operations	$30	$184	$248
Noncash financing activity – dividends on common stock	$—	$(7)	$—

The accompanying notes are an integral part of these consolidated financial statements.

Table of Contents

AMEREN CORPORATION
CONSOLIDATED STATEMENT OF STOCKHOLDERS' EQUITY
(In millions)

	December 31, 2013	2012	2011
Common Stock:			
Beginning of year	$2	$2	$2
Shares issued	—	—	—
Common stock, end of year	$2	$2	$2
Other Paid-in Capital:			
Beginning of year	5,616	5,598	5,520
Shares issued	—	—	65
Stock-based compensation activity	16	18	13
Other paid-in capital, end of year	5,632	5,616	5,598
Retained Earnings:			
Beginning of year	1,006	2,369	2,225
Net income (loss) attributable to Ameren Corporation	289	(974)	519
Dividends	(388)	(389)	(375)
Retained earnings, end of year	907	1,006	2,369
Accumulated Other Comprehensive Income (Loss):			
Derivative financial instruments, beginning of year	25	7	—
Change in derivative financial instruments	(21)	18	7
Divestiture of derivative financial instruments (Note 16)	(4)	—	—
Derivative financial instruments, end of year	—	25	7
Deferred retirement benefit costs, beginning of year	(33)	(57)	(17)
Change in deferred retirement benefit costs	29	24	(40)
Divestiture of deferred retirement benefit costs (Note 16)	7	—	—
Deferred retirement benefit costs, end of year	3	(33)	(57)
Total accumulated other comprehensive income (loss), end of year	3	(8)	(50)
Total Ameren Corporation Stockholders' Equity	$6,544	$6,616	$