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AMEREN CORP
 Form 10-Q
 May 10, 2016
 UNITED STATES
 SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549
 FORM 10-Q

Quarterly report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 for the Quarterly Period
 Ended March 31, 2016
 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

Indicate by check mark 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 No
 Union Electric Company Yes No
 Ameren Illinois Company Yes No

Indicate by check mark 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 No
 Union Electric Company Yes No
 Ameren Illinois Company Yes No

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Indicate by check mark 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.

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	Large Accelerated Filer	Accelerated Filer	Non-Accelerated Filer	Smaller Reporting Company
Ameren Corporation	ý	..	..	..
Union Electric Company	..	..	ý	..
Ameren Illinois Company	..	..	ý	..

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

Ameren Corporation	Yes	..	No	ý
Union Electric Company	Yes	..	No	ý
Ameren Illinois Company	Yes	..	No	ý

The number of shares outstanding of each registrant's classes of common stock as of April 29, 2016, was as follows:

Ameren Corporation	Common stock, \$0.01 par value per share - 242,634,798
Union Electric Company	Common stock, \$5 par value per share, held by Ameren Corporation - 102,123,834
Ameren Illinois Company	Common stock, no par value, held by Ameren Corporation - 25,452,373

This combined Form 10-Q 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 quarterly 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

	Page
<u>Glossary of Terms and Abbreviations</u>	<u>1</u>
<u>Forward-looking Statements</u>	<u>1</u>
<u>PART I Financial Information</u>	
Item 1. <u>Financial Statements (Unaudited)</u>	<u>3</u>
<u>Ameren Corporation</u>	<u>3</u>
<u>Consolidated Statement of Income</u>	<u>3</u>
<u>Consolidated Statement of Comprehensive Income</u>	<u>4</u>
<u>Consolidated Balance Sheet</u>	<u>5</u>
<u>Consolidated Statement of Cash Flows</u>	<u>6</u>
<u>Union Electric Company (d/b/a Ameren Missouri)</u>	<u>7</u>
<u>Statement of Income and Comprehensive Income</u>	<u>7</u>
<u>Balance Sheet</u>	<u>8</u>
<u>Statement of Cash Flows</u>	<u>9</u>
<u>Ameren Illinois Company (d/b/a Ameren Illinois)</u>	<u>10</u>
<u>Statement of Income and Comprehensive Income</u>	<u>10</u>
<u>Balance Sheet</u>	<u>11</u>
<u>Statement of Cash Flows</u>	<u>12</u>
<u>Combined Notes to Financial Statements</u>	<u>13</u>
Item 2. <u>Management’s Discussion and Analysis of Financial Condition and Results of Operations</u>	<u>36</u>
Item 3. <u>Quantitative and Qualitative Disclosures About Market Risk</u>	<u>52</u>
Item 4. <u>Controls and Procedures</u>	<u>53</u>
<u>PART II Other Information</u>	
Item 1. <u>Legal Proceedings</u>	<u>54</u>
Item 1A. <u>Risk Factors</u>	<u>54</u>
Item 2. <u>Unregistered Sales of Equity Securities and Use of Proceeds</u>	<u>54</u>
Item 6. <u>Exhibits</u>	<u>55</u>
<u>Signatures</u>	<u>56</u>

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.

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. Refer to the Form 10-K for a complete listing of glossary terms and abbreviations. Only new or significantly changed terms and abbreviations are included below.

Form 10-K - The combined Annual Report on Form 10-K for the year ended December 31, 2015, filed by the Ameren Companies with the SEC.

MEEIA 2013 - Ameren Missouri’s portfolio of customer energy efficiency programs, net shared benefits and performance incentive for 2013 through 2015, as approved by the MoPSC in August 2012.

MEEIA 2016 - Ameren Missouri’s portfolio of customer energy efficiency programs, throughput disincentive and performance incentive for March 2016 through February 2019, as approved by the MoPSC in February 2016.

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 in the Form 10-K, 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, that may result from the complaint cases filed with the FERC seeking a reduction in the allowed base return on common equity under the MISO tariff, Ameren Missouri's appeal of how an input used to calculate its performance incentive under MEEIA 2013 is determined, Ameren Illinois' April 2016 annual electric delivery service formula rate update filing, and future regulatory, judicial, or legislative actions that 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 30-year United States Treasury bond yields, the related financial commitments required by the IEIMA, and the resulting uncertain impact on Ameren Illinois' results of operations, financial position, and liquidity;

- our ability to align our overall spending, both operating and capital, with regulatory frameworks established by our regulators in an attempt to earn our allowed return on equity;

- the effects of changes in laws and other governmental actions, including monetary, fiscal, tax, and energy policies;

- the effects of changes in federal, state, or local tax laws, regulations, interpretations, or rates and any challenges to the tax positions taken by the Ameren Companies;

- the effects on demand for our services resulting from technological advances, including advances in customer energy efficiency and distributed generation sources, which generate electricity at the site of consumption and are becoming more cost-competitive;

- the effectiveness of Ameren Missouri's customer energy efficiency programs and the related amount of any revenues and performance incentive earned under MEEIA 2013, MEEIA 2016, and any future approved MEEIA plan;

- the timing of increasing capital expenditure and operating expense requirements and our ability to recover these costs in a timely manner;

-

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 and our customers' tolerance for the related rate increases;

disruptions in the delivery of fuel, failure of our fuel suppliers to provide adequate quantities or quality of fuel, or lack of adequate inventories of fuel, including ultra-low-sulfur coal used for Ameren Missouri's compliance with environmental regulations;

the effectiveness of our risk management strategies and our use of financial and derivative instruments;

the ability to obtain sufficient insurance, including insurance relating to Ameren Missouri's Callaway energy center and insurance for cyber attacks or, in the absence of insurance, the ability to recover uninsured losses from customers;

business and economic conditions, including their impact on key customers, interest rates, collection of our receivable balances, and demand for our products;

Noranda's bankruptcy filing, the idling of operations at its aluminum smelter located in southeast Missouri, and the resulting impacts to Ameren Missouri's ability to recover its revenue requirement until rates are adjusted by the MoPSC in a future electric rate case to reflect Noranda's actual sales volumes;

disruptions of the capital markets, deterioration in credit metrics of the Ameren Companies, or other events that may have an adverse effect on the cost or availability of capital, including short-term credit and liquidity;

the impact of the adoption of new accounting guidance and the application of appropriate 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, including the impact of system outages;

the construction, installation, performance, and cost recovery of generation, transmission, and distribution assets;

the effects of breakdowns or failures of equipment in the operation of natural gas distribution and transmission systems and storage facilities, such as leaks, explosions and mechanical problems, and compliance with natural gas safety regulations;

the effects of our increasing investment in electric transmission projects, our ability to obtain all of the necessary approvals to complete the projects, and the uncertainty as to whether we will achieve our expected returns in a timely manner;

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 and new, more stringent, or changing requirements, including those related to CO₂, 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 or investment requirements, result in an impairment of our assets, cause us to sell 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, work force reductions, future wage and employee benefits costs, including changes in discount rates, mortality tables, 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 Missouri's energy centers or required to satisfy Ameren Missouri's energy sales;

legal and administrative proceedings;

the impact of cyber attacks, which could result in the loss of operational control of energy centers and electric and natural gas transmission and distribution systems and/or the loss of data, such as utility customer data and account information; and

acts of sabotage, war, terrorism, or other intentionally disruptive acts.

New factors emerge from time to time, and it is not possible for management to predict all of such factors, nor can it assess the impact of each such factor on the business or the extent to which any factor, or combination of factors, may cause actual results to differ materially from those contained or implied in any

forward-looking statement. 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. FINANCIAL INFORMATION
ITEM 1. FINANCIAL STATEMENTS.

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

	Three Months Ended March 31,	
	2016	2015
Operating Revenues:		
Electric	\$1,102	\$1,143
Gas	332	413
Total operating revenues	1,434	1,556
Operating Expenses:		
Fuel	203	206
Purchased power	138	139
Gas purchased for resale	152	236
Other operations and maintenance	400	401
Depreciation and amortization	207	193
Taxes other than income taxes	114	125
Total operating expenses	1,214	1,300
Operating Income	220	256
Other Income and Expense:		
Miscellaneous income	20	19
Miscellaneous expense	7	11
Total other income	13	8
Interest Charges	95	88
Income Before Income Taxes	138	176
Income Taxes	31	66
Income from Continuing Operations	107	110
Income from Discontinued Operations, Net of Taxes	—	—
Net Income	107	110
Less: Net Income from Continuing Operations Attributable to Noncontrolling Interests	2	2
Net Income Attributable to Ameren Common Shareholders:		
Continuing Operations	105	108
Discontinued Operations	—	—
Net Income Attributable to Ameren Common Shareholders	\$105	\$108
Earnings per Common Share – Basic and Diluted:		
Continuing Operations	\$0.43	\$0.45
Discontinued Operations	—	—
Earnings per Common Share – Basic and Diluted	\$0.43	\$0.45
Dividends per Common Share	\$0.425	\$0.41
Average Common Shares Outstanding – Basic	242.6	242.6
The accompanying notes are an integral part of these consolidated financial statements.		

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

	Three Months Ended March 31,	
	2016	2015
Income from Continuing Operations	\$107	\$110
Other Comprehensive Income from Continuing Operations, Net of Taxes		
Pension and other postretirement benefit plan activity, net of income taxes of \$1 and \$-, respectively	(2)	—
Comprehensive Income from Continuing Operations	105	110
Less: Comprehensive Income from Continuing Operations Attributable to Noncontrolling Interests	2	2
Comprehensive Income Attributable to Ameren Common Shareholders	\$103	\$108

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

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

	March 31, 2016	December 31, 2015
ASSETS		
Current Assets:		
Cash and cash equivalents	\$ 13	\$ 292
Accounts receivable – trade (less allowance for doubtful accounts of \$21 and \$19, respectively)	428	388
Unbilled revenue	186	239
Miscellaneous accounts and notes receivable	56	98
Materials and supplies	483	538
Current regulatory assets	215	260
Other current assets	63	88
Assets of discontinued operations	14	14
Total current assets	1,458	1,917
Property and Plant, Net	19,000	18,799
Investments and Other Assets:		
Nuclear decommissioning trust fund	567	556
Goodwill	411	411
Regulatory assets	1,376	1,382
Other assets	573	575
Total investments and other assets	2,927	2,924
TOTAL ASSETS	\$23,385	\$ 23,640
LIABILITIES AND EQUITY		
Current Liabilities:		
Current maturities of long-term debt	\$ 135	\$ 395
Short-term debt	581	301
Accounts and wages payable	429	777
Taxes accrued	77	43
Interest accrued	99	89
Customer deposits	98	100
Current regulatory liabilities	87	80
Other current liabilities	305	279
Liabilities of discontinued operations	28	29
Total current liabilities	1,839	2,093
Long-term Debt, Net	6,881	6,880
Deferred Credits and Other Liabilities:		
Accumulated deferred income taxes, net	3,928	3,885
Accumulated deferred investment tax credits	59	60
Regulatory liabilities	1,931	1,905
Asset retirement obligations	625	618
Pension and other postretirement benefits	581	580
Other deferred credits and liabilities	530	531
Total deferred credits and other liabilities	7,654	7,579
Commitments and Contingencies (Notes 2, 9, and 10)		
Ameren Corporation Shareholders' 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	5,539	5,616

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Retained earnings	1,333	1,331
Accumulated other comprehensive loss	(5)	(3)
Total Ameren Corporation shareholders' equity	6,869	6,946
Noncontrolling Interests	142	142
Total equity	7,011	7,088
TOTAL LIABILITIES AND EQUITY	\$23,385	\$23,640

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

5

AMEREN CORPORATION
CONSOLIDATED STATEMENT OF CASH FLOWS
(Unaudited) (In millions)

	Three Months Ended March 31,	
	2016	2015
Cash Flows From		
Operating Activities:		
Net income	\$ 107	\$ 110
(Income) from discontinued operations, net of taxes	—	—
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	210	195
Amortization of nuclear fuel	24	23
Amortization of debt issuance costs and premium/discounts	6	5
Deferred income taxes and investment tax credits, net	42	59
Allowance for equity funds used during construction	(8)	(5)
Share-based compensation costs	6	8
Other	(3)	(11)
Changes in assets and liabilities:		
Receivables	55	(48)
Materials and supplies	55	75
Accounts and wages payable	(246)	(215)
Taxes accrued	30	35
Regulatory assets and liabilities	81	62
Assets, other	4	14
Liabilities, other	(25)	(21)
Pension and other postretirement benefits	9	27
Counterparty collateral, net	3	(2)
Net cash provided by operating activities – continuing operations	350	311
Net cash provided by (used in) operating activities – discontinued operations	(1)	1

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Net cash provided by operating activities	349		312	
Cash Flows From Investing Activities:				
Capital expenditures	(496)	)	(417))
Nuclear fuel expenditures	(21)	)	(17))
Purchases of securities – nuclear decommissioning trust fund	(130)	)	(84))
Sales and maturities of securities – nuclear decommissioning trust fund	125		79	
Proceeds from note receivable – Marketing Company	—		5	
Contributions to note receivable – Marketing Company	—		(5))
Other	(2))	—	
Net cash used in investing activities – continuing operations	(524)	)	(439))
Net cash provided by investing activities – discontinued operations	14		—	
Net cash used in investing activities	(510)	)	(439))
Cash Flows From Financing Activities:				
Dividends on common stock	(103)	)	(99))
Dividends paid to noncontrolling interest holders	(2)	)	(2))
Short-term debt, net	280		241	
Maturity of long-term debt	(260))	—	
Employee payroll taxes related to share-based payments	(32)	)	(12))
Other	(1))	—	
Net cash provided by (used in) financing activities – continuing operations	(118)	)	128	
Net change in cash and cash equivalents	(279)	)	1	
Cash and cash equivalents at beginning of year	292		5	
Cash and cash equivalents at end of period	\$ 13		\$ 6	

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

UNION ELECTRIC COMPANY (d/b/a AMEREN MISSOURI)
 STATEMENT OF INCOME AND COMPREHENSIVE INCOME
 (Unaudited) (In millions)

	Three Months Ended March 31, 2016 2015	
Operating Revenues:		
Electric	\$694	\$742
Gas	47	58
Total operating revenues	741	800
Operating Expenses:		
Fuel	203	206
Purchased power	42	39
Gas purchased for resale	21	31
Other operations and maintenance	212	211
Depreciation and amortization	127	118
Taxes other than income taxes	73	80
Total operating expenses	678	685
Operating Income	63	115
Other Income and Expense:		
Miscellaneous income	15	11
Miscellaneous expense	2	3
Total other income	13	8
Interest Charges	52	55
Income Before Income Taxes	24	68
Income Taxes	9	26
Net Income	15	42
Other Comprehensive Income	—	—
Comprehensive Income	\$15	\$42

Net Income	\$15	\$42
Preferred Stock Dividends	1	1
Net Income Available to Common Shareholder	\$14	\$41

The accompanying notes as they relate to Ameren Missouri are an integral part of these financial statements.

UNION ELECTRIC COMPANY (d/b/a AMEREN MISSOURI)

BALANCE SHEET

(Unaudited) (In millions, except per share amounts)

	March 31, 2016	December 31, 2015
ASSETS		
Current Assets:		
Cash and cash equivalents	\$	—\$ 199
Advances to money pool	—	36
Accounts receivable – trade (less allowance for doubtful accounts of \$6 and \$7, respectively)	150	174
Accounts receivable – affiliates	16	54
Unbilled revenue	105	128
Miscellaneous accounts and notes receivable	44	78
Materials and supplies	389	387
Current regulatory assets	55	89
Other current assets	29	41
Total current assets	788	1,186
Property and Plant, Net	11,181	11,183
Investments and Other Assets:		
Nuclear decommissioning trust fund	567	556
Regulatory assets	591	605
Other assets		