

UNION ELECTRIC CO
Form 10-Q
May 08, 2009
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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
FORM 10-Q

x Quarterly report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934
for the Quarterly Period Ended March 31, 2009

OR

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

Exact name of registrant as specified in its charter;

Commission	State of Incorporation;	IRS Employer
File Number 1-14756	Address and Telephone Number Ameren Corporation (Missouri Corporation) 1901 Chouteau Avenue St. Louis, Missouri 63103 (314) 621-3222	Identification No. 43-1723446
1-2967	Union Electric Company (Missouri Corporation) 1901 Chouteau Avenue St. Louis, Missouri 63103 (314) 621-3222	43-0559760
1-3672	Central Illinois Public Service Company (Illinois Corporation) 607 East Adams Street Springfield, Illinois 62739 (888) 789-2477	37-0211380
333-56594	Ameren Energy Generating Company (Illinois Corporation)	37-1395586

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1901 Chouteau Avenue
St. Louis, Missouri 63103
(314) 621-3222

2-95569

CILCORP Inc.
(Illinois Corporation)
300 Liberty Street
Peoria, Illinois 61602
(309) 677-5271

37-1169387

1-2732

Central Illinois Light Company
(Illinois Corporation)
300 Liberty Street
Peoria, Illinois 61602
(309) 677-5271

37-0211050

1-3004

Illinois Power Company
(Illinois Corporation)
370 South Main Street
Decatur, Illinois 62523
(217) 424-6600

37-0344645

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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	x	No	..
Union Electric Company	Yes	x	No	..
Central Illinois Public Service Company	Yes	x	No	..
Ameren Energy Generating Company	Yes	x	No	..
Central Illinois Light Company	Yes	x	No	..
Illinois Power Company	Yes	x	No	..

CILCORP Inc. has voluntarily filed all reports that it would have been required to file if it had been subject to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months.

Indicate by check mark whether each registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T 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	..
Central Illinois Public Service Company	Yes	..	No	..
Ameren Energy Generating Company	Yes	..	No	..
CILCORP Inc.	Yes	..	No	..
Central Illinois Light Company	Yes	..	No	..
Illinois Power Company	Yes	..	No	..

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 Securities Exchange Act of 1934.

	Large Accelerated Filer	Accelerated Filer	Non-Accelerated Filer	Smaller Reporting Company
Ameren Corporation	x
Union Electric Company	x	..
Central Illinois Public Service Company	x	..
Ameren Energy Generating Company	x	..
CILCORP Inc.	x	..
Central Illinois Light Company	x	..
Illinois Power Company	x	..

Indicate by check mark whether each registrant is a shell company (as defined in Rule 12b-2 of the Securities Exchange Act of 1934).

Ameren Corporation	Yes	..	No	x
Union Electric Company	Yes	..	No	x
Central Illinois Public Service Company	Yes	..	No	x
Ameren Energy Generating Company	Yes	..	No	x
CILCORP Inc.	Yes	..	No	x
Central Illinois Light Company	Yes	..	No	x
Illinois Power Company	Yes	..	No	x

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The number of shares outstanding of each registrant's classes of common stock as of April 30, 2009, was as follows:

Ameren Corporation	Common stock, \$.01 par value per share - 213,560,424
Union Electric Company	Common stock, \$5 par value per share, held by Ameren Corporation (parent company of the registrant) - 102,123,834
Central Illinois Public Service Company	Common stock, no par value, held by Ameren Corporation (parent company of the registrant) - 25,452,373
Ameren Energy Generating Company	Common stock, no par value, held by Ameren Energy Resources Company, LLC (parent company of the registrant and subsidiary of Ameren Corporation) - 2,000
CILCORP Inc.	Common stock, no par value, held by Ameren Corporation (parent company of the registrant) - 1,000
Central Illinois Light Company	Common stock, no par value, held by CILCORP Inc. (parent company of the registrant and subsidiary of Ameren Corporation) - 13,563,871
Illinois Power Company	Common stock, no par value, held by Ameren Corporation (parent company of the registrant) - 23,000,000

OMISSION OF CERTAIN INFORMATION

Ameren Energy Generating Company and CILCORP Inc. meet the conditions set forth in General Instruction H(1)(a) and (b) of Form 10-Q and are therefore filing this form with the reduced disclosure format allowed under that General Instruction.

This combined Form 10-Q is separately filed by Ameren Corporation, Union Electric Company, Central Illinois Public Service Company, Ameren Energy Generating Company, CILCORP Inc., Central Illinois Light Company, and Illinois Power 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.

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This Form 10-Q 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 included on page 7 of this Form 10-Q 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.

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GLOSSARY OF TERMS AND ABBREVIATIONS

We use the words *our*, *we* or *us* with respect to certain information that relates to all Ameren Companies, as defined below. When appropriate, subsidiaries of Ameren are named specifically as we discuss their various business activities.

AERG - AmerenEnergy Resources Generating Company, a CILCO subsidiary that operates a non-rate-regulated electric generation business in Illinois.

AFS - Ameren Energy Fuels and Services Company, a Resources Company subsidiary that procures fuel and natural gas and manages the related risks for the Ameren Companies.

AITC - Ameren Illinois Transmission Company, an Ameren Corporation subsidiary that is engaged in the construction and operation of transmission assets in Illinois and is regulated by the FERC and the ICC.

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 - The individual registrants within the Ameren consolidated group.

Ameren Illinois Utilities - CIPS, IP and the rate-regulated electric and gas utility operations of CILCO.

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

APB - Accounting Principles Board.

ARB - Accounting Research Bulletin.

ARO - Asset retirement obligations.

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.

Capacity factor - A percentage measure that indicates how much of an electric power generating unit's capacity was used during a specific period.

CILCO - Central Illinois Light Company, a CILCORP subsidiary that operates a rate-regulated electric transmission and distribution business, a non-rate-regulated electric generation business through AERG, and a rate-regulated natural gas transmission and distribution business, all in Illinois, as AmerenCILCO. CILCO owns all of the common stock of AERG.

CILCORP - CILCORP Inc., an Ameren Corporation subsidiary that operates as a holding company for CILCO and a non-rate-regulated subsidiary.

CIPS - Central Illinois Public Service Company, an Ameren Corporation subsidiary that operates a rate-regulated electric and natural gas transmission and distribution business in Illinois as AmerenCIPS.

CIPSCO - CIPSCO Inc., the former parent of CIPS.

CO₂ - Carbon dioxide.

COLA - Combined construction and operating license application.

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Cooling degree-days - The summation of positive differences between the mean daily temperature and a 65-degree Fahrenheit base. This statistic is useful for estimating electricity demand by residential and commercial customers for summer cooling.

CT - Combustion turbine electric generation equipment used primarily for peaking capacity.

Development Company - Ameren Energy Development Company, which was an Ameren Energy Resources Company subsidiary and parent of Genco, Marketing Company, AFS, and Medina Valley. It was eliminated in an internal reorganization in February 2008.

DOE - Department of Energy, a U.S. government agency.

DRPlus - Ameren Corporation's dividend reinvestment and direct stock purchase plan.

EI - Electric Energy, Inc., an 80%-owned Ameren Corporation subsidiary that operates non-rate-regulated electric generation facilities and FERC-regulated transmission facilities in Illinois. Prior to February 29, 2008, EI was 40% owned by UE and 40% owned by Development Company. On February 29, 2008, UE's 40% ownership interest and Development Company's 40% ownership interest were transferred to Resources Company. The remaining 20% is owned by Kentucky Utilities Company.

EITF - Emerging Issues Task Force, an organization designed to assist the FASB in improving financial reporting through the identification, discussion and resolution of financial issues in keeping with existing authoritative literature.

EPA - Environmental Protection Agency, a U.S. government agency.

Equivalent availability factor - A measure that indicates the percentage of time an electric power generating unit 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 - A fuel and purchased power cost recovery mechanism that allows UE to recover through customer rates 95% of changes in fuel (coal, coal transportation, natural gas for generation and nuclear) and purchased power costs, net of off-system revenues, including MISO costs and revenues, above or below the amount set in base rates.

FASB - Financial Accounting Standards Board, a rulemaking organization that establishes financial accounting and reporting standards in the United States.

FERC - The Federal Energy Regulatory Commission, a U.S. government agency.

FIN - FASB Interpretation. A FIN statement is an explanation intended to clarify accounting pronouncements previously issued by the FASB.

Fitch - Fitch Ratings, a credit rating agency.

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Form 10-K - The combined Annual Report on Form 10-K for the year ended December 31, 2008, filed by the Ameren Companies with the SEC.

FSP - FASB Staff Position, a publication that provides application guidance on FASB literature.

FTRs - Financial transmission rights, financial instruments that entitle the holder to 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 Resources Company subsidiary that operates a non-rate-regulated electric generation business in Illinois and Missouri.

Gigawatthour - One thousand megawatthours.

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 for residential and commercial customers.

ICC - Illinois Commerce Commission, a state agency that regulates Illinois utility businesses, including the rate-regulated operations of CIPS, CILCO and IP.

Illinois Customer Choice Law - Illinois Electric Service Customer Choice and Rate Relief Law of 1997, which provided for electric utility restructuring and was designed to introduce competition into the retail supply of electric energy in Illinois.

Illinois electric settlement agreement - A comprehensive settlement of issues in Illinois arising out of the end of ten years of frozen electric rates, effective January 2, 2007. The Illinois electric settlement agreement, which became effective on August 28, 2007, was designed to avoid new rate rollback and freeze legislation and legislation that would impose a tax on electric generation in Illinois. The settlement addresses the issue of power procurement, and it includes a comprehensive rate relief and customer assistance program.

Illinois EPA - Illinois Environmental Protection Agency, a state government agency.

Illinois Regulated - A financial reporting segment consisting of the regulated electric and natural gas transmission and distribution businesses of CIPS, CILCO, IP and AITC.

IP - Illinois Power Company, an Ameren Corporation subsidiary. IP operates a rate-regulated electric and natural gas transmission and distribution business in Illinois as AmerenIP.

IP LLC - Illinois Power Securitization Limited Liability Company, which was a special-purpose Delaware limited-liability company. It was dissolved in February 2009 because the remaining TFNs, with respect to which this entity was created, were redeemed by IP in September 2008.

IP SPT - Illinois Power Special Purpose Trust, which was created as a subsidiary of IP LLC to issue TFNs as allowed under the Illinois Customer Choice Law. It was dissolved in February 2009 because the remaining TFNs were redeemed by IP in September 2008.

IPA - Illinois Power Agency, a state government agency that has broad authority to assist in the procurement of electric power for residential and nonresidential customers beginning in June 2009.

Kilowatthour - A measure of electricity consumption equivalent to the use of 1,000 watts of power over a period of one hour.

Lehman - Lehman Brothers Holdings, Inc.

MACT - Maximum Achievable Control Technology.

Marketing Company - Ameren Energy Marketing Company, a Resources Company subsidiary that markets power for Genco, AERG and EEI.

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Medina Valley - AmerenEnergy Medina Valley Cogen L.L.C., a Resources Company subsidiary, which owns a 40-megawatt gas-fired electric generation plant.

Megawatthour - One thousand kilowatthours.

MGP - Manufactured gas plant.

MISO - Midwest Independent Transmission System Operator, Inc.

MISO Day Two Energy Market - A market that uses market-based pricing, incorporating transmission congestion and line losses, to compensate market participants for power.

Missouri Regulated - A financial reporting segment consisting of UE's rate-regulated businesses.

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. Separate money pools maintained for rate-regulated and non-rate-regulated business are referred to as the utility money pool and the non-state-regulated subsidiary money pool, respectively.

Moody's - Moody's Investors Service Inc., a credit rating agency.

MoPSC - Missouri Public Service Commission, a state agency that regulates Missouri utility businesses, including the rate-regulated operations of UE.

MPS - Multi-Pollutant Standard, an agreement reached in 2006 among Genco, CILCO (AERG), EEI and the Illinois EPA, which was codified in Illinois environmental regulations.

MTM - Mark-to-market.

MW - Megawatt.

Native load - Wholesale customers and end-use retail customers, whom we are obligated to serve by statute, franchise, contract, or other regulatory requirement.

Non-rate-regulated Generation - A financial reporting segment consisting of the operations or activities of Genco, the CILCORP parent company, AERG, EEI, Medina Valley, and Marketing Company.

NO_x - Nitrogen oxide.

Noranda - Noranda Aluminum, Inc.

NPNS - Normal purchases and normal sales.

NRC - Nuclear Regulatory Commission, a U.S. government agency.

NYMEX - New York Mercantile Exchange.

OATT - Open Access Transmission Tariff.

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OCI - Other comprehensive income (loss) as defined by GAAP.

Off-system revenues - Revenues from other than native load sales.

OTC - Over-the-counter.

PGA - Purchased Gas Adjustment tariffs, which allow the passing through of the actual cost of natural gas to utility customers.

PJM - PJM Interconnection LLC.

PUHCA 2005 - The Public Utility Holding Company Act of 2005, enacted as part of the Energy Policy Act of 2005, effective February 8, 2006.

Regulatory lag - Adjustments to retail electric and natural gas rates are based on historic cost levels. Rate increase requests 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.

Resources Company - Ameren Energy Resources Company, LLC, an Ameren Corporation subsidiary that consists of non-rate-regulated operations, including Genco, Marketing Company, EEI, AFS, and Medina Valley. It is the successor to Ameren Energy Resources Company, which was eliminated in an internal reorganization in February 2008.

RFP - Request for proposal.

RTO - Regional Transmission Organization.

S&P - Standard & Poor's Ratings Services, a credit rating agency that is a division of The McGraw-Hill Companies, Inc.

SEC - Securities and Exchange Commission, a U.S. government agency.

SFAS - Statement of Financial Accounting Standards, the accounting and financial reporting rules issued by the FASB.

SO₂ - Sulfur dioxide.

TFN - Transitional Funding Trust Notes issued by IP SPT as allowed under the Illinois Customer Choice Law. IP designated a portion of cash received from customer billings to pay the TFNs. The designated funds received by IP were remitted to IP SPT. The designated funds were restricted for the sole purpose of making payments of principal and interest on, and paying other fees and expenses related to, the TFNs. Since the application of FIN 46R, IP did not consolidate IP SPT. Therefore, the obligation to IP SPT appears on IP's balance sheet as of December 31, 2007. In September 2008, IP redeemed the remaining TFNs.

TVA - Tennessee Valley Authority, a public power authority.

UE - 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 as AmerenUE.

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:

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regulatory or legislative actions, including changes in regulatory policies and ratemaking determinations and future rate proceedings or future legislative actions that seek to limit or reverse rate increases;

uncertainty as to the continued effectiveness of the Illinois power procurement process;

changes in laws and other governmental actions, including monetary and fiscal policies;

changes in laws or regulations that adversely affect the ability of electric distribution companies and other purchasers of wholesale electricity to pay their suppliers, including UE and Marketing Company;

enactment of legislation taxing electric generators, in Illinois or elsewhere;

the effects of increased competition in the future due to, among other things, deregulation of certain aspects of our business at both the state and federal levels, and the implementation of deregulation, such as occurred when the electric rate freeze and power supply contracts expired in Illinois at the end of 2006;

increasing capital expenditure and operating expense requirements and our ability to recover these costs in a timely fashion in light of regulatory lag;

the effects of participation in the MISO;

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 the ability to recover the costs for such commodities;

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

prices for power in the Midwest, including forward prices;

business and economic conditions, including their impact on interest rates, bad debt expense, and demand for our products;

disruptions of the capital markets or other events that make the Ameren Companies' access to necessary capital, including short-term credit and liquidity, impossible, more difficult or more costly;

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our assessment of our liquidity;
the impact of the adoption of new accounting standards and the application of appropriate technical accounting rules and guidance;
actions of credit rating agencies and the effects of such actions;
weather conditions and other natural phenomena, including impacts to our customers;
the impact of system outages caused by severe weather conditions or other events;
generation plant construction, installation and performance, including costs associated with UE's Taum Sauk pumped-storage hydroelectric plant incident and the plant's future operation;
impairments of long-lived assets or goodwill;
recoverability through insurance of costs associated with UE's Taum Sauk pumped-storage hydroelectric plant incident;
operation of UE's nuclear power facility, including planned and unplanned outages, and decommissioning costs;
the effects of strategic initiatives, including acquisitions and divestitures;
the impact of current environmental regulations on utilities and power generating companies and the expectation that more stringent requirements, including those related to greenhouse gases, will be enacted over time, which could have a negative financial effect;
labor disputes, future wage and employee benefits costs, including changes in discount rates and returns on benefit plan assets;
the inability of our counterparties and affiliates to meet their obligations with respect to contracts, credit facilities and financial instruments;
the cost and availability of transmission capacity for the energy generated by the Ameren Companies' facilities or required to satisfy energy sales made by the Ameren Companies;
legal and administrative proceedings; and
acts of sabotage, war, terrorism 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.

Table of Contents**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,	
	2009	2008
Operating Revenues:		
Electric	\$ 1,395	\$ 1,469
Gas	521	612
Total operating revenues	1,916	2,081
Operating Expenses:		
Fuel	274	302
Purchased power	233	287
Gas purchased for resale	383	459
Other operations and maintenance	421	430
Depreciation and amortization	174	169
Taxes other than income taxes	110	113
Total operating expenses	1,595	1,760
Operating Income	321	321
Other Income and Expenses:		
Miscellaneous income	16	19
Miscellaneous expense	(4)	(4)
Total other income	12	15
Interest Charges	118	100
Income Before Income Taxes	215	236
Income Taxes	70	87
Net Income	145	149
Less: Net Income Attributable to Noncontrolling Interests	4	11
Net Income Attributable to Ameren Corporation	\$ 141	\$ 138
Earnings per Common Share Basic and Diluted	\$ 0.66	\$ 0.66
Dividends per Common Share	\$ 0.385	\$ 0.635

Average Common Shares Outstanding

212.7

208.7

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

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AMEREN CORPORATION
CONSOLIDATED BALANCE SHEET

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

ASSETS	March 31, 2009	December 31, 2008
Current Assets:		
Cash and cash equivalents	\$ 304	\$ 92
Accounts receivable trade (less allowance for doubtful accounts of \$40 and \$28, respectively)	554	502
Unbilled revenue	247	427
Miscellaneous accounts and notes receivable	318	292
Materials and supplies	657	842
Mark-to-market derivative assets	324	207
Current portion of regulatory assets	159	79
Other current assets	194	153
Total current assets	2,757	2,594
Property and Plant, Net	16,781	16,567
Investments and Other Assets:		
Nuclear decommissioning trust fund	223	239
Goodwill	831	831
Intangible assets	160	167
Regulatory assets	1,682	1,653
Other assets	637	606
Total investments and other assets	3,533	3,496
TOTAL ASSETS	\$ 23,071	\$ 22,657
LIABILITIES AND EQUITY		
Current Liabilities:		
Current maturities of long-term debt	\$ 380	\$ 380
Short-term debt	997	1,174
Accounts and wages payable	519	813
Taxes accrued	83	54
Interest accrued	167	107
Mark-to-market derivative liabilities	273	155
Other current liabilities	462	380
Total current liabilities	2,881	3,063
Long-term Debt, Net	6,900	6,554
Deferred Credits and Other Liabilities:		
Accumulated deferred income taxes, net	2,159	2,131
Accumulated deferred investment tax credits	97	100
Regulatory liabilities	1,296	1,291
Asset retirement obligations	412	406
Pension and other postretirement benefits	1,514	1,495

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Other deferred credits and liabilities	539	438
Total deferred credits and other liabilities	6,017	5,861
Commitments and Contingencies (Notes 2, 8, 9 and 10)		
Ameren Corporation Stockholders' Equity:		
Common stock, \$.01 par value, 400.0 shares authorized shares outstanding of 213.4 and 212.3, respectively	2	2
Other paid-in capital, principally premium on common stock	4,812	4,780
Retained earnings	2,241	2,181
Accumulated other comprehensive income	6	-
Total Ameren Corporation stockholders' equity	7,061	6,963
Noncontrolling Interests	212	216
Total equity	7,273	7,179
TOTAL LIABILITIES AND EQUITY	\$ 23,071	\$ 22,657

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

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AMEREN CORPORATION
CONSOLIDATED STATEMENT OF CASH FLOWS

(Unaudited) (In millions)

	Three Months Ended	
	March 31,	
	2009	2008
Cash Flows From Operating Activities:		
Net income	\$ 145	\$ 149
Adjustments to reconcile net income to net cash provided by operating activities:		
Gain on sales of emission allowances	-	(2)
Net mark-to-market gain on derivatives	(51)	(16)
Depreciation and amortization	176	180
Amortization of nuclear fuel	12	11
Amortization of debt issuance costs and premium/discounts	4	5
Deferred income taxes and investment tax credits, net	32	23
Other	(1)	(1)
Changes in assets and liabilities:		
Receivables	119	(52)
Materials and supplies	185	179
Accounts and wages payable	(245)	(80)
Taxes accrued, net	29	4
Assets, other	45	63
Liabilities, other	128	44
Pension and other postretirement benefits	36	22
Counterparty collateral, net	(53)	(88)
Taum Sauk costs, net of insurance recoveries	(24)	(112)
Net cash provided by operating activities	537	329
Cash Flows From Investing Activities:		
Capital expenditures	(424)	(420)
Nuclear fuel expenditures	(3)	(102)
Purchases of securities - nuclear decommissioning trust fund	(203)	(89)
Sales of securities - nuclear decommissioning trust fund	200	86
Purchases of emission allowances	(2)	(2)
Net cash used in investing activities	(432)	(527)
Cash Flows From Financing Activities:		
Dividends on common stock	(82)	(133)
Capital issuance costs	(3)	-
Dividends paid to noncontrolling interest holders	(8)	(10)
Short-term debt, net	(177)	145
Redemptions, repurchases, and maturities of long-term debt	-	(19)
Issuances:		
Common stock	28	46
Long-term debt	349	-
Net cash provided by financing activities	107	29

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Net change in cash and cash equivalents	212	(169)
Cash and cash equivalents at beginning of year	92	355
Cash and cash equivalents at end of period	\$ 304	\$ 186

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

Table of Contents**UNION ELECTRIC COMPANY****STATEMENT OF INCOME****(Unaudited) (In millions)**

	Three Months Ended March 31,	
	2009	2008
Operating Revenues:		
Electric excluding off-system	\$ 446	\$ 487
Electric off-system	133	154
Gas	75	83
Other	1	-
Total operating revenues	655	724
Operating Expenses:		
Fuel	135	147
Purchased power	33	53
Gas purchased for resale	48	55
Other operations and maintenance	216	217
Depreciation and amortization	86	81
Taxes other than income taxes	62	60
Total operating expenses	580	613
Operating Income	75	111
Other Income and Expenses:		
Miscellaneous income	13	14
Miscellaneous expense	(2)	(2)
Total other income	11	12
Interest Charges	53	41
Income Before Income Taxes and Equity in Income of Unconsolidated Investment	33	82
Income Taxes	11	29
Income Before Equity in Income of Unconsolidated Investment	22	53
Equity in Income of Unconsolidated Investment, Net of Taxes	-	11
Net Income	22	64
Preferred Stock Dividends	1	1
Net Income Available to Common Stockholder	\$ 21	\$ 63

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

Table of Contents**UNION ELECTRIC COMPANY****BALANCE SHEET**

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

	March 31, 2009	December 31, 2008
ASSETS		
Current Assets:		
Cash and cash equivalents	\$ 27	\$ -
Accounts receivable - trade (less allowance for doubtful accounts of \$10 and \$8, respectively)	157	142
Unbilled revenue	84	111
Miscellaneous accounts and notes receivable	292	261
Accounts receivable - affiliates	17	32
Materials and supplies	328	339
Mark-to-market derivative assets	48	50
Other current assets	118	58
Total current assets	1,071	993
Property and Plant, Net	9,117	8,995
Investments and Other Assets:		
Nuclear decommissioning trust fund	223	239
Intangible assets	44	48
Regulatory assets	931	897
Other assets	364	352
Total investments and other assets	1,562	1,536
TOTAL ASSETS	\$ 11,750	\$ 11,524
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current Liabilities:		
Current maturities of long-term debt	\$ 4	\$ 4
Short-term debt	297	251
Intercompany note payable - Ameren	-	92
Accounts and wages payable	232	360
Accounts payable - affiliates	112	151
Taxes accrued	48	20
Interest accrued	58	56
Current portion of regulatory liabilities	48	-
Other current liabilities	145	121
Total current liabilities	944	1,055
Long-term Debt, Net	4,022	3,673
Deferred Credits and Other Liabilities:		
Accumulated deferred income taxes, net	1,400	1,372
Accumulated deferred investment tax credits	79	80
Regulatory liabilities	916	922
Asset retirement obligations	322	317
Pension and other postretirement benefits	501	494

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Other deferred credits and liabilities	60	49
Total deferred credits and other liabilities	3,278	3,234
Commitments and Contingencies (Notes 2, 8, 9 and 10)		
Stockholders' Equity:		
Common stock, \$5 par value, 150.0 shares authorized 102.1 shares outstanding	511	511
Other paid-in capital, principally premium on common stock	1,119	1,119
Preferred stock not subject to mandatory redemption	113	113
Retained earnings	1,762	1,794
Accumulated other comprehensive income	1	25
Total stockholders' equity	3,506	3,562
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY	\$ 11,750	\$ 11,524

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

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UNION ELECTRIC COMPANY
STATEMENT OF CASH FLOWS
(Unaudited) (In millions)

	Three Months Ended	
	March 31,	
	2009	2008
Cash Flows From Operating Activities:		
Net income	\$ 22	\$ 64
Adjustments to reconcile net income to net cash provided by operating activities:		
Gain on sales of emission allowances	-	(1)
Net mark-to-market gain on derivatives	(30)	(12)
Depreciation and amortization	86	81
Amortization of nuclear fuel	12	11
Amortization of debt issuance costs and premium/discounts	2	1
Deferred income taxes and investment tax credits, net	26	15
Other	(7)	(4)
Changes in assets and liabilities:		
Receivables	13	78
Materials and supplies	12	(1)
Accounts and wages payable	(159)	(226)
Taxes accrued, net	28	(29)
Assets, other	(22)	83
Liabilities, other	27	10
Pension and other postretirement benefits	14	11
Taum Sauk costs, net of insurance recoveries	(24)	(112)
Net cash used in operating activities	-	(31)
Cash Flows From Investing Activities:		
Capital expenditures	(214)	(197)
Nuclear fuel expenditures	(3)	(102)
Money pool advances, net	-	(21)
Purchases of securities - nuclear decommissioning trust fund	(203)	(89)
Sales of securities - nuclear decommissioning trust fund	200	85
Net cash used in investing activities	(220)	(324)
Cash Flows From Financing Activities:		
Dividends on common stock	(52)	(77)
Dividends on preferred stock	(1)	(1)
Capital issuance costs	(3)	-
Short-term debt, net	46	126
Intercompany note payable - Ameren, net	(92)	122
Issuances of long-term debt	349	-
Net cash provided by financing activities	247	170
Net change in cash and cash equivalents	27	(185)
Cash and cash equivalents at beginning of year	-	185

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Cash and cash equivalents at end of period

\$ 27 \$ -

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

Table of Contents**CENTRAL ILLINOIS PUBLIC SERVICE COMPANY****STATEMENT OF INCOME****(Unaudited) (In millions)**

	Three Months Ended March 31,	
	2009	2008
Operating Revenues:		
Electric	\$ 165	\$ 180
Gas	98	110
Other	2	-
Total operating revenues	265	290
Operating Expenses:		
Purchased power	106	123
Gas purchased for resale	73	80
Other operations and maintenance	43	50
Depreciation and amortization	17	17
Taxes other than income taxes	10	12
Total operating expenses	249	282
Operating Income	16	8
Other Income and Expenses:		
Miscellaneous income	3	3
Miscellaneous expense	(1)	-
Total other income	2	3
Interest Charges	7	7
Income Before Income Taxes	11	4
Income Taxes	4	1
Net Income	7	3
Preferred Stock Dividends	1	1
Net Income Available to Common Stockholder	\$ 6	\$ 2

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

Table of Contents**CENTRAL ILLINOIS PUBLIC SERVICE COMPANY****BALANCE SHEET****(Unaudited) (In millions)**

	March 31, 2009	December 31, 2008
ASSETS		
Current Assets:		
Cash and cash equivalents	\$ -	\$ -
Accounts receivable - trade (less allowance for doubtful accounts of \$7 and \$6, respectively)	91	79
Unbilled revenue	30	74
Miscellaneous accounts and notes receivable	1	1
Accounts receivable - affiliates	5	4
Current portion of intercompany note receivable - Genco	42	42
Current portion of intercompany tax receivable - Genco	9	9
Materials and supplies	27	70
Counterparty collateral asset	31	21
Current portion of regulatory assets	53	31
Other current assets	13	8
Total current assets	302	339
Property and Plant, Net	1,214	1,212
Investments and Other Assets:		
Intercompany note receivable - Genco	45	45
Intercompany tax receivable - Genco	91	93
Regulatory assets	255	195
Other assets	33	33
Total investments and other assets	424	366
TOTAL ASSETS	\$ 1,940	\$ 1,917
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current Liabilities:		
Short-term debt	\$ -	\$ 62
Borrowings from money pool	56	44
Accounts and wages payable	31	48
Accounts payable - affiliates	42	49
Taxes accrued	11	7
Customer deposits	15	16
Mark-to-market derivative liabilities	26	17
Mark-to-market derivative liabilities - affiliates	27	14
Other current liabilities	49	51
Total current liabilities	257	308
Long-term Debt, Net	421	421
Deferred Credits and Other Liabilities:		
Accumulated deferred income taxes, net	262	259
Accumulated deferred investment tax credits	9	9

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Regulatory liabilities	237	234
Pension and other postretirement benefits	80	79
Other deferred credits and liabilities	139	78
Total deferred credits and other liabilities	727	659

Commitments and Contingencies (Notes 2, 8, and 9)

Stockholders' Equity:

Common stock, no par value, 45.0 shares authorized 25.5 shares outstanding	-	-
Other paid-in capital	191	191
Preferred stock not subject to mandatory redemption	50	50
Retained earnings	294	288
Total stockholders' equity	535	529

TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY \$ 1,940 \$ 1,917

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

Table of Contents**CENTRAL ILLINOIS PUBLIC SERVICE COMPANY****STATEMENT OF CASH FLOWS****(Unaudited) (In millions)**

	Three Months Ended March 31,	
	2009	2008
Cash Flows From Operating Activities:		
Net income	\$ 7	\$ 3
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	17	17
Deferred income taxes and investment tax credits, net	(1)	(5)
Changes in assets and liabilities:		
Receivables	33	(34)
Materials and supplies	43	46
Accounts and wages payable	(22)	(10)
Taxes accrued, net	4	6
Assets, other	(7)	21
Liabilities, other	(7)	9
Pension and other postretirement benefits	2	2
Net cash provided by operating activities	69	55
Cash Flows From Investing Activities:		
Capital expenditures	(18)	(22)
Net cash used in investing activities	(18)	(22)
Cash Flows From Financing Activities:		
Dividends on preferred stock	(1)	(1)
Short-term debt, net	(62)	(40)
Money pool borrowings, net	12	-
Net cash used in financing activities	(51)	(41)
Net change in cash and cash equivalents	-	(8)
Cash and cash equivalents at beginning of year	-	26
Cash and cash equivalents at end of period	\$ -	\$ 18

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

Table of Contents**AMEREN ENERGY GENERATING COMPANY****CONSOLIDATED STATEMENT OF INCOME****(Unaudited) (In millions)**

	Three Months Ended March 31,	
	2009	2008
Operating Revenues	\$ 225	\$ 233
Operating Expenses:		
Fuel	76	88
Other operations and maintenance	38	40
Depreciation and amortization	16	16
Taxes other than income taxes	5	6
Total operating expenses	135	150
Operating Income	90	83
Interest Charges	16	9
Income Before Income Taxes	74	74
Income Taxes	27	28
Net Income	\$ 47	\$ 46

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

Table of Contents**AMEREN ENERGY GENERATING COMPANY****CONSOLIDATED BALANCE SHEET**

(Unaudited) (In millions)

	March 31, 2009	December 31, 2008
ASSETS		
Current Assets:		
Cash and cash equivalents	\$ 2	\$ 2
Accounts receivable - affiliates	90	88
Miscellaneous accounts and notes receivable	9	15
Materials and supplies	126	122
Other current assets	3	10
Total current assets	230	237
Property and Plant, Net	1,992	1,950
Intangible Assets	47	49
Other Assets	8	8
TOTAL ASSETS	\$ 2,277	\$ 2,244
LIABILITIES AND STOCKHOLDER S EQUITY		
Current Liabilities:		
Current portion of intercompany note payable - CIPS	\$ 42	\$ 42
Borrowings from money pool	56	80
Accounts and wages payable	63	82
Accounts payable - affiliates	47	58
Current portion of intercompany tax payable - CIPS	9	9
Taxes accrued	36	16
Interest accrued	26	12
Other current liabilities	31	31
Total current liabilities	310	330
Long-term Debt, Net	774	774
Intercompany Note Payable - CIPS	45	45
Deferred Credits and Other Liabilities:		
Accumulated deferred income taxes, net	134	136
Accumulated deferred investment tax credits	6	6
Intercompany tax payable - CIPS	91	93
Asset retirement obligations	50	49
Pension and other postretirement benefits	68	67
Other deferred credits and liabilities	56	49
Total deferred credits and other liabilities	405	400
Commitments and Contingencies (Notes 2, 8 and 9)		
Stockholder s Equity:		
Common stock, no par value, 10,000 shares authorized - 2,000 shares outstanding	-	-
Other paid-in capital	503	503

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Retained earnings	288	241
Accumulated other comprehensive loss	(48)	(49)
Total stockholder's equity	743	695
TOTAL LIABILITIES AND STOCKHOLDER'S EQUITY	\$ 2,277	\$ 2,244

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

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AMEREN ENERGY GENERATING COMPANY
CONSOLIDATED STATEMENT OF CASH FLOWS

(Unaudited) (In millions)

	Three Months Ended March 31,	
	2009	2008
Cash Flows From Operating Activities:		
Net income	\$ 47	\$ 46
Adjustments to reconcile net income to net cash provided by operating activities:		
Gain on sales of emission allowances	-	(1)
Net mark-to-market (gain) loss on derivatives	1	(5)
Depreciation and amortization	19	23
Deferred income taxes and investment tax credits, net	(3)	8
Changes in assets and liabilities:		
Receivables	4	(9)
Materials and supplies	(4)	(4)
Accounts and wages payable	(17)	(8)
Taxes accrued, net	25	14
Assets, other	3	9
Liabilities, other	18	5
Pension and other postretirement benefits	2	1
Net cash provided by operating activities	95	79
Cash Flows From Investing Activities:		
Capital expenditures	(69)	(58)
Purchases of emission allowances	(2)	(2)
Net cash used in investing activities	(71)	(60)
Cash Flows From Financing Activities:		
Dividends on common stock	-	(24)
Short-term debt, net	-	50
Money pool borrowings, net	(24)	(45)
Net cash used in financing activities	(24)	(19)
Net change in cash and cash equivalents	-	-
Cash and cash equivalents at beginning of year	2	2
Cash and cash equivalents at end of period	\$ 2	\$ 2

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

Table of Contents**CILCORP INC.****CONSOLIDATED STATEMENT OF INCOME****(Unaudited) (In millions)**

	Three Months Ended March 31,	
	2009	2008
Operating Revenues:		
Electric	\$ 170	\$ 194
Gas	124	151
Other	17	-
Total operating revenues	311	345
Operating Expenses:		
Fuel	22	28
Purchased power	47	78
Gas purchased for resale	96	115
Other operations and maintenance	61	47
Goodwill impairment loss	462	-
Depreciation and amortization	17	21
Taxes other than income taxes	8	9
Total operating expenses	713	298
Operating Income (Loss)	(402)	47
Miscellaneous Expenses	1	-
Interest Charges	14	15
Income (Loss) Before Income Taxes	(417)	32
Income Taxes	15	12
Net Income (Loss)	\$ (432)	\$ 20

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

Table of Contents**CILCORP INC.****CONSOLIDATED BALANCE SHEET**

(Unaudited) (In millions, except shares)

	March 31, 2009	December 31, 2008
ASSETS		
Current Assets:		
Cash and cash equivalents	\$ 35	\$ -
Accounts receivable - trade (less allowance for doubtful accounts of \$7 and \$3, respectively)	73	60
Unbilled revenue	29	65
Accounts and notes receivable - affiliates	61	59
Advances to money pool	1	2
Materials and supplies	82	131
Current portion of accumulated deferred income taxes, net	18	24
Counterparty collateral asset	36	16
Current portion of regulatory assets	44	24
Other current assets	8	4
Total current assets	387	385
Property and Plant, Net	1,730	1,710
Investments and Other Assets:		
Goodwill	80	542
Intangible assets	35	35
Regulatory assets	201	171
Other assets	25	22
Total investments and other assets	341	770
TOTAL ASSETS	\$ 2,458	\$ 2,865
LIABILITIES AND EQUITY		
Current Liabilities:		
Current maturities of long-term debt	\$ 126	\$ 126
Short-term debt	105	286
Borrowings from money pool	208	98
Intercompany note payable - Ameren	-	152
Subordinated borrowings - Ameren	246	-
Accounts and wages payable	64	117
Accounts payable - affiliates	45	84
Taxes accrued	11	4
Mark-to-market derivative liabilities	34	21
Mark-to-market derivative liabilities - affiliates	12	7
Other current liabilities	92	69
Total current liabilities	943	964
Long-term Debt, Net	535	536
Deferred Credits and Other Liabilities:		
Accumulated deferred income taxes, net	205	212

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Accumulated deferred investment tax credits	5	5
Regulatory liabilities	61	59
Pension and other postretirement benefits	218	216
Other deferred credits and liabilities	143	104
Total deferred credits and other liabilities	632	596
Commitments and Contingencies (Notes 2, 8 and 9)		
CILCORP Inc. Stockholder s Equity:		
Common stock, no par value, 10,000 shares authorized 1,000 shares outstanding	-	-
Other paid-in capital	638	627
Retained earnings (deficit)	(332)	100
Accumulated other comprehensive income	23	23
Total CILCORP Inc. stockholder s equity	329	750
Noncontrolling Interest	19	19
Total equity	348	769
TOTAL LIABILITIES AND EQUITY	\$ 2,458	\$ 2,865

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

Table of Contents**CILCORP INC.****CONSOLIDATED STATEMENT OF CASH FLOWS****(Unaudited) (In millions)**

	Three Months Ended March 31,	
	2009	2008
Cash Flows From Operating Activities:		
Net income (loss)	\$ (432)	\$ 20
Adjustments to reconcile net income (loss) to net cash provided by operating activities:		
Net mark-to-market gain on derivatives	(2)	(1)
Depreciation and amortization	16	23
Deferred income taxes and investment tax credits, net	(1)	4
Loss on goodwill impairment	462	-
Changes in assets and liabilities:		
Receivables	21	(42)
Materials and supplies	49	49
Accounts and wages payable	(68)	24
Taxes accrued, net	7	8
Assets, other	(24)	7
Liabilities, other	27	13
Pension and postretirement benefits	3	(2)
Net cash provided by operating activities	58	103
Cash Flows From Investing Activities:		
Capital expenditures	(58)	(79)
Money pool advances, net	1	-
Other	-	1
Net cash used in investing activities	(57)	(78)
Cash Flows From Financing Activities:		
Short-term debt, net	(181)	10
Intercompany note payable Ameren, net	(152)	1
Subordinated borrowings Ameren, net	246	-
Money pool borrowings, net	110	-
Capital contribution from parent	11	-
Net cash provided by financing activities	34	11
Net change in cash and cash equivalents	35	36
Cash and cash equivalents at beginning of year	-	6
Cash and cash equivalents at end of period	\$ 35	\$ 42

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

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CENTRAL ILLINOIS LIGHT COMPANY
CONSOLIDATED STATEMENT OF INCOME

(Unaudited) (In millions)

	Three Months Ended March 31,	
	2009	2008
Operating Revenues:		
Electric	\$ 170	\$ 194
Gas	124	151
Other	17	-
Total operating revenues	311	345
Operating Expenses:		
Fuel	22	27
Purchased power	47	78
Gas purchased for resale	96	115
Other operations and maintenance	63	48
Depreciation and amortization	16	20
Taxes other than income taxes	8	9
Total operating expenses	252	297
Operating Income	59	48
Miscellaneous Expenses	1	-
Interest Charges	7	6
Income Before Income Taxes	51	42
Income Taxes	18	16
Net Income	\$ 33	\$ 26

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

Table of Contents**CENTRAL ILLINOIS LIGHT COMPANY****CONSOLIDATED BALANCE SHEET****(Unaudited) (In millions)**

	March 31, 2009	December 31, 2008
ASSETS		
Current Assets:		
Cash and cash equivalents	\$ 35	\$ -
Accounts receivable trade (less allowance for doubtful accounts of \$7 and \$3, respectively)	73	60
Unbilled revenue	29	65
Accounts receivable affiliates	60	51
Materials and supplies	82	131
Counterparty collateral asset	36	16
Current portion of regulatory assets	44	24
Other current assets	24	19
Total current assets	383	366
Property and Plant, Net	1,755	1,734
Investments and Other Assets:		
Intangible assets	1	1
Regulatory assets	201	171
Other assets	25	22
Total investments and other assets	227	194
TOTAL ASSETS	\$ 2,365	\$ 2,294
LIABILITIES AND STOCKHOLDERS EQUITY		
Current Liabilities:		
Short-term debt	\$ 55	\$ 236
Borrowings from money pool	208	98
Subordinated borrowings Ameren	100	-
Accounts and wages payable	64	117
Accounts payable affiliates	44	83
Taxes accrued	20	8
Mark-to-market derivative liabilities	34	21
Mark-to-market derivative liabilities affiliates	12	7
Other current liabilities	74	60
Total current liabilities	611	630
Long-term Debt, Net	279	279
Deferred Credits and Other Liabilities:		
Accumulated deferred income taxes, net	172	171
Accumulated deferred investment tax credits	5	5
Regulatory liabilities	208	206
Pension and other postretirement benefits	218	216
Other deferred credits and liabilities	143	103

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Total deferred credits and other liabilities		746	701
Commitments and Contingencies (Notes 2, 8 and 9)			
Stockholders' Equity:			
Common stock, no par value, 20.0 shares authorized 13.6 shares outstanding		-	-
Other paid-in capital		440	429
Preferred stock not subject to mandatory redemption		19	19
Retained earnings		274	240
Accumulated other comprehensive loss		(4)	(4)
Total stockholders' equity		729	684
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY		\$ 2,365	\$ 2,294

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

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CENTRAL ILLINOIS LIGHT COMPANY
CONSOLIDATED STATEMENT OF CASH FLOWS

(Unaudited) (In millions)

	Three Months Ended	
	March 31,	
	2009	2008
Cash Flows From Operating Activities:		
Net income	\$ 33	\$ 26
Adjustments to reconcile net income to net cash provided by operating activities:		
Net mark-to-market gain on derivatives	(2)	(1)
Depreciation and amortization	16	20
Deferred income taxes and investment tax credits, net	(2)	3
Changes in assets and liabilities:		
Receivables	14	(41)
Materials and supplies	49	49
Accounts and wages payable	(68)	24
Taxes accrued, net	12	14
Assets, other	(23)	4
Liabilities, other	20	5
Pension and postretirement benefits	4	1
Net cash provided by operating activities	53	104
Cash Flows From Investing Activities:		
Capital expenditures	(58)	(79)
Other	-	1
Net cash used in investing activities	(58)	(78)
Cash Flows From Financing Activities:		
Short-term debt, net	(181)	10
Subordinated borrowings - Ameren, net	100	-
Money pool borrowings, net	110	-
Capital contribution from parent	11	-
Net cash provided by financing activities	40	10
Net change in cash and cash equivalents	35	36
Cash and cash equivalents at beginning of year	-	6
Cash and cash equivalents at end of period	\$ 35	\$ 42

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

Table of Contents**ILLINOIS POWER COMPANY****STATEMENT OF INCOME****(Unaudited) (In millions)**

	Three Months Ended March 31,	
	2009	2008
Operating Revenues:		
Electric	\$ 252	\$ 238
Gas	216	264
Other	4	1
Total operating revenues	472	503
Operating Expenses:		
Purchased power	149	153
Gas purchased for resale	158	205
Other operations and maintenance	67	71
Depreciation and amortization	24	20
Amortization of regulatory assets	4	4
Taxes other than income taxes	21	23
Total operating expenses	423	476
Operating Income	49	27
Other Income and Expenses:		
Miscellaneous income	1	3
Miscellaneous expense	(1)	(1)
Total other income	-	2
Interest Charges	26	24
Income Before Income Taxes	23	5
Income Taxes	9	2
Net Income	14	3
Preferred Stock Dividends	1	1
Net Income Available to Common Stockholder	\$ 13	\$ 2

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

Table of Contents**ILLINOIS POWER COMPANY****BALANCE SHEET****(Unaudited) (In millions)**

	March 31, 2009	December 31, 2008
ASSETS		
Current Assets:		
Cash and cash equivalents	\$ 179	\$ 50
Accounts receivable trade (less allowance for doubtful accounts of \$15 and \$12, respectively)	186	152
Unbilled revenue	61	133
Accounts receivable affiliates	43	23
Advances to money pool	56	44
Materials and supplies	60	144
Counterparty collateral asset	60	35
Current portion of regulatory assets	95	57
Other current assets	22	21
Total current assets	762	659
Property and Plant, Net	2,338	2,329
Investments and Other Assets:		
Goodwill	214	214
Regulatory assets	604	517
Other assets	56	47
Total investments and other assets	874	778
TOTAL ASSETS	\$ 3,974	\$ 3,766
LIABILITIES AND STOCKHOLDERS EQUITY		
Current Liabilities:		
Current maturities of long-term debt	\$ 250	\$ 250
Accounts and wages payable	62	94
Accounts payable affiliates	95	105
Taxes accrued	11	8
Interest accrued	45	21
Customer deposits	41	50
Mark-to-market derivative liabilities	59	36
Mark-to-market derivative liabilities affiliates	36	20
Other current liabilities	65	64
Total current liabilities	664	648
Long-term Debt, Net	1,148	1,150
Deferred Credits and Other Liabilities:		
Accumulated deferred income taxes, net	185	176
Regulatory liabilities	79	76
Pension and other postretirement benefits	317	314
Other deferred credits and liabilities	260	151

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Total deferred credits and other liabilities	841	717
Commitments and Contingencies (Notes 2, 8 and 9)		
Stockholders' Equity:		
Common stock, no par value, 100.0 shares authorized 23.0 shares outstanding	-	-
Other paid-in-capital	1,252	1,194
Preferred stock not subject to mandatory redemption	46	46
Retained earnings	19	7
Accumulated other comprehensive income	4	4
Total stockholders' equity	1,321	1,251
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY	\$ 3,974	\$ 3,766

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

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ILLINOIS POWER COMPANY
STATEMENT OF CASH FLOWS
(Unaudited) (In millions)

	Three Months Ended March 31,	
	2009	2008
Cash Flows From Operating Activities:		
Net income	\$ 14	\$ 3
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	26	26
Amortization of debt issuance costs and premium/discounts	1	2
Deferred income taxes	6	2
Other	(1)	(1)
Changes in assets and liabilities:		
Receivables	19	(25)
Materials and supplies	84	87
Accounts and wages payable	(38)	(15)
Taxes accrued, net	3	3
Assets, other	(23)	(16)
Liabilities, other	20	21
Pension and other postretirement benefits	8	2
Net cash provided by operating activities	119	89
Cash Flows From Investing Activities:		
Capital expenditures	(35)	(33)
Money pool advances, net	(12)	-
Other	-	(1)
Net cash used in investing activities	(47)	(34)
Cash Flows From Financing Activities:		
Dividends on common stock	-	(15)
Dividends on preferred stock	(1)	(1)
Short-term debt, net	-	(25)
Capital contribution from parent	58	-
IP SPT maturities	-	(21)
Overfunding of TFNs	-	2
Net cash provided by (used in) financing activities	57	(60)
Net change in cash and cash equivalents	129	(5)
Cash and cash equivalents at beginning of year	50	6
Cash and cash equivalents at end of period	\$ 179	\$ 1

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

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AMEREN CORPORATION (Consolidated)

UNION ELECTRIC COMPANY

CENTRAL ILLINOIS PUBLIC SERVICE COMPANY

AMEREN ENERGY GENERATING COMPANY (Consolidated)

CILCORP INC. (Consolidated)

CENTRAL ILLINOIS LIGHT COMPANY (Consolidated)

ILLINOIS POWER COMPANY

COMBINED NOTES TO FINANCIAL STATEMENTS

(Unaudited)

March 31, 2009

NOTE 1 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

General

Ameren, headquartered in St. Louis, Missouri, is a public utility holding company under PUHCA 2005, administered by FERC. Ameren's primary assets are the common stock of its subsidiaries. Ameren's subsidiaries are separate, independent legal entities with separate businesses, assets and liabilities. These subsidiaries operate rate-regulated electric generation, transmission and distribution businesses, rate-regulated natural gas transmission and distribution businesses, and non-rate-regulated electric generation businesses in Missouri and Illinois. Dividends on Ameren's common stock and the payment of other expenses by Ameren and CILCORP holding companies depend on distributions made to it by its subsidiaries. Ameren's principal subsidiaries are listed below. Also see the Glossary of Terms and Abbreviations at the front of this report.

UE, or Union Electric Company, also known as AmerenUE, operates a rate-regulated electric generation, transmission and distribution business, and a rate-regulated natural gas transmission and distribution business in Missouri.

CIPS, or Central Illinois Public Service Company, also known as AmerenCIPS, operates a rate-regulated electric and natural gas transmission and distribution business in Illinois.

Genco, or Ameren Energy Generating Company, operates a non-rate-regulated electric generation business in Illinois and Missouri.

CILCO, or Central Illinois Light Company, also known as AmerenCILCO, is a subsidiary of CILCORP (a holding company). It operates a rate-regulated electric transmission and distribution business, a non-rate-regulated electric generation business (through its subsidiary, AERG) and a rate-regulated natural gas transmission and distribution business in Illinois.

IP, or Illinois Power Company, also known as AmerenIP, operates a rate-regulated electric and natural gas transmission and distribution business in Illinois.

Ameren has various other subsidiaries responsible for the short- and long-term marketing of power, procurement of fuel, management of commodity risks, and provision of other shared services. Ameren has an 80% ownership interest in EEI, which until February 29, 2008, was held 40% by UE and 40% by Development Company. Ameren consolidates EEI for financial reporting purposes. UE reported EEI under the equity method until February 29, 2008. Effective February 29, 2008, UE's and Development Company's ownership interests in EEI were transferred to Resources Company through an internal reorganization. UE's interest in EEI was transferred at book value indirectly through a dividend to Ameren.

The financial statements of Ameren, Genco, CILCORP and CILCO are prepared on a consolidated basis. UE, CIPS and IP have no subsidiaries and therefore their financial statements were not prepared on a consolidated basis. All significant intercompany transactions have been eliminated. All tabular dollar amounts are in millions, unless otherwise indicated.

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Our accounting policies conform to GAAP. Our financial statements reflect all adjustments (which include normal, recurring adjustments) that are necessary, in our opinion, for a fair presentation of our results. The preparation of financial statements in conformity with GAAP requires management to make certain estimates and assumptions. Such estimates and assumptions affect reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities at the dates of financial statements, and the reported amounts of revenues and expenses during the reported periods. Actual results could differ from those estimates. The results of operations of an interim period may not give a true indication of results that may be expected for a full year. These financial statements should be read in conjunction with the financial statements and the notes thereto included in the Form 10-K.

Earnings Per Share

There were no material differences between Ameren's basic and diluted earnings per share amounts for the three months ended March 31, 2009 and 2008. The number of stock options, restricted stock shares, and performance share units outstanding was immaterial.

Table of Contents**Long-term Incentive Plan of 1998 and 2006 Omnibus Incentive Compensation Plan**

A summary of nonvested shares as of March 31, 2009, under the Long-term Incentive Plan of 1998, as amended, and the 2006 Omnibus Incentive Compensation Plan (2006 Plan) is presented below:

	Performance Share Units		Restricted Shares	
	Shares	Weighted-average Fair Value Per Unit	Shares	Weighted-average Fair Value Per Share
Nonvested at January 1, 2009	675,977	\$ 43.28	213,683	\$ 47.46
Granted ^(a)	741,738	15.52	-	-
Dividends	-	-	2,126	23.14
Forfeitures	(1,647)	25.06	(3,645)	48.30
Vested ^(b)	(118,492)	15.75	(82,277)	45.15
Nonvested at March 31, 2009	1,297,576	\$ 29.95	129,887	\$ 48.92

(a) Includes performance share units (share units) granted to certain executive and nonexecutive officers and other eligible employees in March 2009 under the 2006 Plan.

(b) Share units vested due to attainment of retirement eligibility by certain employees. Actual shares issued for retirement-eligible employees will vary depending on actual performance over the three-year measurement period.

The fair value of each share unit awarded in March 2009 under the 2006 Plan was determined to be \$15.52 based on Ameren's closing common share price of \$22.20 per share at March 2, 2009, and lattice simulations used to estimate expected share payout based on Ameren's total shareholder return for a three-year performance period relative to the designated peer group beginning January 1, 2009. The significant assumptions used to calculate fair value also included a three-year risk-free rate of 1.24%, volatility of 21.3% to 33.1% for the peer group, and Ameren's attainment of earnings per share of at least \$2.54 during each year of the performance period.

Ameren recorded compensation expense of \$5 million and \$7 million for the quarters ended March 31, 2009 and 2008, respectively, and a related tax benefit of \$2 million and \$3 million for the quarters ended March 31, 2009 and 2008, respectively. As of March 31, 2009, total compensation cost of \$19 million related to nonvested awards not yet recognized is expected to be recognized over a weighted-average period of 23 months.

Accounting Changes and Other Matters*SFAS No. 157, Fair Value Measurements*

In September 2006, the FASB issued SFAS No. 157, which defines fair value, establishes a framework for measuring fair value, and expands required disclosures about fair value measurements. See Note 7 - Fair Value Measurements for additional information on our adoption of SFAS No. 157.

SFAS No. 160, Noncontrolling Interests in Consolidated Financial Statements, an amendment of ARB No. 51

In December 2007, the FASB issued SFAS No. 160, which establishes accounting and reporting standards for minority interests, which will be recharacterized as noncontrolling interests. Under the provisions of SFAS No. 160, noncontrolling interests will be classified as a component of equity separate from the parent's equity; purchases or sales of equity interests that do not result in a change in control will be accounted for as equity transactions; net income attributable to the noncontrolling interest will be included in consolidated net income in the statement of income; and upon a loss of control, the interest sold, as well as any interest retained, will be recorded at fair value, with any gain or loss recognized in earnings. We adopted SFAS No. 160 as of the beginning of 2009. SFAS No. 160 applies prospectively, except for the presentation and disclosure requirements, for which it applies retroactively. This standard is applicable to Ameren and CILCORP. See Noncontrolling Interest below for additional information.

SFAS No. 161, Disclosures about Derivative Instruments and Hedging Activities - an amendment of SFAS No. 133

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In March 2008, the FASB issued SFAS No. 161, which requires enhanced disclosures about (1) how and why an entity uses derivative instruments, (2) how derivative instruments and related hedged items are accounted for under SFAS No. 133, *Accounting for Derivative Instruments and Hedging Activities*, and its related interpretations, and (3) how derivative instruments and related hedged items affect an entity's financial position, financial performance, and cash flows. SFAS No. 161 requires qualitative disclosures about objectives and strategies for using derivatives, quantitative disclosures about fair value amounts of and gains and losses on derivative instruments, and disclosures about credit-risk-related contingent features in derivative agreements. SFAS No. 161 was effective in the first quarter of 2009. The adoption of SFAS No. 161 did not have a material impact on our results of operations, financial position, or liquidity, because it provided enhanced disclosure requirements only. See Note 6 - Derivative Financial Instruments for additional information on our adoption of SFAS No. 161.

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FSP SFAS No. 141(R)-1, Accounting for Assets Acquired and Liabilities Assumed in a Business Combination That Arise from Contingencies

In April 2009, the FASB issued FSP SFAS No. 141(R)-1, which amended the provisions related to the initial recognition and measurement, subsequent measurement and disclosure of assets and liabilities arising from contingencies in a business combination under SFAS No. 141(R), Business Combinations. FSP SFAS No. 141(R)-1 was effective as of January 1, 2009. It applies prospectively to business combinations completed on or after that date.

FSP SFAS No. 157-4, Determining Fair Value When the Volume and Level of Activity for the Asset or Liability Have Significantly Decreased and Identifying Transactions That Are Not Orderly

In April 2009, the FASB issued FSP SFAS No. 157-4, which will be effective for us as of June 30, 2009. FSP SFAS No. 157-4 provides additional guidance regarding the factors that should be considered in estimating fair value when there has been a significant decrease in market activity for an asset or liability. The guidance, which applies to all fair value measurements, does not change the objective of a fair value measurement. The adoption of FSP SFAS No. 157-4 is not expected to have a material impact on our results of operations, financial condition, or liquidity.

FSP SFAS No. 107-1 and APB Opinion No. 28-1, Interim Disclosures about Fair Value of Financial Instruments

In April 2009, the FASB issued FSP SFAS No. 107-1 and APB Opinion No. 28-1, which will be effective for us as of June 30, 2009. It amends SFAS No. 107, Disclosures about Fair Value of Financial Instruments, and APB Opinion No. 28, Interim Financial Reporting, to require disclosures about fair value of financial instruments for interim reporting periods of publicly traded companies as well as in annual financial statements. The adoption of FSP SFAS No. 107-1 and APB Opinion No. 28-1 will not have a material impact on our results of operations, financial position, or liquidity, because it provides enhanced disclosure requirements only.

FSP SFAS No. 115-2 and SFAS No. 124-2, Recognition and Presentation of Other-Than-Temporary Impairments

In April 2009, the FASB issued FSP SFAS No. 115-2 and SFAS No. 124-2, which establishes a new method of recognizing and reporting other-than-temporary impairments of debt securities and contains additional annual and interim disclosure requirements related to debt and equity securities. Under the FSP, an impairment of debt securities is other-than-temporary if (1) the entity intends to sell the security, (2) it is more likely than not that the entity will be required to sell the security before recovery of its amortized cost basis, or (3) the entity does not expect to recover the security's entire amortized cost basis. FSP SFAS No. 115-2 and SFAS No. 124-2 will be effective for us as of June 30, 2009. The adoption of FSP SFAS No. 115-2 and SFAS No. 124-2 is not expected to have a material impact on our results of operations, financial condition, or liquidity.

Goodwill and Intangible Assets

Goodwill. Goodwill represents the excess of the purchase price of an acquisition over the fair value of the net assets acquired. Ameren's and IP's goodwill relates to the acquisition of IP in 2004. Ameren's and CILCORP's goodwill relates to the acquisition of CILCORP in 2003. Ameren's goodwill also includes an additional 20% ownership interest in EEI acquired in 2004 as well as the acquisition of Medina Valley in 2003. During the first quarter of 2009, CILCORP recognized a goodwill impairment loss of \$462 million. Ameren and IP did not recognize a goodwill impairment in the first quarter of 2009. See Note 14 - Goodwill Impairment for further information about CILCORP's goodwill impairment.

Intangible Assets. We evaluate intangible assets for impairment if events or changes in circumstances indicate that their carrying amount might be impaired. Ameren's, UE's, Genco's, CILCORP's and CILCO's intangible assets consisted of emission allowances at March 31, 2009. See also Note 9 - Commitments and Contingencies for additional information on emission allowances.

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The following table presents the SO₂ and NO_x emission allowances held and the related aggregate SO₂ and NO_x emission allowance book values that were carried as intangible assets as of March 31, 2009. Emission allowances consist of various individual emission allowance certificates and do not have expiration dates. Emission allowances are charged to fuel expense as they are used in operations.

SO ₂ and NO _x in tons	SO ₂ ^(a)	NO _x ^(b)	Book Value ^(c)
Ameren ^(d)	3,198,000	70,705	\$ 160 ^(e)
UE	1,722,000	37,746	44
Genco	774,000	17,876	47
CILCORP ^(f)	363,000	4,102	35
CILCO (AERG)	363,000	4,102	1
EI	339,000	10,981	8

- (a) Vintages are from 2009 to 2019. Each company possesses additional allowances for use in periods beyond 2019.
- (b) Vintage is 2009.
- (c) The book value represents SO₂ and NO_x emission allowances for use in periods through 2038. The book value at December 31, 2008, for Ameren, UE, Genco, CILCORP, CILCO (AERG), and EEI was \$167 million, \$48 million, \$49 million, \$35 million, \$1 million, and \$9 million, respectively.
- (d) Includes amounts for Ameren registrant and nonregistrant subsidiaries and intercompany eliminations.
- (e) Includes \$26 million of fair-market value adjustments recorded in connection with Ameren's 2004 acquisition of an additional 20% ownership interest in EEI.
- (f) Includes fair market value adjustments recorded in connection with Ameren's acquisition of CILCORP.

The following table presents the amortization expense based on usage of emission allowances, net of gains from emission allowance sales, for Ameren, UE, Genco, CILCORP and CILCO (AERG) during the three months ended March 31, 2009 and 2008.

	Three Months	
	2009	2008
Ameren ^{(a)(b)}	\$ 5	\$ 7
UE	(c)	(1)
Genco	3	7
CILCORP ^(b)	(c)	(c)
CILCO (AERG)	(c)	(c)

- (a) Includes amounts for Ameren registrant and nonregistrant subsidiaries and intercompany eliminations.
- (b) Includes allowances consumed that were recorded through purchase accounting.
- (c) Less than \$1 million.

Excise Taxes

Excise taxes imposed on us are reflected on Missouri electric, Missouri gas, and Illinois gas customer bills. They are recorded gross in Operating Revenues and Operating Expenses - Taxes Other than Income Taxes on the statement of income. Excise taxes reflected on Illinois electric customer bills are imposed on the consumer and are therefore not included in revenues and expenses. They are recorded as tax collections payable and included in Taxes Accrued on the balance sheet. The following table presents excise taxes recorded in Operating Revenues and Operating Expenses - Taxes Other than Income Taxes for the three months ended March 31, 2009 and 2008:

	Three Months	
	2009	2008
Ameren	\$ 42	\$ 49
UE	23	25

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CIPS	5	6
CILCORP	4	5
CILCO	4	5
IP	10	13

Uncertain Tax Positions

The amount of unrecognized tax benefits as of March 31, 2009, was \$129 million, \$25 million, less than \$1 million, \$55 million, \$31 million, \$31 million and less than \$1 million for Ameren, UE, CIPS, Genco, CILCORP, CILCO and IP, respectively. The total unrecognized tax benefits (detriments), that would impact the effective tax rate, if recognized, for each of the respective companies was as follows: Ameren - \$11 million, UE - \$1 million, CIPS - none, Genco - (\$2 million), CILCORP - less than \$1 million, CILCO - less than \$1 million, and IP - none.

Ameren is currently under U.S. federal income tax examination for years 2005, 2006 and 2007. State income tax returns are generally subject to examination for a period of three years after filing of the return. The state impact of any federal changes remains subject to examination by various states for a period of up to one year after formal notification to the states. The Ameren Companies do not have material state income tax issues under examination, administrative appeals, or litigation.

It is reasonably possible that events will occur during the next 12 months that would cause the total amount of unrecognized tax

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benefits to increase or decrease. However, the Ameren Companies do not believe such increases or decreases would be material to their financial condition or results of operations.

Asset Retirement Obligations

AROs at Ameren, UE, CIPS, Genco, CILCORP, CILCO and IP increased compared to December 31, 2008, to reflect the accretion of obligations to their fair values.

Noncontrolling Interest

At Ameren, noncontrolling interest comprises the 20% of EEI's net assets that are not owned by Ameren and the preferred stock not subject to mandatory redemption of the Ameren subsidiaries. These noncontrolling interests are classified as a component of equity separate from Ameren's equity in Ameren's consolidated balance sheet. At CILCORP, noncontrolling interest comprises the preferred stock not subject to mandatory redemption of its subsidiary, CILCO. This noncontrolling interest is classified as a component of equity separate from CILCORP's equity in CILCORP's consolidated balance sheet. Equity changes attributable to the noncontrolling interest at Ameren included net income of \$4 million and \$11 million and dividends paid to the noncontrolling interest holders of \$8 million and \$10 million for the three months ended March 31, 2009, and 2008, respectively. CILCORP had no changes in equity attributable to the noncontrolling interest for the three months ended March 31, 2009.

NOTE 2 - RATE AND REGULATORY MATTERS

Below is a summary of significant regulatory proceedings and related lawsuits. We are unable to predict the ultimate outcome of these matters, the timing of the final decisions of the various agencies and courts, or the impact on our results of operations, financial position, or liquidity.

Missouri

2009 Electric Rate Order

In January 2009, the MoPSC issued an order approving an increase for UE in annual revenues for electric service and the implementation of a FAC and a vegetation management and infrastructure inspection cost tracking mechanism, among other things. In February 2009, Noranda and the Missouri Office of Public Counsel appealed certain aspects of the MoPSC decision to the Circuit Court of Pemiscot County, Missouri, the Circuit Court of Stoddard County, Missouri, and the Circuit Court of Cole County, Missouri. UE cannot predict the outcome of the court appeals.

Environmental Cost Recovery Mechanism

A Missouri law enacted in July 2005 enables the MoPSC to put in place an environmental cost recovery mechanism for Missouri's utilities. The MoPSC initiated a proceeding in December 2008 to develop revised rules for the cost recovery mechanism. Rules for the environmental cost recovery mechanism were approved by the MoPSC in April 2009 and will be effective once published in the Missouri Register. UE will not be able to implement an environmental cost recovery mechanism until so authorized by the MoPSC as part of a rate case proceeding.

Illinois

Illinois Electric Settlement Agreement

In 2007, key stakeholders in Illinois agreed to avoid rate rollback and freeze legislation that would impose a tax on electric generation. These stakeholders wanted to address the increase in electric rates and the future power procurement process in Illinois. The terms of the agreement included a comprehensive rate relief and customer assistance program.

The Ameren Illinois Utilities, Genco, and CILCO (AERG) recognize in their financial statements the costs of their respective rate relief contributions and program funding in a manner corresponding with the timing of the funding. Ameren, CIPS, CILCO (Illinois Regulated), IP, Genco, and CILCO (AERG) incurred charges to earnings, primarily recorded as a reduction to electric operating revenues, during the quarter ended March 31, 2009, of \$6 million, \$1 million, less than \$1 million, \$1 million, \$2 million, and \$1 million, respectively (quarter ended March 31, 2008 - \$11 million, \$2 million, \$1 million, \$2 million, \$4 million, and \$2 million, respectively) under the terms of the Illinois electric settlement agreement.

Power Procurement Plan

As part of the Illinois electric settlement agreement, the reverse auction used for power procurement in Illinois was discontinued. It was replaced with a new power procurement process led by the IPA, which was established as a part of the Illinois electric settlement agreement, beginning in 2009. In January 2009, the ICC approved the electric power procurement plan filed by the IPA for both the Ameren Illinois Utilities and Commonwealth Edison Company. The plan outlined the wholesale products that the IPA will procure on behalf of the Ameren Illinois Utilities for the period June 1, 2009, through May 30, 2014. The IPA procured capacity through a RFP process on behalf of the Ameren Illinois Utilities in April 2009. See Note 9 - Commitments and Contingencies for further information about the results of the capacity RFP. The energy swaps and renewable energy credits are expected to be procured through a RFP process during the second quarter of 2009.

Table of Contents*ICC Reliability Audit*

In August 2007, the ICC retained Liberty Consulting Group to investigate, analyze, and report to the ICC on the Ameren Illinois Utilities transmission and distribution systems and reliability following the July 2006 wind storms and a November 2006 ice storm. In October 2008, Liberty Consulting Group presented the ICC with a final report containing recommendations for the Ameren Illinois Utilities to improve their systems and their response to emergencies. The ICC directed the Ameren Illinois Utilities to present to the ICC a plan to implement Liberty Consulting Group's recommendations. The plan was submitted to the ICC in November 2008. Liberty Consulting Group will monitor the Ameren Illinois Utilities' efforts to implement the recommendations and any initiatives that the Ameren Illinois Utilities undertake. The Ameren Illinois Utilities expect to incur \$20 million of capital costs and an estimated \$60 million of cumulative operations and maintenance expenses for the 2009 through 2013 timeframe in order to implement the recommendations. The Ameren Illinois Utilities will seek recovery of these costs in future rate cases.

Federal*Nuclear Combined Construction and Operating License Application*

In July 2008, UE filed an application with the NRC for a combined construction and operating license for a potential new 1,600-megawatt nuclear unit at UE's existing Callaway County, Missouri, nuclear plant site. Pursuant to the DOE's procedures, in 2008 UE filed with the DOE Part I and Part II of its application for a loan guarantee to support the potential construction of a new nuclear unit. UE has also signed contracts for COLA services and certain long lead-time nuclear-unit related equipment (heavy forgings). The filing of the COLA and the DOE loan guarantee application and entering into these contracts did not mean a decision had been made to build a new nuclear unit. These were only the first steps in the regulatory licensing and procurement process. They were necessary actions to preserve the option to develop a new nuclear unit to supply power to UE's customers.

In early 2009, the Missouri Clean and Renewable Energy Construction Act was separately introduced in both the Missouri Senate and House of Representatives. These bills were designed to allow the MoPSC to authorize, among other things, utilities to recover the costs of financing and tax payments associated with a new generating plant while that plant is being constructed. Recovery of actual construction costs still could not have begun until a plant was put into service. UE believes legislation allowing timely recovery of financing costs during construction must be enacted in order for it to build a new nuclear unit to meet its baseload generation capacity needs. However, passage of this or other legislation was not a commitment or guarantee that UE would build a new nuclear unit.

On April 23, 2009, senior management of UE announced that they had asked the legislative sponsors of the Missouri Clean and Renewable Energy Construction Act to withdraw the bills from consideration by the Missouri General Assembly. UE believed pursuing the legislation being considered in the Missouri Senate in its current form would not give it the financial and regulatory certainty needed to complete the project. As a result, UE announced that it was suspending its efforts to build a new nuclear unit at its existing Missouri nuclear plant site. UE will consider all available and feasible generation options to meet future customer requirements as part of an integrated resource plan that UE is due to file with the MoPSC in June 2010.

As of March 31, 2009, UE has capitalized approximately \$75 million as construction work in progress related to the COLA and heavy forgings. In addition, UE has remaining contractual commitments of approximately \$85 million for the forgings. The incurred costs will remain capitalized while management assesses all options to maximize the value of its investment in this project. However, UE cannot at this time predict which option will ultimately be selected, whether any or all of its investment in this project will be realized or whether there will be a material impact on UE's and Ameren's results of operations. If all efforts are permanently abandoned with respect to the future construction of a new nuclear unit in Missouri, it is possible that a charge to earnings could be recognized in a future period.

FERC Order - MISO Charges

In May 2007, UE, CIPS, CILCO and IP filed with the U.S. Court of Appeals for the District of Columbia Circuit an appeal of FERC's March 2007 order involving the reallocation of certain MISO operational costs among MISO participants retroactive to 2005. In August 2007, the court granted FERC's motion to hold the appeal in abeyance until the end of the continuing proceedings at FERC regarding these costs. Other MISO participants also filed appeals. On August 10, 2007, UE, CIPS, CILCO, and IP filed a complaint with FERC regarding the MISO tariff's allocation methodology for these same MISO operational charges. In November 2007, FERC issued two orders relative to these allocation matters. One of these orders addressed requests for rehearing of prior orders in the proceedings, and one concerned MISO's compliance with FERC's orders to date in the proceedings. In December 2007, UE, CIPS, CILCO and IP requested FERC's clarification or rehearing of its November 2007 order regarding MISO's compliance with FERC's orders. UE, CIPS, CILCO, and IP maintained that MISO was required to reallocate certain of MISO's operational costs among MISO market participants, which would result in refunds to UE, CIPS, CILCO, and IP

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retroactive to April 2006. On November 7, 2008, FERC granted the request for clarification and directed MISO to reallocate certain costs and provide refunds as requested for the period April 2006 to August 2007. On November 10, 2008, FERC granted relief requested in the complaints filed by UE, CIPS, CILCO, IP and others regarding further reallocation for these same MISO operational charges and directed MISO to calculate refunds for the period from August 10, 2007, forward.

Several parties to these proceedings protested MISO's proposed implementation of these refunds, requested rehearing of FERC's orders and, in some cases, have appealed FERC's orders to the courts. In March 2009, MISO began resettling its markets to provide refunds as FERC directed effective on August 10, 2007. On May 6, 2009, FERC issued an order that upheld most of the conclusions of their November 10, 2008, order but changed the effective date for refunds such that certain operational costs will be allocated among MISO market participants beginning November 10, 2008, instead of August 10, 2007. The Ameren Companies continue to evaluate this order, but do not believe it will have a material effect on their results of operations, financial position, or liquidity. FERC has not yet ruled on rehearing requests related to its November 7, 2008, order.

NOTE 3 - SHORT-TERM BORROWINGS AND LIQUIDITY

The liquidity needs of the Ameren Companies are typically supported through the use of available cash and drawings under committed bank credit facilities.

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At March 31, 2009, Ameren and certain of its subsidiaries had \$2.15 billion of committed credit facilities, consisting of three facilities, in the amounts of \$1.15 billion, \$500 million and \$500 million maturing in July 2010, January 2010, and January 2010, respectively. The following table summarizes the borrowing activity and relevant interest rates as of March 31, 2009, under the \$1.15 billion credit facility (excluding letters of credit issued under this facility) and the 2007 and 2006 \$500 million credit facilities:

	Ameren					
	(Parent)	UE	Genco	Total		
\$1.15 Billion Credit Facility						
March 31, 2009:						
Average daily borrowings outstanding during 2009	\$ 275	\$ 361	\$ -	\$ 636		
Outstanding short-term debt at period end	275	297	-	572		
Weighted-average interest rate during 2009	1.06%	1.07%	-	1.06%		
Peak short-term borrowings during 2009 ^(a)	\$ 275	\$ 402	\$ -	\$ 677		
Peak interest rate during 2009	1.46%	3.25%	-	3.25%		
	CIPS	CILCORP (Parent)	CILCO (Parent)	IP	AERG	Total
2007 \$500 Million Credit Facility						
March 31, 2009:						
Average daily borrowings outstanding during 2009	\$ -	\$ 17	\$ -	\$ -	\$ 80	\$ 97
Outstanding short-term debt at period end	-	-	-	-	-	-
Weighted-average interest rate during 2009	-	1.81%	-	-	1.41%	1.48%
Peak short-term borrowings during 2009 ^(a)	\$ -	\$ 50	\$ -	\$ -	\$ 85	\$ 135
Peak interest rate during 2009	-	1.81%	-	-	2.65%	2.65%
2006 \$500 Million Credit Facility						
March 31, 2009:						
Average daily borrowings outstanding during 2009	\$ 10	\$ 50	\$ -	\$ -	\$ 141	\$ 201
Outstanding short-term debt at period end	-	50	-	-	55	105
Weighted-average interest rate during 2009	2.02%	1.97%	-	-	1.37%	1.55%
Peak short-term borrowings during 2009 ^(a)	\$ 62	\$ 50	\$ -	\$ -	\$ 151	