

AMEREN CORP
Form 11-K
June 26, 2014
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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

FORM 11-K

ANNUAL REPORT PURSUANT TO SECTION 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
FOR THE FISCAL YEAR ENDED DECEMBER 31, 2013

OR

TRANSITION REPORT PURSUANT TO SECTION 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the transition period from _____ to _____

COMMISSION FILE NUMBER 1-14756

A. Full title of the plan and the address of the plan, if different from that of the issuer named below:

AMEREN CORPORATION

SAVINGS INVESTMENT PLAN

**B. Name of issuer of securities held pursuant to the plan and the address of its principal executive office:
Ameren Corporation**

1901 Chouteau Avenue

St. Louis, Missouri 63103

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Savings Investment Plan

Financial Statements and Supplemental Schedule

December 31, 2013 and 2012

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* Other schedules required by 29 CFR 2520.103-10 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 (ERISA), as amended, have been omitted because they are not applicable.

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REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Participants and Administrator of the

Ameren Corporation Savings Investment Plan

St. Louis, Missouri

We have audited the accompanying statement of net assets available for benefits of the Ameren Corporation Saving Investment Plan as of December 31, 2013 and the related statement of changes in net assets available for benefits for the year then ended. These financial statements are the responsibility of the Plan's management. Our responsibility is to express an opinion on these financial statements based on our audit.

We conducted our audit in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for benefits of the Plan as of December 31, 2013 and the changes in net assets available for benefits for the year then ended in conformity with U.S. generally accepted accounting principles.

Our audit was conducted for the purpose of forming an opinion on the basic financial statements taken as a whole. The supplemental Schedule H, Line 4i Schedule of Assets (Held at End of Year) is presented for the purpose of additional analysis and is not a required part of the basic financial statements but is supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. The supplemental schedule is the responsibility of the Plan's management. The supplemental schedule has been subjected to the auditing procedures applied in the audit of the basic 2013 financial statements and, in our opinion, is fairly stated in all material respects in relation to the basic 2013 financial statements taken as a whole.

/s/ Crowe Horwath LLP

Crowe Horwath LLP

South Bend, Indiana

June 26, 2014

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Report of Independent Registered Public Accounting Firm

To the Participants and Administrator of

Ameren Corporation Savings Investment Plan

In our opinion, the accompanying statement of net assets available for benefits and the related statement of changes in net assets available for benefits present fairly, in all material respects, the net assets available for benefits of the Ameren Corporation Savings Investment Plan (the Plan) at December 31, 2012, and the changes in net assets available for benefits for the year then ended in conformity with accounting principles generally accepted in the United States of America. These financial statements are the responsibility of the Plan's management. Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit of these statements in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, and evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

/s/ PricewaterhouseCoopers LLP

PricewaterhouseCoopers LLP

St. Louis, Missouri

June 27, 2013

Table of Contents**Ameren Corporation****Savings Investment Plan****Statements of Net Assets Available for Benefits****December 31, 2013 and 2012**

| | 2013 | 2012 |
|---|------------------|---------------------|
| Assets | | |
| Investments at fair value (Notes 3 and 4) | \$ 1,883,823,892 | \$ 1,591,500,546 |
| Cash | 649,966 | |
| Receivables | | |
| Notes receivable from participants | 34,168,061 | 33,860,966 |
| Participant contributions | 977,076 | 536,056 |
| Employer contributions | 341,156 | 199,833 |
| Dividends and interest | 168,492 | 254,166 |
| Due from brokers for securities sold | 9,798,923 | 7,449,692 |
| Total receivables | 45,453,708 | 42,300,713 |
| Total assets | 1,929,927,566 | 1,633,801,259 |
| Liabilities | | |
| Accrued expenses | 526,670 | 399,432 |
| Due to brokers for securities purchased | 8,465,461 | 2,961,194 |
| Total liabilities | 8,992,131 | 3,360,626 |
| Net assets reflecting all investments at fair value | 1,920,935,435 | 1,630,440,633 |
| Adjustment from fair value to contract value for fully benefit-responsive investment contracts | | (19,429,644) |
| Net assets available for benefits | \$ 1,920,935,435 | \$ 1,611,010,989 |

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

Table of Contents**Ameren Corporation****Savings Investment Plan****Statements of Changes in Net Assets Available for Benefits****Years Ended December 31, 2013 and 2012**

| | 2013 | 2012 |
|---|--------------------|--------------------|
| Additions: | | |
| Investment income | | |
| Interest and dividends | \$ 17,354,784 | \$ 21,517,627 |
| Net appreciation in fair value of investments (Notes 3 and 4) | 296,520,990 | 111,558,507 |
| Total investment income | 313,875,774 | 133,076,134 |
| Interest on notes receivable from participants | 1,380,670 | 1,453,966 |
| Participant contributions | 77,742,838 | 74,021,681 |
| Employer contributions | 28,722,948 | 27,020,897 |
| Total additions | 421,722,230 | 235,572,678 |
| Deductions: | | |
| Benefits paid to participants | 108,842,718 | 127,129,131 |
| Administrative expenses (Note 6) | 2,955,066 | 1,687,046 |
| Total deductions | 111,797,784 | 128,816,177 |
| Net increase | 309,924,446 | 106,756,501 |
| Net assets available for benefits | | |
| Beginning of year | 1,611,010,989 | 1,504,254,488 |
| End of year | \$ 1,920,935,435 | \$ 1,611,010,989 |

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

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1. Description of the Plan
General

The following is a summary of the various provisions of the Ameren Corporation Savings Investment Plan (the Plan). Participants should refer to the Plan document for more complete information.

The Plan's purpose is to provide employees eligible to participate (the Participants) of Ameren Corporation (the Company) and its wholly owned subsidiaries the option to defer a portion of their annual base compensation, and incentive and other compensation (for management employees), for federal income tax purposes in accordance with Section 401(k) of the Internal Revenue Code (the Code). The Plan is subject to certain provisions of the Employee Retirement Income Security Act of 1974 (ERISA), as amended, and regulations of the Securities and Exchange Commission.

The Company serves as sponsor of the Plan, and, consequently, has the authority to amend or terminate the Plan subject to certain restrictions. The Board of Directors of the Company has the authority and responsibility for the general administration of the Plan. Fidelity Management Trust Company, as Trustee, has the authority and responsibility to hold and protect the assets of the Plan in accordance with Plan provisions and with the Trust and Administrative Agreement.

Participation

All regular full-time employees are eligible to participate upon employment, and part-time or temporary employees are eligible to participate upon completion of a year of service of at least 1,000 hours. Employees covered by a collective bargaining agreement (CBA) are eligible to participate only if the CBA provides for such participation.

If employees do not make an election, nor opt-out within 30 days of employment; they are automatically enrolled at a 6% pre-tax contribution rate, invested in a Target Date fund based upon the date at which the participant is or will be age 65, and further enrolled in auto-escalation increasing their pre-tax contribution 1% annually. Employees may opt-out or make alternative elections at any time.

Contributions

Each year, Participants may contribute up to 100% of eligible compensation, as defined in the Plan. Participant contributions are subject to annual limitations imposed by the Code (\$17,500 in 2013 and \$17,000 in 2012).

The Company will make an Employer Basic Matching Contribution plus an Employer Additional Matching Contribution in an amount equal to a percent of the amount each Participant contributes to the Plan, up to a certain maximum percentage of the Participant's compensation that he or she elects to contribute to the Plan each year. The amount of Company matching contribution depends on the Participant's employment classification, and for contract employees is determined by the collective bargaining agreement with the specific union representing the Participants. The Company also makes true-up Employer Basic Matching Contributions for Participants who contribute the IRS maximum before the end of the year and, as a result, do not receive the full company match. The Employer Additional Matching Contributions are invested in the Ameren

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December 31, 2013 and 2012

Stock Fund. As of December 31, 2012, the Plan previously reported that \$64,782,853 in Employer Additional Matching Contributions invested in the Ameren Stock Fund were nonparticipant directed; however, because participants have the immediate and continuous ability to re-allocate the Employer Additional Matching Contributions to other investment options offered by the Plan, the Company has subsequently determined that all investments held in the Ameren Stock Fund are participant-directed.

The Plan permits catch-up contributions for all employees age 50 and older. Eligible employees could contribute \$5,500 in 2013 and 2012 as a catch-up contribution. The Company does not match catch-up contributions.

Participants direct the investment of their contributions and the Employer Basic Matching Contributions to his or her account to any of the investment options available under the Plan, including Company stock. Contributions may be allocated to a single investment option or allocated in increments of one percent to any combination of investment options. Such elections may be changed daily.

Earnings derived from the assets of any investment fund are reinvested in the fund to which they relate. Participants may elect daily to reallocate, by actual dollar or percentage in one percent increments, the value of their accounts between funds. Pending investment of the assets into any investment fund, the Trustee may temporarily make certain short-term investments.

Pursuant to a purchase agreement with Dynegy, in 2013 the Plan was amended to provide an additional Company contribution and true-up contribution for certain employees of Ameren Energy Resources (AER). The Plan was also amended to provide for special loan rollover provisions for AER employees wishing to rollover their account and loan balances to Dynegy.

Participant Accounts

Each Participant s account is credited with the Participant s contributions and an allocation of (a) the Company s contributions, and (b) Plan earnings, and is charged with an allocation of administrative expenses. Allocations are based on Participant contributions, eligible compensation, Participant account balances, or specific Participant transactions, as defined. The benefit to which the Participant is entitled is the benefit which can be provided from the Participant s account. Each Participant directs the investment of his or her account to any of the investment options available under the Plan.

Notes Receivable from Participants

The Plan permits Participants to borrow from their accounts within the Plan. Such borrowings may be made subject to the following: (1) the minimum amount of the loan is \$1,000, (2) the amount of the loan may not exceed the lesser of \$50,000 or 50% of the vested amount in the Participant s account, (3) the loan will bear a fixed interest rate and repayments will be made through mutual agreement subject to certain statutory repayment time limits, (4) each loan shall bear a reasonable interest rate as determined under policies established for the Plan and (5) such other rules and regulations as may be adopted by the Company. At December 31, 2013 and 2012, the interest rates on participant loans ranged from 4.00 percent to 10.50 percent.

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Vesting

The amounts in Participants' accounts, including Company contributions, are fully vested at all times.

Payment of Benefits

The total amount of a Participant's account shall be distributed to the Participant according to one of the options as described in the Plan document and as elected by the Participant after termination of employment. All distributions shall be in the form of cash except that Participants may elect to have his or her interest in the Ameren Stock Fund distributed in shares of Ameren common stock. Participants may withdraw certain basic contributions, rollover contributions and related earnings thereon upon reaching age 59 1/2, in the event of total disability or financial hardship as defined by the Plan or the Code. For purposes of distributions, the Participant's account value will be determined as of the last business day coincident with or immediately preceding the day of distribution. Contributions to the Plan and investment income thereon are taxable to Participants upon distribution pursuant to the rules provided for under the Plan and the Code.

The Plan also allows, at the discretion of the Company, participants of the former Union Electric Company Employee Stock Ownership Plan and the former Ameren Corporation Employee Stock Ownership Plan for Certain Employees of AmerenCIPS, to receive distributions prior to termination of employment of (a) all or a portion of a Participant's account balance acquired at least 84 months prior to a distribution and (b) any portion of a Participant's account balance acquired by dividends or other income. Any such distributions would be subject to tax withholding and potentially a 10% early withdrawal penalty similar to any other early Plan distribution unless the distribution is rolled over to an individual retirement account or other qualified plan.

Plan Termination

The Company intends to continue the Plan indefinitely. However, the Company may at any time and for any reason, subject to ERISA and Internal Revenue Service regulations, suspend or terminate the Plan provided that such action does not retroactively adversely affect the rights of any Participant under the Plan.

Reclassifications

Certain prior year amounts have been reclassified to conform to current year presentation.

2. Summary of Significant Accounting Policies

Basis of Accounting

The accompanying financial statements of the Plan are prepared on the accrual basis of accounting, except that benefit payments to Participants are recorded upon distribution.

Through its investment in a stable value collective trust, the Plan has invested in fully benefit-responsive investment contracts. Investment contracts held by defined-contribution plans are required to be reported at fair value. However, contract value is the relevant measurement attribute for that portion of the net assets available for benefits of a defined-contribution plan attributable to fully benefit-responsive investment

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contracts, as contract value is the amount Participants would receive if they were to initiate permitted transactions under the terms of the

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Plan. Contract value represents contributions made to a contract, plus earnings, less participant withdrawals and administrative expenses. As of December 31, 2012, the Statement of Net Assets Available for Benefits presents the fair value of the fully benefit-responsive investment contracts, as well as the adjustment of investment contracts from fair value to contract value. On December 9, 2013, in conjunction with the announcement to terminate the stable value collective trust by June 30, 2014, the investment contracts were terminated and the underlying assets were liquidated and invested in a money market fund. Therefore, at December 31, 2013, no adjustment from fair value to contract value is presented in the Statement of Net Assets Available for Benefits.

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities at the date of the financial statements, and the reported amounts of changes in net assets available for benefits during the reporting period. Actual results could differ from those estimates.

Investment Valuation and Income Recognition

All investments are presented at fair value as of December 31, 2013 and 2012. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. See Note 4 for discussion of fair value measurements.

Purchases and sales of securities are recorded on a trade date basis. Interest income is recorded on the accrual basis. Dividend income from Ameren common stock is recorded on the ex-dividend date. Net appreciation in fair value of investments includes the Plan's gains and losses on investments bought and sold as well as held during the year.

Notes Receivable from Participants

Notes receivable from Participants are measured at their unpaid principal balance plus any accrued but unpaid interest, with no allowance for credit losses, as repayments of principal and interest are received through payroll deductions and the notes are collateralized by the Participants account balances. Delinquent participant loans are reclassified as distributions based upon the terms of the Plan document.

Administrative Expenses

Fees associated with administering the Plan are generally paid by the Plan. Trustee and recordkeeping fees are primarily paid via (1) revenue sharing payments (payments made directly from investment managers to the recordkeeper), (2) fees accrued in the investment funds that do not pay revenue sharing, and (3) flat dollar fees that are assessed to all Participants quarterly.

Risks and Uncertainties

Investment securities are exposed to various risks, such as interest rate, market and credit. Due to the level of risk associated with certain investment securities and the level of uncertainty related to changes in the value of investment securities, it is at least reasonably possible that changes in risks in the near term could materially affect the amounts reported in the Statement of Net Assets Available for Benefits.

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December 31, 2013 and 2012

New Accounting Standards

In October 2012, the FASB issued Accounting Standards Update No. 2012-04, *Technical Corrections and Improvements* (ASU 2012-04) which makes technical corrections and improvements to a variety of topics in the Accounting Standards Codification (the ASC). The changes include source literature amendments, guidance clarification, reference corrections and relocated guidance. ASU 2012-04 also includes amendments to the ASC to reflect the measurement and disclosure requirements of ASC Topic 820, *Fair Value Measurements and Disclosures*. The technical corrections and improvements are effective upon the issuance of ASU 2012-04. The amendments in this update are effective for annual periods beginning after December 15, 2012. The adoption of this update did not have a material impact on the Plan's financial statements.

Table of Contents**Ameren Corporation****Savings Investment Plan****Notes to Financial Statements****December 31, 2013 and 2012****3. Investments**

The following table presents investments of the Plan at December 31, 2013 and 2012, respectively:

| | 2013 | 2012 |
|---|------------------|------------------|
| Investments at Fair Value | | |
| Common Stocks | | |
| Ameren Corporation ⁽¹⁾ | \$ 203,615,803 | \$ 178,130,350 |
| Jennison Large Cap Growth Equity Portfolio ⁽²⁾ | 87,038,886 | 64,731,722 |
| William Blair Small/Mid Cap Growth Portfolio ⁽²⁾ | 56,134,793 | 49,851,422 |
| Columbus Circle Small/Mid Cap Growth Portfolio ⁽²⁾ | 48,055,498 | |
| Managed Domestic Equity Funds | | |
| BlackRock Equity Index Fund ⁽¹⁾⁽³⁾ | 185,113,320 | 129,555,660 |
| BlackRock Russell 2500 NL Fund ⁽¹⁾⁽³⁾ | 134,604,063 | 117,048,874 |
| AllianzGI NFJ Dividend Value CIT ⁽¹⁾⁽³⁾ | 126,067,370 | 99,044,407 |
| NWQ Small/Mid Cap Value Fund ⁽³⁾ | 86,627,893 | 64,773,898 |
| Touchstone Sands Capital Institutional Growth Fund ⁽⁴⁾ | 47,753,206 | 35,305,434 |
| Managed International Equity Funds | | |
| American Funds EuroPacific Growth Fund ⁽¹⁾⁽⁴⁾ | 135,585,724 | 116,455,595 |
| BlackRock MSCI ACWI ex-US IMI Index NL Fund ⁽³⁾ | 34,969,961 | 12,684,185 |
| Managed Stable Value Fund | | |
| Northern Trust Company Collective Stable Asset Fund ⁽¹⁾⁽³⁾⁽⁵⁾ | 329,987,916 | 356,769,746 |
| Managed Fixed Income Funds | | |
| PIMCO Total Return Fund ⁽⁴⁾ | 76,347,473 | 100,656,106 |
| BlackRock US Debt Index NL Fund ⁽³⁾ | 19,476,360 | 10,078,753 |
| BlackRock TIPS Bond Index Fund ⁽³⁾ | 15,383,178 | 29,176,722 |
| Fidelity Management Trust Co. Institutional Cash Portfolio ⁽⁴⁾ | 753,684 | |
| Managed Target Retirement Date Funds | | |
| BlackRock LifePath Index NL 2020 Fund ⁽³⁾ | 75,592,791 | 57,445,336 |
| BlackRock LifePath Index NL 2025 Fund ⁽³⁾ | 60,287,860 | 46,601,289 |
| BlackRock LifePath Index NL 2030 Fund ⁽³⁾ | 38,412,030 | 28,870,685 |
| BlackRock LifePath Index NL 2015 Fund ⁽³⁾ | 36,768,758 | 36,240,796 |
| BlackRock LifePath Index NL 2035 Fund ⁽³⁾ | 18,864,527 | 13,665,325 |
| BlackRock LifePath Index NL 2040 Fund ⁽³⁾ | 17,117,021 | 12,151,060 |
| BlackRock LifePath Index NL 2045 Fund ⁽³⁾ | 14,366,532 | 9,412,336 |
| BlackRock LifePath Index NL Retirement Fund ⁽³⁾ | 13,497,446 | 13,245,735 |
| BlackRock LifePath Index NL 2050 Fund ⁽³⁾ | 12,082,270 | 7,915,917 |
| BlackRock LifePath Index NL 2055 Fund ⁽³⁾ | 4,369,855 | 1,357,586 |
| Overnight Deposit Instrument | | |
| BBH&Co. Cash Management Service | 4,949,674 | 331,607 |
| Total investments | \$ 1,883,823,892 | \$ 1,591,500,546 |

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- (1) Investments that represent 5% or more of the Plan's net assets at December 31, 2013.
- (2) This portfolio is structured as a separate account and holds individual equity securities.
- (3) This managed account is structured as a collective trust.

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- (4) This managed account is structured as a mutual fund.
- (5) As of December 31, 2012, the Northern Trust Company Collective Stable Asset Fund held investment contracts that are presented at fair value. Contract value of those investments, representing the net assets available to Plan Participants, was \$337,340,102. As of December 31, 2013, the Northern Trust Company Collective Stable Asset Fund had terminated its investment contracts and the underlying assets were invested in a money market fund.

During 2013 and 2012, the Plan's investments (including investments bought, sold, and held during the year) appreciated/(depreciated) in value as follows:

| | 2013 | 2012 |
|--|-----------------------|-----------------------|
| Investments at Fair Value | | |
| Collective Investment Trusts | 184,207,306 | 87,324,011 |
| Common Stocks | 84,363,075 | (13,799,978) |
| Mutual Funds | 27,950,609 | 38,034,474 |
| Total net appreciation in fair value of investments | \$ 296,520,990 | \$ 111,558,507 |

4. Fair Value Measurements

The authoritative guidance issued by the FASB regarding fair value measurement provides a framework for measuring fair value for all assets and liabilities that are measured and reported at fair value. The guidance defines fair value as the exchange price that would be received for an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date. Certain assumptions that market participants would use in pricing the asset or liability, including assumptions about risk or the risks inherent in the inputs to the valuation, were used in the valuation process. Inputs to valuation can be readily observable, market corroborated, or unobservable. Valuation techniques that maximize the use of observable inputs and minimize the use of unobservable inputs were used. The provisions also establish a fair value hierarchy that prioritizes the inputs used to measure fair value. All financial assets and liabilities carried at fair value were classified in one of the following three hierarchy levels:

Level 1: Inputs based on quoted prices in active markets for identical assets or liabilities that the Plan has the ability to access at the reporting date.

Level 2: Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly. Inputs to the valuation methodology include:

Quoted prices for similar assets or liabilities in active markets;

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Quoted prices for identical or similar assets or liabilities in inactive markets;

Inputs other than quoted prices that are observable for the asset or liability;

Inputs that are derived principally from or corroborated by observable market data by correlation or other means.
Level 3: Inputs to the valuation methodology that are unobservable and significant to the fair value measurement.

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The asset or liability's fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement.

Following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in the methodologies used during 2013. Common stocks are valued at the closing price reported on the active markets on which the individual securities are traded. Mutual funds and collective trust funds, other than stable value funds, are valued at the net asset value (NAV) of shares or units held by the Plan at year end, representing the value at which shares of the fund may be purchased or redeemed. The NAV applicable to shares held in mutual funds is determined based upon quoted market prices on a national exchange, whereas the NAV applicable to units held in collective trusts are determined from redemption prices quoted by the applicable trustee. Under ordinary market conditions, redemptions of investments in collective trusts are permitted as of daily or monthly valuation dates, as applicable, and are executed at NAV. The fair values of participation units in the stable value collective trust are based upon the net asset values of such fund, after adjustments to reflect all fund investments at fair value, including any direct and indirect interests in fully benefit-responsive contracts, as reported in the audited financial statements of the fund as of the Plan's financial statement date (Level 2 inputs). The fund generally provides for daily redemptions by the Plan at reported net asset value per share with no advance notice requirements. If the Plan requests a full redemption of its interest in the fund, the collective trust provides for payment within 12 months following the redemption request. See Note 2 for a discussion of the fund's termination of the fully benefit-responsive contracts in December 2013. Through December 9, 2013, the fund invested in conventional and synthetic investment contracts issued by life insurance companies, banks, and other financial institutions, with the objective of providing a competitive, short-term total rate of return while preserving the safety of capital and limiting market risk. Beginning December 10, 2013, in preparation for the fund's termination, all fund assets are invested in a money market fund. The fund is planning to terminate and distribute all assets by June 30, 2014. For the overnight deposit instrument, the fair value is estimated to approximate deposit account balances, payable on demand, as no discounts for credit quality or liquidity were determined to be applicable (Level 2 inputs).

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The following table sets forth, by level within the fair value hierarchy, Plan assets measured at fair value on a recurring basis as of December 31, 2013:

| | Quoted Prices In Active Markets for Identified Assets (Level 1) | Significant Other Observable Inputs (Level 2) | Significant Other Unobservable Inputs (Level 3) | Total |
|--|--|---|--|------------------|
| Assets | | | | |
| Common stocks | | | | |
| US large capitalization - Plan sponsor stock | \$ 203,615,803 | \$ | \$ | \$ 203,615,803 |
| US large capitalization - other | 87,038,886 | | | 87,038,886 |
| US small and mid-capitalization | 104,190,291 | | | 104,190,291 |
| Mutual funds | | | | |
| Domestic equity funds | 47,753,206 | | | 47,753,206 |
| International equity funds | 135,585,724 | | | 135,585,724 |
| Fixed income funds | 77,101,157 | | | 77,101,157 |
| Collective trust funds | | | | |
| Domestic equity funds - indexed | | 319,717,383 | | 319,717,383 |
| Domestic equity funds - actively managed | | 212,695,263 | | 212,695,263 |
| International equity funds | | 34,969,961 | | 34,969,961 |
| Stable asset fund | | 329,987,916 | | 329,987,916 |
| Fixed income funds | | 34,859,538 | | 34,859,538 |
| Target retirement date funds | | 291,359,090 | | 291,359,090 |
| Overnight Deposit Instrument | | 4,949,674 | | 4,949,674 |
| | \$ 655,285,067 | \$ 1,228,538,825 | \$ | \$ 1,883,823,892 |

The following table sets forth, by level within the fair value hierarchy, Plan assets measured at fair value on a recurring basis as of December 31, 2012:

| | Quoted Prices In Active Markets for Identified Assets (Level 1) | Significant Other Observable Inputs (Level 2) | Significant Other Unobservable Inputs (Level 3) | Total |
|--|--|---|--|----------------|
| Assets | | | | |
| Common stocks | | | | |
| US large capitalization - Plan sponsor stock | \$ 178,130,350 | \$ | \$ | \$ 178,130,350 |
| US large capitalization - other | 64,731,722 | | | 64,731,722 |
| US small and mid-capitalization | 49,851,422 | | | 49,851,422 |

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| | | | |
|--|----------------|------------------|------------------|
| Mutual funds | | | |
| Domestic equity funds | 35,305,434 | | 35,305,434 |
| International equity funds | 116,455,595 | | 116,455,595 |
| Fixed income funds | 100,656,106 | | 100,656,106 |
| Collective trust funds | | | |
| Domestic equity funds - indexed | 246,604,535 | | 246,604,535 |
| Domestic equity funds - actively managed | 163,818,304 | | 163,818,304 |
| International equity funds | 12,684,185 | | 12,684,185 |
| Stable asset fund | 356,769,746 | | 356,769,746 |
| Fixed income funds | 39,255,475 | | 39,255,475 |
| Target retirement date funds | 226,906,065 | | 226,906,065 |
| Overnight Deposit Instrument | 331,607 | | 331,607 |
| | \$ 545,130,629 | \$ 1,046,369,917 | \$ 1,591,500,546 |

Table of Contents**Ameren Corporation****Savings Investment Plan****Notes to Financial Statements****December 31, 2013 and 2012**

The Plan does not hold any investments requiring Level 3 measurements, and there have not been any transfers between measurement input levels in 2013 or 2012.

5. Transactions with Parties-in-Interest

Parties-in-interest are defined under Department of Labor regulations as any fiduciary of the Plan, any party rendering service to the Plan, the employer, and certain others.

At December 31, 2013, the Plan held Company common stock with a cost and fair value of \$193,124,708 and \$203,615,803, respectively. During 2013, the Plan purchased shares at a cost of \$23,776,362 and sold shares valued at \$27,778,272.

At December 31, 2012, the Plan held Company common stock with a cost and fair value of \$198,630,801 and \$178,130,350, respectively. During 2012, the Plan purchased shares at a cost of \$21,714,218 and sold shares valued at \$17,497,922.

Dividend income from Company common stock was \$8,541,962 and \$8,885,275 for the years ended December 31, 2013 and December 31, 2012, respectively.

At December 31, 2013, the Plan held shares in the Fidelity Management Trust Company Institutional Cash Portfolio (Note 3). This portfolio is managed by the Trustee, and therefore, qualifies as party-in-interest transactions. Notes receivable from Participants also reflect party-in-interest transactions.

Fees paid by the Plan to the Trustee for recordkeeping and trust services were \$1,007,262 and \$826,137 for the years ended December 31, 2013 and December 31, 2012, respectively.

Fees paid to and investments issued by various Plan investment managers also reflect party-in-interest transactions.

These transactions are allowable party-in-interest transactions under Section 408(b)(8) of ERISA.

6. Reconciliation of Financial Statements to Form 5500

The following is a reconciliation of net assets available for benefits per the financial statements to the Form 5500 at December 31, 2013 and 2012:

| | 2013 | 2012 |
|---|------------------|------------------|
| Net assets available for benefits per the financial statements | \$ 1,920,935,435 | \$ 1,611,010,989 |
| Amounts allocated to deemed distributions of notes receivable from Participants | (1,045,123) | (983,042) |

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| | | |
|--|--|------------|
| Adjustment from contract value to fair value for fully benefit-responsive investment contracts | | 19,429,644 |
|--|--|------------|

| | | |
|---|------------------|------------------|
| Net assets available for benefits per the Form 5500 | \$ 1,919,890,312 | \$ 1,629,457,591 |
|---|------------------|------------------|

Table of Contents**Ameren Corporation****Savings Investment Plan****Notes to Financial Statements****December 31, 2013 and 2012**

Deemed distributions of notes receivable from Participants, resulting from defaults of notes receivable from Participants, are no longer considered assets of the Plan with respect to Form 5500 filings.

The following is a reconciliation of total additions per the financial statements to total income per the Form 5500 for the years ended December 31, 2013 and 2012:

| | 2013 | 2012 |
|--|-----------------------|-----------------------|
| Total additions per the financial statements | \$ 421,722,230 | \$ 235,572,678 |
| Add: Adjustment from contract value to fair value for fully benefit-responsive investment contracts as of the current year-end | | 19,429,644 |
| Less: Adjustment from contract value to fair value for fully benefit-responsive investment contracts as of the prior year-end | (19,429,644) | (17,507,302) |
| Less: Interest income of defaulted notes receivable from Participants | (77,703) | (71,087) |
| Total income per the Form 5500 | \$ 402,214,883 | \$ 237,423,933 |

The following is a reconciliation of total deductions per the financial statements to total expenses per the Form 5500 for the years ended December 31, 2013 and 2012:

| | 2013 | 2012 |
|--|-----------------------|-----------------------|
| Total deductions per the financial statements | \$ 111,797,784 | \$ 128,816,177 |
| Add: Net increase (decrease) in defaulted notes receivable from Participants | (15,622) | 81,912 |
| Total expenses per the Form 5500 | \$ 111,782,162 | \$ 128,898,089 |

7. Federal Income Tax Status

The Company obtained its latest determination letter September 18, 2013, in which the Internal Revenue Service stated that the Plan was in compliance with the applicable requirements of the Code. Although the Plan has been amended since receiving the determination letter, the Plan's administrator believe that the Plan is designed and is currently being operated in compliance with the applicable requirements of the Code.

Accounting principles generally accepted in the United States of America require Plan management to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the Internal Revenue Service. The Plan administrator has analyzed the tax positions taken by the Plan, and has concluded that as

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of December 31, 2013, there are no uncertain positions taken or expected to be taken that would require recognition of a liability (or asset) or disclosure in the financial statements. The Plan is subject to routine audits by taxing

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Ameren Corporation

Savings Investment Plan

Notes to Financial Statements

December 31, 2013 and 2012

jurisdictions; however, there are currently no audits for any tax periods in progress. The Plan administrator believes it is no longer subject to income tax examinations for years prior to 2010.

8. Subsequent Event

On February 3, 2014, the Northern Trust Collective Stable Asset Fund was replaced with a separate account managed by Galliard Capital Management, Inc. Participants were notified of the manager change on December 20, 2013. No action was required by the Participants.

Table of Contents**Ameren Corporation****Savings Investment Plan****SCHEDULE H, Line 4i SCHEDULE OF ASSETS (HELD AT END OF YEAR)**

December 31, 2013

Name of plan sponsor: Ameren Corporation

Employer identification number: 43-1723446

Three-digit plan number: 003

| (a) | (b) | (c) | (d) | (e) |
|---|---|---|--------------------|--------------------|
| Identity of issue, borrower, lessor, or similar party | | Description of investment including maturity date, rate of interest, collateral, par, or maturity value | Cost | Current value |
| Mutual Funds | | | | |
| | American Funds Group | EuroPacific Growth Fund | \$ 111,142,624 | \$ 135,585,724 |
| | Pacific Investment Management Company | PIMCO Total Return Fund | 77,953,474 | 76,347,473 |
| | Sands Capital Management | Touchstone Sands Capital Institutional Growth Fund | 39,169,610 | 47,753,206 |
| * | Fidelity Management Trust Company | FMTC Institutional Cash Portfolio | 753,684 | 753,684 |
| Total Mutual Funds | | | 229,019,392 | 260,440,087 |
| Collective Investment Trusts | | | | |
| * | Northern Trust Company | Collective Stable Asset Fund | 275,039,751 | 329,987,916 |
| | Nuveen Fund Advisors | NWQ Small/Mid Cap Value Fund | 60,900,736 | 86,627,893 |
| | Allianz Global Investors Fund Management | AllianzGI NFJ Dividend Value CIT | 98,472,552 | 126,067,370 |
| * | BlackRock Institutional Trust Company, N.A. | BlackRock Russell 2500 NL Fund | 160,408,948 | 134,604,063 |
| * | BlackRock Institutional Trust Company, N.A. | BlackRock Equity Index Fund | 116,204,117 | 185,113,320 |
| * | BlackRock Institutional Trust Company, N.A. | BlackRock LifePath Index NL 2020 Fund | 62,217,683 | 75,592,791 |
| * | BlackRock Institutional Trust Company, N.A. | BlackRock LifePath Index NL 2025 Fund | 50,271,966 | 60,287,860 |
| * | BlackRock Institutional Trust Company, N.A. | BlackRock LifePath Index NL 2015 Fund | 32,384,325 | 36,768,758 |
| * | BlackRock Institutional Trust Company, N.A. | BlackRock LifePath Index NL 2030 Fund | 31,440,631 | 38,412,030 |
| * | BlackRock Institutional Trust Company, N.A. | BlackRock TIPS Bond Index Fund | 15,889,460 | 15,383,178 |
| * | BlackRock Institutional Trust Company, N.A. | BlackRock LifePath Index NL Retirement Fund | 12,122,257 | 13,497,446 |
| * | BlackRock Institutional Trust Company, N.A. | BlackRock MSCI ACWI ex-US IMI Index NL Fund | 30,911,617 | 34,969,961 |
| * | BlackRock Institutional Trust Company, N.A. | BlackRock LifePath Index NL 2035 Fund | 15,384,997 | 18,864,527 |
| * | BlackRock Institutional Trust Company, N.A. | BlackRock LifePath Index NL 2040 Fund | 13,902,164 | 17,117,021 |
| * | BlackRock Institutional Trust Company, N.A. | BlackRock US Debt Index NL Fund | 19,719,029 | 19,476,360 |
| * | BlackRock Institutional Trust Company, N.A. | BlackRock LifePath Index NL 2045 Fund | 11,462,373 | 14,366,532 |
| * | BlackRock Institutional Trust Company, N.A. | BlackRock LifePath Index NL 2050 Fund | 9,552,581 | 12,082,270 |
| * | BlackRock Institutional Trust Company, N.A. | BlackRock LifePath Index NL 2055 Fund | 3,796,253 | 4,369,855 |

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Total Collective Investment Trusts **1,020,081,440** **1,223,589,151**

| Common Stocks | | | | |
|----------------------|---------------------------|---------------------------|-------------|-------------|
| * | Ameren Corporation | Ameren Stock | 193,124,708 | 203,615,803 |
| | PERRIGO CO PLC | PERRIGO CO PLC | 1,202,179 | 1,188,548 |
| | MICHAEL KORS HOLDINGS LTD | MICHAEL KORS HOLDINGS LTD | 610,570 | 659,912 |
| | ABBOTT LABORATORIES | ABBOTT LABORATORIES | 1,172,003 | 1,289,038 |
| | ADOBE SYSTEMS INC | ADOBE SYSTEMS INC | 809,287 | 886,943 |
| | ALEXION PHARMACEUTICALS | ALEXION PHARMACEUTICALS | 1,209,188 | 1,450,088 |
| | ALLERGAN INC | ALLERGAN INC | 1,330,991 | 1,584,778 |
| | AMAZON.COM INC | AMAZON.COM INC | 2,249,179 | 3,534,476 |
| | DIAGEO PLC | DIAGEO PLC | 777,578 | 821,550 |
| | AMERICAN TOWER CORP | AMERICAN TOWER CORP | 959,418 | 1,064,001 |
| | ANADARKO PETROLEUM CORP | ANADARKO PETROLEUM CORP | 634,093 | 709,993 |
| | APPLE INC | APPLE INC | 3,050,490 | 2,644,511 |
| | BIOMARIN PHARMACEUTICAL | BIOMARIN PHARMACEUTICAL | 974,292 | 1,075,693 |
| | BIOGEN IDEC INC | BIOGEN IDEC INC | 864,193 | 1,692,767 |
| | BOEING CO | BOEING CO | 936,662 | 1,812,314 |
| | BRISTOL-MYERS SQUIBB CO | BRISTOL-MYERS SQUIBB CO | 827,895 | 935,227 |

Table of Contents**Ameren Corporation****Savings Investment Plan****SCHEDULE H, Line 4i SCHEDULE OF ASSETS (HELD AT END OF YEAR)**

December 31, 2013

Name of plan sponsor: Ameren Corporation

Employer identification number: 43-1723446

Three-digit plan number: 003

| (a) | (b) | (c) | (d) | (e) |
|---|---|-----------|---------------|-----|
| Identity of issue, borrower, lessor, or similar party | Description of investment including maturity date, rate of interest, collateral, par, or maturity value | Cost | Current value | |
| CANADIAN PAC RAILWAY (W/I | CANADIAN PAC RAILWAY (W/I | 801,615 | 1,039,871 | |
| CELGENE CORP | CELGENE CORP | 1,047,080 | 1,264,666 | |
| CHIPOTLE MEXICAN GRILL | CHIPOTLE MEXICAN GRILL | 309,630 | 518,928 | |
| CONCHO RESOURCES INC | CONCHO RESOURCES INC | 736,193 | 976,968 | |
| COSTCO WHOLESALE CORP | COSTCO WHOLESALE CORP | 1,419,299 | 1,662,094 | |
| DISNEY (WALT) CO | DISNEY (WALT) CO | 993,885 | 1,449,766 | |
| DISCOVERY COMM CL A | DISCOVERY COMM CL A | 1,049,852 | 1,181,880 | |
| DUNKIN BRANDS GROUP INC | DUNKIN BRANDS GROUP INC | 593,454 | 983,810 | |
| EMC CORP | EMC CORP | 691,514 | 633,252 | |
| EOG RESOURCES INC | EOG RESOURCES INC | 636,575 | 910,700 | |
| EBAY INC | EBAY INC | 1,044,952 | 1,123,708 | |
| EXPRESS SCRIPTS HLDG CO | EXPRESS SCRIPTS HLDG CO | 1,480,191 | 1,647,830 | |
| FMC TECHNOLOGIES INC | FMC TECHNOLOGIES INC | 715,972 | 736,370 | |
| FACEBOOK INC A | FACEBOOK INC A | 826,672 | 1,758,467 | |
| FIREEYE INC | FIREEYE INC | 136,683 | 169,468 | |
| GILEAD SCIENCES INC | GILEAD SCIENCES INC | 736,421 | 1,542,078 | |
| GOLDMAN SACHS GROUP INC | GOLDMAN SACHS GROUP INC | 1,428,806 | 1,851,658 | |
| GOOGLE INC A | GOOGLE INC A | 2,642,738 | 3,918,002 | |
| ILLUMINA INC | ILLUMINA INC | 746,668 | 1,396,577 | |
| ESTEE LAUDER COS INC CL A | ESTEE LAUDER COS INC CL A | 707,008 | 837,182 | |
| LINKEDIN CORP CL A | LINKEDIN CORP CL A | 844,207 | 1,471,625 | |
| MASTERCARD INC CL A | MASTERCARD INC CL A | 1,779,483 | 3,251,610 | |
| MAXIM INTEGRATED PRODUCTS | MAXIM INTEGRATED PRODUCTS | 834,708 | 844,557 | |
| MERCK & CO INC NEW | MERCK & CO INC NEW | 519,175 | 526,076 | |
| MONDELEZ INTL INC | MONDELEZ INTL INC | 1,061,914 | 1,315,101 | |
| MONSANTO CO NEW | MONSANTO CO NEW | 1,391,964 | 1,774,008 | |
| NETFLIX INC | NETFLIX INC | 654,071 | 978,596 | |
| NIKE INC CL B | NIKE INC CL B | 1,095,315 | 1,803,923 | |
| PRECISION CASTPARTS CORP | PRECISION CASTPARTS CORP | 1,095,889 | 1,790,306 | |

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| | | | |
|---------------------------|---------------------------|-----------|-----------|
| PRICELINE.COM INC | PRICELINE.COM INC | 1,371,588 | 2,445,690 |
| RALPH LAUREN CORP | RALPH LAUREN CORP | 812,510 | 906,864 |
| RED HAT INC | RED HAT INC | 1,183,990 | 1,258,322 |
| SALESFORCE.COM INC | SALESFORCE.COM INC | 1,353,335 | 1,840,862 |
| SCHLUMBERGER LTD | SCHLUMBERGER LTD | 797,539 | 983,731 |
| SPLUNK INC | SPLUNK INC | 426,617 | 923,062 |
| SPROUTS FMRS MKT INC | SPROUTS FMRS MKT INC | 210,545 | 194,071 |
| STARBUCKS CORP | STARBUCKS CORP | 791,977 | 823,565 |
| TJX COMPANIES INC NEW | TJX COMPANIES INC NEW | 814,578 | 1,197,742 |
| TABLEAU SOFTWARE INC CL A | TABLEAU SOFTWARE INC CL A | 159,546 | 177,908 |
| TESLA MOTORS INC | TESLA MOTORS INC | 398,588 | 461,366 |
| TRIPADVISOR INC | TRIPADVISOR INC | 392,857 | 431,544 |
| TWITTER INC | TWITTER INC | 190,243 | 364,905 |
| UNDER ARMOUR INC CL A | UNDER ARMOUR INC CL A | 677,665 | 739,431 |
| UNITED TECHNOLOGIES CORP | UNITED TECHNOLOGIES CORP | 1,003,119 | 1,399,968 |
| UNITEDHEALTH GROUP INC | UNITEDHEALTH GROUP INC | 802,512 | 1,073,176 |

Table of Contents**Ameren Corporation****Savings Investment Plan****SCHEDULE H, Line 4i SCHEDULE OF ASSETS (HELD AT END OF YEAR)**

December 31, 2013

Name of plan sponsor: Ameren Corporation

Employer identification number: 43-1723446

Three-digit plan number: 003

| (a) | (b) | (c) | (d) | (e) |
|---|---|-----------|---------------|-----|
| Identity of issue, borrower, lessor, or similar party | Description of investment including maturity date, rate of interest, collateral, par, or maturity value | Cost | Current value | |
| VERTEX PHARMACEUTICALS | VERTEX PHARMACEUTICALS | 1,001,865 | 1,306,268 | |
| VISA INC CL A | VISA INC CL A | 1,307,781 | 2,047,543 | |
| VMWARE INC CL A | VMWARE INC CL A | 1,395,705 | 1,351,481 | |
| WHOLE FOODS MARKET INC | WHOLE FOODS MARKET INC | 1,268,948 | 1,513,469 | |
| WORKDAY INC CL A | WORKDAY INC CL A | 461,348 | 669,022 | |
| FRANK S INTERNATIONAL NV | FRANK S INTERNATIONAL NV | 442,984 | 440,235 | |
| GENPACT LTD | GENPACT LTD | 656,419 | 692,733 | |
| ABIOMED INC | ABIOMED INC | 493,294 | 660,211 | |
| AFFILIATED MANAGERS GRP | AFFILIATED MANAGERS GRP | 969,621 | 1,669,976 | |
| AKAMAI TECHNOLOGIES INC | AKAMAI TECHNOLOGIES INC | 950,264 | 1,045,509 | |
| ALIGN TECHNOLOGY INC | ALIGN TECHNOLOGY INC | 395,742 | 796,500 | |
| ANSYS INC | ANSYS INC | 358,342 | 443,848 | |
| B/E AEROSPACE INC | B/E AEROSPACE INC | 777,251 | 1,454,271 | |
| BIOMARIN PHARMACEUTICAL | BIOMARIN PHARMACEUTICAL | 676,386 | 992,212 | |
| BROOKDALE SENIOR LIVING | BROOKDALE SENIOR LIVING | 514,469 | 544,415 | |
| CBOE HOLDINGS INC | CBOE HOLDINGS INC | 491,793 | 841,752 | |
| CATAMARAN CORP | CATAMARAN CORP | 858,618 | 819,505 | |
| CELANESE CORP SER A | CELANESE CORP SER A | 459,309 | 697,459 | |
| CORE LABORATORIES NV | CORE LABORATORIES NV | 280,410 | 492,651 | |
| CORPORATE EXECUTIVE BRD C | CORPORATE EXECUTIVE BRD C | 465,879 | 706,162 | |
| COSTAR GROUP INC | COSTAR GROUP INC | 416,850 | 895,767 | |
| CYTEC INDUSTRIES INC | CYTEC INDUSTRIES INC | 783,996 | 910,639 | |
| FIRSTSERVICE CORP | FIRSTSERVICE CORP | 368,307 | 520,706 | |
| DICKS SPORTING GOODS INC | DICKS SPORTING GOODS INC | 1,295,731 | 1,490,846 | |
| ENCORE CAP GROUP INC | ENCORE CAP GROUP INC | 389,782 | 607,643 | |
| FACTSET RESEARCH SYS INC | FACTSET RESEARCH SYS INC | 519,212 | 557,015 | |
| FIRST CASH FIN SRVS INC | FIRST CASH FIN SRVS INC | 562,219 | 701,266 | |
| FIRST REPUBLIC BANK | FIRST REPUBLIC BANK | 597,577 | 834,668 | |
| FORTUNE BRANDS HOME & SEC | FORTUNE BRANDS HOME & SEC | 410,082 | 674,989 | |

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| | | | |
|---------------------------|---------------------------|---------|-----------|
| FOSSIL GROUP INC | FOSSIL GROUP INC | 767,229 | 859,970 |
| GARTNER INC | GARTNER INC | 702,929 | 1,046,566 |
| GRACO INC | GRACO INC | 315,306 | 414,817 |
| GREEN MTN COFFEE ROASTERS | GREEN MTN COFFEE ROASTERS | 424,811 | 775,451 |
| GUIDEWIRE SOFTWARE INC | GUIDEWIRE SOFTWARE INC | 297,993 | 471,906 |
| GULFPORT ENERGY CORP | GULFPORT ENERGY CORP | 412,192 | 427,526 |
| HMS HOLDINGS CORP | HMS HOLDINGS CORP | 623,181 | 542,338 |
| HEALTHCARE SVCS GROUP INC | HEALTHC | | |