

**SECOND AMENDMENT TO THE
AMEREN SUPPLEMENTAL RETIREMENT PLAN**

Amended and Restated Effective January 1, 2008

WHEREAS, Ameren Corporation ("Company") previously adopted the Ameren Supplemental Retirement Plan, as amended and restated effective January 1, 2008 (the "Plan"); and

WHEREAS, the Company reserved the right to amend the Plan; and

WHEREAS, the Company desires to amend the Plan to provide that a participant shall not be deemed to have terminated employment with the Company for purposes of Code Section 409A if, in connection with the sale of Ameren Energy Resources Company, LLC by the Company to Illinois Power Holdings LLC, a subsidiary of Dynegy Inc. ("Dynegy Transaction"), either the participant (a) accepts and begins employment with Dynegy Inc. or any of its subsidiaries or affiliates ("Dynegy") upon the closing date of the Dynegy Transaction or (b) is transferred to Dynegy as of the closing date of the Dynegy Transaction.

NOW, THEREFORE, effective as of the closing date of the Dynegy Transaction, the Plan is amended by adding the following to the end of Section 3.4E:

Notwithstanding any other provisions of the Plan, this paragraph applies to certain Participants impacted by the sale of certain of the assets, liabilities and operations of Ameren Energy Resources Company, LLC by Ameren to Illinois Power Holdings LLC, a subsidiary of Dynegy Inc. (the "Dynegy Transaction"). A Participant who either (a) accepts an offer from Dynegy Inc. or any of its subsidiaries or affiliates ("Dynegy") and begins employment with Dynegy upon the closing date of the Dynegy Transaction or (b) transfers to employment with Dynegy as of the closing date of the Dynegy Transaction, will not be treated as incurring a termination of employment upon the closing date under the Plan or for purposes of Code Section 409A, as permitted under Treasury Regulation Section 1.409A-1(h)(4) (regarding asset purchase transactions). Therefore, such a Participant shall not receive a distribution of his benefits upon the closing date of the Dynegy Transaction. Such a Participant shall instead receive a distribution of his benefits upon his termination of employment from Dynegy. A termination of employment from Dynegy shall be determined to occur pursuant to the provisions set forth in the immediately preceding paragraph, as interpreted in accordance with Code Section 409A, but applying the provisions to Dynegy instead of Ameren. All other provisions of the Plan continue to apply to the Participant.

IN WITNESS WHEREOF, this Amendment has been executed by a duly authorized individual this 27th day of November, 2013.

AMEREN CORPORATION

By: Mark C. Lindgren

Name: Mark C.

Lindgren

Title: Vice President Human Resources
Ameren Services Company
On Behalf of Ameren Corporation