

CAPITAL TRUST INC  
Form SC 13D/A  
May 24, 2012

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**SCHEDULE 13D**

Under the Securities Exchange Act of 1934

(Amendment No. 6)

**CAPITAL TRUST, INC.**

(Name of Issuer)

Class A Common Stock, Par Value \$0.01 Per Share

(Title of Class of Securities)

14052H100

(CUSIP Number)

Ira S. Lederman

Senior Vice President - General Counsel and Corporate Secretary

W. R. Berkley Corporation

475 Steamboat Road

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Greenwich, Connecticut 06830

(203) 629-3000

With Copies to:

Jeffrey S. Hochman, Esq.

Mark A. Cagnetti, Esq.

Willkie Farr & Gallagher LLP

787 Seventh Avenue

New York, New York 10019-6099

(212) 728-8000

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

May 23, 2012

(Date of Event Which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), Rule 13d-1(f) or Rule 13d-1(g), check the following box " ".

**Note:** Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties to whom copies are to be sent.

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page. The information required on the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 ( Act ) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

CUSIP No. 14052H100

1. Name of Reporting Persons:

W. R. Berkley Corporation

2. Check the Appropriate box if a Member of a Group (See Instructions)

(a)  (b)

3. SEC Use Only

4. Source of Funds (See Instructions):

WC

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

6. Citizenship or Place of Organization:

Delaware

7. Sole Voting Power:

Number of

Shares 3,843,413

8. Shared Voting Power:

Beneficially  
by

Owned by 0

9. Sole Dispositive Power:

Each

Reporting

Person 3,843,413

10. Shared Dispositive Power:

With

0

11. Aggregate Amount Beneficially Owned by Each Reporting Person:

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3,843,413

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions):

13. Percent of Class Represented by Amount in Row (11):

17.3%

14. Type of Reporting Person (See Instructions):

CO

CUSIP No. 14052H100

1. Name of Reporting Persons:

Admiral Insurance Company

2. Check the Appropriate box if a Member of a Group (See Instructions)

(a) " (b) "

3. SEC Use Only

4. Source of Funds (See Instructions):

WC

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) "

6. Citizenship or Place of Organization:

Delaware

7. Sole Voting Power:

Number of

Shares 520,000

8. Shared Voting Power:

Beneficially  
by

Owned by 0

9. Sole Dispositive Power:

Each

Reporting

Person 520,000

10. Shared Dispositive Power:

With

0

11. Aggregate Amount Beneficially Owned by Each Reporting Person:

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520,000

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions):

13. Percent of Class Represented by Amount in Row (11):

2.3%

14. Type of Reporting Person (See Instructions):

IC, CO

CUSIP No. 14052H100

1. Name of Reporting Persons:

**Berkley Insurance Company**

2. Check the Appropriate box if a Member of a Group (See Instructions)

(a)  (b)

3. SEC Use Only

4. Source of Funds (See Instructions):

**WC**

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

6. Citizenship or Place of Organization:

**Delaware**

7. Sole Voting Power:

Number of

Shares **1,463,900**

8. Shared Voting Power:

Beneficially  
by

Owned by **0**

9. Sole Dispositive Power:

Each

Reporting

Person **1,463,900**

10. Shared Dispositive Power:

With

**0**

11. Aggregate Amount Beneficially Owned by Each Reporting Person:

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1,463,900

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions):

13. Percent of Class Represented by Amount in Row (11):

6.6%

14. Type of Reporting Person (See Instructions):

IC, CO



CUSIP No. 14052H100

1. Name of Reporting Persons:

Berkley Regional Insurance Company

2. Check the Appropriate box if a Member of a Group (See Instructions)

(a)  (b)

3. SEC Use Only

4. Source of Funds (See Instructions):

WC

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

6. Citizenship or Place of Organization:

Delaware

7. Sole Voting Power:

Number of

Shares 1,039,700

8. Shared Voting Power:

Beneficially  
by

Owned by 0

9. Sole Dispositive Power:

Each

Reporting

Person 1,039,700

10. Shared Dispositive Power:

With

0

11. Aggregate Amount Beneficially Owned by Each Reporting Person:

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1,039,700

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions):

13. Percent of Class Represented by Amount in Row (11):

4.7%

14. Type of Reporting Person (See Instructions):

IC, CO

CUSIP No. 14052H100

1. Name of Reporting Persons:

Nautilus Insurance Company

2. Check the Appropriate box if a Member of a Group (See Instructions)

(a) " (b) "

3. SEC Use Only

4. Source of Funds (See Instructions):

WC

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) "

6. Citizenship or Place of Organization:

Arizona

7. Sole Voting Power:

Number of

Shares 819,813

8. Shared Voting Power:

Beneficially  
by

Owned by 0

9. Sole Dispositive Power:

Each

Reporting

Person 819,813

10. Shared Dispositive Power:

With

0

11. Aggregate Amount Beneficially Owned by Each Reporting Person:

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819,813

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions):

13. Percent of Class Represented by Amount in Row (11):

3.7%

14. Type of Reporting Person (See Instructions):

IC, CO

This Amendment No. 6 to Schedule 13D ( Amendment No. 6 ) is being filed on behalf of W. R. Berkley Corporation, a Delaware corporation ( Berkley ), Admiral Insurance Company, a Delaware corporation ( Admiral ), Berkley Insurance Company, a Delaware corporation ( BIC ), Berkley Regional Insurance Company, a Delaware corporation ( BRIC ), and Nautilus Insurance Company, an Arizona corporation ( Nautilus ) and, together with Berkley, Admiral, BIC and BRIC, the Reporting Persons ). Amendment No. 6 relates to shares of Class A Common Stock, par value \$0.01 per share (the Common Stock ), of Capital Trust, Inc., a Maryland corporation (the Issuer ). Amendment No. 6 amends and supplements the Schedule 13D, dated May 11, 2004 ( Original Schedule 13D ), as filed with the Securities and Exchange Commission (the Commission ) on May 21, 2004, as amended by Amendment No. 1 to Schedule 13D, dated June 17, 2004, as filed with the Commission on June 21, 2004, Amendment No. 2 to the Schedule 13D, dated September 13, 2004, as filed with the Commission on September 13, 2004, Amendment No. 3 to the Schedule 13D, dated July 10, 2007, as filed with the Commission on July 13, 2007, Amendment No. 4 to the Schedule 13D, dated July 30, 2007, as filed with the Commission on August 1, 2007 and Amendment No. 5 to the Schedule 13D, dated August 6, 2007, as filed with the Commission on August 6, 2007 (together with the Original Schedule 13D, the Schedule 13D ), in connection with the additional information set forth herein.

**Item 3. Source and Amount of Funds or Other Consideration.**

Item 3 of the Schedule 13D is hereby amended by the addition of the following information:

The Reporting Persons expect that the total amount of funds used by the Reporting Persons to fund the Proposed Transaction (as defined below) would be from the available cash of one or more of the Reporting Persons.

**Item 4. Purpose of Transaction.**

Item 4 of Schedule 13D is hereby amended by the addition of the following information:

On May 23, 2012, Berkley delivered a non-binding letter (the Proposal Letter ) to Evercore Partners, a financial advisor retained by the Issuer to review potential strategic options for the Issuer.

As described in the Proposal Letter, Berkley expressed a non-binding indication of interest in a transaction (the Proposed Transaction ) in which Berkley or one or more of its subsidiaries would (i) acquire (a) all of the equity interests of CT Investment Management Co., LLC ( CTIMCO ), (b) certain equity interests in private equity funds managed by subsidiaries of CTIMCO which interests are held by subsidiaries of the Issuer, and (c) certain preferred shares issued by the issuers of CDOs managed by CTIMCO, which preferred shares are held by subsidiaries of the Issuer, (ii) assume certain cash-based performance awards relating to private equity funds managed by the Issuer and long-term cash-based performance awards relating to the Issuer's legacy REIT assets or provide holders of such awards with new awards or arrangements with substantially similar economics thereto in lieu of such existing performance awards and (iii) assume the Issuer's lease for office space in New York, New York, for, subject to a tangible net worth adjustment and an indemnification escrow, total consideration of between \$25 million and \$30 million, payable in cash.

No assurances can be given that a transaction will be consummated. The Proposal Letter provides that no legally binding obligation with respect to a transaction will exist unless and until mutually acceptable definitive documentation has been executed and delivered with respect thereto. Berkley reserves the right to modify or withdraw the Proposal Letter at any time.

The proposed transaction described herein may result in one or more of the actions specified in clauses (a) through (j) of Item 4 of Schedule 13D, including, without limitation, a sale or transfer of a material amount of assets of the Issuer or any of its subsidiaries, other material changes to the Issuer's business or corporate structure, or any action similar to those enumerated in Item 4 of Schedule 13D.

The summary of the Proposal Letter, above, is qualified in its entirety by reference to the Proposal Letter, attached as Exhibit 5 hereto, which is incorporated by reference herein.

The Schedule 13D is not an offer to purchase or a solicitation of any offer to sell any securities.

**Item 5. Interest in Securities of the Issuer.**

Item 5 of this Schedule 13D is hereby amended and supplemented to add the following:

Rows (7) through (11) and (13) of the cover pages to this Amendment No. 6 are hereby incorporated by reference into this Item 5.

**Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer.**

Berkley and the Issuer are parties to a Confidentiality Agreement that includes a standstill provision (the "Standstill") that provides that, during the twelve-month period commencing on April 1, 2012, except pursuant to a negotiated business transaction between Berkley and the Issuer approved by the board of directors of the Issuer and subject to certain limited exceptions including the making of a proposal in accordance with an invitation by the Issuer, Berkley will not, in any manner, directly or indirectly, acting alone or in concert with others:

(i) make, effect, initiate, cause or participate in (A) any acquisition of beneficial ownership of any securities or debt obligations of the Issuer or any of its subsidiaries, (B) any acquisition of any assets of the Issuer or any of its subsidiaries, (C) any tender offer, exchange offer, merger, business combination, recapitalization, restructuring, liquidation, dissolution or extraordinary transaction involving the Issuer or any of its subsidiaries, or involving any securities or assets of the Issuer or any of its subsidiaries, (D) any solicitation of proxies or consents with respect to any securities of the Issuer or any of its subsidiaries or (E) any acquisition of beneficial ownership of any debt, equity or hybrid instrument, whether in cash or synthetic form, the cash flows or returns of which are derived from any property that serves as collateral for any of the Issuer's or any of its subsidiaries' assets or liabilities;

(ii) form, join or participate in any group (as defined in the Securities Exchange Act of 1934 and the rules promulgated thereunder) for the purposes of acquiring, holding, voting or disposing of securities or debt obligations of the Issuer or any of its subsidiaries;

(iii) seek to control the management, board of directors or policies of the Issuer or any of its subsidiaries;

(iv) take any action which is reasonably likely to legally require the Issuer or any of its subsidiaries to make a public announcement regarding any of the types of matters set forth in subsection (i), above;

(v) request or propose that the Issuer (or its directors, officers, employees or agents), directly or indirectly, amend or waive any provision of the Standstill; or

(vi) agree or offer to take, knowingly encourage, propose (publicly or otherwise) the taking of, knowingly assist, induce or encourage any other person to take, or enter into discussions or arrangements with any third parties for the purpose of taking, any action referred to above.

**Item 7. Material to be Filed as Exhibits.**

Item 7 of Schedule 13D is hereby amended to include the following:

Exhibit 5 Letter from W. R. Berkley Corporation to Evercore Partners, dated May 23, 2012.

SIGNATURES

After reasonable inquiry and to the best of our knowledge and belief, the undersigned certify that the information set forth in this statement is true, complete and correct.

Dated: May 23, 2012

W.R. BERKLEY CORPORATION

By: /s/ William R. Berkley  
Name: William R. Berkley  
Title: Chairman of the Board and Chief Executive Officer

Dated: May 23, 2012

ADMIRAL INSURANCE COMPANY

By: /s/ Thomas G. Grilli, Jr.  
Name: Thomas G. Grilli, Jr.  
Title: Senior Vice President

Dated: May 23, 2012

BERKLEY INSURANCE COMPANY

By: /s/ Eugene G. Ballard  
Name: Eugene G. Ballard  
Title: Senior Vice President

Dated: May 23, 2012

BERKLEY REGIONAL INSURANCE COMPANY

By: /s/ Eugene G. Ballard  
Name: Eugene G. Ballard  
Title: Senior Vice President

Dated: May 23, 2012

NAUTILUS INSURANCE COMPANY

By: /s/ Miklos F. Kallo  
Name: Miklos F. Kallo  
Title: Senior Vice President

sale:

to finance our subsidiaries' ongoing construction and maintenance programs;

to redeem, repurchase, repay or retire outstanding indebtedness, including indebtedness of our subsidiaries;

to finance strategic investments in, or future acquisitions of, other entities or their assets; and

for other general corporate purposes.

If shares are purchased by an independent agent in the open market or in private transactions for sale under the Plan, we will not receive any proceeds from such sales.

**LEGAL MATTERS**



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Gregory L. Nelson, Esq., our Senior Vice President, General Counsel and Secretary of Ameren Corporation, has issued a legal opinion as to certain legal matters in connection with the common stock offered by this prospectus. As of March 31, 2011, Mr. Nelson owned 7,553 shares of Ameren's common stock. In addition, as of that date, Mr. Nelson owned 287 restricted shares and 35,705 performance share units, 4,269 of which are fully vested.

### EXPERTS

The financial statements of Ameren Corporation as of December 31, 2009 and 2010 and for each of the three years in the period ended December 31, 2010 and management's assessment of the effectiveness of internal control over financial reporting (which is included in Management's Report on Internal Control Over Financial Reporting) as of December 31, 2010 incorporated in this prospectus by reference to the Annual Report on Form 10-K of Ameren Corporation for the year ended December 31, 2010, have been so incorporated in this prospectus in reliance on the report of PricewaterhouseCoopers LLP, an independent registered public accounting firm, given on the authority of said firm as experts in auditing and accounting.

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No dealer, salesperson or other person is authorized to give any information to or represent anything not contained in this prospectus. You must not rely on any unauthorized information or representations. This prospectus is an offer to sell only the shares offered hereby, but only under circumstances and in jurisdictions where it is lawful to do so. The information contained in this prospectus is current only as of its date.

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**Ameren Corporation**

**DRPlus  
Dividend Reinvestment  
and Stock Purchase Plan**

**Common Stock**

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**PROSPECTUS  
June 27, 2011**

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Table of Contents**PART II. INFORMATION NOT REQUIRED IN PROSPECTUS****Item 14. Other Expenses of Issuance and Distribution**

Securities and Exchange	
Commission registration fee	\$ 20,132*
Stock exchange listing fees	22,500
Printing expenses	17,000
Fees of accountants	5,000
Fees of attorneys	25,000
Miscellaneous expenses	5,368
<b>Total</b>	<b>\$ 95,000</b>

\*

Actual expenses; all other expenses are estimates.

**Item 15. Indemnification of Directors and Officers**

Article IV of the By-Laws of Ameren Corporation (the "Company"), consistent with the applicable provisions of the Missouri General and Business Corporation Law (the "MGBCL"), provides for indemnification of directors and officers. These provisions provide that any person shall be indemnified for expenses and liabilities imposed upon such person in connection with any threatened, pending or completed action, suit, or proceeding, whether civil, criminal, administrative or investigative, other than an action by or in the right of the Company, by reason of the fact that such person is or was a director, officer or employee of the Company, or is or was serving at the request of the Company as a director or officer of another corporation, partnership, joint venture, trust or other enterprise, against expenses, including attorneys' fees, judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding if such person acted in good faith and in a manner such person reasonably believed to be in or not opposed to the best interests of the Company, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful.

In a proceeding brought by or in the right of the Company, indemnification shall be made with respect to any claim as to which an officer or director has been adjudged to have been liable to the Company if such person acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Company. However, no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his duty to the Company unless and only to the extent that the court in which the action or suit was brought determines upon application that, despite the adjudication of liability and in view of all the circumstances of the case, the person is fairly and reasonably entitled to indemnity for such expenses which the court shall deem proper.

The By-Laws, consistent with the applicable provisions of the MGBCL, provide that indemnification shall be made by the Company only if a determination has been made by a majority vote of a quorum of the disinterested directors or by the shareholders or by independent legal counsel in a written opinion, that the director or officer met the required standard of conduct. The Company has purchased insurance on behalf of its officers and directors which insures them against certain liabilities and expenses, including those under the Securities Act of 1933.

The By-Laws, consistent with the applicable provisions of the MGBCL, further provide that, in addition to the indemnities described in the preceding paragraphs, the Company will further indemnify its officers and directors to the maximum extent permitted by law, provided that no indemnity may be given for conduct that is adjudged to be knowingly fraudulent, deliberately dishonest, or willful misconduct.

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**Item 16. Exhibits**

**Exhibit**

<b>No.</b>	<b>Description</b>
*4.1	Restated Articles of Incorporation of the Company (File No. 33-64165, Annex F).
*4.2	Certificate of Amendment to the Restated Articles of Incorporation filed with the Secretary of State of the State of Missouri on December 14, 1998 (1998 Form 10-K, Exhibit 3(i), File No. 1-14756).
*4.3	Certificate of Amendment to the Restated Articles of Incorporation filed with the Secretary of State of the State of Missouri on April 21, 2011 (April 21, 2011 Form 8-K, Exhibit 3(i), File No. 1-14756).
*4.4	By-Laws of the Company, as amended effective October 8, 2010 (October 13, 2010 Form 8-K, Exhibit 3.1(ii), File No. 1-14756).
5	Opinion Gregory L. Nelson, Esq., Senior Vice President, General Counsel and Secretary of Ameren Corporation, regarding the validity of the securities.
23.1	Consent of Gregory L. Nelson, Esq., Senior Vice President, General Counsel and Secretary of Ameren Corporation (included in Exhibit 5).
23.2	Consent of independent registered public accounting firm.
24	Powers of Attorney.

**Note: Reports of the Company on Forms 8-K, 10-Q and 10-K are on file with the SEC under file number 1-14756.**

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\*

Incorporated by reference herein as indicated.

**Item 17. Undertakings**

The undersigned registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this registration statement:

(i) To include any prospectus required by section 10(a)(3) of the Securities Act of 1933;

(ii) To reflect in the prospectus any facts or events arising after the effective date of the registration statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the registration statement; and

(iii) To include any material information with respect to the plan of distribution not previously disclosed in the registration statement or any material change to such information in the registration statement;

*provided, however*, that subsections (i), (ii) and (iii) do not apply if the information required to be included in a post-effective amendment by those paragraphs is filed with or furnished to the Securities and Exchange Commission by the registrant pursuant to section 13 or section 15(d) of the Securities Exchange Act of 1934 that are incorporated by reference in the registration statement, or is contained in a form of prospectus filed pursuant to Rule 424(b) that is part of the registration statement.

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(2) That, for the purpose of determining any liability under the Securities Act of 1933, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(4) That, for the purpose of determining liability under the Securities Act of 1933 to any purchaser:

(i) Each prospectus filed by the registrant pursuant to Rule 424(b)(3) shall be deemed to be part of the registration statement as of the date the filed prospectus was deemed part of and included in the registration statement; and

(ii) Each prospectus required to be filed pursuant to Rule 424(b)(2), (b)(5), or (b)(7) as part of a registration statement in reliance on Rule 430B relating to an offering made pursuant to Rule 415(a)(1)(x) for the purpose of providing the information required by section 10(a) of the Securities Act of 1933 shall be deemed to be part of and included in the registration statement as of the earlier of the date such form of prospectus is first used after effectiveness or the date of the first contract of sale of securities in the offering described in the prospectus. As provided in Rule 430B, for liability purposes of the issuer and any person that is at that date an underwriter, such date shall be deemed to be a new effective date of the registration statement relating to the securities in the registration statement to which that prospectus relates, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

*provided, however*, that no statement made in a registration statement or prospectus that is part of the registration statement or made in a document incorporated or deemed incorporated by reference into the registration statement or prospectus that is part of the registration statement will, as to a purchaser with a time of contract of sale prior to such effective date, supersede or modify any statement that was made in the registration statement or prospectus that was part of the registration statement or made in any such document immediately prior to such effective date; or

(5) That, for the purpose of determining liability of the registrant under the Securities Act of 1933 to any purchaser in the initial distribution of the securities the undersigned registrant undertakes that in a primary offering of securities of the undersigned registrant pursuant to this registration statement, regardless of the underwriting method used to sell the securities to the purchaser, if the securities are offered or sold to such purchaser by means of any of the following communications, the undersigned registrant will be a seller to the purchaser and will be considered to offer or sell such securities to such purchaser:

(i) Any preliminary prospectus or prospectus of the undersigned registrant relating to the offering required to be filed pursuant to Rule 424;

(ii) Any free writing prospectus relating to the offering prepared by or on behalf of the undersigned registrant or used or referred to by the undersigned registrant;

(iii) The portion of any other free writing prospectus relating to the offering containing material information about the undersigned registrant or its securities provided by or on behalf of the undersigned registrant; and

(iv) Any other communication that is an offer in the offering made by the undersigned registrant to the purchaser.

(6) That, for purposes of determining any liability under the Securities Act of 1933, each filing of the registrant's annual report pursuant to section 13(a) or section 15(d) of the Securities Exchange Act

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of 1934 that is incorporated by reference in the registration statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers and controlling persons of the registrant pursuant to the provisions described under Item 15 above, or otherwise, the registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Securities Act of 1933 and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the registrant of expenses incurred or paid by a director, officer or controlling person of the registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act of 1933 and will be governed by the final adjudication of such issue.

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**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the Company certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of St. Louis, State of Missouri, on the 27th day of June, 2011.

AMEREN CORPORATION (REGISTRANT)

By: /s/ THOMAS R. VOSS

Thomas R. Voss

*Chairman, President and Chief Executive Officer*

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the date indicated.

<b>Name</b>	<b>Title</b>	<b>Date</b>
<u>/s/ THOMAS R. VOSS</u> Thomas R. Voss	Chairman, President, Chief Executive Officer and Director (Principal Executive Officer)	June 27, 2011
<u>/s/ MARTIN J. LYONS, JR.</u> Martin J. Lyons, Jr.	Senior Vice President and Chief Accounting Officer (Principal Financial and Accounting Officer)	June 27, 2011
<u>*</u> Stephen F. Brauer	Director	June 27, 2011
<u>*</u> Ellen M. Fitzsimmons	Director	June 27, 2011
<u>*</u> Walter J. Galvin	Director	June 27, 2011
<u>*</u> Gayle P. W. Jackson	Director	June 27, 2011
<u>*</u> James C. Johnson	Director	June 27, 2011
<u>*</u> Steven H. Lipstein	Director	June 27, 2011

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<b>Name</b>	<b>Title</b>	<b>Date</b>
*	Director	June 27, 2011
<hr/>		
Patrick T. Stokes		
*	Director	June 27, 2011
<hr/>		
Stephen R. Wilson		
*	Director	June 27, 2011
<hr/>		
Jack D. Woodard		
*By: /s/ MARTIN J. LYONS, JR.		
<hr/>		
Martin J. Lyons, Jr.		
<i>Attorney-in-Fact</i>		

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**EXHIBIT INDEX**

<b>Exhibit No.</b>	<b>Description</b>
5	Opinion of Gregory L. Nelson, Esq., Senior Vice President, General Counsel and Secretary of Ameren Corporation, regarding the validity of the securities.
23.1	Consent of Gregory L. Nelson, Esq., Senior Vice President, General Counsel and Secretary of Ameren Corporation (included in Exhibit 5).
23.2	Consent of independent registered public accounting firm.
24	Powers of Attorney.

**Note: Reports of the Company on Forms 8-K, 10-Q and 10-K are on file with the SEC under file number 1-14756.**

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