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March 10, 1999

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Missouri Public
Service Commission

Mr. Dale Hardy Roberts
Secretary/Chief Regulatory Law Judge
Missouri Public Service Commission
P.O. Box 360
Jefferson City, Missouri 65102

RE: Case No. EM-96-149 - In the Matter of the Application of Union Electric Company for an Order Authorizing: (1) Certain Merger Transactions Involving Union Electric Company; (2) the Transfer of Certain Assets, Real Estate, Leased Property, Easements and Contractual Agreements to Central Illinois Public Service Company; and (3) In Connection Therewith, Certain Other Related Transactions

Dear Mr. Roberts:

This letter is to advise that the Staff will not seek to burden the record further by submitting a response to Union Electric Company's Statement With Respect To The Filing Of Direct Testimony By Other Parties In The Absence Of An Order Establishing A Schedule For Proceedings And Objection To The Filing Of Said Testimony, other than to state that the Staff has not intended that Union Electric Company be prejudiced, nor does the Staff believe that Union Electric Company has been prejudiced, by anything that has occurred in this docket. Union Electric Company makes its position eminently clear when it states, at page 2, paragraph 3 of its pleading, its view that the Stipulations And Agreements In Case Nos. ER-95-411 and EM-96-149 put in place a mechanism by which "the Company's earnings would be calculated, almost mechanically." The Staff has a very different view of the Stipulations And Agreements.

Very truly yours,

[Signature]

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cc: Parties of Record

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CASE NOS. EM-96-149
Revised: February 23, 1999**

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