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VIA FEDERAL EXPRESS

Mr. Cecil I. Wright
Executive Secretary
Missouri Public Service Commission
P.O. Box 360
Jefferson City, MO 65102

Re: MPSC Docket No. EM-96-149
UE/CIPSCO Merger

Dear Mr. Wright:

Enclosed for filing on behalf of Union Electric Company in the above matter is an original and fourteen (14) copies of the Affidavit of Rodney W. Frame. Mr. Frame's Direct Testimony was filed with the Commission on October 31, 1996, without an Affidavit and should be incorporated into his testimony.

Kindly acknowledge receipt of this filing by stamping as filed a copy of this letter and returning it to the undersigned in the enclosed envelope.

Sincerely,

A handwritten signature in cursive script that reads "James J. Cook /bb".

James J. Cook
Associate General Counsel

JJC/bb
Enclosure(s)
cc: Steve Dottheim
Lewis Mills, Jr.

FILED
NOV 19 1996
MISSOURI
PUBLIC SERVICE COMMISSION

MISSOURI PUBLIC SERVICE COMMISSION

STATE OF MISSOURI

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.)

Case No. EM-96-149

AFFIDAVIT OF RODNEY FRAME

City of Washington)
) SS.
District of Columbia)

Rodney Frame, being first duly sworn on his oath, states:

1. My name is Rodney Frame. I am a Vice President of National Economic Research Associates, Inc. in Washington, DC.

2. Attached hereto and made a part hereof for all purposes is my Direct Testimony consisting of pages 1 through 22, plus attachments, all of which testimony has been prepared in written form for introduction into evidence in the above-referenced docket.

3. I hereby swear and affirm that my answers contained in the attached testimony to the questions therein propounded are true and correct.

Rodney Frame
Rodney Frame

Subscribed and sworn to before me this 30 day of Oct 1996.

Notary Public
Notary Public

My Commission Expires May 14, 2000