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Public Counsel

State of Missouri

Mel Carnahan
Governor

Office of the Public Counsel
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April 16, 1996

Mr. David Rauch
Executive Secretary
Public Service Commission
P. O. Box 360
Jefferson City, MO 65102

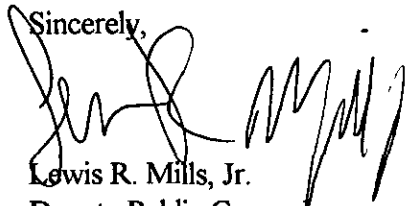
RE: Union Electric Company
Case No. EM-96-149

Dear Mr. Rauch:

Enclosed for filing in the above-referenced case please find the original and fourteen copies of Public Counsel's **Second Motion to Compel**. I have on this date mailed or hand-delivered copies to all counsel of record. Please "file" stamp the extra-enclosed copy and return it to this office.

Thank you for your attention to this matter.

Sincerely,



Lewis R. Mills, Jr.
Deputy Public Counsel

LRM:bjr

Enclosures

cc: Counsel of Record

FILED
APR 16 1996
MISSOURI
PUBLIC SERVICE COMMISSION

**BEFORE THE PUBLIC SERVICE COMMISSION
OF THE 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

FILED
APR 16 1996
MISSOURI
PUBLIC SERVICE COMMISSION

SECOND MOTION TO COMPEL

COMES NOW the Office of the Public Counsel (Public Counsel), and for its Second Motion to Compel, states as follows:

1. In its first Motion to Compel filed in this case on April 4, 1996, Public Counsel noted that it had many outstanding data requests (DRs). A number of these are now overdue. Specifically, DRs 522, 534, 542, 547, 548, 549, 551, 552, 554, 555, 557, 558, 559, 563, 565, 569, 570, 572, 573, 576, 579, 584-591, 595, 596, 598, 600, 602, 608, 609, 611, 612, 614, and 615 (all of these, except 522 which has been designated by UE as highly confidential and was provided to the Commission and the Administrative Law Judge with the first motion to compel, are attached hereto) have now been in Union Electric's (UE's) possession for more than twenty days. UE has not objected to these DRs nor informed Public Counsel that it would be unable to respond within the rule-allowed twenty days.

2. By requesting that the Commission order UE to comply with the Commission's discovery rules, Public Counsel does not intend that any other party's discovery rights be compromised, as suggested by the Staff in its Response filed in this case on April 12, 1996. Public

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Counsel believes that UE has the obligation to respond within twenty days to all DRs, submitted by any party, to which it has not objected..

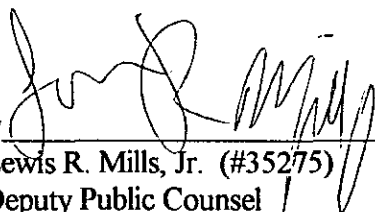
3. Public Counsel needs the information it expects to be contained in UE's responses to the outstanding data requests in order to prepare its rebuttal testimony. If this information is not forthcoming immediately, Public Counsel may be forced to ask for an extension of time to file its rebuttal testimony.

4. UE filed on April 12, 1996, a response to Public Counsel's first Motion. In that response, UE offered no valid excuse for not following the Commission's discovery rules. Given the lack of any excuse in that response, and the short time remaining before testimony must be filed, Public Counsel respectfully suggests that UE not be allowed ten days to respond to this motion to compel, but at most only a day or two. Public Counsel has transmitted this pleading to UE by facsimile at the time of filing.

WHEREFORE, Public Counsel respectfully requests that the Commission order UE to immediately furnish responses to past due data requests.

Respectfully submitted,

OFFICE OF THE PUBLIC COUNSEL

By 
Lewis R. Mills, Jr. (#35275)
Deputy Public Counsel
P. O. Box 7800
Jefferson City, MO 65102
(573) 751-4857

CERTIFICATE OF SERVICE

I hereby certify that copies of the foregoing have been mailed or hand-delivered to the following on this 16th day of April, 1996:

Steve Dottheim
Deputy General Counsel
Public Service Commission
P. O. Box 360
Jefferson City, MO 65102

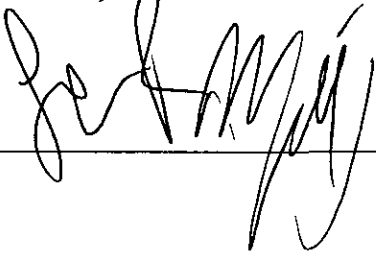
Richard W. French
French & Stewart
1001 Cherry St., Suite 302
Columbia, MO 65201

Gary W. Duffy
Brydon, Swearengen & England
P. O. Box 456
Jefferson City, MO 65102

Robert C. Johnson
Diana M. Schmidt
Peper, Martin, Jensen, et al.
720 Olive St., 24th Floor
St. Louis, MO 63101-2396

Jeremiah W. Nixon
Daryl R. Hylton
Office of the Attorney General
P. O. Box 899
Jefferson City, MO 65102

Daniel R. Devereaux
Attorney at Law
1215 Pine Street
St. Louis, MO 63101



James J. Cook
Joseph H. Raybuck
Union Electric Company
P. O. Box 149 (M/C 1310)
St. Louis, MO 63166

James C. Swearengen
Brydon, Swearengen & England
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Jefferson City, MO 65102

Michael C. Pendergast
Laclede Gas Company
720 Olive St., Room 1520
St. Louis, MO 63101

Susan B. Cunningham
Staff Attorney
Kansas City Power & Light Co.
P. O. Box 418679
Kansas City, MO 64141-9679

Paul S. DeFord
Lathrop & Norquist
2345 Grand Blvd., Suite 2500
Kansas City, MO 64108

Marilyn S. Teitelbaum
Schuchat, Cook & Werner
1221 Locust St., 2nd Floor
St. Louis, MO 63101

UNION ELECTRIC COMPANY
CASE NO. EM-96-149

PUBLIC COUNSEL DATA REQUEST

REQUESTED FROM: Jim Cook

DATE REQUESTED: March 8, 1996

INFORMATION REQUESTED: Beginning at line 3 on page 25 of Mr. Gary Rainwater's Direct Testimony, he responds to a question regarding UE's proposal for "treating merger cost recovery during the remaining term of UE's 1995 electric incentive rate agreement" by stating that:

The amortized portion of our merger costs, including one-half of net savings as shown in Schedule 10, should be accounted for above the line as an adjustment to cost of service.

Please answer the following questions regarding the above quote:

- a) Provide specific references (document name, page number, paragraph, and sentence) to each portion of the Commission's Report and Order or the Stipulation and Agreement in Case No. ER-95-411 that would allow UE to include the amortized portion of its merger costs (acquisition premium or transition costs) above the line as an adjustment to cost of service.
- b) Provide specific references (document name, page number, paragraph, and sentence) to each portion of the Commission's Report and Order and the Stipulation and Agreement in Case No. ER-95-411 that would allow UE to include "one-half of net savings as shown in Schedule 10" above the line as an adjustment to cost of service.

REQUESTED BY: Ryan Kind *RIC*

INFORMATION PROVIDED: _____

The information provided to the Office of the Public Counsel in response to the above information request is accurate and complete, and contains no material misrepresentations or omissions based upon present facts known to the undersigned. The undersigned agrees to immediately inform the Office of the Public Counsel if any matters are discovered which would materially affect the accuracy or completeness of the information provided in response to the above information.

DATE RECEIVED: _____ SIGNED BY: _____

TITLE _____

UNION ELECTRIC COMPANY
CASE NO. EM-96-149

PUBLIC COUNSEL DATA REQUEST

REQUESTED FROM: Jim Cook

DATE REQUESTED: March 13, 1996

INFORMATION REQUESTED: At line 1 on page 9 of Mr. Warner L. Baxter's Direct Testimony, he states:

The amounts proposed to be included in Union Electric's retail electric cost of service for 1997 and 1998 are \$16.4 million and \$17.3 million respectively. However, Union Electric will not add these amounts to depreciation and amortization expense in its "Earnings Report" for the twelve months ending June 30, 1997, and June 30, 1998, respectively. This is because Schedule 10 to Mr. Rainwater's testimony reflects an annualized amortization and allocation of the total merger investment and one-half of the net merger savings to cost of service, and assuming that the merger is consummated at the end of 1996, the cost of service amounts added to depreciation and amortization expense for the twelve months ending June 30, 1997, and June 30, 1998, must be modified. Instead, Union Electric will add approximately \$8.2 million (one-half of the \$16.4 million amount reflected in Schedule 10 for 1997) to depreciation and amortization expense in the "Earnings Report" for the twelve months ending June 30, 1997, and \$16.8 million (the remaining \$8.2 million balance related to 1997 plus one-half of the \$17.3 million amount reflected in Schedule 10 for 1998) for the twelve months ending June 30, 1998.

Provide specific references (document name, page number, paragraph, and sentence) to each portion of the Commission's Report and Order or the Stipulation and Agreement in Case No. ER-95-411 that would allow UE to "add approximately \$8.2 million (one-half of the \$16.4 million amount reflected in Schedule 10 for 1997) to depreciation and amortization expense in the 'Earnings Report' for the twelve months ending June 30, 1997, and \$16.8 million (the remaining \$8.2 million balance related to 1997 plus one-half of the \$17.3 million amount reflected in Schedule 10 for 1998) for the twelve months ending June 30, 1998."

REQUESTED BY: Ryan Kind

(continued)

No. 542

UNION ELECTRIC COMPANY
CASE NO. EM-96-149

PUBLIC COUNSEL DATA REQUEST

REQUESTED FROM: Jim Cook

DATE REQUESTED: March 13, 1996

INFORMATION PROVIDED: _____

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DATE RECEIVED: _____ SIGNED BY: _____

TITLE _____

UNION ELECTRIC COMPANY
CASE NO. EM-96-149

PUBLIC COUNSEL DATA REQUEST

REQUESTED FROM: Jim Cook

DATE REQUESTED: March 25, 1996

INFORMATION REQUESTED: Please provide a complete copy of all studies, analyses, workpapers, calculations and other documents prepared by or for Union Electric to determine a reasonable exchange ratio for purposes of any business combination with CIPSCO. Please explain how each such study, analysis, workpaper, calculation and document can be reconciled to or properly compared with the findings in investment banker fairness opinions relevant to the proposed transaction.

REQUESTED BY: Ryan Kind

INFORMATION PROVIDED: _____

The information provided to the Office of the Public Counsel in response to the above information request is accurate and complete, and contains no material misrepresentations or omissions based upon present facts known to the undersigned. The undersigned agrees to immediately inform the Office of the Public Counsel if any matters are discovered which would materially affect the accuracy or completeness of the information provided in response to the above information.

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TITLE _____

UNION ELECTRIC COMPANY
CASE NO. EM-96-149

PUBLIC COUNSEL DATA REQUEST

REQUESTED FROM: Jim Cook

DATE REQUESTED: March 25, 1996

INFORMATION REQUESTED: Please provide complete copies of all known documents (or references into previously supplied documents) where management of either Union Electric or CIPSCO publicly stated the Companies' intentions, goals or plans with respect to regulatory treatment of the proposed merger, including but not limited to: 1) shareholder participation in or retention of gross or net merger savings; 2) the regulatory recognition of transaction costs or costs to achieve savings; 3) the regulatory treatment of merger premia; and 4) the extent to which the transaction was in any way contingent upon regulatory treatment of costs or benefits.

REQUESTED BY: Ryan Kind

INFORMATION PROVIDED: _____

The information provided to the Office of the Public Counsel in response to the above information request is accurate and complete, and contains no material misrepresentations or omissions based upon present facts known to the undersigned. The undersigned agrees to immediately inform the Office of the Public Counsel if any matters are discovered which would materially affect the accuracy or completeness of the information provided in response to the above information.

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TITLE _____

UNION ELECTRIC COMPANY
CASE NO. EM-96-149

PUBLIC COUNSEL DATA REQUEST

REQUESTED FROM: Jim Cook

DATE REQUESTED: March 25, 1996

INFORMATION REQUESTED: To what extent is Union Electric's proposed merger with CIPSCO in any way contingent upon regulatory approval or treatment of the proposed merger premium quantified at Rainwater Schedule 6? Please provide copies of all documents (or references into previously supplied documents) where any such contingency is specified.

REQUESTED BY: Ryan Kind

INFORMATION PROVIDED: _____

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UNION ELECTRIC COMPANY
CASE NO. EM-96-149

PUBLIC COUNSEL DATA REQUEST

REQUESTED FROM: Jim Cook

DATE REQUESTED: March 25, 1996

INFORMATION REQUESTED: What if any steps have already been taken by CIPSCO to accelerate realization of merger savings? Please identify, describe and quantify all efforts to date by the Company.

REQUESTED BY: Ryan Kind

INFORMATION PROVIDED: _____

The information provided to the Office of the Public Counsel in response to the above information request is accurate and complete, and contains no material misrepresentations or omissions based upon present facts known to the undersigned. The undersigned agrees to immediately inform the Office of the Public Counsel if any matters are discovered which would materially affect the accuracy or completeness of the information provided in response to the above information.

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UNION ELECTRIC COMPANY
CASE NO. EM-96-149

PUBLIC COUNSEL DATA REQUEST

REQUESTED FROM: Jim Cook

DATE REQUESTED: March 25, 1996

INFORMATION REQUESTED: Please identify and describe each alternative regulatory plan that was evaluated by Union Electric and CIPSCO with respect to the proposed merger transaction before each regulatory jurisdiction (MPSC, ICC, FERC and SEC). Explain the criteria by which various regulatory alternatives that were considered were determined to be reasonable or unreasonable. Provide complete copies of all studies, analyses, workpapers, calculations and other documents prepared by or for Union Electric or CIPSCO in connection with the evaluation of alternative regulatory plans.

REQUESTED BY: Ryan Kind

INFORMATION PROVIDED: _____

The information provided to the Office of the Public Counsel in response to the above information request is accurate and complete, and contains no material misrepresentations or omissions based upon present facts known to the undersigned. The undersigned agrees to immediately inform the Office of the Public Counsel if any matters are discovered which would materially affect the accuracy or completeness of the information provided in response to the above information.

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UNION ELECTRIC COMPANY
CASE NO. EM-96-149

PUBLIC COUNSEL DATA REQUEST

REQUESTED FROM: Jim Cook

DATE REQUESTED: March 25, 1996

INFORMATION REQUESTED: Please provide complete copies of all documents supplied to the Board of Directors of Union Electric for consideration by the directors of the proposed merger transaction, prior to August 11, 1995 (the date of resolutions at Mueller Schedule 3).

REQUESTED BY: Ryan Kind

INFORMATION PROVIDED: _____

The information provided to the Office of the Public Counsel in response to the above information request is accurate and complete, and contains no material misrepresentations or omissions based upon present facts known to the undersigned. The undersigned agrees to immediately inform the Office of the Public Counsel if any matters are discovered which would materially affect the accuracy or completeness of the information provided in response to the above information.

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TITLE _____

UNION ELECTRIC COMPANY
CASE NO. EM-96-149

PUBLIC COUNSEL DATA REQUEST

REQUESTED FROM: Jim Cook

DATE REQUESTED: March 25, 1996

INFORMATION REQUESTED: Please provide complete copies of all documents supplied to the Board of Directors of CIPSCO for consideration by the directors of the proposed merger transaction, prior to August 11, 1995.

REQUESTED BY: Ryan Kind

INFORMATION PROVIDED: _____

The information provided to the Office of the Public Counsel in response to the above information request is accurate and complete, and contains no material misrepresentations or omissions based upon present facts known to the undersigned. The undersigned agrees to immediately inform the Office of the Public Counsel if any matters are discovered which would materially affect the accuracy or completeness of the information provided in response to the above information.

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UNION ELECTRIC COMPANY
CASE NO. EM-96-149

PUBLIC COUNSEL DATA REQUEST

REQUESTED FROM: Jim Cook

DATE REQUESTED: March 25, 1996

INFORMATION REQUESTED: Please provide a calculation of the "Merger Premium" on a book value per share basis, comparable in form to the market value calculation set forth at Rainwater Schedule 6.

REQUESTED BY: Ryan Kind

INFORMATION PROVIDED: _____

The information provided to the Office of the Public Counsel in response to the above information request is accurate and complete, and contains no material misrepresentations or omissions based upon present facts known to the undersigned. The undersigned agrees to immediately inform the Office of the Public Counsel if any matters are discovered which would materially affect the accuracy or completeness of the information provided in response to the above information.

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UNION ELECTRIC COMPANY
CASE NO. EM-96-149

PUBLIC COUNSEL DATA REQUEST

REQUESTED FROM: Jim Cook

DATE REQUESTED: March 25, 1996

INFORMATION REQUESTED: Please provide a calculation of the common equity market to book ratios for UE and for CIPSCO for each calendar quarter in the years 1990 through 1996, to date.

REQUESTED BY: Ryan Kind

INFORMATION PROVIDED: _____

The information provided to the Office of the Public Counsel in response to the above information request is accurate and complete, and contains no material misrepresentations or omissions based upon present facts known to the undersigned. The undersigned agrees to immediately inform the Office of the Public Counsel if any matters are discovered which would materially affect the accuracy or completeness of the information provided in response to the above information.

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TITLE _____

UNION ELECTRIC COMPANY
CASE NO. EM-96-149

PUBLIC COUNSEL DATA REQUEST

REQUESTED FROM: Jim Cook

DATE REQUESTED: March 25, 1996

INFORMATION REQUESTED: What was the approximate market to book ratio of UE and of CIPSCO common equity as of August 11, 1995?

REQUESTED BY: Ryan Kind

INFORMATION PROVIDED: _____

The information provided to the Office of the Public Counsel in response to the above information request is accurate and complete, and contains no material misrepresentations or omissions based upon present facts known to the undersigned. The undersigned agrees to immediately inform the Office of the Public Counsel if any matters are discovered which would materially affect the accuracy or completeness of the information provided in response to the above information.

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UNION ELECTRIC COMPANY
CASE NO. EM-96-149

PUBLIC COUNSEL DATA REQUEST

REQUESTED FROM: Jim Cook

DATE REQUESTED: March 25, 1996

INFORMATION REQUESTED: Please provide complete copies of all "analysts opinions" that have been published since the UE/CIPSCO merger was announced and were not included in the response to Staff Data Request Nos. 35 and 36, including but not limited to those quoted in the "sampling" at page 9 of Mr. Brandt's testimony.

REQUESTED BY: Ryan Kind

INFORMATION PROVIDED: _____

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UNION ELECTRIC COMPANY
CASE NO. EM-96-149

PUBLIC COUNSEL DATA REQUEST

REQUESTED FROM: Jim Cook

DATE REQUESTED: March 25, 1996

INFORMATION REQUESTED: Please provide complete copies of all information supplied by UE or CIPSCO to the Securities and Exchange Commission (SEC) associated with the formation of a mutual service company, as well as all information and correspondence between the Companies and the SEC associated with any service corporation.

REQUESTED BY: Ryan Kind

INFORMATION PROVIDED: _____

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UNION ELECTRIC COMPANY
CASE NO. EM-96-149

PUBLIC COUNSEL DATA REQUEST

REQUESTED FROM: Jim Cook

DATE REQUESTED: March 25, 1996

INFORMATION REQUESTED: What analysis was prepared to determine that the proposed transaction will be a "tax free" exchange for purposes of Federal Income Tax? Please provide copies of documents relied upon to reach this conclusion, including but not limited to reports of tax counsel.

REQUESTED BY: Ryan Kind

INFORMATION PROVIDED: _____

The information provided to the Office of the Public Counsel in response to the above information request is accurate and complete, and contains no material misrepresentations or omissions based upon present facts known to the undersigned. The undersigned agrees to immediately inform the Office of the Public Counsel if any matters are discovered which would materially affect the accuracy or completeness of the information provided in response to the above information.

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UNION ELECTRIC COMPANY
CASE NO. EM-96-149

PUBLIC COUNSEL DATA REQUEST

REQUESTED FROM: Jim Cook

DATE REQUESTED: March 25, 1996

INFORMATION REQUESTED: Please describe and quantify the Federal and State income tax deductions, if any, that will correspond with the amortization of acquisition premium sought by the Company. If no tax deductibility is associated with such premium amortization, isn't it true that the revenue requirement associated with the amortization will be a multiple of the nominal dollars requested by the Company? Please explain and quantify the pre-tax revenues required to amortize the premium.

REQUESTED BY: Ryan Kind

INFORMATION PROVIDED: _____

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UNION ELECTRIC COMPANY
CASE NO. EM-96-149

PUBLIC COUNSEL DATA REQUEST

REQUESTED FROM: Jim Cook

DATE REQUESTED: March 25, 1996

INFORMATION REQUESTED: Please provide complete copies of all long term financial forecasts and supportive workpapers and statements of assumptions for UE and for CIPSCO that support Mr. Flaherty's statement at page 4, line 17 that the merger, "...creates substantial cost savings that should permit rates in the future to be below the level that would have otherwise been necessary on a stand-alone basis for either UE or CIPS."

REQUESTED BY: Ryan Kind

INFORMATION PROVIDED: _____

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UNION ELECTRIC COMPANY
CASE NO. EM-96-149

PUBLIC COUNSEL DATA REQUEST

REQUESTED FROM: Jim Cook

DATE REQUESTED: March 25, 1996

INFORMATION REQUESTED: Please provide complete copies of all documents produced by Deloitte & Touche from the period mid-July 1995 through Board of Director (UE and CIPSCO Boards) approval of the merger, associated with all work done during that period, as described in testimony by Mr. Flaherty at page 6, line 17 through page 7, line 2.

REQUESTED BY: Ryan Kind

INFORMATION PROVIDED: _____

The information provided to the Office of the Public Counsel in response to the above information request is accurate and complete, and contains no material misrepresentations or omissions based upon present facts known to the undersigned. The undersigned agrees to immediately inform the Office of the Public Counsel if any matters are discovered which would materially affect the accuracy or completeness of the information provided in response to the above information.

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UNION ELECTRIC COMPANY
CASE NO. EM-96-149

PUBLIC COUNSEL DATA REQUEST

REQUESTED FROM: Jim Cook

DATE REQUESTED: March 25, 1996

INFORMATION REQUESTED: What specific functions and positions are now planned to be organized within the service company affiliate? Please identify each position and the corresponding position(s) within each pre-merger operating company, indicating the positions to be moved between legal entities, reduced/eliminated, retained within each operating company or otherwise affected.

REQUESTED BY: Ryan Kind

INFORMATION PROVIDED: _____

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UNION ELECTRIC COMPANY
CASE NO. EM-96-149

PUBLIC COUNSEL DATA REQUEST

REQUESTED FROM: Jim Cook

DATE REQUESTED: March 25, 1996

INFORMATION REQUESTED: Do the savings estimated in Mr. Flaherty's Schedule 2 assume that UE and CIPSCO will consider and implement reengineered management processes coincident with the implementation of reorganization as a merged business? Please explain the role of process reengineering in the Companies' merger integration plans.

REQUESTED BY: Ryan Kind

INFORMATION PROVIDED: _____

The information provided to the Office of the Public Counsel in response to the above information request is accurate and complete, and contains no material misrepresentations or omissions based upon present facts known to the undersigned. The undersigned agrees to immediately inform the Office of the Public Counsel if any matters are discovered which would materially affect the accuracy or completeness of the information provided in response to the above information.

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UNION ELECTRIC COMPANY
CASE NO. EM-96-149

PUBLIC COUNSEL DATA REQUEST

REQUESTED FROM: Jim Cook

DATE REQUESTED: March 25, 1996

INFORMATION REQUESTED: Through what process does the merged UE/CIPSCO entity intend to identify staffing requirements on a merged basis, define an organizational structure, appoint senior management personnel to defined positions and transfer/recruit staff to fit the new organization? Please describe each step of the planned process and provide detailed copies of the final organizational charts and position assignments that have been made to date.

REQUESTED BY: Ryan Kind

INFORMATION PROVIDED: _____

The information provided to the Office of the Public Counsel in response to the above information request is accurate and complete, and contains no material misrepresentations or omissions based upon present facts known to the undersigned. The undersigned agrees to immediately inform the Office of the Public Counsel if any matters are discovered which would materially affect the accuracy or completeness of the information provided in response to the above information.

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UNION ELECTRIC COMPANY
CASE NO. EM-96-149

PUBLIC COUNSEL DATA REQUEST

REQUESTED FROM: Jim Cook

DATE REQUESTED: March 25, 1996

INFORMATION REQUESTED: Please identify the specific materials procurement agreements existing within UE and within CIPSCO that are conducive to renegotiation in the immediate future to capture merger savings from increased purchasing power, indicating the amounts paid by each utility in 1994 and 1995 pursuant to each contract, the date at which contractual commitments can be renegotiated, the current pricing terms to each utility under each contract and the anticipated pricing changes realizable post-merger.

REQUESTED BY: Ryan Kind

INFORMATION PROVIDED: _____

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UNION ELECTRIC COMPANY
CASE NO. EM-96-149

PUBLIC COUNSEL DATA REQUEST

REQUESTED FROM: Jim Cook

DATE REQUESTED: March 25, 1996

INFORMATION REQUESTED: Have the Companies made any decisions regarding the closing of any district or area offices post-merger, in an effort to achieve merger savings? Please identify any such planned closings and the cost savings associated with same.

REQUESTED BY: Ryan Kind

INFORMATION PROVIDED: _____

The information provided to the Office of the Public Counsel in response to the above information request is accurate and complete, and contains no material misrepresentations or omissions based upon present facts known to the undersigned. The undersigned agrees to immediately inform the Office of the Public Counsel if any matters are discovered which would materially affect the accuracy or completeness of the information provided in response to the above information.

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UNION ELECTRIC COMPANY
CASE NO. EM-96-149

PUBLIC COUNSEL DATA REQUEST

REQUESTED FROM: Jim Cook

DATE REQUESTED: March 25, 1996

INFORMATION REQUESTED: Have the Companies made any decisions regarding the closing of any service centers or storerooms post-merger, in an effort to achieve merger savings? Please identify any such planned closings and the cost savings associated with same.

REQUESTED BY: Ryan Kind

INFORMATION PROVIDED: _____

The information provided to the Office of the Public Counsel in response to the above information request is accurate and complete, and contains no material misrepresentations or omissions based upon present facts known to the undersigned. The undersigned agrees to immediately inform the Office of the Public Counsel if any matters are discovered which would materially affect the accuracy or completeness of the information provided in response to the above information.

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TITLE _____

**UNION ELECTRIC COMPANY
CASE NO. EM-96-149**

PUBLIC COUNSEL DATA REQUEST

REQUESTED FROM: Jim Cook

DATE REQUESTED: March 25, 1996

INFORMATION REQUESTED: What employee benefit and compensation plan decisions have been made for a post-merger environment at this time, with respect to incentive compensation programs, medical insurance coverage and terms, pension plan differences between the Companies, post-employment benefits differences, 401K and other savings plans and other benefit programs? Which plans will be consolidated and on what terms?

REQUESTED BY: Ryan Kind

INFORMATION PROVIDED: _____

The information provided to the Office of the Public Counsel in response to the above information request is accurate and complete, and contains no material misrepresentations or omissions based upon present facts known to the undersigned. The undersigned agrees to immediately inform the Office of the Public Counsel if any matters are discovered which would materially affect the accuracy or completeness of the information provided in response to the above information.

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TITLE _____

UNION ELECTRIC COMPANY
CASE NO. EM-96-149

PUBLIC COUNSEL DATA REQUEST

REQUESTED FROM: Jim Cook

DATE REQUESTED: March 25, 1996

INFORMATION REQUESTED: Have the Companies made any final decisions regarding the integration of data centers and centralization of information technologies such as hardware/software standardization and utilization of common automated systems post-merger, in an effort to achieve merger savings? Please identify any such decisions and the cost savings associated with same.

REQUESTED BY: Ryan Kind

INFORMATION PROVIDED: _____

The information provided to the Office of the Public Counsel in response to the above information request is accurate and complete, and contains no material misrepresentations or omissions based upon present facts known to the undersigned. The undersigned agrees to immediately inform the Office of the Public Counsel if any matters are discovered which would materially affect the accuracy or completeness of the information provided in response to the above information.

DATE RECEIVED: _____ SIGNED BY: _____
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**UNION ELECTRIC COMPANY
CASE NO. EM-96-149**

PUBLIC COUNSEL DATA REQUEST

REQUESTED FROM: Jim Cook

DATE REQUESTED: March 25, 1996

INFORMATION REQUESTED: What specific corporate, administrative and technical support functions will be centralized upon consummation of the merger, as a matter of final management decision at this time?

REQUESTED BY: Ryan Kind

INFORMATION PROVIDED: _____

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UNION ELECTRIC COMPANY
CASE NO. EM-96-149

PUBLIC COUNSEL DATA REQUEST

REQUESTED FROM: Jim Cook

DATE REQUESTED: March 25, 1996

INFORMATION REQUESTED: Please explain how the Joint Applicants intend to match personnel of appropriate skills to the positions existing in a post-merger environment, while relying solely upon attrition to achieve personnel reductions? What are the additional costs of training, recruiting, relocation and delayed savings realization associated with a no layoff policy? Please provide all analyses associated with this response.

REQUESTED BY: Ryan Kind

INFORMATION PROVIDED: _____

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**UNION ELECTRIC COMPANY
CASE NO. EM-96-149**

PUBLIC COUNSEL DATA REQUEST

REQUESTED FROM: Jim Cook

DATE REQUESTED: March 25, 1996

INFORMATION REQUESTED: At page 30 of his prefiled testimony, Mr. Flaherty explains how CIPS may avoid the costs of development of a customer information system (CIS) by adoption of UE's system. Would all of these "savings" be retained by CIPS, or would CIPS pay UE a royalty or right to use fee for the value of this system? Please explain and quantify the attribution of savings from shared systems between operating companies.

REQUESTED BY: Ryan Kind

INFORMATION PROVIDED: _____

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UNION ELECTRIC COMPANY
CASE NO. EM-96-149

PUBLIC COUNSEL DATA REQUEST

REQUESTED FROM: Jim Cook

DATE REQUESTED: March 25, 1996

INFORMATION REQUESTED: Please provide a detailed monthly itemization of actual merger transaction costs incurred to date by UE and by CIPSCO, indicating the payee, amount and purpose of each transaction.

REQUESTED BY: Ryan Kind

INFORMATION PROVIDED: _____

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UNION ELECTRIC COMPANY
CASE NO. EM-96-149

PUBLIC COUNSEL DATA REQUEST

REQUESTED FROM: Jim Cook

DATE REQUESTED: March 25, 1996

INFORMATION REQUESTED: Please provide a detailed monthly itemization of actual merger cost to achieve savings (transition costs) incurred to date by UE and by CIPSCO, indicating the payee, amount and purpose of each transaction.

REQUESTED BY: Ryan Kind

INFORMATION PROVIDED: _____

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UNION ELECTRIC COMPANY
CASE NO. EM-96-149

PUBLIC COUNSEL DATA REQUEST

REQUESTED FROM: Jim Cook

DATE REQUESTED: March 25, 1996

INFORMATION REQUESTED: Please provide a listing of the specific executive positions that are expected to be offered severance packages, upon consummation of the merger.

REQUESTED BY: Ryan Kind

INFORMATION PROVIDED: _____

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UNION ELECTRIC COMPANY
CASE NO. EM-96-149

PUBLIC COUNSEL DATA REQUEST

REQUESTED FROM: Jim Cook

DATE REQUESTED: March 25, 1996

INFORMATION REQUESTED: What specific criteria are in place to isolate and classify merger transaction costs and costs to achieve merger savings within UE and CIPSCO? Please provide complete copies of all documentation associated with such criteria and cost classification procedures.

REQUESTED BY: Ryan Kind

INFORMATION PROVIDED: _____

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**UNION ELECTRIC COMPANY
CASE NO. EM-96-149**

PUBLIC COUNSEL DATA REQUEST

REQUESTED FROM: Jim Cook

DATE REQUESTED: March 25, 1996

INFORMATION REQUESTED: To what extent and in what amount will Union Electric Development Corporation, Electric Energy, Inc. and CIPSCO Investment Company participate in each line item of merger savings set forth on Mr. Flaherty's Schedule 2 in each year? Please provide calculations of such benefits to non-regulated businesses, based upon planned allocations subsequent to consummation of the merger.

REQUESTED BY: Ryan Kind

INFORMATION PROVIDED: _____

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**UNION ELECTRIC COMPANY
CASE NO. EM-96-149**

PUBLIC COUNSEL DATA REQUEST

REQUESTED FROM: Jim Cook

DATE REQUESTED: March 25, 1996

INFORMATION REQUESTED: At page 18, line 3, Mr. Rainwater states, "...unless this investment is recognized in rates, shareholders will have little chance to recover their costs and no chance to earn a return on that investment." Does Mr. Rainwater believe that Ameren dividends or the market price of Ameren common stock will decline at specific future dates if the Joint Applicants' proposed regulatory plans are not fully approved? Please provide complete copies of all studies, analyses, projections, workpapers and other documents relied upon in making this statement in testimony and in answering this question.

REQUESTED BY: Ryan Kind

INFORMATION PROVIDED: _____

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UNION ELECTRIC COMPANY
CASE NO. EM-96-149

PUBLIC COUNSEL DATA REQUEST

REQUESTED FROM: Jim Cook

DATE REQUESTED: March 25, 1996

INFORMATION REQUESTED: With reference to page 18, line 11 of Mr. Rainwater's testimony, is the "investment" in the merger only "prudent" if the Joint Applicants' proposed regulatory plans are fully approved? Please explain and provide complete copies of all studies, analyses, projections, workpapers and other documents relied upon in making this statement in testimony and in answering this question.

REQUESTED BY: Ryan Kind

INFORMATION PROVIDED: _____

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UNION ELECTRIC COMPANY
CASE NO. EM-96-149

PUBLIC COUNSEL DATA REQUEST

REQUESTED FROM: Jim Cook

DATE REQUESTED: March 25, 1996

INFORMATION REQUESTED: Have the Joint Applicants determined the impact upon estimated merger costs and savings if the gas utility properties must be divested, as referenced at page 29 of Mr. Rainwater's testimony, and if so what is the amount of such impact? Please explain and provide complete copies of all studies, analyses, projections, workpapers and other documents relied upon in answering this question. What is the current status of this divestiture issue?

REQUESTED BY: Ryan Kind

INFORMATION PROVIDED: _____

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UNION ELECTRIC COMPANY
CASE NO. EM-96-149

PUBLIC COUNSEL DATA REQUEST

REQUESTED FROM: Jim Cook

DATE REQUESTED: March 25, 1996

INFORMATION REQUESTED: Please provide complete copies of the regulatory orders from each applicable regulatory jurisdiction addressing treatment of acquisition premia in each of the mergers listed at page 4 of Mr. Kimmelman's testimony. If copies are not available, please provide a complete citation to each such order.

REQUESTED BY: Ryan Kind

INFORMATION PROVIDED: _____

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UNION ELECTRIC COMPANY
CASE NO. EM-96-149

PUBLIC COUNSEL DATA REQUEST

REQUESTED FROM: Jim Cook

DATE REQUESTED: March 25, 1996

INFORMATION REQUESTED: Please provide a copy of subsections 10.1 and 10.6 from the Wachtell, Lipton Due Diligence report.

REQUESTED BY: Ryan Kind

INFORMATION PROVIDED: _____

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UNION ELECTRIC COMPANY
CASE NO. EM-96-149

PUBLIC COUNSEL DATA REQUEST

REQUESTED FROM: Jim Cook

DATE REQUESTED: March 25, 1996

INFORMATION REQUESTED: Please provide a copy of all UE documents containing descriptions and analyses of the new advertising campaign that UE initiated in 1996.

REQUESTED BY: Ryan Kind

INFORMATION PROVIDED: _____

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