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February 24, 1997

**VIA FEDERAL EXPRESS**

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

Re: MPSC Case No. EM-96-149

Dear Mr. Wright:

Enclosed for filing on behalf of Union Electric Company in the above matter are an original and fourteen (14) copies of its Notice of Acceptance of Conditions.

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, appearing to read "James J. Cook".

James J. Cook  
Associate General Counsel

JJC/bb  
Enclosure(s)  
cc: Counsel of Record

**FILED**  
FEB 25 1997  
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

NOTICE OF ACCEPTANCE OF CONDITIONS

COMES NOW Union Electric Company and states that it accepts the conditions set forth in the Ordered section, paragraph 1(a)(1)-(3) and 1(b), in the Missouri Public Service Commission Report and Order effective March 4, 1997.

Respectfully submitted,


UNION ELECTRIC COMPANY

**FILED**

FEB 25 1997

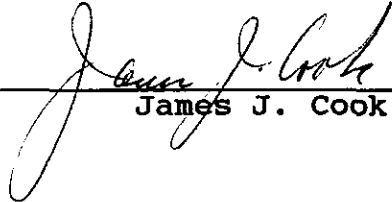
MISSOURI  
PUBLIC SERVICE COMMISSION

By

  
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CERTIFICATE OF SERVICE

I hereby certify that on this 24th day of February, 1997, a copy of the foregoing was served upon All Parties of Record.

  
James J. Cook

**MISSOURI PUBLIC SERVICE COMMISSION**  
**Case No. EM-96-149**  
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