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January 16, 1996



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

Re: **Joint Motion to Approve Procedural Schedule;**
MPSC Docket No. EM 96-149

Dear Mr. Rauch:

Enclosed please find an original and fourteen (14) copies of the **Joint Motion to Approve Procedural Schedule** in the above-referenced matter.

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

Yours very truly,

A handwritten signature in cursive script, appearing to read "James J. Cook".

James J. Cook
Associate General Counsel

JJC:mas
Enclosure(s)

cc: Service List

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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.)

Docket No. EM-96-149

JOINT MOTION TO APPROVE PROCEDURAL SCHEDULE

COMES NOW, Union Electric Company (UE or Company); the
Commission Staff (Staff); the Office of the Public Counsel (OPC);
Missouri Gas Energy, a Division of Southern Union Gas Company
(MGE); The Empire District Electric Company (EDE); Laclede Gas
Company (Laclede); Utilicorp United Inc. (Utilicorp); Anheuser-
Busch, Inc. et al. (Industrial Intervenors); State of Missouri by
the Attorney General of Missouri (State); Illinois Power Company
(Illinois Power); Kansas City Power & Light Company (KCPL); Local
309 International Brotherhood of Electrical Workers, AFL-CIO
(Local 309); Local 1455, International Brotherhood of Electrical
Workers, AFL-CIO (Local 1455); Local 702, International
Brotherhood of Electrical Workers, AFL-CIO (Local 702); Local 2,
International Brotherhood of Electrical Workers, AFL-CIO (Local
2); and Trigen-St. Louis Energy Corporation (Trigen)
(collectively, the Parties), and request the Commission to
approve the Procedural Schedule set forth below for the

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MISSOURI
PUBLIC SERVICE COMMISSION

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disposition of this case. In support of this Motion, the Parties state as follows:

1. On November 7, 1995, UE filed its Application for an Order authorizing certain merger transactions with CIPSCO Incorporated (CIPSCO), as well as authorizing related transactions, together with its Direct Testimony. In its Application, UE requested that the proceeding be expedited to the extent possible under the Commission's schedule. "In order to facilitate a 1996 closing, and in light of the fact that some Federal agencies will not act on an application until all state approvals have been received, UE respectfully requests an Order of this Commission no later than May 1, 1996." (Application, pp. 6-7)

2. On December 6, 1995, the Staff filed Staff's Proposed Procedural Schedule And Motion For An Early Prehearing Conference To Set A Procedural Schedule. On December 19, 1995, the Commission issued its Order Denying Staff's Motion For An Early Prehearing Conference. In said Order, the Commission set an early prehearing conference for January 8, 1996 for the purpose of the parties proposing a procedural schedule.

3. On or about December 30, the Industrial Intervenors filed a Motion to Establish a Procedural Schedule dated December 28.

4. On January 8, 1996, pursuant to an Order of the Commission, the Parties attended an early prehearing conference

for the purpose of discussing a Procedural Schedule. After extensive discussions which occurred at this prehearing, the Parties agreed to the following schedule:

Staff, OPC, and other Parties file Rebuttal Testimony	April 30
UE files Surrebuttal Testimony; all other Parties file Cross-Surrebuttal	May 31
Prehearing conference	June 5-7
Hearing Memorandum filed	June 21
Evidentiary Hearings	July 1-3 and July 8-12
Initial Briefs filed	20 days after the date which the Parties receive the last transcript for the July hearings
Reply Briefs filed	15 days after the filing of the Initial Briefs


5. The Parties request that arrangements be made so that the transcript of the July hearings be completed within two weeks after the last day of hearings, or as soon thereafter as practicable.

6. To accommodate the concerns expressed by Staff and certain other Parties, UE is now willing to agree to the above schedule and to withdraw its request for a May 1 Order. However, UE would appreciate the Commission's effort to expedite the issuance of its order once the Reply Briefs are filed.

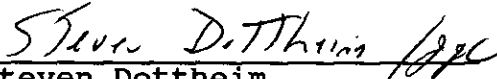
7. The Industrial Intervenors hereby withdraw their Motion to Establish a Procedural Schedule dated December 28.

WHEREFORE, the Parties request that the Commission grant this Joint Motion and approve the procedural schedule set forth herein.

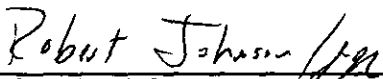
Respectfully submitted,


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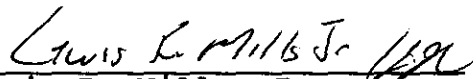
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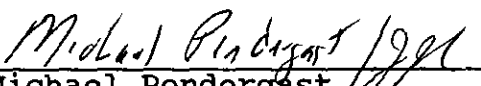
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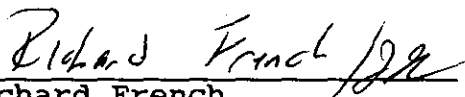
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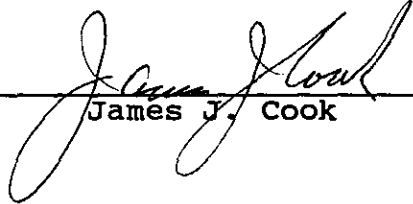
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Certificate of Service

I, James J. Cook, an attorney for Union Electric Company, do hereby certify that a copy of the foregoing was served on all Parties of Record, by first-class mail, postage prepaid, this 16th day of January, 1996.


James J. Cook

MISSOURI PUBLIC SERVICE COMMISSION
Docket No. EM-96-149
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Rev. January 16, 1996

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