

**STATE OF MISSOURI
PUBLIC SERVICE COMMISSION
JEFFERSON CITY**

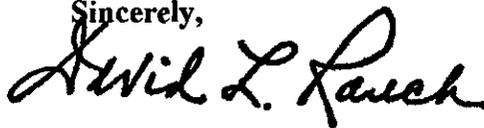
NOVEMBER 15, 1995

CASE NO: EM-96-149

Steven R. Sullivan, Attorney at Law, Union Electric Company, P.O. Box 149 (MC 1310),
St. Louis, MO 63166

Enclosed find certified copy of ORDER in the above-numbered case(s).

Sincerely,

A handwritten signature in cursive script that reads "David L. Rauch". The signature is written in black ink and is positioned below the word "Sincerely,".

**David L. Rauch
Executive Secretary**

Uncertified Copy:

Office of the Public Counsel, P.O. Box 7800, Jefferson City, MO 65102

Earl Eakins, 1649 State Highway N, Chaffee, MO 63740

All the County Commissioners and all the Mayors of each municipality in company service area

All the Regulated Electric, Gas, and Pipeline Utilities in the State of Missouri

Commission

uri 65102

RETURNED TO SENDER

REASON DEFENSE

Unclaimed _____ Refused _____

Attempted - Not known _____

Insufficient address _____

No such street _____

No such office in city _____

Do not remove this message

110 such person

To the Mayor
Henley
Missouri 65040

96-149

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

ORDER AND NOTICE

On November 7, 1995, Union Electric Company (UE) filed an application with the Missouri Public Service Commission (Commission) requesting an order from the Commission authorizing certain merger transactions involving UE, the transfer of certain assets, real estate, leased property, easement sand contractual agreements, and other transactions involving the proposed merger by and between UE and Central Illinois Public Service Company (CIPSCO). Along with the above-stated application, UE also filed its pro forma balance sheet, a resolution of its board of directors, a copy of the merger agreement between UE and CIPSCO, testimony in support of the proposed merger, and various other related documents.

UE, a public utility engaged in the production and distribution of electric and natural gas service and regulated by the Commission, is proposing, through a series of corporate transactions, to merge UE and CIPSCO into one federally regulated public utility holding company, Ameren,

which will control both UE, in Missouri, and Central Illinois Power (CIPS) in Illinois. UE states that the reason for this merger is to reduce combined operating costs. UE approximates this cost savings to be \$590 million over a period of 10 years. To effectuate this transaction, UE is proposing to transfer its current Illinois assets to a new Illinois regulated public utility corporation, CIPS, and pay an acquisition premium of \$232 million. In addition, UE is anticipating merger related expenses of an additional \$41 million.

Finally, UE is requesting amortization of the merger expense and premium and treatment of the anticipated savings through application of its current 3-year experimental alternative regulation plan.

Upon review of this filing, the Commission finds it appropriate that notice of this application be made to the general public and interested parties, and that a date for the intervention of proper parties be set.

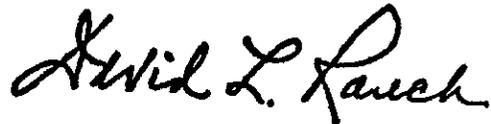
The Commission finds that notice of this application should be given by the Records Department of the Commission by transmitting a copy of this order to the County Commissions of each county and mayors of each municipality included in UE's statewide service territory, and all regulated electric, gas, and pipeline utilities in the State of Missouri. In addition, the information officer of the Commission shall provide notice to the members of the General Assembly representing each county in UE's service territory, and to all publications of general circulation in UE's service territory as set out in *The Official Manual of the State of Missouri*.

Proper persons wishing to intervene shall have until the close of business, December 15, 1995, in which to file an application to intervene with the Executive Secretary, Missouri Public Service Commission, P.O. Box 360, Jefferson City, Missouri 65102, with a copy being sent to Steven R. Sullivan, Attorney, Union Electric Company, P.O. Box 149 (MC 1310), 1901 Chouteau Avenue, St. Louis, Missouri 63166.

IT IS THEREFORE ORDERED:

1. That the Records Department and Information Officer of the Commission are directed to send notice as indicated in this order.
2. That any interested party wishing to intervene in this case shall file an application requesting intervention no later than the close of business December 15, 1995.
3. That this order shall become effective on November 15, 1995.

BY THE COMMISSION



**David L. Rauch
Executive Secretary**

(S E A L)

Joseph A. Derque, III, Administrative Law Judge,
by delegation of authority under Commission
directive of January 3, 1995, pursuant to
Section 386.240, RSMo 1994.

Dated at Jefferson City, Missouri, on
this 15th day of November, 1995.

STATE OF MISSOURI

OFFICE OF THE PUBLIC SERVICE COMMISSION

I have compared the preceding copy with the original on file in this office and
I do hereby certify the same to be a true copy therefrom and the whole thereof.

WITNESS my hand and seal of the Public Service Commission, at Jefferson City,
Missouri, this 15 day of NOVEMBER, 1995.

A handwritten signature in cursive script that reads "David L. Rauch". The signature is written in black ink and is positioned above a horizontal line.

David L. Rauch
Executive Secretary