

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

JANUARY 22, 1996

CASE NO: EM-96-149

James J. Cook, Joseph H. Raybuck, Attorneys, Union Electric Company, P.O. Box 149, (MC 1310),
St. Louis, MO 63166
Richard W. French, French & Stewart, 1001 Cherry St., Suite 302, Columbia, MO 65201
James C. Swearingen, Brydon, Swearingen & England P.C., 312 E. Capitol Ave., P.O. Box 456,
Jefferson City, MO 65102-0456
Gary W. Duffy, Brydon, Swearingen & England P.C., 312 E. Capitol Ave., P. O. Box 456,
Jefferson City, MO 65102-0456
Michael C. Pendergast, Assistant General Counsel, Laclede Gas Co., 720 Olive St., Room 1520,
St. Louis, MO 63101
Robert C. Johnson and Diana M. Schmidt, Peper, Martin, Jensen, Maichel and Hetlage,
720 Olive St., 24th Floor, St. Louis, MO 63101-2396
Susan B. Cunningham, Staff Attorney, Kansas City Power & Light Co., 1201 Walnut St.,
P.O. Box 418679, Kansas City, MO 64141-9679
Paul S. DeFord, Lathrop & Norquist, L.C., 2345 Grand Blvd., Suite 2500, Kansas City, MO 64108
Jeremiah W. Nixon, Attorney General, and Daryl R. Hylton, Assistant Attorney General,
221 W. High St., P.O. Box 899, Jefferson City, MO 65102
Daniel R. Devereaux, Attorney at Law, 1215 Pine St., St. Louis, MO 63101
Marilyn S. Teitelbaum, Schuchat, Cook & Werner, 1221 Locust St., 2nd Floor, St. Louis, MO 63101

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

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
Charles J. Fishman, President, Trigen-St. Louis Energy Corporation, One Ashley Place,
St. Louis, MO 63102
Jim Berger, Asst. Business Manager, Local 309, IBEW, 2000 Mall St. (Rte 157),
Collinsville, IL 62234
Dave White, Business Manager, Local 2, IBEW, 209 Flora Dr., P.O. Box 1045,
Jefferson City, MO 65102
Michael Datillo, Business Manager, Local 1455, IBEW, 5570 Fyler Ave., St. Louis, MO 63139
Gary Roan, Business Manager, Local 702, IBEW, 106 N. Monroe, West Frankfort, IL 62896
John W. McKinney, Missouri Public Service, 10700 E. 350 Highway, P.O. Box 11739,
Kansas City, MO 64138
Robert B. Fancher, Vice President-Finance, Empire District Electric Co., 602 Joplin, P.O. Box 127,
Joplin, MO 64801
Kenneth J. Neises, Senior Vice President-Gas Supply & Regulatory Affairs, Laclede Gas Co.,
720 Olive St., Room 1514, St. Louis, MO 63101
Joe Lakshmanan, Illinois Power Company, 500 South 27th St., P.O. Box 511,
Decatur, Illinois 62525
F. Jay Cummings, Vice President, Rates & Regulatory Affairs, Southern Union Gas Co.,
504 Lavaca, Suite 800, Austin, TX 78701

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 ESTABLISHING PROCEDURAL SCHEDULE

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. On November 15, 1995, the Commission issued an order and notice providing notice of this proposal to the public and providing for the intervention of proper parties.

After granting intervention to various parties, a prehearing conference was held in this matter resulting in the filing of a joint motion to approve a proposed procedural schedule. The Commission will adopt the proposed procedural schedule and apply the following conditions to the litigation of this matter:

(1) The Commission will require the prefiling of testimony as defined in 4 CSR 240-2.130. The practice of prefiling testimony is designed to give parties notice of the claims, contentions and evidence in

issue and to avoid unnecessary objections and delays caused by allegations of unfair surprise at the hearing.

(2) The Commission will schedule a prehearing conference in this case to allow the parties the opportunity to resolve procedural and substantive issues.

(3) The parties shall file a hearing memorandum setting out the issues to be considered and the order of the witnesses who will appear on each day of the hearing, definitions of terms, each party's position on the issues, and the order of cross-examination.

(4) The Commission emphasizes the importance of the deadline for filing the hearing memorandum. The Commission Staff will be responsible for preparing and filing the hearing memorandum and, unless the Commission orders otherwise, the hearing memorandum shall be filed on the date set. Each party is expected to provide Staff with its position on each unresolved issue in time for Staff to meet the established filing deadline.

(5) Nothing in this order shall preclude a party from addressing, or having a reasonable opportunity to address, matters not previously disclosed and arising at the hearing.

(6) The Commission's general policy provides for the filing of the transcript within two weeks after the hearing. If any party seeks to expedite the filing of the transcript, such a request shall be tendered, in writing, to the administrative law judge at least five days prior to the date of hearing. The administrative law judge will determine whether the request should be granted.

(7) The Commission believes it is appropriate to limit the length of initial briefs to 50 pages and reply briefs to 25 pages. All pleadings, briefs and amendments shall be filed in accordance with 4 CSR 240-2.080(7).

(8) All parties are required to bring an adequate number of copies of exhibits which they intend to offer into evidence at the hearing. If an exhibit has been prefiled, only three copies of the exhibit are necessary for the court reporter. If an exhibit has not been prefiled, the party offering it should bring, in addition to the three copies for the court reporter, copies for the five Commissioners, the administrative law judge, and opposing counsel.

IT IS THEREFORE ORDERED:

1. That the following procedural schedule is adopted for this case:

Staff, the Office of the Public Counsel and other parties file rebuttal testimony	April 30, 1996 3:00 p.m.
Union Electric files surrebuttal testimony; all other parties file cross-surrebuttal	May 31, 1996 3:00 p.m.
Prehearing conference	June 5-7, 1996 10:00 a.m.
Hearing Memorandum filed	June 21, 1996
Evidentiary Hearings	July 1-3, 1996 and July 8-12, 1996 10:00 a.m.
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

The prehearing conference and hearing will be held in the Commission's hearing room on the fifth floor of the Harry S Truman State Office Building, 301 West High Street, Jefferson City, Missouri. Any person(s) with special needs as addressed by the Americans With Disabilities Act should contact the Missouri Public Service Commission at least ten (10) days prior to the hearing at one of the following numbers: Consumer Services Hotline -- 1-800-392-4211, or TDD Hotline -- 1-800-829-7541.

2. That this order shall become effective on the date hereof.

BY THE COMMISSION



David L. Rauch
Executive Secretary

(SEAL)

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 22nd day of January, 1996.

Bergue / Hagemeyer
 Circulated 1/18/96
 Return 1/22/96 before 10 a.m.
 CASE NO. EM-96-149
 Chairman [Signature]
 Commissioner [Signature]
 Commissioner Absent
 Commissioner [Signature]
 Commissioner
Issue 1/22/96

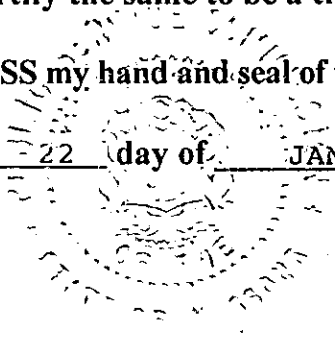
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STATE OF MISSOURI
 OFFICE OF THE PUBLIC SERVICE COMMISSION

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 22 day of JANUARY, 1996.



David L. Rauch

David L. Rauch
 Executive Secretary