



DIVISION OF
CORPORATION FINANCE

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

November 7, 1979

Edson G. Case, Acting Director
Office of Nuclear Reaction Regulation
Nuclear Regulatory Commission
Washington, D.C. 20555

Re: Union Electric Company
File No. 2-65874
Form S-7

Dear Mr. Case:

Enclosed is a copy of a registration statement filed with this Commission by the above-named company on October 31, 1979.

We would appreciate any comments your staff may have on the prospectus and your furnishing us with such comments, if any, by November 19, 1979 to assist us in our examination and review of the filing.

As you are aware, this Commission does not pass upon the merits of a security, but we attempt to obtain compliance by the registrant with the statutory requirements of full and fair disclosure. Accordingly, we also would appreciate your staff advising us of any additional information which it believes would be helpful to us in processing the prospectus so as to make the disclosure more meaningful to a reasonable investor.

As you can appreciate, time is of the essence in connection with public financings due to market conditions. The Company has indicated that it desires that its registration statement be made effective December 11, 1979.

Please furnish the above comments, if any, directly to my attention and should you have any questions, please call me at (202)272-3233 or Robert Quigley, at (202)272-3242.

Sincerely,

William H. Malloy, Jr.
Branch Chief

Enclosure

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