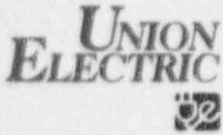


1901 Chouteau Avenue
Post Office Box 149
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314-554-2650



February 23, 1996

U.S. Nuclear Regulatory Commission
Attn: Document Control Desk
Mail Station P1-137
Washington, D.C. 20555

Donald F. Schnell
Senior Vice President
Nuclear

ULNRC-03341

Gentlemen:

DOCKET NUMBER 50-483
CALLAWAY PLANT
REVISION TO FACILITY OPERATING LICENSE NO. NPF-30

Union Electric Company herewith transmits an application for amendment to Facility Operating License No. NPF-30 for Callaway Plant.

Union Electric Company ("Union Electric") is the holder of Facility Operating License No. NPF-30 ("the License") for Callaway Plant Unit No. 1 ("Callaway"). It has entered into a merger agreement with CIPSCO Incorporated which provides for Union Electric to become a wholly-owned operating company of Ameren Corporation ("Ameren"), a registered public utility holding company under the Public Utility Holding Company Act of 1935, as amended. By this Application, Union Electric requests that the License be amended, pursuant to 10 C.F.R. § 50.90 to reflect Union Electric's status as an operating company subsidiary of Ameren.

Attachments 1 and 2 contain the Application of Union Electric Company for Amendment of License No. NPF-30 and Safety Evaluation, and the Proposed Operating License Change in support of this amendment request, respectively. The Application references four Exhibits: The Agreement and Plan of Merger, the Ameren Corporation Unaudited Pro Forma Combined Condensed Balance Sheet, the Significant Hazards Evaluation, and the Environmental considerations. This change request has been approved by the Callaway Onsite Review Committee and the Nuclear Safety Review Board.

We are requesting that the NRC please expedite review of this submittal so that the requested

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ADD 1

U. S. Nuclear Regulatory Commission
Page 2

amendment will be issued by August 1996 to facilitate the completion of the Merger.

If you have any questions concerning this matter, please contact me.

Very truly yours,


Donald F. Schnell

JMC:mas

- Attachments: 1) Application for Amendment of License
and Safety Evaluation
(includes 4 Exhibits)
2) Proposed Operating License Change

STATE OF MISSOURI)
) S S
CITY OF ST. LOUIS)

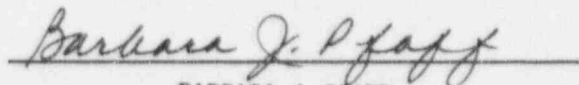
Donald F. Schnell, of lawful age, being first duly sworn upon oath says that he is Senior Vice President-Nuclear and an officer of Union Electric Company; that he has read the foregoing document and knows the content thereof; that he has executed the same for and on behalf of said company with full power and authority to do so; and that the facts therein stated are true and correct to the best of his knowledge, information and belief.

By



Donald F. Schnell
Senior Vice President
Nuclear

SUBSCRIBED and sworn to before me this twenty-third day
of February, 1996.



BARBARA J. PFAFF
NOTARY PUBLIC—STATE OF MISSOURI
MY COMMISSION EXPIRES APRIL 22, 1997
ST. LOUIS COUNTY

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/QA Record (CA-758)

E210.01

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H. D. Bono

NSRB (Patty Reynolds)

J. M. Chapman

W. B. Bobnar

A140.0001.002 (1179)

ATTACHMENT 1 CONTENTS

- 1) APPLICATION FOR AMENDMENT AND SAFETY EVALUATION
PAGES 1 THRU 15
- 2) EXHIBIT 1 - AGREEMENT AND PLAN OF MERGER
- 3) EXHIBIT 2 - AMEREN CORPORATION BALANCE SHEET
- 4) EXHIBIT 3 - SIGNIFICANT HAZARDS CONSIDERATION
- 5) EXHIBIT 4 - ENVIRONMENTAL CONSIDERATION