



November 15, 1996

Donald F. Schnell
Senior Vice President
Nuclear

U.S. Nuclear Regulatory Commission
Attn: Document Control Desk
Mail Station P1-137
Washington, DC 20555-0001

Gentlemen:

ULNRC-3490
TAC No. M94850

DOCKET NUMBER 50-483
CALLAWAY PLANT
REVISION TO FACILITY OPERATING LICENSE NPF-30
PROPOSED MERGER OF UE AND CIPSCO

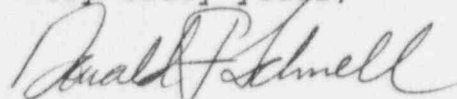
- Reference: 1) ULNRC-3341 dated February 23, 1996
2) ULNRC-3370 dated April 24, 1996
3) NRC Letter dated October 31, 1996

References 1 and 2 transmitted requests for an amendment to the Callaway Plant Facility Operating License NPF-30 to reflect UE's status as an operating company subsidiary of Ameren and the consent to transfer the License. Reference 3 requested a commitment to provide NRC with a copy of any application to transfer assets exceeding 10% of UE's consolidated net utility plant to its proposed parent or any other affiliated company. This commitment is provided in the attached memorandum signed by Donald E. Brandt, Senior Vice President-Finance and Corporate Services for Union Electric Company.

The NRC Licensing Project Manager for Callaway requested that we address the level of foreign ownership of UE and CIPSCO. As of November 13, 1996 less than 1% of both UE and CIPSCO common stock shares were registered to foreign holders.

If there are any additional questions, please contact us.

Very truly yours,


Donald F. Schnell

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PDR ADOCK 05000483
P PDR

DES/jdg
Attachment

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

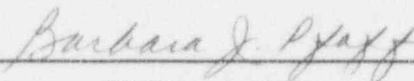
Donald F. Schnell, of lawful age, being first duly sworn upon oath says that he is Senior Vice President-Nuclear and an officer of Union Electric Company; that he has read the foregoing document and knows the content thereof; that he has executed the same for and on behalf of said company with full power 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 fifteenth day
of November, 1996.



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

RESPONSE TO REQUEST FOR ADDITIONAL INFORMATION (RAI)
DATED OCTOBER 31, 1996 REGARDING UNION ELECTRIC COMPANY'S
FEBRUARY 23, 1996 FOR LICENSE AMENDMENT AND APRIL 24, 1996,
SUPPLEMENT PERTAINING TO PROPOSED MERGER (TAC NO. M94850)

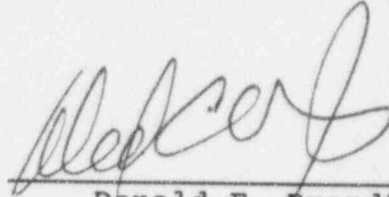
November 13, 1996

RESPONSE:

Union Electric Company will provide the Director of the Office of Nuclear Reactor Regulation a copy of any application, at the time it is filed, to transfer (excluding grants of security interests or liens) from Union Electric Company to its proposed parent or to any other affiliated company, facilities or other assets for the production, transmission, or distribution of electric energy having a depreciated book value exceeding ten percent (10%) of Union Electric Company's consolidated net utility plant, as recorded on Union Electric Company's books of account.

PREPARED BY:

Donald E. Brandt, Senior Vice President - Finance and Corporate Services for Union Electric Company.



Donald E. Brandt

cc: M. H. Fletcher
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