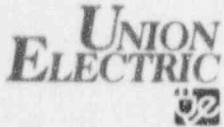


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314-554-2650



Donald F. Schnell
Senior Vice President
Nuclear

April 24, 1996

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

Gentlemen:

ULNRC-03370

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

Union Electric Company transmits herewith an application requesting that the Nuclear Regulatory Commission ("NRC") consent to transfer the Facility Operating License 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. On February 23, 1996, Union Electric filed an application to amend the License pursuant to 10 CFR 50.90. After reviewing that application, NRC staff determined that the merger would also require a transfer of the License to reflect Union Electric's status as a wholly-owned operating subsidiary of Ameren.

Therefore, enclosed is an application in which Union Electric seeks consent of the NRC to transfer the License ("the Application"), pursuant to 10 CFR 50.80, such that after the merger Union Electric will continue to own and operate the Callaway plant as a wholly-owned operating subsidiary of Ameren.

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In addition, NRC staff requested a copy of any Federal Energy Regulatory Commission ("FERC") filings. Exhibit 5 to the Application is a copy of Union Electric's FERC filings.

We also request that the NRC Staff expeditiously review this submittal so that the NRC's consent to the proposed transfer is received by December 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

Attachment: 1) Application for NRC Consent to Transfer License NPF-30 including Exhibit 5, the FERC merger filing.

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

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
Donald F. Schnell
Senior Vice President
Nuclear

SUBSCRIBED and sworn to before me this twenty-fourth day of April, 1996.

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