

APPLICATION OF UNION ELECTRIC COMPANY FOR
NRC CONSENT TO TRANSFER OF LICENSE NO. NPF-30

Union Electric Company ("Union Electric") is the holder of Facility Operating License No. NPF-30 ("License") for Callaway Plant Unit No. 1 ("Callaway"). It has entered into a merger agreement with CIPSCO Incorporated ("CIPSCO") 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 seeks an NRC order consenting to the transfer of the License, such that after the merger Union Electric will continue to own and operate the Callaway plant as a wholly-owned operating subsidiary of Ameren.

On February 23, 1996, Union Electric filed an application to amend the License pursuant to 10 CFR 50.90 ("the Original Application"). After reviewing the Original 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. While it is true that the proposed merger requires no change in the design or operation of Callaway, the merger will make Union Electric a wholly-owned operating subsidiary of Ameren. Therefore, the merger may be deemed to effect a change in the control of the owner of Callaway, Union Electric. Accordingly, this Application requests

the consent of the NRC under 10 CFR 50.80 for transfer of the License to reflect the effective change in control of the owner of Callaway, Union Electric, as a result of the merger.

The information required to be included in an application for transfer of a license pursuant to 10 CFR 50.80 is contained in the Original Application, thus the Original Application is incorporated by reference herein as if it were set forth verbatim. This information demonstrates that the requested consent is consistent with applicable provisions of law, NRC regulations and NRC orders. While antitrust information is set forth in Section V of the Original Application, Union Electric's Federal Energy Regulatory Commission ("FERC") filing is attached as Exhibit 5¹ to this application to aid the NRC in conducting the antitrust review.

The merger requires the approval of the FERC, the Securities Exchange Commission, the Missouri Public Service Commission, and the Illinois Commerce Commission. In addition, it is subject to review by the Department of Justice or the Federal Trade Commission and the expiration of the applicable waiting period under the Hart-Scott-Rodino Act. The companies are working to complete the merger in early 1997. Therefore, Union Electric is seeking to obtain all necessary regulatory approvals prior to that time. Union Electric requests that the NRC review this request for transfer of the License on a schedule that will

¹ The Original Application, which as been incorporated herein by reference, contained four exhibits.

result in final action as promptly as possible, and in any event prior to December 31, 1996.

All communications pertaining to this Application should be sent to:

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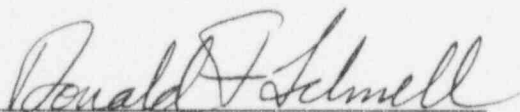
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Union Electric requests, for the reasons stated above, that the NRC consent to the transfer of the License under 10 CFR 50.80 to reflect the effective change in control of the owner of Callaway, Union Electric. Union Electric also requests that the NRC issue an order to effectuate said transfer.

Respectfully submitted,

UNION ELECTRIC COMPANY

By



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