

BEFORE THE PUBLIC SERVICE COMMISSION
OF THE STATE OF MISSOURI

FILED
MAR 24 1999
Missouri Public
Service Commission

In the Matter of the Application of Union Electric
Company for an Order Authorizing: (1) Certain Merger)
Transactions Involving Union electric Company; (2) the)
Transfer of Certain Assets, Real Estate, Leased Property,)
Easements and Contractual Agreements to Central Illinois)
Public Service Company; and (3) In Connection)
Therewith, Certain Other Related Transactions.)

Case No. EM-96-149

APPLICATION TO INTERVENE

Adam's Mark Hotel, Alcoa Foil Products (Alumax, Inc.), The Boeing Company, General Motors Corporation, Mallinckrodt, Inc., Procter & Gamble Manufacturing Company and Ralston Purina Company (the "Applicants"), hereby file their Application to Intervene in the above-referenced docket. In support of their application, and as grounds therefor, Applicants state as follows:

1. The Commission ordered in Case No. ER-95-411 that all parties to that docket would be parties to the present docket. A number of those parties are members of a group of large customers of Union Electric Company known as the "Missouri Industrial Energy Consumers" or "MIEC."

2. The MIEC companies that are presently parties to this docket are: Anheuser-Busch, Inc., Ford Motor Company, Holnam, Inc., Hussmann Refrigeration, ISP Minerals, MEMC Electronic Materials and Monsanto Company. McDonnell Douglas was also a party to this docket and is now The Boeing Company.

3. Since this docket was established, the above-mentioned companies have changed counsel to Bryan Cave LLP. The Applicants would like to join the MIEC companies that are parties to this docket.

4. As large customers of Union Electric Company, the Applicants have an interest in this docket that is different than that of the general public.

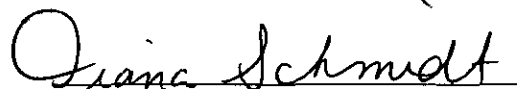
5. The Applicants' position in this docket is that the Applicants' rates and the terms and conditions of their electric service should not be adversely affected by the outcome of this docket.

6. Because the Applicants seek to intervene as members of the MIEC, and the MIEC is already a party to this docket and has actively participated herein, no party will be prejudiced if their Application is granted.

WHEREFORE, the Applicants respectfully request the Commission grant them intervention herein with full rights as parties for all purposes.

Respectfully Submitted

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ATTORNEY FOR APPLICANTS AND
MISSOURI INDUSTRIAL ENERGY
CONSUMERS

CERTIFICATE OF SERVICE

I hereby certify that copies of this Application to Intervene have been served via first-class, U.S. mail, postage prepaid, on this 23rd day of March , 1999, to all parties of record.

Quana Schmidt