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December 8, 1995

Mr. David L. Rauch
Executive Secretary
Missouri Public Service Commission
Truman Building
301 West High Street, 7-N
Jefferson City, MO 65101

RE: MPSC Docket No. EM-96-149
Union Electric Company

Dear Mr. Rauch:

Enclosed for filing on behalf of Union Electric Company in the above referenced case are an original and fourteen (14) copies each of the Response of Union Electric Company to Application to Intervene Filed By Trigen-St. Louis Energy Corp. and Request for Leave to Submit Late Filing.

Kindly acknowledge receipt of this filing by stamping as filed a copy of this letter and returning it to the undersigned in the enclosed, self-addressed, stamped envelope.

Sincerely,

A handwritten signature in cursive script that reads "James J. Cook".

James J. Cook
Associate General Counsel

JJC/dla
Enclosures
cc: Service List

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MO. PUBLIC SERVICE COMMISSION

BEFORE THE PUBLIC SERVICE COMMISSION
OF THE STATE OF MISSOURI

Union Electric Company) Docket No. EM-96-149

RESPONSE OF UNION ELECTRIC COMPANY
TO APPLICATION TO INTERVENE FILED BY TRIGEN-ST. LOUIS ENERGY CORP.

COMES NOW Union Electric Company ("UE" or "Company") and for its response to the Application to Intervene filed by Trigen-St. Louis Energy Corporation ("Trigen") on November 20, 1995, states as follows:

1. On November 7, 1995, UE filed an Application seeking this Commission's approval of certain merger transactions, the transfer of certain assets and other related transactions, all related to the proposed merger of UE and CIPSCO Incorporated.

2. On November 20, 1995, Trigen filed its Application to Intervene in this matter. Trigen claims that it has interests which set it apart from the general public, thus justifying its intervention. The Company disagrees.

3. Trigen claims that it is a "major customer" which uses electricity from UE "in a manner and amount different from that of the general public"; that UE and Trigen are direct competitors in the "energy services market"; and that Trigen is a "potential

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'cogenerator of electricity" and "in that event" would require special services from UE. Trigen claims that these factors make it different from the general public, and therefore entitled to intervene in the instant case.

4. Trigen's Application to Intervene should be denied because it has failed to show an interest different from that of the general public.

5. Trigen first claims that it is a major customer which uses electricity "in a manner and amount different from that of the general public, which use could be affected by the proposed merger." The Company disputes that Trigen is a customer which uses electricity in a manner and amount different from that of the general public. The Company has many customers who use as much or more electricity than Trigen. Moreover, the Company has many customers whose uses of electricity vary to a considerable degree from other customers. The Company suggests that there is nothing unique about the manner in which Trigen uses electricity that sets it apart from many other customers.

5. Next, Trigen claims that it is a direct competitor in the "energy services market." Trigen states that, as such it has "an interest, different from that of the general public, in ensuring that the transactions involved in the proposed merger are just and reasonable and that said transactions will not produce an unfair competitive advantage to Union Electric or an unfair detriment to the operations of Trigen-St. Louis." The Company submits that

there is nothing unique about Trigen's alleged "direct competitor" status that warrants intervention. The Commission will determine whether or not the merger is detrimental to the public interest. (4 CSR 240-2.060 (4)(D)) Trigen has not demonstrated why this status sets it apart from the general public. What is clear, however is that, as a competitor, Trigen has an interest in delaying the benefits of the merger.

6. Lastly, Trigen states that as a "potential cogenerator of electricity" it would "require transmission and other services from Union Electric which could be different from that of the general public." As the Commission is aware, issues related to Trigen's cogeneration status are foreclosed by the Contract for Purchase and Sale of Dump Electric Energy, executed December 3, 1984 in connection with UE's sale of the Ashley Plant. As the Commission is also aware, Trigen has purported to terminate the Contract, which Union Electric disputes. This contractual issue remains pending in the Circuit Court of the City of St. Louis.

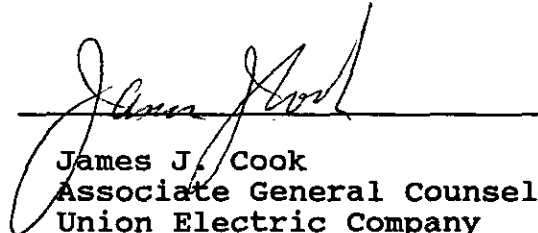
7. Moreover, even if this contract were not in place, Trigen has not shown why, as a cogenerator, it has any unique interest in matters relevant to the request for approval of the merger that are different from the issues relevant to the general public's interests. Nor has it shown why its intervention would serve the public interest. Trigen's application does not meet the requirements of 4 CSR 240-2.075 (4), and should therefore be denied.

2 WHEREFORE, for all the foregoing reasons, Union Electric Company respectfully requests that the Commission issue an order denying Trigen-St. Louis Energy Corporation's Application to Intervene in this proceeding.

Respectfully submitted,

UNION ELECTRIC COMPANY

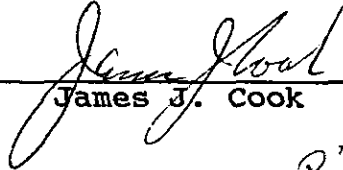
By

A handwritten signature in cursive script, appearing to read "James J. Cook", is written over a horizontal line.

James J. Cook
Associate General Counsel
Union Electric Company
1901 Chouteau Avenue
P.O. Box 149 (M/C 1310)
St. Louis, Missouri 63166
(314) 554-2237

VERIFICATION

I, James J. Cook, being first duly sworn on oath, state that I am an attorney for Union Electric Company, that I have read the foregoing instrument, and that the matters stated therein are true to the best of my knowledge and belief.

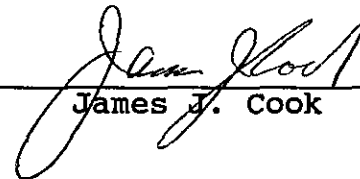

James J. Cook

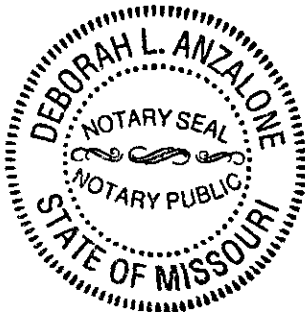
Subscribed to and sworn to before me this 8th day of December, 1995.


Notary Public

CERTIFICATE OF SERVICE

I hereby certify that on this 8th day of December, 1995, a copy of the foregoing was served via first class, U.S mail, postage prepaid, upon All Parties of Record.


James J. Cook



DEBORAH L. ANZALONE
NOTARY PUBLIC—STATE OF MISSOURI
ST. LOUIS COUNTY
MY COMMISSION EXPIRES APR. 18, 1998