

**BEFORE THE PUBLIC SERVICE COMMISSION
OF THE STATE OF MISSOURI**

In the Matter of the Application of Union)
Electric Company for Approval of an)
Experimental Retail Wheeling Pilot.)

Case No. EO-98-95

FILED
OCT 22 1997
MISSOURI
PUBLIC SERVICE COMMISSION

APPLICATION FOR LEAVE TO INTERVENE OUT OF TIME
FOR GOOD CAUSE SHOWN

Comes now QST Energy Trading Company ("QST Trading") and QST Energy Inc. ("QST Energy"), by and through the undersigned counsel, and for its Application For Leave To Intervene Out Of Time For Good Cause Shown pursuant to 4 CSR 240-2.075, respectfully states as follows:

1. On September 16, 1997 the Commission issued its Order Granting Waiver And Providing Notice in the above-captioned cause and established an intervention date of October 14, 1997. Prior to the close of business on October 14, 1997 QST Trading and QST Energy through Illinois counsel attempted to file their Petition To Intervene but same was rejected for filing for failure to include the necessary required information relating to retention of Missouri local counsel. A copy of the original Petition To Intervene and Records Department rejection sheet, dated October 14, 1997, are attached hereto as Appendix A.

2. After unsuccessfully attempting to secure Missouri local counsel for several days, Illinois counsel ultimately contacted undersigned counsel's firm on October 21, 1997 and undersigned counsel has agreed to serve as local counsel for Applicants herein and make this filing on their behalf. Applicant has moved as quickly as possible to remedy the defects in their original October 14, 1997 and secure local counsel for purposes of this proceeding.

3. 4 CSR 240-2.075(4)(D) permits the Commission to grant applications to intervene after the date set by the Commission for a showing of good cause. Applicant respectfully

submits that good cause exists for the few days delay in resubmitting this Application and notes that as of today the Commission has not yet issued an order dealing with the intervention applications received in this case.

4. QST Trading is an Illinois corporation with its principal place of business in Huston, Texas. QST Trading is a wholly-owned subsidiary of CILCORP Inc. ("CILCORP"). Another CILCORP subsidiary is Central Illinois Light Company ("CILCO"), an Illinois Commerce Commission-regulated public utility which provides electric and gas service to customers in central and east central Illinois. QST Trading operates as a marketer and broker, at wholesale, of electric power and arranges services in related areas such as transmission and fuel supplies, pursuant to a rate schedule approved by the Federal Energy Regulatory Commission ("FERC") in Docket No. ER96-553, on March 14, 1996, at 74 FERC Paragraph 61,282. QST Trading does not own, operate or control electric power generating or transmission facilities, and does not have a franchised electric power service area. In acting as a power marketer, QST Trading takes title to power and is a "public utility" subject to FERC's jurisdiction. QST Trading has two affiliates which sell power on the retail level, CILCO, a subsidiary of CILCORP, and QST Energy, a subsidiary of CILCORP and the parent of QST Trading, with its principal place of business in Peoria, Illinois. QST Energy sells retail power on a non-jurisdictional basis in Illinois and provides related services to retail customers within the limits of the pilot retail wheeling programs of CILCO and Illinois Power, and is participating in other retail programs, as they are developing in other states.

5. Applicants submit that they should be permitted to intervene in this case pursuant

to 4 CSR-240.075(4)(A) and (C). As experienced power marketers, QST Trading and QST Energy have an interest in this proceeding different from that of the general public. Issues surrounding "deregulation" and competition in wholesale and retail power markets are a fairly recent development in the electric industry generally and are certainly new to Missouri. Both companies are experienced marketers in a neighboring state where Union Electric also has facilities, and hopefully may have, depending on the outcome of this case, the opportunity to market power in Missouri under the terms of the project. No other party to this proceeding can adequately represent QST Trading's and QST Energy's interests in the project. Granting this intervention also will serve the public interest. QST Trading and QST Energy will bring a great deal of practical experience with this type of project to the parties' discussions, and if necessary, to the hearing room. The Commission will benefit from the two companies' unique perspective and experience as it deliberates and formulates its policy in this new, emerging area of inquiry. As Union Electric's specific proposal has yet to be fully developed, QST Trading and QST Energy neither support nor oppose the proposed pilot program at this time but reserve the right to take an appropriate position once more facts are known. Granting Applicants' request should not prejudice any other party to this case as the case still is in its initial stages of development.

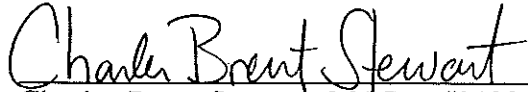
6. Copies of orders, pleadings and correspondence in this matter should be sent to the following:

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WHEREFORE, having stated good cause for leave to intervene out of time, and grounds for intervention and interest in this proceeding, QST Trading and QST Energy request that they be granted intervenor status in this case.

Respectfully submitted,



Charles Brent Stewart, Mo Bar #34885

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ATTORNEY FOR QST TRADING AND QST ENERGY

CERTIFICATE OF SERVICE

I hereby certify that a copy of the foregoing pleading has been duly served on counsel for Union Electric Company, the General Counsel's Office of the Public Service Commission and the Office of the Public Counsel, either by hand-delivery or by placing a copy thereof in the United States mail, postage pre-paid on this 22th day of October, 1997.



Charles Brent Stewart