

LAW OFFICES  
**BRYDON, SWEARENGEN & ENGLAND**  
PROFESSIONAL CORPORATION  
312 EAST CAPITOL AVENUE  
P.O. BOX 456  
JEFFERSON CITY, MISSOURI 65102-0456

DAVID V.G. BRYDON  
JAMES C. SWEARENGEN  
WILLIAM R. ENGLAND III  
JOHNNY K. RICHARDSON  
GARY W. DUFFY  
PAUL A. BOUDREAU  
SONDRA B. MORGAN  
SARAH J. MAXWELL  
CHARLES E. SMARR  
MARK G. ANDERSON  
DEAN L. COOPER

AREA CODE 314  
TELEPHONE 635-7100  
FACSIMILE 635-3847

December 6, 1995

Mr. David Rauch  
Executive Secretary  
Public Service Commission  
P. O. Box 360  
Jefferson City, MO 65101

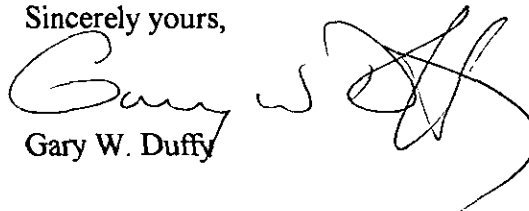
**RE: Case No. EM-96-149**

Dear Mr. Rauch:

Enclosed please find an original and fourteen copies of an Application to Intervene to be filed in the above-referenced proceeding on behalf of Missouri Gas Energy, a division of Southern Union Company. Please stamp the enclosed extra copy "filed" and return same to me.

If you have any questions, give me a call.

Sincerely yours,

  
Gary W. Duffy

GWD/rhg  
Enclosures

cc: Office of Public Counsel  
Mr. Jay Cummings  
Mr. Jim Swearengen  
Mr. Rick French  
Ms. Marilyn Teitelbaum  
Mr. Mike Pendergast  
Mr. Steve Sullivan

**FILED**  
DEC 6 - 1995  
MISSOURI  
PUBLIC SERVICE COMMISSION

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

**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**

Comes now Missouri Gas Energy ("MGE"), a division of Southern Union Gas Company, by and through its counsel, and in support of its Application to Intervene in the above-captioned matter states to the Missouri Public Service Commission ("Commission") as follows:

1. MGE is an operating division of Southern Union Gas Company which is duly incorporated under the laws of the state of Delaware, and conducts business in Missouri under the name of Missouri Gas Energy. It is a public utility engaged in the distribution of natural gas at retail in Andrew, Barry, Barton, Bates, Buchanan, Carroll, Cass, Cedar, Christian, Clay, Clinton, Cooper, Dade, Dekalb, Greene, Henry, Howard, Jackson, Jasper, Johnson, Lafayette, Lawrence, McDonald, Moniteau, Newton, Pettis, Platte, Ray, Saline, Stone, and Vernon Counties in Missouri, subject to the jurisdiction of the Commission as provided by law.

2. All correspondence, communications, orders and decisions in this matter should be addressed to the following:

**FILED**

DEC 6 - 1995

MISSOURI  
PUBLIC SERVICE COMMISSION

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X

F. Jay Cummings  
Vice President, Rates and Regulatory Affairs  
Southern Union Gas Company  
504 Lavaca, Suite 800  
Austin, Texas 78701  
512 370-8353

Gary W. Duffy, Attorney at Law  
Brydon, Swearingen & England, P.C.  
P.O. Box 456  
Jefferson City, MO 65102-0456  
314 635-7166

3. The Commission has established the above-referenced docket to receive and consider the application of Union Electric Company ("UE") for an order authorizing certain merger transactions involving UE; the transfer of certain assets, real estate, leased property, easements and contractual agreements to Central Illinois Public Service Company; and certain other related transactions. By its Order and Notice issued and dated November 15, 1995, the Commission authorized interested parties to intervene in this proceeding on or before December 15, 1995.

4. MGE submits this Application to Intervene on the grounds that the Commission's decision with respect to the UE application may affect MGE's interests as a utility providing service in Missouri. MGE provides service in some of the same geographic areas as UE. Therefore, MGE's interest in this matter is different from that of the general public and cannot be represented adequately by any other party to this case.

5. At this point, due primarily to the early stage of the proceedings, MGE is unable to state what position it may take with regard to the relief requested by UE.

WHEREFORE, MGE respectfully requests that the Commission issue an order authorizing it to intervene in and participate fully in the above-captioned proceeding and for such other orders as are reasonable in the circumstances.

Respectfully submitted,



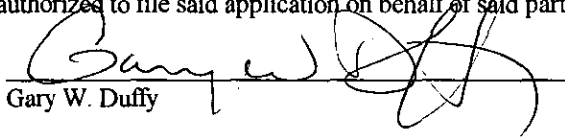
Gary W. Duffy MBE #24905  
BRYDON, SWEARENGEN & ENGLAND P.C.  
P.O. Box 456  
Jefferson City, Missouri 65102  
(314) 635-7166

Attorneys for Missouri Gas Energy

VERIFICATION

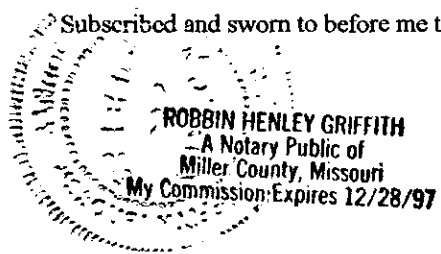
STATE OF MISSOURI )  
 )ss  
COUNTY OF COLE )

On the 6th day of December 1995, before me appeared Gary W. Duffy, to me personally known, who, being by me first duly sworn, states that he is the attorney for Missouri Gas Energy and acknowledged that he had read the above and foregoing document and believes that the allegations therein are true and correct to the best of his knowledge, information and belief, and that the above-designated attorneys are authorized to file said application on behalf of said party.

  
Gary W. Duffy

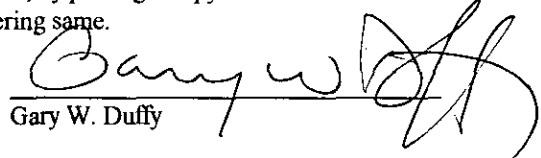
Subscribed and sworn to before me this 6th day of December, 1995.





Certificate of Service

The undersigned hereby certifies that a true and correct copy of the foregoing document was served on all counsel of record in this proceeding this 6th day of December, 1995, by placing a copy of same in the United States Mail, first class postage prepaid and properly addressed, or hand delivering same.

  
Gary W. Duffy