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December 4, 1995

Mr. David L. Rauch  
Executive Secretary  
Missouri Public Service Commission  
P.O. Box 360  
Jefferson City, Missouri 65102

Re: Case No. EM-96-149

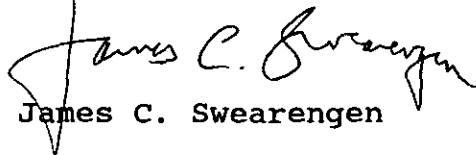
Dear Mr. Rauch:

On behalf of UtiliCorp United Inc. d/b/a Missouri Public Service, I deliver herewith for filing with the Missouri Public Service Commission in the above-referenced case an original and fourteen copies of an Application to Intervene.

A copy of this pleading will be provided this date to all parties of record.

Thank you very much for your cooperation in this matter.

Very truly yours,

  
James C. Swearingen

JCS/nh  
Enclosure

cc: Office of Public Counsel  
Steve Sullivan

FILED  
DEC 4 - 1995  
MISSOURI  
PUBLIC SERVICE COMMISSION

BEFORE THE PUBLIC SERVICE COMMISSION  
STATE OF MISSOURI

FILED

DEC 4 - 1995

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 OF UTILICORP UNITED INC. TO INTERVENE

Comes now UtiliCorp United Inc., ("UtiliCorp") through its Missouri Public Service operating division ("MPS"), and for its application to intervene in the captioned matter, states as follows:

1. UtiliCorp is a Delaware corporation, in good standing in all respects and is authorized to conduct business in Missouri through its MPS operating division. As such, UtiliCorp is engaged in providing electrical and natural gas utility service in its service areas subject to the jurisdiction of the Missouri Public Service Commission ("Commission") as provided by law. UtiliCorp's principal office and place of business is located at 911 Main, Suite 3000, Kansas City, Missouri 64105.

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

John W. McKinney  
Missouri Public Service  
10700 E. 350 Highway  
P. O. Box 11739  
Kansas City, Missouri 64138

James C. Swearengen  
Brydon, Swearengen & England P.C.  
312 East Capitol Avenue  
P. O. Box 456  
Jefferson City, Missouri 65102-0456  
(314) 635-7166

3. On November 7, 1995, Union Electric Company ("UE"), a public utility providing electric, gas and steam service in Missouri, filed an application for authority to undertake certain statutory merger transactions (the "Merger Transactions") the collective effect of which, according to the application, would result in UE and Central Illinois Public Service Company ("CIPS"), an Illinois-chartered electric and gas utility with operations in the State of Illinois, becoming wholly-owned subsidiaries of Ameren Corporation ("Ameren"). According to the application, Ameren is a special-purpose Missouri corporation formed to facilitate the merger. Also according to the application, Ameren will become a registered public utility holding company. UE additionally requests permission to transfer to CIPS certain of its operating assets and properties located in the State of Illinois. According to the application, UE will seek FERC approval to transfer future nuclear decommissioning trust funding obligations from its Illinois retail customers to its FERC-regulated wholesale customers.

4. 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.

5. UtiliCorp, through MPS, is a party to a Capacity Purchase Agreement with UE dated November 17, 1987. Said agreement entitles UtiliCorp to purchase power from UE into the year 2001 under terms

and conditions stated therein. UtiliCorp desires to intervene in this proceeding in order to determine whether its rights under its Capacity Purchase Agreement with UE are or may be impacted as a result of the proposed Merger Transactions. UtiliCorp also desires to determine how the proposed Merger Transactions or related activities might otherwise affect it including a determination of the surviving entity's market power position. Finally, UtiliCorp desires to determine how the proposed Merger Transactions or related activities might affect the cost and manner in which UtiliCorp provides electric service to customers in its Missouri service territory. As a consequence, the interests of UtiliCorp in this proceeding are different than those of the general public and cannot be represented adequately by any other party to these proceedings. Finally, the expertise and perspective which UtiliCorp possesses on the provision of electric service in this State will aid the Commission in resolving the issues relating to this proceeding. Consequently, its intervention and participation will serve the public interest.

6. At this time, UtiliCorp takes no position concerning the relief sought by UE in this case. UtiliCorp, however, reserves the right to oppose the relief sought if it should appear that its interests would be adversely affected by the Merger Transactions or related activities.

WHEREFORE, UtiliCorp requests an order authorizing it to intervene and participate fully in the captioned proceeding and for such other orders as are appropriate in the circumstances.

Respectfully submitted,



James C. Swearingen #21510  
Paul A. Boudreau #33155  
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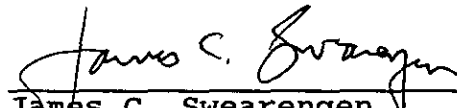
Attorneys for UtiliCorp United Inc.

Certificate of Service

I hereby certify that a true and correct copy of the above and foregoing document was mailed, United States Mail, postage prepaid, this 4th day of December, 1995, to:

Office of the Public Counsel  
P. O. Box 7800  
Jefferson City, MO 65102

Mr. Steven R. Sullivan  
Union Electric Company  
P. O. Box 149  
St. Louis, MO 63166

  
James C. Swearingen