

LAW OFFICES

**LATHROP & NORQUIST, L.C.**  
A LIMITED LIABILITY COMPANY

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December 14, 1995

**FILED**

**DEC 15 1995**

**MISSOURI  
PUBLIC SERVICE COMMISSION**

Mr. David Rauch  
Executive Secretary  
Missouri Public Service Commission  
Truman State Office Building  
301 W. High Street, 5th Floor  
Jefferson City, MO 65101-1517

Re: Case No. EM-96-149

Dear Mr. Rauch:

Enclosed herewith for filing in the above-referenced case please find an original and fifteen copies of Illinois Power Company's Application to Intervene. Please file stamp the extra copy and return it in the enclosed self-addressed, postage prepaid envelope to the undersigned for our records.

Very truly yours,

LATHROP & NORQUIST, L.C.

By: *Paul S. DeFord*

Paul S. DeFord

PSD:dvb  
Enclosures

cc: Office of the Public Counsel

CCA\_164822

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BEFORE THE PUBLIC SERVICE COMMISSION  
OF THE STATE OF MISSOURI

FILED

DEC 15 1995

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. )

MISSOURI  
PUBLIC SERVICE COMMISSION

Case No. EM-96-149

APPLICATION TO INTERVENE OF ILLINOIS POWER COMPANY

Comes now Illinois Power Company ("Illinois Power") and for its Application to Intervene in the above-captioned matter states as follows:

1. Illinois Power is an Illinois corporation with its principal office and place of business at 500 South 27th Street, Decatur, Illinois 62525. Illinois Power is a public utility engaged in providing gas and electric service in the State of Illinois.

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

Joe Lakshmanan  
Illinois Power Company  
500 South 27th Street  
P. O. Box 511  
Decatur, Illinois 62525;

Paul S. DeFord  
Lathrop & Norquist  
2345 Grand Boulevard, Suite 2500  
Kansas City, Missouri 64108.

3. The Commission 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 ("CIPS"); and certain other related transactions. By its Order and Notice issued on November 15, 1995, the Commission authorized interested parties to intervene in this proceeding on or before December 15, 1995.

4. Illinois Power, UE, CIPS and Kentucky Utilities Company jointly own Electric Energy, Inc. which in turn owns certain electric generating facilities. In addition, Illinois Power, UE and CIPS are parties to an Interconnection Agreement (FERC Rate Schedule 50), informally referred to as the Ill-Mo Pool Agreement, under which the parties are given access to reserves held by the pool, have right of first refusal on capacity transactions and facilitate transmission activities with the Tennessee Valley Authority. Illinois Power seeks to intervene in this proceeding in order to determine how the proposed merger transactions or related activities might effect its rights and interests. The interests of Illinois Power are different than those of the general public and cannot be represented adequately by any other party to this proceeding.

5. Illinois Power takes no position concerning the relief sought by UE in this case at this time, but reserves the right to oppose the relief sought if it should appear that its interests would be adversely effected by the merger transactions or related activities.

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

Respectfully submitted,  
LATHROP & NORQUIST, L.C.

*Paul S. DeFord*

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Paul S. DeFord #29509  
LATHROP & NORQUIST, L.C.  
2345 Grand Boulevard, Suite 2500  
Kansas City, Missouri 64108  
(816) 842-0820 FAX: (816) 421-0500

*Joe Lakshmanan*

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Joe Lakshmanan  
Illinois Power Company  
500 South 27th Street  
P. O. Box 511  
Decatur, Illinois 62525

FILED

BEFORE THE PUBLIC SERVICE COMMISSION  
OF THE STATE OF MISSOURI

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MISSOURI  
PUBLIC SERVICE COMMISSION

In the matter of the Application of )  
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Company; (2) the transfer of certain )  
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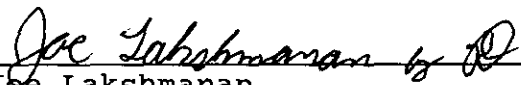
Case No. EM-96-149

ENTRY OF APPEARANCE

COMES NOW Joe Lakshmanan pursuant to 4 CSR 240-2.040 and enters his appearance on behalf of Illinois Power Company, in the above-entitled proceeding. The undersigned, Joe Lakshmanan, is a member in good standing of the Bar of the District of Columbia and is admitted to practice before all local District of Columbia courts as well as the United States Court of Appeals, First Circuit. Neither the undersigned nor any member of the Illinois Power Company legal department is disqualified to appear in any court.

Paul DeFord of Lathrop & Norquist, L.C., a member of the Missouri Bar, having offices within the State of Missouri, is hereby designated associate counsel in this case.

Respectfully submitted,

  
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Joe Lakshmanan  
Illinois Power Company  
500 South 27th Street  
P. O. Box 511  
Decatur, Illinois 62525

ATTORNEY FOR ILLINOIS POWER COMPANY

**CERTIFICATE OF SERVICE**

I hereby certify that a copy of the above and foregoing was served upon the following persons by depositing a true copy thereof in the United States mail, postage prepaid, this 14<sup>th</sup> day of December, 1995.

James J. Cook/Steven R. Sullivan  
Union Electric Company  
1901 Chouteau Avenue  
P. O. Box 149 (M/C 1310)  
St. Louis, MO 63103

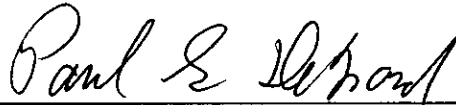
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AN ATTORNEY FOR ILLINOIS POWER COMPANY