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December 6, 1995

FILED
DEC 11 1995
MISSOURI
PUBLIC SERVICE COMMISSION

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

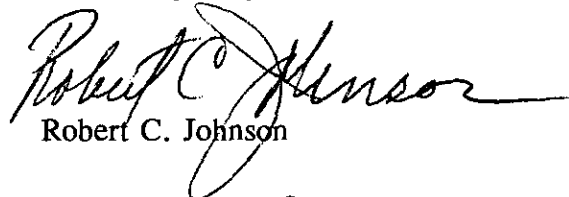
RE: Union Electric--CIPSCo Merger Proceeding--MO PSC Docket No. EM-96-149

Dear Mr. Rauch:

I enclose for filing the original and fourteen copies of the application to intervene of Industrial Intervenors, Monsanto, et al., and would appreciate your bringing this filing to the attention of the Commission. Also enclosed is an extra copy of the Application which we will appreciate your file-stamping and returning to the undersigned.

Copies of the Application are being served on Union Electric Company and the Staff of the Public Service Commission, and the Office of Public Counsel.

Yours very truly,


Robert C. Johnson

CS
Enclosures (16)

STL-69249.1

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MO. 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

Come now applicants Anheuser-Busch, Inc., Barnes and Jewish Hospitals, Chrysler Corporation, The Doe Run Company, Emerson Electric Company, Hussmann Refrigeration, Lincoln Industrial, MEMC Electronic Materials, Mallinckrodt, Inc., McDonnell Douglas Corporation, and Monsanto Company ("Applicants") by their attorneys pursuant to 4 CSR 240-2.110 and move this Commission for leave to intervene in the above-styled proceeding. In support of said Application and as grounds therefore, Applicants state as follows:

1. Applicants herein own and operate large industrial plants and hospitals within the state of Missouri, and by reason thereof, are substantial purchasers of electric energy from Union Electric Company ("UE").
2. This case was docketed in response to an application filed by UE requesting approval of certain merger and transfer and related financing and other transactions involving U.E., CIPSCo, Incorporated, an Illinois corporation and Central Illinois Public Service Company, an Illinois corporation and a regulated public utility.

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3. The findings and determinations of the Commission in this proceeding could substantially impact the cost and terms of electric service to these Applicants. Accordingly, Applicants have a direct interest in the matters being considered in this proceeding.

4. It is Applicants' position that the interests of industrial customers of UE should not be adversely affected by the proposed transaction. Applicants cannot assert a position on specific matters until it has had an adequate opportunity to examine the record, testimony, and exhibits of other parties filed and to be filed herein.

WHEREFORE, having stated their grounds for intervention and the position and interest of Applicants in these proceedings, Applicants ask that the Public Service Commission of the state of Missouri grant this Application for Intervention and thereby entitle said Applicants to have notice and to appear at the taking of testimony, to produce and cross-examine witnesses, and to be heard in person or by counsel on the argument, and in all other respects to be made parties to this proceeding.

Respectfully submitted,

PEPER, MARTIN, JENSEN, MAICHEL
and HETLAGE

By 
Robert C. Johnson #15755
Diana M. Schmidt #42419
720 Olive Street, 24th Floor
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CERTIFICATE OF SERVICE

I hereby certify that I have this day served the foregoing Application for Intervention upon all parties of record in this proceeding by mailing, by first class mail, to each party, a copy thereof, in properly addressed envelopes with postage prepaid.

Dated at St. Louis, Missouri, this *14* day of December, 1995.

Robert C. Johnson