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July 9, 1998

FILED

JUL 9 1998

Missouri Public
Service Commission

Mr. Dale Hardy Roberts
Secretary/Chief Regulatory Law Judge
Missouri Public Service Commission
P.O. Box 360
Jefferson City, Missouri 65102

Re: Case No. EO-98-511, Union Electric/Farmer's Electric Territorial Agreement

Dear Mr. Roberts:

Please find enclosed for filing an original and fourteen copies of the Application For Intervention, Or In The Alternative, Participation Without Intervention, filed on behalf of North Central Missouri Electric Cooperative in the above-referenced case. Copies of same have been sent this date to counsel for all parties of record. Thank you.

Sincerely,

Brent Stewart

Brent Stewart

CBS/bt

Enclosure

cc: Counsel for all parties of record
Bill Reeves

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

In the Matter of the Application of)
Union Electric Company d/b/a AmerenUE)
and Farmer's Electric Cooperative for)
Approval of a Written Territorial)
Agreement Designating the Boundaries of)
Each Electric Service Supplier within)
Portions of Caldwell, Carroll, Chariton,)
Clinton, Daviess, DeKalb, Linn,)
Livingston and Ray Counties; Authorizing)
the Sale, Transfer, and Assignment of)
Certain Electric Distribution Facilities,)
Easements, and Other Rights Generally)
Constituting AmerenUE's Electric Utility)
Business Associated with Its Customers)
Transferred Pursuant to the Territorial)
Agreement; and AmerenUE's Application)
for a Certificate of Convenience and)
Necessity Authorizing It to Own, Control,)
Manage, and Maintain an Electric Power)
System for the Public in Certain Portions)
of Chariton, Linn, and Ray Counties.)

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Service Commission

Case No. EO-98-511

**APPLICATION FOR INTERVENTION,
OR IN THE ALTERNATIVE,
PARTICIPATION WITHOUT INTERVENTION**

Comes now North Central Missouri Electric Cooperative ("NCMEC"), by and through its counsel and pursuant to 4 CSR 240-2.075, and for its Application For Intervention, Or In The Alternative, Participation Without Intervention, in the above-captioned cause respectfully states as follows:

1. The exact legal name of Applicant is North Central Missouri Electric Cooperative and its principal place of business is located at the intersection of Highways 5 and 6 and Highway E West, P.O. Box 220, Milan, Missouri 63556.
2. The names, titles and addresses of the persons to whom all correspondence, communications, orders and decisions in this matter are to be sent are:

Charles Brent Stewart
Attorney At Law
STEWART & KEEVIL, L.L.C.
1001 Cherry Street, Suite 302
Columbia, Missouri 65201

Bill Reeves
General Manager
North Central Missouri Electric Cooperative
P.O. Box 220
Milan, Missouri 63556

3. NCMEC is a rural electric cooperative organized and operating under Chapter 394 of the Revised Statutes of Missouri. NCMEC is a distribution cooperative selling electric energy and power at retail in the north central part of the state of Missouri, specifically in Putnam, Sullivan and Linn counties. NCMEC mistakenly was not listed among the area electric suppliers in the Joint Applicants' initial filing, and therefore, NCMEC did not receive written notice pursuant to the Commission's June 9, 1998 Order. However, counsel for Farmer's Electric Cooperative did contact NCMEC counsel by telephone at about the time the Commission's June 9, 1998 Order was issued and NCMEC thereby did receive verbal notice of this proceeding in time to seek intervention.

4. NCMEC has a direct interest in this proceeding and is seeking intervention herein because: A) a portion of electric service area contained in the proposed territorial agreement appears to encompass and abut NCMEC's existing electric service area in Linn county; and B) because the Commission's ultimate decision regarding the agreement could impact NCMEC's future operations, customers, and future territorial agreements in and around NCMEC's existing service area. As such, NCMEC has an interest in the proceeding which is different from that of the general public and no other party can adequately represent NCMEC's interests herein. The Commission previously has granted intervention to NCMEC in a similar territorial agreement case involving Farmer's Electric Cooperative in Case No. EO-97-6.

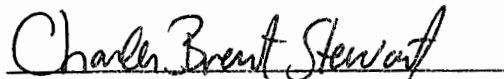
5. In Case No. EO-97-6, at the parties' request the Commission included a clear statement in its Correction Order (issued on November 13, 1996) that the Commission's

approval of that agreement was not intended to in any way affect or diminish the rights of other electric suppliers who were not parties to the agreement, consistent Section 394.312.5 RSMo. NCMEC intends to seek the same assurance from the Commission in this proceeding, should the Commission ultimately approve the proposed agreement. NCMEC believes inclusion of such a statement of intent in the Commission's orders is even more important today given the use to which Commission-approved territorial agreements might be put in the future in an uncertain and changing electric utility industry environment.

6. NCMEC neither supports nor opposes the proposed territorial agreement at this time as NCMEC has not yet had the opportunity to fully review the joint applicants' filing or to discuss same with all the parties.

WHEREFORE, having stated grounds for intervention pursuant to 4 CSR 240-2.075, North Central Missouri Electric Cooperative requests that the Commission grant it leave to intervene as a party, or in the alternative, participate without intervention, in this proceeding.

Respectfully submitted,



Charles Brent Stewart, MoBar #34885
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1001 Cherry Street, Suite 302
Columbia, Missouri 65201
(573) 499-0635

ATTORNEY FOR NORTH CENTRAL
MISSOURI ELECTRIC COOPERATIVE

CERTIFICATE OF SERVICE

The undersigned hereby certifies that a copy of the foregoing was sent to counsel for all parties of record in Case No. EO-98-511 by depositing same in the United States Mail, or by hand delivery, this 9th day of July, 1998.

Charles Brent Stewart