

**STATE OF MISSOURI
PUBLIC SERVICE COMMISSION
JEFFERSON CITY
June 11, 2001**

CASE NO: GM-2001-585

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Enclosed find certified copy of an ORDER in the above-numbered case(s).

Sincerely,



Dale Hardy Roberts
Secretary/Chief Regulatory Law Judge

Uncertified Copies:

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

In the Matter of the Joint Application of)
Gateway Pipeline Company, Inc., Missouri)
Gas Company and Missouri Pipeline Company)
and the Acquisition by Gateway Pipeline)
Company of the Outstanding Shares of)
UtiliCorp Pipeline Systems, Inc.)

Case No. GM-2001-585

**ORDER GRANTING INTERVENTION REQUESTS,
SETTING PREHEARING CONFERENCE
AND REQUIRING FILING OF PROCEDURAL SCHEDULE**

Procedural History and Interventions:

On April 19, 2001, Gateway Pipeline Company, Inc. (Gateway), Missouri Gas Company (MGC), and Missouri Pipeline Company (MPC) filed a joint application with the Commission seeking either a determination that the Commission is without jurisdiction or, in the alternative, authorization on an expedited basis, for Gateway, to acquire all the outstanding shares of UtiliCorp Pipeline Systems (UPL). According to the application, Gateway is purchasing the UPL shares from UtiliCorp United Inc. (UtiliCorp) under a stock purchase agreement.

UtiliCorp, MGC and MPC are regulated Missouri utilities. MGC and MPC own and operate intrastate natural gas transmission pipelines in Missouri. The applicants state that under the transaction the parent of UPL will be changed from UtiliCorp to Gateway with no change in the ownership of MGC or MPC. UtiliCorp did not, however, join as a party to the application filed on April 19, 2001.

On May 2, 2001, the Commission directed its Staff to file a memorandum of law concerning the Commission's jurisdiction and provided for responses. Staff filed its memorandum on May 11, 2001, advocating the Commission's jurisdiction. The Office of the Public Counsel filed a memorandum on May 2, 2001, also advocating the Commission's jurisdiction. The Applicants filed their reply on May 18, 2001.

On May 24, 2001, the Commission issued its *Order Determining Jurisdiction and Order Directing Filing and Order Directing Notice*. The Commission determined that it has jurisdiction over the proposed transaction and directed that UtiliCorp be made a party to this case. The Commission provided notice of the application and directed that interested parties desiring to intervene to file their applications no later than June 8, 2001. The Commission also directed the applicants to file a statement of the (local) tax impact of the proposed transaction, if any.

Attorneys for UtiliCorp entered their appearance on June 1, 2001. Applicants filed their tax impact statement on June 5, 2001.¹

Applications for intervention have been filed by Union Electric Company, d/b/a AmerenUE, Laclede Gas Company and Panhandle Eastern Pipeline Company. UE and Laclede are public utilities under the Commission's jurisdiction. Each distributes and sells natural gas to Missouri consumers. Each obtains transport of some of their gas supplies through the transmission pipelines owned by MPC and MGC. Panhandle transports, sells and delivers gas in interstate commerce in the state of Missouri under the jurisdiction of the Federal Energy Regulatory Commission. Panhandle's transport pipelines interconnect with MPC transport pipelines.

¹ The tax impact statement was forwarded to the county clerks of Pulaski, Phelps, Crawford, Franklin, St. Charles, Lincoln and Pike Counties under a notice issued by the Commission.

All of the applications to intervene meet the requirements of Commission Rule 4 CSR 240-2.075 and shall be granted.

Prehearing Conference and Proposed Procedural Schedule:

The applicants have requested expedited consideration in their application. The Applicants indicated that the desired closing date for their transaction is September 30, 2001.

Public Counsel filed a request for hearing on June 7, 2001. Public Counsel requests an evidentiary hearing but is not presently requesting local public hearings. Public Counsel acknowledged the applicants' request for expedited treatment and suggested that the Commission set an early prehearing conference for June 28, 2001.

The Commission is aware that the parties have already initiated informal discussions and encourages these efforts. Public Counsel's request for an early prehearing conference is well taken. The Commission will convene a prehearing conference on June 28. The parties should use the intervening time to identify the issues that may affect them or the public generally and that may require the Commission's consideration or decision. At the prehearing conference, the parties' representatives should be prepared to engage in further discussions of the issues and to cooperate to resolve or mitigate the issues as well as to develop a joint proposed procedural schedule that takes into account the request for expedited treatment.

The parties shall jointly file the proposed procedural schedule. The proposed procedural schedule shall establish dates for the prefiling of direct, rebuttal and surrebuttal testimony according to Commission rule, the filing of a joint list of issues, a statement by each party of its position on each issue, a list of witnesses including the

order in which they will be called and the date on which each witness shall appear, and an agreed order of cross-examination.


The proposed procedural schedule shall also establish dates for a hearing in this matter. The Commission has tentatively reserved the dates of August 20 and 21, 2001, for an evidentiary hearing. The parties should be aware that even if the issues between them are resolved the Commission might provide for additional public input, if necessary or requested, and may hold a hearing for presentations by the parties and questions by the Commission.

IT IS THEREFORE ORDERED:

1. That the applications to intervene by Union Electric Company d/b/a AmerenUE, by Laclede Gas Company, and by Panhandle Eastern Pipeline Company are granted.
2. That a prehearing conference shall be held on June 28, 2001, beginning at 10:00 a.m. The prehearing will be held at the Commission's offices in the Governor Office Building, 200 Madison Street, Jefferson City, Missouri, a building that meets the accessibility standards required by the Americans With Disabilities Act. If any person needs additional accommodations to participate in this prehearing, please call the Public Service Commission's Hotline at 1-800-392-4211 (voice) or 1-800-829-7541 (TDD) prior to the hearing.
3. That the parties shall jointly prepare and file a proposed procedural schedule no later than July 2, 2001.

4. That this order shall become effective on June 21, 2001.

BY THE COMMISSION



Dale Hardy Roberts
Secretary/Chief Regulatory Law Judge

(S E A L)

Keith Thornburg, Regulatory Law Judge,
by delegation of authority pursuant to
Section 386.240, RSMo 2000.

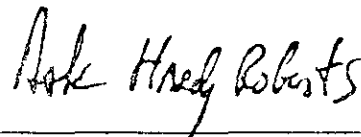
Dated at Jefferson City, Missouri,
on this 11th of June, 2001.

STATE OF MISSOURI

OFFICE OF THE PUBLIC SERVICE COMMISSION

I have compared the preceding copy with the original on file in this office and
I do hereby certify the same to be a true copy therefrom and the whole thereof.

WITNESS my hand and seal of the Public Service Commission, at Jefferson City,
Missouri, this 11th day of June 2001.



Dale Hardy Roberts
Secretary/Chief Regulatory Law Judge

