

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

In the Matter of the Application for)	
Authority of Sendero SMGC LP)	
Acquisition Company and Sendero)	
SMGC GP Acquisition Company to)	
Purchase the Partnership Interests of)	
DTE Enterprises, Inc. and DTE Ozark,)	
Inc. in Southern Missouri Gas)	Case No. GM –2005-0136
Company, LP., and for Southern)	
Missouri Gas Company, L.P. to)	
Execute a Deed of Trust, Security)	
Agreement and Financing Statement)	
To Secure a Loan to Complete the)	
Transaction.)	

NON-UNANIMOUS STIPULATION AND AGREEMENT

COME NOW the Parties to the case, Sendero SMGC LP Acquisition Company, LLC, Sendero SMGC GP Acquisition Company, LLC (hereafter, collectively “Sendero”), DTE Enterprises, Inc., and DTE Ozark, Inc. (collectively “DTE”) (“Sendero” and “DTE” collectively referred to as “Applicants”) and the Staff of the Commission (“Staff”) and file the attached Non-Unanimous Stipulation and Agreement. (Stipulation and Agreement.)

Staff will file its Memorandum in Support of the Stipulation and Agreement no later than Monday, April 11, 2005.

Under Commission rules, 4 CSR 240-2.115(2), if no one objects to a nonunanimous stipulation and agreement within seven (7) days, the Commission may treat the stipulation and agreement as unanimous. Empire District Electric Company, whose Application to Intervene in this case was granted, is not taking a position in support of or in opposition to the Stipulation and Agreement, and will not request a

hearing. The Office of the Public Counsel is also not taking any position concerning the Stipulation and Agreement and has also indicated that it will not request a hearing.

WHEREFORE the Signatory parties to the Stipulation and Agreement, submit this Nonunanimous Stipulation and Agreement for the Commission's consideration. The Parties anticipate that, if the Commission is able to act promptly, the closing may be able to be completed by April 30, 2005.

Respectfully submitted,

DANA K. JOYCE
General Counsel

/s/ Lera L. Shemwell
Lera L. Shemwell
Senior Counsel
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Certificate of Service

I hereby certify that copies of the foregoing have been mailed, hand-delivered, or transmitted by facsimile or electronic mail to all counsel of record this 6th day of April 2005.

/s/ Lera L. Shemwell
