

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

In the Matter of the Application of Southern)
Union Company d/b/a Missouri Gas Energy,)
The Laclede Group, Inc. and Laclede Gas Company)
for an Order Authorizing Sale, Transfer, and) **Case No. GM-2013-0254**
Assignment of Certain Assets and Liabilities)
from Southern Union Company to Laclede Gas)
Company and, in Connection Therewith, Certain)
other Related Transactions)

JOINT MOTION TO ESTABLISH PROCEDURAL SCHEDULE

COME NOW Southern Union Company d/b/a Missouri Gas Energy (“SUG”), the Laclede Group, Inc. (“LG”), Laclede Gas Company (“Laclede Gas”), the Staff of the Missouri Public Service Commission (“Staff”), and the Office of the Public Counsel (“OPC”) (sometime hereafter, collectively “Movants”) and for their motion to the Missouri Public Service Commission (“Commission”) state the following:

1. On April 22, 2013, the Commission issued an Order Further Extending Time to File Proposed Procedural Schedule (“Order”). The Order contained a directive that parties file a proposed procedural schedule by not later than April 29, 2013. Complying with this requirement has been complicated by the fact that Laclede Gas has a rate case pending¹ and a procedural schedule already in place in that case setting forth filing and other obligations calculated to address the operation of law day associated with the proposed rate schedules.

2. With this in mind, the Movants, as noted in a Motion for Extension of Time filed in this case on April 29, 2013 have been discussing procedural avenues by which this case (the “Acquisition Case”) could be coordinated with the Laclede pending rate case (the “Rate Case”) in a way that would free up the resources of the Staff and other parties to focus on the Acquisition Case, discuss settlement of the Rate Case, and establish a workable procedural schedule in the Rate

¹ Case No. GR-2013-0171.

Case in the event a settlement in that case cannot be reached. To that end, parties to the Rate Case conducted settlement discussions during the week of May 13th and have reached a settlement in principle of the issues of that case.

3. As a result of reaching a settlement in principle in the Rate Case, on May 20, 2013, the parties to the Rate Case filed a Joint Motion to Suspend Procedural Schedule pending the filing of a stipulation and agreement. It is anticipated that a stipulation and agreement will be filed in the Rate Case no later than June 3, 2013. The Commission's granting of the Joint Motion in the Rate Case will allow Staff and Public Counsel to redirect their resources to the Acquisition Case and to process the Acquisition case in accordance with the procedural dates listed below. In the event the parties to the Rate Case cannot agree upon a stipulation and agreement by June 3, 2013, Laclede has agreed to extend the operation of law date in the Rate Case by an additional three months to accommodate a new procedural schedule in that case. Should the Commission not approve such a three month extension, the agreed upon procedural schedule in the Acquisition Case shall be immediately suspended and the parties shall propose a new procedural schedule.

4. In terms of the Acquisition Case, the parties recommend the following procedural schedule to permit such work to be done, while still enabling a decision in time for the Company to have the opportunity to secure what Laclede believes to be a favorable level of financing that will benefit customers in the future. In order to work around prior scheduling conflicts of Ms. Suzanne Sitherwood, the following schedule provides for an early filing of a list of issues and position statement of Ms. Sitherwood on July 8th and an early hearing date of July 10th so that Ms. Sitherwood may provide live testimony before the Commission. As an accommodation for the early hearing date for Ms. Sitherwood, Laclede agrees that Ms. Sitherwood will not file Surrebuttal testimony:

Laclede/MGE Direct	Jan. 14, 2013
Settlement Conference	June 14, 2013
Other parties Rebuttal, if necessary	June 24, 2013
Upon close of business June 24 Data Request Response time changes to 3 business days/2 business days for objections	June 24, 2013
Settlement Conference	July 1, 2013
Surrebuttal/ Cross Surrebuttal (Ms. Sitherwood will not file Surrebuttal)	July 5, 2013
List of Issues and Position Statement of Suzanne Sitherwood	July 8, 2013
List of Issues	July 9, 2013
Statements of Position	July 10, 2013
Hearing Testimony of Suzanne Sitherwood	July 10, 2013, beginning at 1:30pm
Hearing	July 15-17, 2013
Simultaneous Briefs	July 31, 2013
PSC Decision	August 21, 2013, effective August 31.

5. With regard to discovery provisions and other matters, the parties have agreed to the following and request that these agreements be reflected in the Commission's Order setting the procedural schedule for this case:

- (a) All parties agree that they will provide copies of testimony (including schedules), exhibits and pleadings to other counsel by electronic means and in electronic form essentially concurrently with the filing of such testimony, exhibits or pleadings where the information is available in electronic format. Parties are not required to put information that does not exist in electronic format into electronic format for purposes of exchanging it.

- (b) An effort should be made to not include in data request questions either highly confidential or proprietary information. If either highly confidential or proprietary information must be included in data request questions, the highly confidential or proprietary information should be appropriately designated as such pursuant to 4 CSR 240-2.135.
- (c) Counsel for each party is to receive electronically from each other party, a copy of all data requests served by that party on another party in the case contemporaneously with service of the request. If a party desires the response to a data request that has been served on another party, the party desiring a copy of the response must request a copy of the response from the party answering the data request – in this manner the party providing a response to a data request has the opportunity to object to providing the response to another party and is responsible for copying information purported to be highly confidential or proprietary – thus, if a party wants a copy of a data request response by MGE to a Staff data request, the party should ask MGE, not the Staff, for a copy of the data request response unless there are appropriate reasons to direct the discovery to the party originally requesting the material. Data requests, objections, or notifications respecting the need for additional time to respond shall be sent via e-mail to counsel for the other parties. Counsel may designate other personnel to be added to the service list but shall assume responsibility for compliance with any restrictions on confidentiality. Data request responses will be served on counsel for the requesting party and on the requesting party's employee or representative who submitted the data request and shall be served electronically, if feasible and not voluminous as defined by rule.
- (d) Until the June 24, 2013 filing of rebuttal testimony, the response time for all data requests is 10 calendar days, and 5 calendar days to object or notify that more than 10 calendar days will be needed to provide the requested information. Upon close of business June 24, 2013, the response time for data requests becomes 3 business days to provide the requested information, and 2 business days to object or notify that more than 3 business days will be needed to provide the requested information.
- (e) Workpapers that were prepared in the course of developing a witness' testimony should not be filed with the Commission but should be submitted to each party within 2 business days following the filing of the particular testimony without further request. Workpapers containing highly confidential or proprietary information should be appropriately marked. Since workpapers for certain parties may be voluminous and generally not all parties are interested in receiving workpapers or a complete set of workpapers, a party shall be relieved of providing workpapers to those parties indicating that they are not interested in receiving workpapers or a complete set of workpapers. Counsel will undertake to advise other counsel if the sponsored witness has no workpapers related to the round of testimony.
- (f) For purposes of this case, the parties request the Commission waive 4 CSR 240-2.045(2) and 2.080(11) with respect to prefiled testimony and other pleadings, and treat filings made through the Commission's Electronic Filing and Information System (EFIS) as timely filed if filed before midnight on the date the filing is due.

- (g) Documents filed in EFIS shall be considered properly served by serving the same on counsel of record for all other parties via e-mail essentially contemporaneously with the EFIS filing.
- (h) When spreadsheets are provided as part of a data request response, the spreadsheets shall not be converted to Adobe pdf files and shall be provided in Excel electronic format with links and formulas intact except for those spreadsheet files that are only readable in electronic format by using proprietary software that the requesting party does not possess, provided that this shall not preclude any party from objecting to the provision of information contained in such spreadsheets or from protecting the confidentiality of such information on grounds and through means customarily recognized as appropriate by the Commission.

6. Movants are mindful of the Commission's desire as articulated in the Order to move matters along in this case. To that end Movants believe the procedural schedule proposed herein will advance that goal.

7. Movants further represent that this procedural schedule is made possible by the Commission's granting of the Joint Motion to Suspend Procedural Schedule in the Rate Case.

8. The Movants have discussed this Motion with counsel for the other parties to this case, and they have indicated that they have no objection to the relief requested herein.

WHEREFORE, Movants request that the Commission adopt the procedural schedule set forth herein.

Respectfully submitted,

/s/ Robert S. Berlin

Robert S. Berlin, MBE #51709
Senior Counsel
Missouri Public Service Commission
P.O. Box 360
Jefferson City, MO 65102
(573) 526-7779
(573) 751-9285 (facsimile)
Bob.berlin@psc.mo.gov

ATTORNEY FOR THE STAFF OF THE MISSOURI PUBLIC
SERVICE COMMISSION

/s/ Todd J. Jacobs

Todd J. Jacobs, MBE #52366
Senior Director- Legal
Southern Union Company d/b/a Missouri Gas Energy
3420 Broadway
Kansas City, MO 64111
816-360-5976
816-360-5903 (fax)
todd.jacobs@sug.com

/s/ Michael C. Pendergast

Michael C. Pendergast, MBE #31763
Vice President and Associate General Counsel
Rick Zucker, MBE #49211
Assistant General Counsel - Regulatory
Laclede Gas Company
720 Olive Street, Room 1520
St. Louis, MO 63101
(314) 342-0532
(314) 421-1979 (fax)
mpendergast@lacledegas.com
rzucker@lacledegas.com

/s/ James C. Swearngen

James C. Swearngen, MBE #21510

/s/ Paul A. Boudreau

Paul A. Boudreau, MBE #33155

BRYDON, SWEARENGEN &
ENGLAND P.C.

312 E. Capitol Avenue

P.O. Box 456

Jefferson City, MO 65102

(573) (573)635-7166

(573) 635-3847 (fax)

ltrackers@brydonlaw.com

paulb@brydonlaw.com

ATTORNEYS FOR SOUTHERN UNION COMPANY
d/b/a MISSOURI GAS ENERGY, THE LACLEDE
GROUP AND LACLEDE GAS COMPANY

OFFICE OF THE PUBLIC COUNSEL

/s/ Marc D. Poston

Marc D. Poston (#45722)

Deputy Public Counsel

P.O. Box 2230

Jefferson City, MO 65102

(573) 751-5558

(573) 751-5562 FAX

Marc.poston@ded.mo.gov

CERTIFICATE OF SERVICE

I hereby certify that a true and correct copy of the above and foregoing document was sent via electronic mail on this 22nd day of May 2013, to the following:

Marc Poston
Office of the Public Counsel
P.O. Box 2230
200 Madison Street, Suite 650
Jefferson City, MO 65102
opcservice@ded.mo.gov

Michael E. Amash
Blake & Uhlig
2500 Holmes
Kansas City, MO 64108
IBEW Local Union No. 53
mea@blake-uhlig.com

Jeremy Knee
Counsel
Missouri Attorney General's Office
P.O. Box 899
Jefferson City, MO 65102
jeremy.knee@ago.mo.gov
Attorneys for Missouri Department of
Natural Resources

Sherrie Hall
Michael A. Evans
Hammond and Shinnars, P.C.
7730 Carondelet Ave., Suite 200
St. Louis, MO 63105
sahall@hammondshinnars.com
Attorneys for IBEW USW

Roger W. Steiner
Corporate Counsel
Kansas City Power & Light Company
1200 Main Street, 16th Floor
Kansas City, MO 64105
Attorneys for Kansas City Power &
Light Company and KCP&L Greater
Missouri Operations Company
Roger.steiner@kcpl.com
Tim.Rush@kcpl.com

Stuart W. Conrad
Finnegan, Conrad & Peterson, L.C.
3100 Broadway, Suite 1209
Kansas City, MO 64111
stucon@fcplaw.com
Attorneys for Midwest Gas Users'
Association

Mark Comley
Newman, Comley & Ruth, P.C.
601 Monroe Street, Suite 201
P.O. Box 537
Jefferson City, MO 65102
City of Kansas City, Missouri
comleym@ncrpc.com

/s/ Robert S. Berlin _____
Robert S. Berlin