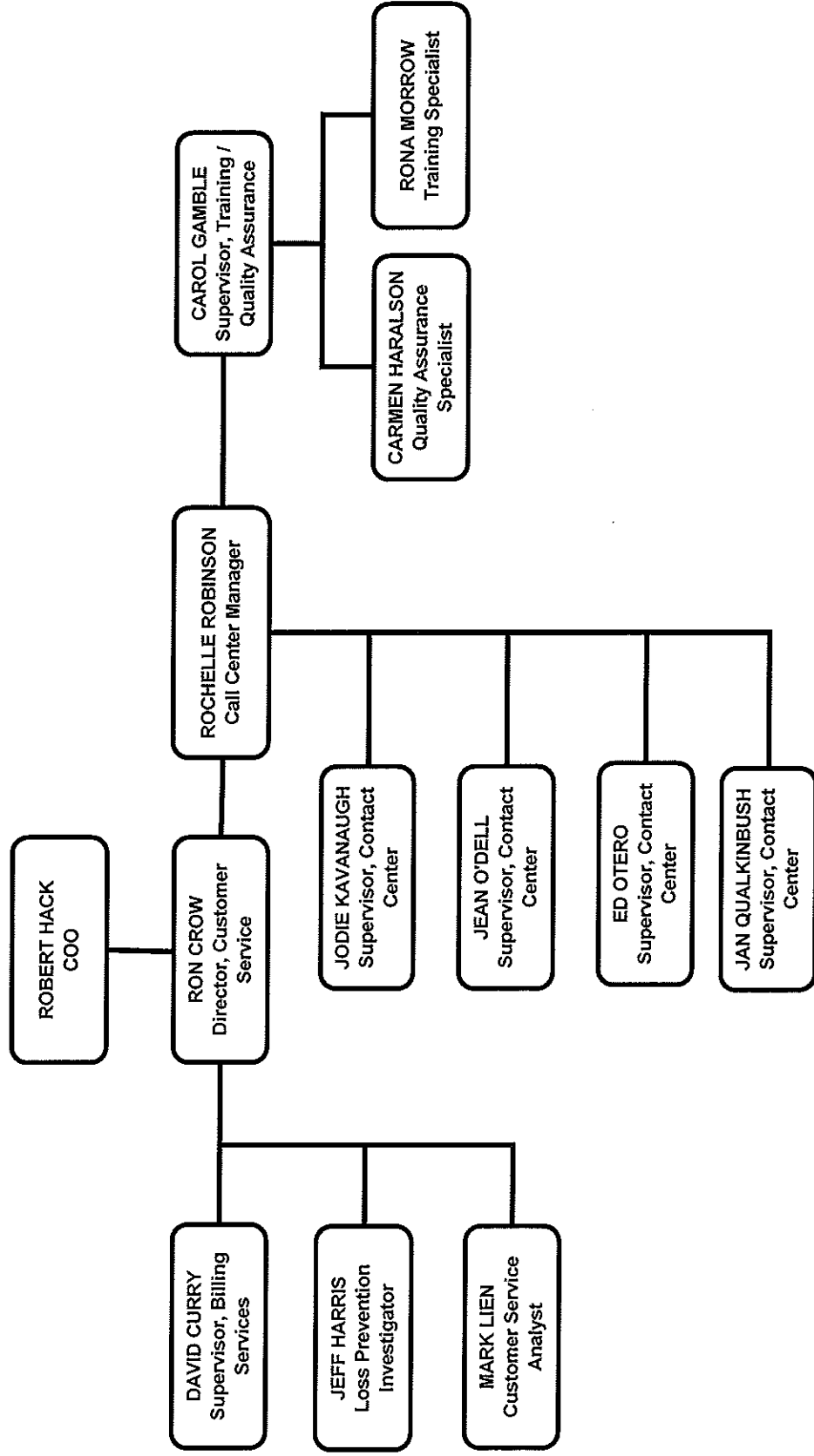


Customer Service Organization Chart

Customer Service Organizational Chart
Fourth Quarter, 2008



Customer Service Staffing

Missouri Gas Energy
Customer Service Staff
January 2008 - March 2008

	December		December		Term/Resign/New		January		January		Term/Resign/New		February		February		Term/Resign/New		March		March	
	Full Time	Part Time	Part Time	Part Time	FT	PT	Full Time	Part Time	Full Time	Part Time	FT	PT	Full Time	Part Time	Full Time	Part Time	FT	PT	Full Time	Part Time	Full Time	Part Time
Director	1						1		1				1		1				1			
Manager					1		1		1				1		1				1			
Supervisor	7						7						7						7			
Administrative Assistant																						
Analyst	1						1		1				1		1				1			
Trainer	1						1		1				1		1				1			
Quality Assurance	2				-1		1		1				1		1				1			
Loss Prevention Investigator	1						1		1				1		1				1			
Contact Center	33	22		25		3	33	25			-2		31	25					31		25	
Training Class		9		0		-9							0								0	
Billing Services	10	2		2	3		13	2			-1		12	2					12		2	
Account Services	18				-2		16						16				-1		15			
Seasonal Employees																						
PBO Joplin	3						3						3						3			
PBO Monett	2						2						2						2			
Long Term Disability				0			2						2				1		3			
TOTAL	79	33		27	3	-6	82	27			-3	0	79	27			0	0	79		27	
GRAND TOTAL	112		109		-3		106		106		0		106		106		0		79		27	
																					106	

	March		March		Term/Resign/New		April		April		Term/Resign/New		May		May		Term/Resign/New		June		June	
	Full Time	Part Time	Part Time	FT	PT	Full Time	Part Time	Full Time	Part Time	Full Time	Part Time	FT	PT	Full Time	Part Time	Full Time	Part Time	FT	PT	Full Time	Part Time	
Director	1					1				1				1		1				1		
Manager	1					1				1				1		1				1		
Supervisor	7					7				7				7		7				7		
Administrative Assistant																						
Analyst	1					1				1				1		1				1		
Trainer	1					1				1				1		1				1		
Quality Assurance	1					1				1				1		1				1		
Loss Prevention Investigator	1					1				1				1		1				1		
Contact Center	31	25				31	25			-1	-1			30	24	-2	1			28	25	
Training Class		0					0							0		0				0	0	
Billing Services	12	2		-1		11	2			-1				10	2					10	2	
Account Services	15					15				-1				14						14		
Seasonal Employees																						
PBO Joplin	3					3								3		3				3		
PBO Monett	2					2								2		2				2		
Long Term Disability	3					3								3	0					3	0	
TOTAL	79	27		-1	0	78	27			-3	-1			75	26	-2	1			73	27	
GRAND TOTAL	106		-1			105		101		-4		-1		100						100		

Missouri Gas Energy
Customer Service Staff
July 2008 - September 2008

	June		June		Term/Resign/New		July		July		Term/Resign/New		August		August		Term/Resign/New		September		September	
	Full Time	Part Time	Full Time	Part Time	FT	PT	Full Time	Part Time	Full Time	Part Time	FT	PT	Full Time	Part Time	Full Time	Part Time	FT	PT	Full Time	Part Time	Full Time	Part Time
Director	1						1						1						1			
Manager	1						1						1						1			
Supervisor	7						7						7						7			
Administrative Assistant					1		1						1						1			
Analyst	1						1						1						1			
Trainer	1						1						1						1			
Quality Assurance	1						1						1						1			
Loss Prevention Investigator	1						1						1						1			
Contact Center	28	25					28	25					28	25					28	25		
Training Class		0				11		11														
Billing Services	10	2					10	2					10	2					10	2		
Account Services	14						14						14						14			
Seasonal Employees																						
PBO Joplin	3						3						3						3			
PBO Monett	2						2						2						2			
Long Term Disability	3	0					3	0					3	0					3	0		
TOTAL	73	27			1	11	74	38			0	0	74	38			0	0	74	38		
GRAND TOTAL	100		112		12		112		0		0		112		0		0		112		112	

**Missouri Gas Energy
Customer Service Staff
October 2008 - December**

	September		September		Term/Resign/New		October		October		Term/Resign/New		November		November		Term/Resign/New		December	
	Full Time	Part Time	Full Time	Part Time	FT	PT	Full Time	Part Time	Full Time	Part Time	FT	PT	Full Time	Part Time	Full Time	Part Time	FT	PT	Full Time	Part Time
Director	1						1						1						1	
Manager	1						1						1						1	
Supervisor	7						7						6						6	
Administrative Assistant	1						1						1						1	
Analyst	1						1						1						1	
Trainer	1						1						1						1	
Quality Assurance	1						1						1						1	
Loss Prevention Investigator	1						1						1						1	
Contact Center	28	25				11	28	36			5	-5	33	31					33	31
Training Class		11				-11	0													
Billing Services	10	2					10	2					10	2					10	2
Account Services	14						14						14						14	
Seasonal Employees																				
PBO Joplin	3						3						2						2	
PBO Monett	2						2						2						2	
Long Term Disability	3	0					3						3						3	
TOTAL	74	38			0	0	74	38			3	-5	77	33			0	0	77	33
GRAND TOTAL	112				0	0	112			-2			110				0			110

Number of Estimated Bills
(Including consecutive estimates)

ESTIMATED METER SUMMARY FOR JAN-08

RE: SOUTHERN REGION	1 month	2 months	3 months	4 months	5 months	6 months	7 months	8 months	9+ months	Grand Total
Location:										
JOPLIN, MO	0									0
MONETT, MO	0									0
Region Total:										
YEAR-TO-DATE TOTALS	0	0	0	0	0	0	0	0	0	0
RE: KANSAS CITY REGION										
Location:										
INDEPENDENCE, MO										0
WARRENSBURG, MO										0
KANSAS CITY, MO	12				1					13
LEE'S SUMMIT, MO	4									4
ST. JOSEPH, MO										0
KANSAS CITY NORTH	1									1
Region total:										
YEAR-TO-DATE TOTALS	17	0	0	0	1	0	0	0	0	18

ESTIMATED METER SUMMARY FOR

FEB-08

RE: SOUTHERN REGION		1 month	2 months	3 months	4 months	5 months	6 months	7 months	8 months	9+ months	Grand Total
Location:											
	JOPLIN, MO	0									0
	MONETT, MO	0									0
Region Total:		0	0	0	0	0	0	0	0	0	0
YEAR-TO-DATE TOTALS		0	0	0	0	0	0	0	0	0	0
RE: KANSAS CITY REGION		1 month	2 months	3 months	4 months	5 months	6 months	7 months	8 months	9+ months	Grand Total
Location:											
	INDEPENDENCE, MO										0
	WARRENSBURG, MO										0
	KANSAS CITY, MO	3	1				1				5
	LEE'S SUMMIT, MO	9									9
	ST. JOSEPH, MO										0
	KANSAS CITY NORTH	4									4
Region total:		16	1	0	0	0	1	1	0	0	18
YEAR-TO-DATE TOTALS		33	1	0	0	1	1	1	0	0	36

ESTIMATED METER SUMMARY FOR

MAR-08

RE: SOUTHERN REGION		1 month	2 months	3 months	4 months	5 months	6 months	7 months	8 months	9+ months	Grand Total
Location:											
	JOPLIN, MO	1									1
	MONETT, MO										0
Region Total:		1	0	0	0	0	0	0	0	0	1
YEAR-TO-DATE TOTALS		1	0	0	0	0	0	0	0	0	1
RE: KANSAS CITY REGION		1 month	2 months	3 months	4 months	5 months	6 months	7 months	8 months	9+ months	Grand Total
Location:											
	INDEPENDENCE, MO										0
	WARRENSBURG, MO										0
	KANSAS CITY, MO	4						1			5
	LEE'S SUMMIT, MO	1									1
	ST. JOSEPH, MO										0
	KANSAS CITY NORTH	3									3
Region total:		8	0	0	0	0	0	1	0	0	9
YEAR-TO-DATE TOTALS		41	1	0	0	1	1	1	0	0	45

ESTIMATED METER SUMMARY FOR

APR-08

RE: SOUTHERN REGION	1 month	2 months	3 months	4 months	5 months	6 months	7 months	8 months	9+ months	Grand Total
Location:										
JOPLIN, MO										0
MONETT, MO										0
Region Total:	0	0	0	0	0	0	0	0	0	0
YEAR-TO-DATE TOTALS	1	0	0	0	0	0	0	0	0	1
RE: KANSAS CITY REGION	1 month	2 months	3 months	4 months	5 months	6 months	7 months	8 months	9+ months	Grand Total
Location:										
INDEPENDENCE, MO										0
WARRENSBURG, MO										0
KANSAS CITY, MO	14	1						1		16
LEE'S SUMMIT, MO	23									23
ST. JOSEPH, MO										0
KANSAS CITY NORTH	12									12
Region total:	49	1	0	0	0	0	0	1	0	51
YEAR-TO-DATE TOTALS	90	2	0	0	1	1	1	1	0	96

ESTIMATED METER SUMMARY FOR MAY-08

RE: SOUTHERN REGION	1 month	2 months	3 months	4 months	5 months	6 months	7 months	8 months	9+ months	Grand Total
Location:										
JOPLIN, MO	1									1
MONETT, MO										0
Region Total:	1	0	0	0	0	0	0	0	0	1
YEAR-TO-DATE TOTALS	2	0	0	0	0	0	0	0	0	2
RE: KANSAS CITY REGION	1 month	2 months	3 months	4 months	5 months	6 months	7 months	8 months	9+ months	Grand Total
Location:										
INDEPENDENCE, MO										0
WARRENSBURG, MO										0
KANSAS CITY, MO	8									8
LEE'S SUMMIT, MO	7									7
ST. JOSEPH, MO										0
KANSAS CITY NORTH	9									9
Region total:	24	0	0	0	0	0	0	0	0	24
YEAR-TO-DATE TOTALS	114	2	0	0	1	1	1	1	0	120

ESTIMATED METER SUMMARY FOR

JUN-08

RE: SOUTHERN REGION		1 month	2 months	3 months	4 months	5 months	6 months	7 months	8 months	9+ months	Grand Total
Location:											
	JOPLIN, MO	1									1
	MONETT, MO										0
Region Total:		1	0	0	0	0	0	0	0	0	1
YEAR-TO-DATE TOTALS		3	0	0	0	0	0	0	0	0	3
RE: KANSAS CITY REGION		1 month	2 months	3 months	4 months	5 months	6 months	7 months	8 months	9+ months	Grand Total
Location:											
	INDEPENDENCE, MO										0
	WARRENSBURG, MO										0
	KANSAS CITY, MO	10									10
	LEE'S SUMMIT, MO										0
	ST. JOSEPH, MO										0
	KANSAS CITY NORTH	6									6
Region total:		16	0	0	0	0	0	0	0	0	16
YEAR-TO-DATE TOTALS		130	2	0	0	1	1	1	1	0	136

ESTIMATED METER SUMMARY FOR

JUL-08

RE: SOUTHERN REGION		1 month	2 months	3 months	4 months	5 months	6 months	7 months	8 months	9+ months	Grand Total
Location:											
	JOPLIN, MO	1									1
	MONETT, MO	0									0
Region Total:		1	0	0	0	0	0	0	0	0	1
YEAR-TO-DATE TOTALS		4	0	0	0	0	0	0	0	0	4
RE: KANSAS CITY REGION		1 month	2 months	3 months	4 months	5 months	6 months	7 months	8 months	9+ months	Grand Total
Location:											
	INDEPENDENCE, MO										0
	WARRENSBURG, MO										0
	KANSAS CITY, MO	10									10
	LEE'S SUMMIT, MO										0
	ST. JOSEPH, MO										0
	KANSAS CITY NORTH	6									6
Region total:		16	0	0	0	0	0	0	0	0	16
YEAR-TO-DATE TOTALS		146	2	0	0	1	1	1	1	0	152

ESTIMATED METER SUMMARY FOR AUG-08

RE: SOUTHERN REGION	1 month	2 months	3 months	4 months	5 months	6 months	7 months	8 months	9+ months	Grand Total
Location:										
JOPLIN, MO	7									7
MONETT, MO	0									0
Region Total:	7	0	0	0	0	0	0	0	0	7
YEAR-TO-DATE TOTALS	11	0	0	0	0	0	0	0	0	11
RE: KANSAS CITY REGION	1 month	2 months	3 months	4 months	5 months	6 months	7 months	8 months	9+ months	Grand Total
Location:										
INDEPENDENCE, MO	0									0
WARRENSBURG, MO	0									0
KANSAS CITY, MO	7	1								8
LEE'S SUMMIT, MO	1									1
ST. JOSEPH, MO	0									0
KANSAS CITY NORTH	7									7
Region total:	15	1	0	0	0	0	0	0	0	16
YEAR-TO-DATE TOTALS	161	3	0	0	1	1	1	1	0	168

ESTIMATED METER SUMMARY FOR SEPT-08

RE: SOUTHERN REGION		1 month	2 months	3 months	4 months	5 months	6 months	7 months	8 months	9+ months	Grand Total
Location:											
JOPLIN, MO		0									0
MONETT, MO		0									0
Region Total:		0	0	0	0	0	0	0	0	0	0
YEAR-TO-DATE TOTALS		11	0	0	0	0	0	0	0	0	11
RE: KANSAS CITY REGION											
Location:											
INDEPENDENCE, MO		0									0
WARRENSBURG, MO		0									0
KANSAS CITY, MO		39	1								40
LEE'S SUMMIT, MO		1									1
ST. JOSEPH, MO		0									0
KANSAS CITY NORTH		11									11
Region total:		51	1	0	0	0	0	0	0	0	52
YEAR-TO-DATE TOTALS		212	4	0	0	1	1	1	1	1	220

ESTIMATED METER SUMMARY FOR

OCT-08

RE: SOUTHERN REGION	1 month	2 months	3 months	4 months	5 months	6 months	7 months	8 months	9+ months	Grand Total
Location:										
JOPLIN, MO	0									0
MONETT, MO	0									0
Region Total:	0	0	0	0	0	0	0	0	0	0
YEAR-TO-DATE TOTALS	11	0	0	0	0	0	0	0	0	11
RE: KANSAS CITY REGION	1 month	2 months	3 months	4 months	5 months	6 months	7 months	8 months	9+ months	Grand Total
Location:										
INDEPENDENCE, MO	0									0
WARRENSBURG, MO	1									1
KANSAS CITY, MO	18	1								19
LEE'S SUMMIT, MO	6									6
ST. JOSEPH, MO	0									0
KANSAS CITY NORTH	11									11
Region total:	36	1	0	0	0	0	0	0	0	37
YEAR-TO-DATE TOTALS	248	5	0	0	1	1	1	1	0	257

ESTIMATED METER SUMMARY FOR

NOV-08

RE: SOUTHERN REGION	1 month	2 months	3 months	4 months	5 months	6 months	7 months	8 months	9+ months	Grand Total
Location:										
JOPLIN, MO	5									5
MONETT, MO	0									0
Region Total:	5	0	0	0	0	0	0	0	0	5
YEAR-TO-DATE TOTALS	16	0	0	0	0	0	0	0	0	16
RE: KANSAS CITY REGION	1 month	2 months	3 months	4 months	5 months	6 months	7 months	8 months	9+ months	Grand Total
Location:										
INDEPENDENCE, MO	0									0
WARRENSBURG, MO	0									0
KANSAS CITY, MO	19	1								20
LEE'S SUMMIT, MO	2									2
ST. JOSEPH, MO										0
KANSAS CITY NORTH										0
Region total:	21	1	0	0	0	0	0	0	0	22
YEAR-TO-DATE TOTALS	269	6	0	0	1	1	1	1	0	279

ESTIMATED METER SUMMARY FOR DEC-08

RE: SOUTHERN REGION	1 month	2 months	3 months	4 months	5 months	6 months	7 months	8 months	9+ months	Grand Total
Location:										
JOPLIN, MO	3	0	0	0	0	0	0	0	0	3
MONETT, MO	0	0	0	0	0	0	0	0	0	0
Region Total:										
3	0	0	0	0	0	0	0	0	0	3
YEAR-TO-DATE TOTALS										
19	0	0	0	0	0	0	0	0	0	19
RE: KANSAS CITY REGION										
Location:										
INDEPENDENCE, MO	0									0
WARRENSBURG, MO	0									0
KANSAS CITY, MO	19	1								20
LEE'S SUMMIT, MO	7									7
ST. JOSEPH, MO	0									0
KANSAS CITY NORTH	12									12
Region total:										
38	1	0	0	0	0	0	0	0	0	39
YEAR-TO-DATE TOTALS										
307	7	0	0	0	1	1	1	1	0	318

List of Customer Pay Station Locations

Percent of Service Appointments Kept

Missouri Gas Energy
Percent of Service Appointments Kept

2003	% Kept

April through June	88.04%
Quarter 2	88.04%

July through September	87.88%
Quarters 2 & 3	87.96%

October through December	87.71%
Quarters 2, 3 & 4	87.88%

2006	% Kept
January through March	79.86%
Quarter 1	79.86%

April through June	76.31%
Quarters 1 & 2	77.99%

July through September	80.36%
Quarters 1, 2 & 3	78.76%

October through December	83.71%
Calendar Year 2006	79.84%

2004	% Kept
January through March	89.28%
Quarter 1	89.28%

April through June	88.10%
Quarters 1 & 2	88.66%

July through September	87.99%
Quarters 1, 2 & 3	88.43%

October through December	80.70%
Calendar Year 2004	86.29%

2007	% Kept
January through March	83.62%
Quarter 1	83.62%

April through June	73.40%
Quarters 1 & 2	77.88%

July through September	76.48%
Quarters 1, 2 & 3	77.43%

October through December	86.50%
Calendar Year 2007	79.43%

2005	% Kept
January through March	73.88%
Quarter 1	73.88%

April through June	83.40%
Quarters 1 & 2	78.81%

July through September	81.29%
Quarters 1, 2 & 3	79.66%

October through December	85.66%
Calendar Year 2005	81.07%

2008	% Kept
January through March	85.27%
Quarter 1	85.27%

April through June	80.47%
Quarters 1 & 2	82.43%

July through September	82.86%
Quarters 1, 2 & 3	82.58%

October through December	85.65%
Calendar Year 2008	83.25%

**Average Response Time to
Commission-Forwarded Complaints**

Missouri Gas Energy

Average Response Time to Commission-Forwarded Complaints

2003	Answer Within 2 Business Days

2004	Answer Within 2 Business Days
January	74.19%
February	77.27%
March	75.61%
Quarter 1	75.53%

2005	Answer Within 2 Business Days
January	91.49%
February	84.21%
March	71.05%
Quarter 1	82.93%

April	92.00%
May	85.71%
June	83.33%
Quarter 2	86.11%

April	63.04%
May	73.91%
June	90.00%
Quarters 1 & 2	74.61%

April	84.31%
May	80.65%
June	91.43%
Quarters 1 & 2	84.17%

July	74.07%
August	72.73%
September	76.74%
Quarters 2 & 3	81.00%

July	62.50%
August	65.00%
September	65.52%
Quarters 1, 2 & 3	71.33%

July	87.10%
August	79.31%
September	83.87%
Quarters 1, 2 & 3	83.52%

October	79.63%
November	76.09%
December	77.42%
Quarters 2, 3 & 4	79.76%

October	67.00%
November	73.00%
December	85.00%
Calendar Year 2004	72.14%

October	82.86%
November	83.33%
December	92.86%
Calendar Year 2005	84.45%

2006	Answer Within 2 Business Days
January	92.59%
February	92.11%
March	85.29%
Quarter 1	89.90%

2007	Answer Within 2 Business Days
January	90.48%
February	95.24%
March	88.89%
Quarter 1	91.67%

2008	Answer Within 2 Business Days
January	92.86%
February	80.00%
March	88.89%
Quarter 1	87.88%

April	90.00%
May	89.66%
June	78.26%
Quarters 1 & 2	88.40%

April	93.10%
May	88.89%
June	92.00%
Quarters 1 & 2	91.67%

April	92.59%
May	91.30%
June	90.48%
Quarters 1 & 2	89.78%

July	91.30%
August	87.50%
September	88.89%
Quarters 1, 2 & 3	88.66%

July	94.74%
August	88.24%
September	87.50%
Quarters 1, 2 & 3	91.48%

July	88.89%
August	88.00%
September	95.45%
Quarters 1, 2 & 3	91.06%

October	96.88%
November	88.24%
December	93.75%
Calendar Year 2006	89.74%

October	93.33%
November	83.33%
December	91.30%
Calendar Year 2007	90.95%

October	71.43%
November	82.35%
December	87.88%
Calendar Year 2008	87.93%

**Insulation of Southern Union's MGE Operating
Division From Panhandle Business
and CrossCountry Business**

Certificate of Compliance

Certificate of Compliance

STATE OF TEXAS)
COUNTY OF HARRIS) ss.

Richard N. Marshall, Senior Vice President and Chief Financial Officer for Southern Union Company, of lawful age, on his oath states that:

1. For the period January 1, 2008, through March 31, 2008:

- Panhandle Energy or any direct or indirect subsidiary of Southern Union acquiring or owning any equity interests in Panhandle were owned and operated as a separate subsidiary of Southern Union Company;
- Southern Union Company and MGE did not, directly or indirectly, allow any Panhandle debt to be recourse to them; pledge Southern Union or MGE equity as collateral or security for the debt of any Panhandle entity; give, transfer, invest, contribute or loan to any Panhandle entity, any equities or cash;
- Southern Union did not transfer to Panhandle or any subsidiary thereof, directly or indirectly, assets necessary and useful in providing service to MGE's Missouri customers;
- Southern Union did not, directly or indirectly, enter into any "make-well" agreements, or guarantee the notes, debentures, debt obligations or other securities of any Panhandle entity;
- Southern Union did not adopt, indemnify, guarantee or assume responsibility for payment of, either directly or indirectly, any of the current or future liabilities of any Panhandle entity.

2. For the period January 1, 2008, through March 31, 2008:

- CrossCountry Energy or any direct or indirect subsidiary of Southern Union acquiring or owning any equity interests in CrossCountry Energy were owned and operated as a separate subsidiary of Southern Union Company;
- Southern Union Company and MGE did not, directly or indirectly, allow any CrossCountry debt to be recourse to them; pledge Southern Union or MGE equity as collateral or security for the debt of any CrossCountry entity; give, transfer, invest, contribute or loan to any CrossCountry entity, any equities or cash;
- Southern Union did not transfer to CrossCountry or an subsidiary thereof, directly or indirectly, assets necessary and useful in providing service to MGE's Missouri customers;
- Southern Union did not, directly or indirectly, enter into any "make-well" agreements, or guarantee the notes, debentures, debt obligations or other securities of any CrossCountry entity;
- Southern Union did not adopt, indemnify, guarantee or assume responsibility for payment of, either directly or indirectly, any of the current or future liabilities of any CrossCountry entity.

3. that he has knowledge of the matters set forth above; and that such matters are true and correct to the best of his knowledge and belief.

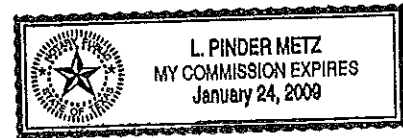
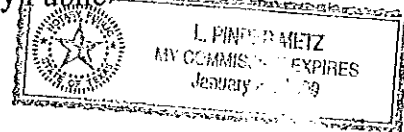
Richard N. Marshall

Richard N. Marshall

Subscribed and sworn this 1ST day of May, 2008.

L. Pinder Metz
Notary Public

My Commission expires: Jan 24, 2009



Certificate of Compliance

STATE OF TEXAS)
COUNTY OF HARRIS) ss.

Richard N. Marshall, Senior Vice President and Chief Financial Officer for Southern Union Company, of lawful age, on his oath states that:

1. For the period April 1, 2008, through June 30, 2008:

- Panhandle Energy or any direct or indirect subsidiary of Southern Union acquiring or owning any equity interests in Panhandle were owned and operated as a separate subsidiary of Southern Union Company;
- Southern Union Company and MGE did not, directly or indirectly, allow any Panhandle debt to be recourse to them; pledge Southern Union or MGE equity as collateral or security for the debt of any Panhandle entity; give, transfer, invest, contribute or loan to any Panhandle entity, any equities or cash;
- Southern Union did not transfer to Panhandle or any subsidiary thereof, directly or indirectly, assets necessary and useful in providing service to MGE's Missouri customers;
- Southern Union did not, directly or indirectly, enter into any "make-well" agreements, or guarantee the notes, debentures, debt obligations or other securities of any Panhandle entity;
- Southern Union did not adopt, indemnify, guarantee or assume responsibility for payment of, either directly or indirectly, any of the current or future liabilities of any Panhandle entity.

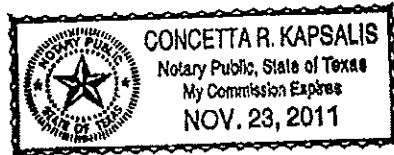
2. For the period April 1, 2008, through June 30, 2008:

- CrossCountry Energy or any direct or indirect subsidiary of Southern Union acquiring or owning any equity interests in CrossCountry Energy were owned and operated as a separate subsidiary of Southern Union Company;
- Southern Union Company and MGE did not, directly or indirectly, allow any CrossCountry debt to be recourse to them; pledge Southern Union or MGE equity as collateral or security for the debt of any CrossCountry entity; give, transfer, invest, contribute or loan to any CrossCountry entity, any equities or cash;
- Southern Union did not transfer to CrossCountry or an subsidiary thereof, directly or indirectly, assets necessary and useful in providing service to MGE's Missouri customers;
- Southern Union did not, directly or indirectly, enter into any "make-well" agreements, or guarantee the notes, debentures, debt obligations or other securities of any CrossCountry entity;
- Southern Union did not adopt, indemnify, guarantee or assume responsibility for payment of, either directly or indirectly, any of the current or future liabilities of any CrossCountry entity.

3. that he has knowledge of the matters set forth above; and that such matters are true and correct to the best of his knowledge and belief.

Richard N. Marshall
Richard N. Marshall

Subscribed and sworn this 22nd day of July, 2008.



Concetta R. Kapsalis
Notary Public

My Commission expires: _____.

Certificate of Compliance

STATE OF TEXAS)
)
COUNTY OF TRAVIS) ss.

Richard N. Marshall, Senior Vice President and Chief Financial Officer for Southern Union Company, of lawful age, on his oath states that:

1. For the period July 1, 2008, through September 30, 2008:

- Panhandle Energy or any direct or indirect subsidiary of Southern Union acquiring or owning any equity interests in Panhandle were owned and operated as a separate subsidiary of Southern Union Company;
- Southern Union Company and MGE did not, directly or indirectly, allow any Panhandle debt to be recourse to them; pledge Southern Union or MGE equity as collateral or security for the debt of any Panhandle entity; give, transfer, invest, contribute or loan to any Panhandle entity, any equities or cash;
- Southern Union did not transfer to Panhandle or any subsidiary thereof, directly or indirectly, assets necessary and useful in providing service to MGE's Missouri customers;
- Southern Union did not, directly or indirectly, enter into any "make-well" agreements, or guarantee the notes, debentures, debt obligations or other securities of any Panhandle entity;
- Southern Union did not adopt, indemnify, guarantee or assume responsibility for payment of, either directly or indirectly, any of the current or future liabilities of any Panhandle entity.

2. For the period July 1, 2008, through September 30, 2008:

- CrossCountry Energy or any direct or indirect subsidiary of Southern Union acquiring or owning any equity interests in CrossCountry Energy were owned and operated as a separate subsidiary of Southern Union Company;
- Southern Union Company and MGE did not, directly or indirectly, allow any CrossCountry debt to be recourse to them; pledge Southern Union or MGE equity as collateral or security for the debt of any CrossCountry entity; give, transfer, invest, contribute or loan to any CrossCountry entity, any equities or cash;
- Southern Union did not transfer to CrossCountry or an subsidiary thereof, directly or indirectly, assets necessary and useful in providing service to MGE's Missouri customers;
- Southern Union did not, directly or indirectly, enter into any "make-well" agreements, or guarantee the notes, debentures, debt obligations or other securities of any CrossCountry entity;
- Southern Union did not adopt, indemnify, guarantee or assume responsibility for payment of, either directly or indirectly, any of the current or future liabilities of any CrossCountry entity.

3. that he has knowledge of the matters set forth above; and that such matters are true and correct to the best of his knowledge and belief.

Richard N. Marshall

Richard N. Marshall

Subscribed and sworn this 27th day of October, 2008.

Joan K. Shubert
Notary Public

My Commission expires: 1/27/2011.

Certificate of Compliance

STATE OF TEXAS)
)
COUNTY OF HARRIS) ss.

Richard N. Marshall, Senior Vice President and Chief Financial Officer for Southern Union Company, of lawful age, on his oath states that:

1. For the period October 1, 2008, through December 31, 2008:

- Panhandle Energy or any direct or indirect subsidiary of Southern Union acquiring or owning any equity interests in Panhandle were owned and operated as a separate subsidiary of Southern Union Company;
- Southern Union Company and MGE did not, directly or indirectly, allow any Panhandle debt to be recourse to them; pledge Southern Union or MGE equity as collateral or security for the debt of any Panhandle entity; give, transfer, invest, contribute or loan to any Panhandle entity, any equities or cash;
- Southern Union did not transfer to Panhandle or any subsidiary thereof, directly or indirectly, assets necessary and useful in providing service to MGE's Missouri customers;
- Southern Union did not, directly or indirectly, enter into any "make-well" agreements, or guarantee the notes, debentures, debt obligations or other securities of any Panhandle entity;
- Southern Union did not adopt, indemnify, guarantee or assume responsibility for payment of, either directly or indirectly, any of the current or future liabilities of any Panhandle entity.

2. For the period October 1, 2008, through December 31, 2008:

- CrossCountry Energy or any direct or indirect subsidiary of Southern Union acquiring or owning any equity interests in CrossCountry Energy were owned and operated as a separate subsidiary of Southern Union Company;
- Southern Union Company and MGE did not, directly or indirectly, allow any CrossCountry debt to be recourse to them; pledge Southern Union or MGE equity as collateral or security for the debt of any CrossCountry entity; give, transfer, invest, contribute or loan to any CrossCountry entity, any equities or cash;
- Southern Union did not transfer to CrossCountry or an subsidiary thereof, directly or indirectly, assets necessary and useful in providing service to MGE's Missouri customers;
- Southern Union did not, directly or indirectly, enter into any "make-well" agreements, or guarantee the notes, debentures, debt obligations or other securities of any CrossCountry entity;
- Southern Union did not adopt, indemnify, guarantee or assume responsibility for payment of, either directly or indirectly, any of the current or future liabilities of any CrossCountry entity.

3. that he has knowledge of the matters set forth above; and that such matters are true and correct to the best of his knowledge and belief.

R. N. Marshall

Richard N. Marshall

Subscribed and sworn this 28th day of January, 2009.

John K. Shubert
Notary Public

My Commission expires: 1/27/2011.