

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

In the Matter of the Application of Southern)	
Union Company d/b/a Missouri Gas Energy)	
for Authority to Acquire Directly or Indirectly,)	
up to and Including Fifty Percent (50%) of)	Case No. GO-2005-0019
the Equity Interests of CrossCountry Energy,)	
LLC, and to Take All Other Actions)	
Reasonably Necessary to Effectuate Said)	
Transaction)	

MOTION FOR EXPEDITED TREATMENT

Comes now Southern Union Company d/b/a Missouri Gas Energy ("Southern Union"), by counsel, pursuant to Missouri Public Service Commission ("Commission") rule 4 CSR 240-2.080(16) and for its Motion for Expedited Treatment of its Application to acquire up to and including fifty percent (50%) of the equity interests of CrossCountry Energy, LLC (the "Motion"), states the following:

1. On July 14, 2004 Southern Union caused to be filed with the Commission an Application for authority to acquire, directly or indirectly, up to and including fifty percent (50%) of the equity interests of CrossCountry Energy, LLC ("CrossCountry"). Southern Union is requesting that the Commission issue an order approving said Application bearing an effective date of no later than August 31, 2004.

2. As noted in the Application, Southern Union in partnership with GE Commercial Finance Energy Financial Services through a joint venture named CCE Holdings, L.L.C. ("CCE"), has entered into a Purchase Agreement to acquire for cash one hundred percent (100%) of the equity interests of CrossCountry from Enron Corp. and its affiliates ("Enron"). An order entered by the U.S. Bankruptcy Court for the

Southern District of New York (the "Court") on June 24, 2004, established CCE as the "Stalking Horse" or top bidder and outlined certain bid procedures for a court mandated auction. Third parties will have an opportunity to bid to acquire CrossCountry at an auction to be held September 1, 2004, so long as the interested third party submits a qualifying offer in accordance with the order entered by the Court on or before August 23, 2004.

3. During the process leading up to the execution of the Purchase Agreement, the issue of regulatory approval has been a topic of discussion between CCE and both Enron and its Official Committee of Unsecured Creditors (the "Committee"). The Purchase Agreement with CCE provides for closing to occur no later than December 17, 2004, and Enron and the Committee are concerned that the Transaction not be impeded by the inability of Southern Union to secure, in a timely fashion, all necessary regulatory approvals.

4. Also, Southern Union may not be able to obtain equity financing for its participation in the acquisition of CrossCountry until all required regulatory approvals have been obtained.

5. In order to address the concerns expressed by Enron and its Committee and the need of Southern Union to obtain financial commitments, it is imperative that Southern Union be able to compete with other potential bidders for CrossCountry on an equal footing, that is, that its bid not be subject to obtaining regulatory approvals of the Commission at the time the Court-supervised auction commences on September 1, 2004. In other words, regulatory approval should not be a factor to be considered during the auction process.

6. Given the foregoing considerations, and for good cause shown, Southern Union requests that the Commission issue an order in this case declining jurisdiction, or in the alternative approving Southern Union's Application bearing an effective date of no later than August 31, 2004.

7. Southern Union requests that any notice be issued as soon as possible and that any opportunity to intervene in this proceeding be made available only on a shortened timeframe. Acquisitions of this type typically have not included the involvement of parties other than Staff and the Office of the Public Counsel ("OPC").

8. The Motion was filed as soon as it could have been after the announcement of the Court's designation of CCE as the "stalking horse" or top bidder on June 24, 2004 and pre-filing discussions with Staff and OPC.

WHEREFORE, Southern Union requests the Commission issue an order, approving Southern Union's Application in this case bearing an effective date of no later than August 31, 2004, and for such other orders and relief as are necessary to facilitate this motion.

Respectfully submitted,

Dennis K. Morgan MO #24278
Executive Vice President, General Counsel
and Secretary
Southern Union Company
One PEI Center
Wilkes-Barre, Pennsylvania 18711-0601
Tel: (570) 820-2420

Southern Union Company

Robert J. Hack, Vice-President MO #36496
Pricing & Regulatory Affairs & Assistant
Secretary
Missouri Gas Energy
3420 Broadway Kansas
City, MO 64111
Tel: (816) 360-5755
Fax: (816) 360-5536
rhack@mgemail.com

Missouri Gas Energy

/s/ Paul A. Boudreau
James C. Swearngen MO #21510
Paul A. Boudreau MO #33155
BRYDON, SWEARENGEN & ENGLAND P.C.
312 E. Capitol Avenue P.O. Box 456
Jefferson City, MO 65102-0456
Tel: (573) 635-7166
Fax: (573) 636-6450
paulb@brydonlaw.com

Attorneys for Applicant

CERTIFICATE OF SERVICE

I hereby certify that a true and correct copy of the above and foregoing document was delivered by first class mail or by hand delivery, on this 14th day of July 2004 to the following:

Mr. Dana K. Joyce, General Counsel
Missouri Public Service Commission
200 Madison Street, Suite 800
P.O. Box 360
Jefferson City, MO 65102-0360

Mr. John B. Coffman
Public Counsel
Office of the Public Counsel
200 Madison Street, Suite 650
P.O. Box 7800
Jefferson City, MO 65102

/s/ Paul A. Boudreau