

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

In the Matter of the Joint Applica-)
tion of Southern Union Company)
d/b/a Missouri Gas Energy, The)
Laclede Group, Inc., and Laclede)
Gas Company for an Order Authoriz-)
ing the Sale, Transfer, and Assign-)
ment of Certain Assets and Liabili-)
ties from Southern Union Company to)
Laclede Gas Company and, in)
Connection Therewith, Certain other)
Related Transactions)

GM-2013-0254

**APPLICATION FOR ORDER ALLOWING INTERVENTION
OF MIDWEST GAS USERS' ASSOCIATION**

Comes now MIDWEST GAS USERS' ASSOCIATION ("Midwest") and pursuant to 4 C.S.R. 240-2.075 applies to intervene herein and become a party hereto in respect to the above matter. In support thereof, Midwest respectfully states:

1. Midwest is an unincorporated non-profit association consisting of and representing its membership of business concerns and corporations that are substantial users of natural gas at their plants situated in such states as Kansas, Missouri and Oklahoma. Numerous members have plants and facilities which are located in and consume natural gas within the State of Missouri. A listing of Midwest members and participants is attached as Appendix A.^{1/}

^{1/}Pursuant to 4 CSR 240-2.075(3), the attached listing includes Midwest members and companies that have at various times
(continued...)

2. Midwest's interest in proceedings affecting the rates, terms and conditions of large customer natural gas service has been repeatedly recognized by the Missouri Public Service Commission in permitting Midwest's intervention in proceedings affecting The Gas Service Company, its successors, KPL Gas Service Company, Western Resources and Missouri Gas Energy, Aquila, Inc. (Missouri Public Service Company), Ameren Union Electric and in numerous generic dockets involving the terms and conditions of natural gas transportation and purchased gas adjustment clauses for natural gas companies in the State of Missouri. Midwest's interest in proceedings affecting natural gas rates, and the terms and conditions of natural gas service also has been recognized by the Federal Power Commission and its successor the Federal Energy Regulatory Commission in granting Midwest's intervention in numerous Natural Gas Act Section 4 and 5 dockets concerning Williams Natural Gas Pipeline Company and its successors, Panhandle Eastern Pipeline Company, Riverside

^{1/}(...continued)
and in various matters participated through Midwest in proceedings in Missouri, Kansas and at the Federal Energy Regulatory Commission. The participants in a particular case will vary depending on the nature of the case, the location and service area of the utility involved, and the impacts on and circumstances of a particular member's or participant's operations. Unavoidable delays in obtaining a complete copy of this filing have prevented a full response from the membership while information is still being circulated and reviewed. Present participants who have authorized this intervention are North Kansas City Hospital, and AAA Uniform Service (now Ace Imagewear). Other participants' involvement and authorization is pending and is expected to be drawn from the attached listing. Midwest will seasonably identify these to the Commission and to any other parties and seasonably follow with appropriate Applications to Intervene.

Pipeline, and other generic dockets concerning the terms and conditions of natural gas service, including FERC Orders 436, 500, 451, 528, 636 and 637.

3. On January 14, 2013, Southern Union Company, d/b/a Missouri Gas Energy, The Laclede Group, Inc., and Laclede Gas Company filed an application asking for Commission approval of a sale of the entire franchise, works and system of Missouri Gas Energy to Laclede Gas. Financing authority is also sought.

4. As major customers of MGE, Midwest members and participants will be affected by the outcome of this case to a material but as yet undetermined extent.

5. Because MGE transports gas for use by Midwest members under separate transportation rate schedules and because of the size and consumption patterns of Midwest's members, Midwest is in the special position of representing interests which will not and cannot be represented adequately by any other party and which interests are direct and immediate and differ from those of the general public. Therefore, it will aid the Commission and protect the public interest that Midwest be permitted to intervene in this proceeding so as to protect interests that no other party is in a position properly to protect and adequately represent.

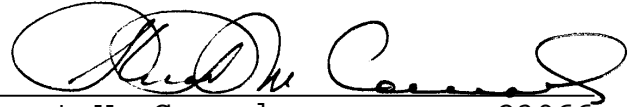
6. For purposes of 4 CSR 240-2.075(2), Midwest has historically opposed the discriminatory, non-cost-based pricing of natural gas distribution services for all customers and expects to examine this transaction from the perspective of

continuation of those principles and member impact. Midwest is unable to make a more specific formulation or statement of the positions it will take in the issues in this case pending further review of the joint filing, expected discovery and the positions that may be taken by other parties to this proceeding.

WHEREFORE, Midwest prays: (a) that Midwest be permitted to intervene herein and be made a party hereto with all rights to have notice of and participate in hearings to present evidence, cross-examine witnesses, file briefs and participate in argument, should any be had; and (b) for all other needful and proper relief.

Respectfully submitted,

FINNEGAN, CONRAD & PETERSON, L.C.

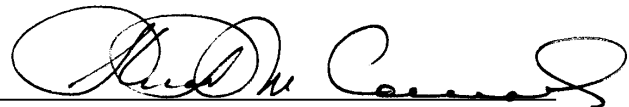


Stuart W. Conrad 23966
3100 Broadway, Suite 1209
Kansas City, Missouri 64111
(816) 753-1122
Facsimile (816) 756-0373
Internet: stucon@fcplaw.com

ATTORNEYS FOR MIDWEST GAS USERS'
ASSOCIATION

CERTIFICATE OF SERVICE

I HEREBY CERTIFY that I have this day served the foregoing pleading by U.S. mail, postage prepaid, or by attachment to e-mail, addressed to all parties by their attorneys of record as disclosed by the pleadings and orders herein according to the record maintained by the Secretary of the Commission in EFIS.



Stuart W. Conrad

Dated: February 13, 2013

APPENDIX A

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|---------------------------------|---------------------------------------|
| A D Mohr Farms | Friskies Petcare Div. of Nestle' Inc. |
| Ag Processing Inc a cooperative | Frito Lay |
| ABB Power T & D Corporation | Folger's Coffee Co. |
| Alameda Plaza Inc. [Fairmont] | Gaines Foods |
| Alameda Towers | General Mills |
| American Bakeries Co. | Griffin Wheel |
| American Beauty Macaroni | Guardian Management Inc. |
| Archer Daniels Midland Company | Gulf & Western Mfg. |
| Ark City Packing Co. | Guys Foods Inc. |
| Banquet Foods Corporation | Hallmark Cards |
| Baptist Medical Center | Hamm Asphalt Inc. |
| Bayer Inc. | Harvest Brand Inc. |
| Bethany Hospital | Hercules, Inc. |
| Blueside Company | Hills Pet Food Division |
| BMA | Hills Division of Riviana |
| Bowen Construction Co. | Hospital Linen Service |
| Butler Manufacturing Co. | Hudson Foods, Inc. |
| Cargill Inc. | Hudson Farms |
| Carnation Can Co. | Hudson Food Protein |
| Castlegate Ind. Inc. | ICI Explosives USA, Inc. |
| Certain-Teed Products Inc. | J C Nichols Co. |
| Cheesebrough-Ponds, Inc. | Kansas City Terminal Railway |
| City of Osborne | Koppers Co. Inc. |
| City of Holton | Krause Milling Co. |
| City of Minneapolis | Lafarge Corporation |
| City of Independence, Missouri | Lawrence Paper Company |
| City of Palmyra | Leggett & Platt Inc. |
| City of Ottawa | M F A Milling |
| City of Beloit | Hoeschst Marion Roussel |
| City of Baldwin | [Quintiles] |
| City of Ossawatomie | Maytag Corporation |
| City of Sabetha | McNally Pittsburg |
| City of Horton | Medical Center of Independence |
| City of Lincoln | Menorah Medical Center |
| City of Augusta | Mid America Dairymen |
| Coleman Alfalfa | Midwest Conveyor |
| Colgate Palmolive | Midwest Grain Products |
| Continental Baking Company | Milnot Company |
| Cook Paint & Varnish | Mission Clay Products |
| Corn Products Company | Missouri Steel Castings |
| Danisco Cultor, Inc. | Missouri Plating Co. |
| Doanes Products | Modine Manufacturing Company |
| Empire Cold Storage | National Starch Company |
| Fairbanks Morse Pump | National ByProducts |
| Fairbanks Morse & Co. | North Kansas City Hospital |
| Fairmont C. C. Dairy | O'Sullivan Industries |
| Fasco Products, Inc. | Owens Corning Fiberglas |
| Faultless Laundry | PCS Nitrogen Co. |
| Ford Motor Co. | Pet Milk Co. |
| Fox Run Apartments | Philadelphia Quartz Co. |
| | Pittsburgh-Corning Corporation |

Proctor & Gamble Co.
Potash Corporation
Quaker Oats
Ralston Purina Co.
Reichhold Chemical Inc.
Research Hospital and Medical
Center
Reynolds Metals Co.
Rival Manufacturing Co.
Safeway Stores
Santa Fe Railroad [BNSF]
Sealright Mfg. Co. [Hutamaki]
Sears Roebuck & Co.
Seitz Foods Inc.
Southwest Oil & Grease
Sperry Vickers
St. John's Hospital
St. Joseph Light & Power
St. Joseph's Center
St. Francis Hospital
St. Mary's Hospital, St. Jo-
seph, Missouri
St. Joseph's Hospital
St. Lukes Hospital
Standard Refining
Steffen Dairy
Swift and Company
Swift Ind. Packing Co.
Teva Pharmaceuticals, Inc.
Thomas J. Lipton Inc.
Thompson Industries
ThyssenKrupp Stahl Co.
Tower Metal Products
Town of Carrolton
TransWorld Airlines [American
Airlines]
Trigen - Kansas City District
Trinity Lutheran Hospital
Trumbull Asphalt
U S Gypsum Co.
Vance Brothers Asphalt
W R Grace & Co.
W S Dickey Clay Products Co.
Wells Aluminum Inc.
Winchester Foods Inc.
Wire Rope Corporation of Amer-
ica