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FILED³

JAN 13 2003

January 13, 2003

Mr. Dale Hardy Roberts
Secretary/Chief Regulatory Law Judge
Missouri Public Service Commission
P.O. Box 360
Jefferson City, Missouri 65102

Missouri Public
~~Service~~ Commission

Re: Southern Union Company d/b/a Missouri Gas Energy

Dear Mr. Roberts:

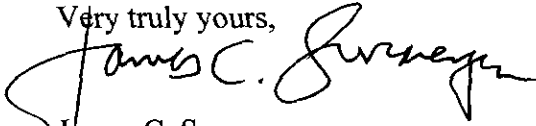
On behalf of Southern Union Company d/b/a Missouri Gas Energy, I deliver herewith for filing with the Missouri Public Service Commission the following:

- An original and eight (8) copies of an Application of Southern Union Company d/b/a Missouri Gas Energy for Authority to Acquire Directly or Indirectly, Up to and Including One Hundred Percent (100%) of the Equity Interests of Panhandle Eastern Pipeline Company, Including Its Subsidiaries, and to Take All Other Actions Reasonably Necessary to Effectuate Said Transaction;
- An original and eight (8) copies of a Motion for Expedited Treatment; and,
- An original and eight (8) copies of a Motion for Protective Order.

A copy of the application and motions will be served on the Commission's General Counsel and the Office of the Public Counsel.

Would you please bring this filing to the immediate attention of the appropriate Commission personnel. Thank you very much for your assistance and cooperation.

Very truly yours,


James C. Swearengen

Enclosures

cc: Dan Joyce
John Coffman

BEFORE THE PUBLIC SERVICE COMMISSION
OF THE STATE OF MISSOURI

FILED³

JAN 13 2003

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 One Hundred)
Percent (100%) of the Equity Interests of)
Panhandle Eastern Pipeline Company,)
Including Its Subsidiaries, and to Take All)
Other Actions Reasonably Necessary to)
Effectuate Said Transaction)

Missouri Public
Service Commission

Case No. _____

MOTION FOR ISSUANCE OF A PROTECTIVE ORDER

Comes now Southern Union Company ("Southern Union") and pursuant to 4 CSR 240-2.085 moves the Missouri Public Service Commission ("Commission") to issue its standard-form protective order in the above-referenced case. In support thereof, Southern Union respectfully states to the Commission as follows:

1. On this same date, Southern Union is filing an application with the Commission wherein it requests an order authorizing the acquisition by Southern Union, directly or indirectly, of up to and including one hundred percent (100%) of the equity interests of Panhandle Eastern Pipeline Company ("Panhandle Eastern") including its subsidiaries.

2. Southern Union will file as an appendix to the application the Stock Purchase Agreement among Southern Union and others. Southern Union will also file as an appendix to the application pro forma financial statements which show the effect of the proposed transaction on Southern Union. Because the Stock Purchase Agreement contains confidential and proprietary information regarding the acquisition

and the pro forma financial statements contain confidential and proprietary information regarding Southern Union's financial circumstances, Southern Union requests that the Commission issue a Protective Order in this case so that these documents may be filed as "highly confidential." Southern Union anticipates that there also may be additional confidential or proprietary information requested by the Commission Staff and/or the Office of the Public Counsel as they conduct their review of this transaction for which a protective order would be necessary.

3. None of the information for which a claim of confidentiality is made can be found in any format in any other public document.

4. Therefore, because of the potential for public disclosure of such information without a protective order in place, Southern Union moves the Commission to issue its standard-form protective order containing classifications of "highly confidential" and "proprietary."

WHEREFORE, Southern Union respectfully moves the Commission to:

- (a) issue its standard-form protective order containing classifications of "highly confidential" and "proprietary"; and,
- (b) grant such further relief as the Commission deems appropriate.

Respectfully submitted,

Dennis K. Morgan MO #24278
General Counsel
Southern Union Company
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Wilkes-Barre, Pennsylvania 18711-0601

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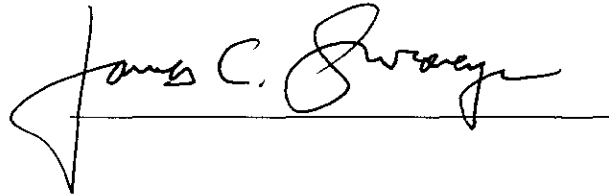
Attorneys for Southern Union Company

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 13th day of January, 2003 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
Acting Public Counsel
Office of the Public Counsel
200 Madison Street, Suite 650
P.O. Box 7800
Jefferson City, MO 65102

A handwritten signature in cursive script, appearing to read "James C. Swearing", is written over a horizontal line. The signature is fluid and stylized, with a large initial "J" and a long, sweeping underline.