

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

The Staff of the Missouri Public Service Commission)	
)	
Complainant)	
)	
v.)	Case No. GC-2014-0216
)	
Laclede Gas Company, d/b/a Missouri Gas Energy,)	
)	
and)	
)	
Southern Union Company, formerly doing business as Missouri Gas Energy)	
)	
Respondent.)	

**MOTION TO DISMISS SOUTHERN UNION COMPANY
AND SUGGESTIONS IN SUPPORT THEREOF**

COMES NOW Southern Union Company (Southern Union), by way of its successor, Panhandle Eastern Pipe Line Company, LP (Panhandle), by and through counsel, and specially appears as an interested person for the sole, limited and specific purpose of contesting jurisdiction and bringing forward to the Missouri Public Service Commission (Commission) certain facts concerning Southern Union, as a Motion to Dismiss:

1. On February 6, 2014, the Commission's Staff filed a complaint naming as respondents both "Laclede Gas Company, d/b/a Missouri Gas Energy" (Laclede), and "Southern Union Company, formerly doing business as Missouri Gas Energy". On February 7, 2014, the Commission issued its Notice of Complaint and Order Establishing Time to Respond. Among other things, the Commission's Order directed

that "Southern Union Company" file its answer to the Complaint by March 10, 2014. In response to a Motion for Extension of Time, on March 7, 2014, the Commission issued its Order Extending Time to Answer, wherein it ordered that Southern Union's answer is not due until ten days after any order denying this Motion.

2. Southern Union no longer exists, is not a Commission-regulated public utility and is no longer subject to the Commission's jurisdiction and neither is Panhandle as successor to Southern Union.

3. In its Order Approving Unanimous Stipulation and Agreement in Case No. GM-2013-0254, the Commission approved the sale of Southern Union's Missouri Gas Energy (MGE) assets to Laclede pursuant to a certain Purchase and Sale Agreement (PSA) and stated, in part, that "Southern Union Company, effective upon the closing of the transaction, is authorized to terminate its responsibilities as a gas corporation in Missouri subject to the jurisdiction of the Commission." (Order, para. 11, p. 5) The referenced transaction was closed on September 1, 2013. Therefore, as of that date, Southern Union's responsibilities as a gas corporation subject to the jurisdiction of the Commission were terminated and Southern Union ceased to be an entity subject to the Commission's jurisdiction.

4. In addition, section 2.2 of the PSA between Southern Union (known therein as "Seller") and Laclede Gas Company (known therein as "Buyer"), stated that the Buyer agreed to assume "all the liabilities and obligations, of every kind or nature, of Seller or any of its Affiliates arising out of or relating to: (a) the ownership of the Assets and the conduct or operation of the Business prior to the Closing Date, other than the

Retained Liabilities . . .” The definition of “Retained Liabilities” is found in section 2.3 of the PSA and does not include the incident that is the subject of Staff’s complaint nor its related exposures and liabilities.

5. The PSA was approved by the Commission in its Order issued in Case No. GM-2013-0254 (“Southern Union Company d/b/a Missouri Gas Energy and Laclede Gas Company are authorized to perform in accordance with the terms of the Purchase and Sale Agreement.”). (Order, para. 2, p. 3) Therefore, Laclede has adopted these liabilities and obligations, to include those which are the subject of this complaint, as a matter of law.¹

6. Lastly, effective January 10, 2014, Panhandle became successor to Southern Union as a result of a merger. The merger whereby Panhandle was merged with and into Southern Union with Panhandle surviving as successor and Southern ceasing to exist was effectuated prior to the filing of the complaint.

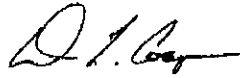
7. Even if Southern Union did exist as a separate entity, by the terms of the Commission’s Order in Case No. GM-2013-0254, Southern Union (or Panhandle as its successor in interest) would not be subject to the Commission’s jurisdiction and the liabilities, which are the subject of this complaint, have been transferred to Laclede. Southern Union or Panhandle would not properly be party to this matter and should, therefore, be dismissed.

WHEREFORE, Panhandle respectfully requests that the Commission issue its order

¹ Southern Union (now Panhandle) and Laclede, under the PSA, may possess other rights and remedies as against each other with respect to claims for indemnity on certain matters, including potentially with respect to this proceeding but those rights and remedies are against each other and separate and apart from this proceeding. As such, for purposes of the Commission and this proceeding Section 2.2 of the PSA is applicable and Southern Union (now Panhandle) should

dismissing Southern Union from the complaint.

Respectfully submitted,



James C. Swearngen Mo. Bar 21510
Dean L. Cooper Mo. Bar 36592
Brydon, Swearngen & England P.C.
312 East Capitol Avenue
P.O. Box 456
Jefferson City, MO 65102-0456
573/635-7166
Email: dcooper@brydonlaw.com

Attorneys for Panhandle Eastern Pipe Line Company, LP

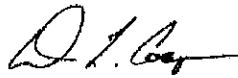
CERTIFICATE OF SERVICE

The undersigned certifies that a true and correct copy of the foregoing document was sent by electronic transmission to the following on this 10th day of March, 2014.

John D. Borgmeyer
Office of the General Counsel
john.borgmeyer@psc.mo.gov
staffcounsel@psc.mo.gov

Marc Poston
Office of the Public Counsel
marc.poston@ded.mo.gov
opcservice@ded.mo.gov

Todd J. Jacobs
Rick E. Zucker
Todd.jacobs@thelacledgroup.com
Rick.zucker@thelacledgroup.com



be dismissed.