

I, Mary C. Kullman, Secretary of Laclede Gas Company, a Missouri corporation, do hereby certify that the attached are true and correct copies of resolutions adopted by the Board of Directors of said Corporation by unanimous written consent executed on January 11, 2013, and that said resolutions are in full force and effect.

IN WITNESS WHEREOF, I have set my hand and the seal of Laclede Gas Company this 14th day of January, 2013.


Secretary

Assignment and Assumption Agreement

WHEREAS, Southern Union Company (the "Seller"), Plaza Missouri Acquisition, Inc., a Missouri corporation (the "Assignor"), and, for the limited purposes set forth therein, The Laclede Group, Inc. entered into (i) that certain Purchase and Sale Agreement (the "PSA"), dated as of December 14, 2012, and (ii) that certain Employee Agreement, dated as of December 14, 2012 (the "Employee Agreement" and together with the PSA, the "Assigned Contracts");

WHEREAS, pursuant to Section 13.3 of the PSA and, to the extent applicable, Section 7.6 of the Employee Agreement, the Assignor may not assign its rights or obligations under the Assigned Contracts without the prior written consent of the Seller;

WHEREAS, pursuant to written consent delivered on January 11, 2013, the Seller consented to the Assignor's assignment of its right, title and interest in and to the Assigned Contracts to the Company;

WHEREAS, the Board has considered the transactions contemplated by the proposed Assignment and Assumption Agreement by and between the Company and the Assignor (the "Assignment Agreement"), a draft of which has been submitted to the Board and filed with the records of the Company, pursuant to which the Assignor shall assign all of its right, title and interest in and to the Assigned Contracts to the Company, which shall accept such assignment and assume all of Assignor's duties and obligations under the Assigned Contracts; and

WHEREAS, the Board wishes to approve the form, terms and provisions of the Assignment Agreement and declare the advisability of the Assignment Agreement;

NOW, THEREFORE, BE IT:

RESOLVED, that the Company, as assignee, accept such assignment and assume all of Assignor's duties and obligations under the Assigned Contracts on the terms set forth in the Assignment Agreement and pay, perform and discharge, as and when due, all of the obligations of Assignor under the Assigned Contracts;

RESOLVED, that the Board has approved and declared advisable, and it hereby does approve and declare advisable, the Assignment Agreement and the Assigned Contracts and the terms of, and transactions contemplated by, the Assignment Agreement and the Assigned Contracts, and has determined that the transactions contemplated by the Assignment Agreement and the Assigned Contracts, upon the terms and conditions set forth therein, are fair to, and in the best interests of, the Company;

RESOLVED, that the form, terms and provisions of the Assignment Agreement and the Assigned Contracts be, and they hereby are, approved for all purposes, and the proper officers of the Company be, and each of them acting alone hereby is, authorized and directed to execute and deliver the Assignment Agreement and the Assigned Contracts in the name and on behalf of the Company, with such changes, additions and modifications thereto as the officer or officers of the Company executing and delivering the same shall approve, such execution and delivery to be conclusive evidence of such approval on behalf of the Company;

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RESOLVED, that to the fullest extent permitted by law, the proper officers of the Company and each of them acting alone hereby is, authorized to execute and deliver in the name and on behalf of the Company such amendments to, and waivers or consents under, the Assignment Agreement and the Assigned Contracts as the officer or officers of the Company executing and delivering the same shall approve, such execution and delivery to be conclusive evidence of such approval on behalf of the Company; and be it further

RESOLVED, that to the fullest extent permitted by law, the proper officers of the Company be, and each of them acting alone hereby is, authorized to approve the transactions contemplated by the Assignment Agreement and Assigned Contracts on behalf of the Company in accordance with the terms and conditions of the Assignment Agreement and the Assigned Contracts and to take any and all actions to consummate the transactions contemplated by the Assignment Agreement and the Assigned Contracts.

Regulatory Matters

RESOLVED, that in order for the Company to comply with all applicable requirements of any applicable U.S. or foreign antitrust law, including, without limitation, to the extent required by the Hart-Scott-Rodino Antitrust Improvement Act of 1976, as amended (the "HSR Act"), and the rules and regulations thereunder, the proper officers of the Company be, and each of them acting alone hereby is, authorized, empowered and directed, in the name and on behalf of the Company, to prepare, execute and file or cause to be filed all reports, statements, documents and information as the proper officers deem necessary or appropriate in order to comply with the terms of the Assignment Agreement and Assigned Contracts pursuant to the HSR Act or applicable foreign antitrust law, to respond to all requests for additional information and to meet and confer (or to cause counsel to meet and confer), with officials of the Federal Trade Commission or the Antitrust Division of the Department of Justice or relevant foreign governmental body, all in relation to the transactions contemplated by the Assignment Agreement and the Assigned Contracts;

RESOLVED, that the proper officers of the Company be, and each of them acting alone hereby is, authorized, empowered and directed, in the name and on behalf of the Company, to prepare, sign and file, or cause to be filed, with any applicable federal, state, local or foreign regulatory or supervisory body all applications, requests for approval, consents, interpretations, or other determinations, notices and other information and documents, and any modifications or supplements thereto, as the proper officers deem necessary or appropriate in order to comply with the terms of the Assignment Agreement and the Assigned Contracts and applicable law, together with all agreements and other information and documents required or appropriate, and any publications required, in connection therewith;

General Authority

RESOLVED, that the "proper officers" referenced in these resolutions shall be the President, Treasurer, Secretary, or any Vice President of the Company, to the extent such officers have been elected or appointed by the Company;

RESOLVED, the Board hereby adopts, as if expressly set forth herein, the form of any and all resolutions required by any authority to be filed in connection with any applications, reports, filings, irrevocable consents to process, powers of attorney and other papers and instruments in connection with the Assignment Agreement, the Assigned Contracts and the transactions contemplated thereby, if (i) in the opinion of a proper officer of the Company executing the same, the adoption of such resolutions is necessary or advisable and (ii) the Secretary or Assistant Secretary of the Company evidences the adoption of such resolution by filing with the records of this unanimous written consent;

RESOLVED, each proper officer of the Company is, in accordance with the foregoing resolutions, authorized and directed, in the name and on behalf of the Company, to prepare, execute and deliver any and all certificates, agreements, instruments, reports, schedules, statements, consents, documents and information, to take any such actions and to incur all such fees and expenses as in such proper officer's judgment shall be necessary, appropriate or advisable with respect to the transactions contemplated by the Assignment Agreement, the Assigned Contract and the foregoing resolutions, to make any filings pursuant to federal, state and foreign laws and to take all other actions that such proper officer deems necessary, appropriate or advisable in order to comply with applicable laws and regulations of any jurisdiction, or otherwise to effectuate and carry out the purposes of the foregoing resolutions and to permit the transactions contemplated by the Assignment Agreement, the Assigned Contracts and the foregoing resolutions to be lawfully consummated, the taking of any such actions and the execution of any such agreements or other documents conclusively to evidence the due authorization thereof by the Company;

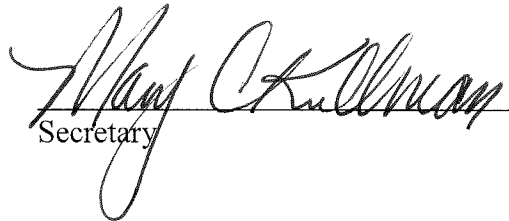
RESOLVED, all actions previously taken by any officer, director, representative or agent of the Company, by or on behalf of the Company or any of its affiliates in connection with the transactions contemplated by the Assignment Agreement, the Assigned Contracts and the foregoing resolutions be, and each of the same hereby is, adopted, ratified, confirmed and approved in all respects as the act and deed of the Company;

RESOLVED, that the proper officers of the Company be, and each of them acting alone hereby is, authorized, in the name of and on behalf of the Company, to pay any and all expenses and fees arising in connection with the Transaction, the other transactions contemplated by the Assignment Agreement and the Assigned Contracts, and that the payment of any such fees and expenses paid or incurred heretofore are hereby ratified, confirmed and approved; and

RESOLVED, that the proper officers of the Company be, and each of them acting alone hereby is, authorized and directed, in the name and on behalf of the Company, to execute and deliver, or to cause to be executed and delivered, all such other agreements, instruments, certificates and documents, and to do or cause to be done all such further acts and things as they deem necessary or advisable in connection with the transactions contemplated by the Assignment Agreement, the Assigned Contracts and any other agreements referred to in or contemplated by the Assignment Agreement and the Assigned Contracts, and in order to effectuate the purpose and intent of the foregoing resolutions; that their authority to act under these resolutions shall be conclusively evidenced by their so acting; and that any and all such actions heretofore taken on behalf of the Company in such respects in connection with the documents referred to in these resolutions and the transactions contemplated thereby are hereby ratified, approved and confirmed as the act and deed of the Company.

I, Mary C. Kullman, Secretary of Plaza Missouri Acquisition, Inc., a Missouri corporation, do hereby certify that the attached are true and correct copies of resolutions adopted by the Board of Directors of said Corporation by unanimous written consent executed on January 11, 2013, and that said resolutions are in full force and effect.

IN WITNESS WHEREOF, I have set my hand this 14th day of January, 2013.


Secretary

WHEREAS, Southern Union Company (the "Seller"), the Corporation and, for the limited purposes set forth therein, The Laclede Group, Inc. entered into (i) that certain Purchase and Sale Agreement (the "PSA"), dated as of December 14, 2012, and (ii) that certain Employee Agreement, dated as of December 14, 2012 (the "Employee Agreement" and together with the PSA, the "Assigned Contracts");

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WHEREAS, the Board has considered the transactions contemplated by the proposed Assignment and Assumption Agreement by and between Laclede Gas Company, a Missouri corporation (the "Assignee") and the Corporation (the "Assignment Agreement"), a draft of which has been submitted to the Board and filed with the records of the Corporation, and the Board has determined that it is in the best interest of The Laclede Group, Inc., its sole shareholder, to enter into the Assignment Agreement, pursuant to which the Corporation shall assign all of its right, title and interest in and to the Assigned Contracts to the Assignee, and Assignee shall accept such assignment and assume all of the Corporation's duties and obligations under the Assigned Contracts;

WHEREAS, pursuant to Section 13.3 of the PSA and, to the extent applicable, Section 7.6 of the Employee Agreement, the Assignor may not assign its rights or obligations under the PSA or the Employee Agreement without the prior written consent of the Seller;

WHEREAS, the Board has considered the obligations contemplated by the proposed written consent by and between the Corporation and the Seller (the "Consent"); and

WHEREAS, the Board wishes to approve the form, terms and provisions of the Assignment Agreement and the Consent and declare the advisability of the Assignment Agreement and the Consent;

NOW, THEREFORE, BE IT:

RESOLVED, that the Corporation assign, grant, convey and transfer to Assignee all of the Corporation's right, title and interest in and to the Assigned Contracts on the terms set forth in the Assignment Agreement;

RESOLVED, that the form, terms and provisions of the Assignment Agreement and the Consent be, and they hereby are, approved for all purposes, and the proper officers of the Corporation be, and each of them acting alone hereby is, authorized and directed to execute and deliver the Assignment Agreement and the Consent in the name and on behalf of the Corporation, with such changes, additions and modifications thereto as the officer or officers of the Corporation executing and delivering the same shall approve, such execution and delivery to be conclusive evidence of such approval on behalf of the Corporation;

RESOLVED, that to the fullest extent permitted by law, the proper officers of the Corporation be, and each of them acting alone hereby is, authorized to execute and deliver in the name and on behalf of the Corporation such amendments to, and waivers or consents under, the Assignment Agreement and the Consent as the officer or officers of the Corporation executing and delivering the same shall approve, such execution and delivery to be conclusive evidence of such approval on behalf of the Corporation; and be it further

RESOLVED, that to the fullest extent permitted by law, the proper officers of the Corporation be, and each of them acting alone hereby is, authorized to approve the transactions contemplated by the Assignment Agreement and the Consent on behalf of the Corporation in accordance with the terms and conditions of the Assignment Agreement and the Consent and to take any and all actions to consummate the transactions contemplated by the Assignment Agreement and the Consent.