

LAW OFFICES
BRYDON, SWEARENGEN & ENGLAND

PROFESSIONAL CORPORATION

312 EAST CAPITOL AVENUE

P.O. BOX 456

JEFFERSON CITY, MISSOURI 65102-0456

TELEPHONE (573) 635-7166

FACSIMILE (573) 635-0427

Email: PAULB@BRYDONLAW.COM

DAVID V.G. BRYDON
JAMES C. SWEARENGEN
WILLIAM R. ENGLAND, III
JOHNNY K. RICHARDSON
GARY W. DUFFY
PAUL A. BOUDREAU
SONDRA B. MORGAN

DEAN COOPER
CHARLES E. SMARR
MARK G. ANDERSON
BRIAN T. MCCARTNEY
GREGORY C. MITCHELL
DIANA C. FARR
JANET E. WHEELER

OF COUNSEL
RICHARD T. CIOTTONE

January 29, 2003

FILED³

JAN 29 2003

Missouri Public
Service Commission

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

**Re: Southern Union Company d/b/a Missouri Gas Energy
Case No. GM-2003-0238**

Dear Mr. Roberts:

On behalf of Southern Union Company, I deliver herewith an original and eight (8) copies of a **Response and Objections of Applicant Southern Union Company to Applications to Intervene** for filing with the Commission in the referenced matter. I would appreciate it if you would see that the copies are distributed to the appropriate Commission personnel. Service copies have been mailed or hand-delivered this date.

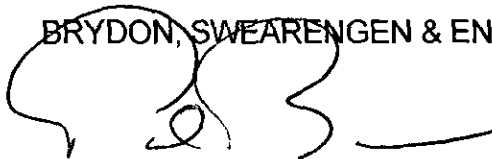
I have also enclosed an extra copy of the document which I request that you stamp "Filed" and return to the person delivering it to you.

Thank you for your attention in this matter.

Sincerely,

BRYDON, SWEARENGEN & ENGLAND P.C.

By:



Paul A. Boudreau

PAB/ccp
Enclosures

BEFORE THE PUBLIC SERVICE COMMISSION
OF THE STATE OF MISSOURI

FILED³
JAN 29 2003

Missouri Public
Service Commission

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.)

Case No. GM-2003-0238

**RESPONSE AND OBJECTIONS OF APPLICANT SOUTHERN UNION COMPANY TO
APPLICATIONS TO INTERVENE**

Comes now Southern Union Company ("Southern Union") d/b/a Missouri Gas Energy, by and through counsel, and provides its response and objections to certain applications to intervene filed in this proceeding:

1. Pursuant to the Commission's January 16th Order Providing Notice, Establishing Time for Intervention, Scheduling a Prehearing Conference and Relieving Staff and Other Parties of the Obligation to File a Recommendation by February 3, 2003, Applications to Intervene in the captioned proceeding have been filed by Enbridge Pipelines ("Enbridge"), the Attorney General of the State of Missouri (the "Attorney General"), Union Electric Company d/b/a AmerenUE ("AmerenUE"), Local 5-348 of Paper, Allied-Industrial, Chemical and Energy International Union ("PACE"), Midwest Gas Users Association ("Midwest"), Laclede Gas Company ("Laclede") and Municipal Gas Commission of Missouri ("MGCM").

2. Southern Union objects to the intervention of PACE in the captioned proceeding. Counsel for PACE did not appear at the scheduled prehearing conference on

Tuesday, January 28, 2003 and, to the knowledge of Southern Union, was not excused from appearing at the prehearing conference. Commission Rule 4 CSR 240-2.116(3) provides that a party may be dismissed from a case for failure to appear. Southern Union suggests that failure to appear is likewise grounds for denial of an Application to Intervene. Furthermore, Local 5-348 of PACE does not represent any employees of Missouri Gas Energy.

3. Southern Union does not object to intervention by the Attorney General. This does not constitute a waiver of Southern Union's position that the matters which are addressed in Missouri's Antitrust Law (Chapter 416 RSMo) are issues that are not properly before the Commission. Rather, such issues appear to reside exclusively within the authority of the Office of the Attorney General.

4. Southern Union does not object to the intervention of Enbridge, AmerenUE, Midwest, Laclede or MGCM. However, Southern Union reserves the right to contend that certain issues that may be raised by said parties are not relevant to the matter at hand or are not within the area of the Commission's subject matter jurisdiction over the proposed transaction.

WHEREFORE, Southern Union objects to the intervention of PACE and does not object to the intervention of Enbridge, the Attorney General, AmerenUE, Midwest, Laclede or MGCM for the reasons aforesaid.

Respectfully submitted,

A handwritten signature in black ink, appearing to be 'JS', written over a horizontal line.

James C. Swearengen MO #21510
Paul A. Boudreau MO #33155
Sondra B. Morgan MO #35482
BRYDON, SWEARENGEN & ENGLAND, P.C.
312 East Capitol Avenue
P.O. Box 456
Jefferson City, MO 65102
(573) 635-7166

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 29th day of January 2003 to the following:

Mr. Robert Franson
Office of the 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

Mr. Jeffrey A. Keevil
Stewart & Keevil, L.L.C.
Cherry Street Centre
1001 Cherry Street, Suite 302
Columbia, MO 65201

Mr. Ronald Molteni
Assistant Attorney General
Supreme Court Building
207 West High Street
P.O. Box 899
Jefferson City, MO 65102

Mr. Thomas M. Byrne
Associate General Counsel
Ameren Services Company
1901 Chouteau Avenue
P.O. Box 66149 (MC 1310)
St. Louis, MO 63166-6149

Mr. James R. Waers
Blake & Uhlig, P.A.
753 State Avenue
Suite 475
Kansas City, KS 66101

Mr. Stuart W. Conrad
Finnegan, Conrad & Peterson, L.C.
3100 Broadway, Suite 1209
Kansas City, MO 64111

Mr. Michael C. Pendergast
Vice President & Assoc. General Counsel
Laclede Gas Company
720 Olive Street, Room 1520
St. Louis, MO 63101

Mr. Duncan Kincheloe
2407 W. Ash
Columbia, MO 65203

