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STATE OF MISSOURI  
PUBLIC SERVICE COMMISSION  
  
TRANSCRIPT OF PROCEEDINGS  
  
Prehearing Conference  
  
March 9, 2000  
Jefferson City, Missouri  
Volume 2

In the Matter of the Joint            )  
Application of Atmos Energy        )  
Corporation and Arkansas Western )  
Gas Company, d/b/a Associated       )  
Natural Gas Company, for an        )  
Order Authorizing the Sale and    ) Case No. GM-2000-312  
Transfer of Certain Assets of       )  
Associated Natural Gas Company    )  
Located in Missouri to Atmos       )  
Energy Corporation and Either       )  
Authorizing the Transfer of        )  
Existing Certificates of Public    )  
Convenience and Necessity or       )  
Granting a New Certificate of       )  
Public Convenience and Necessity )  
to Atmos Energy Corporation in    )  
Conjunction with Same.            )

MORRIS L. WOODRUFF, Presiding,  
REGULATORY LAW JUDGE.

REPORTED BY:  
  
KELLENE K. FEDDERSEN, CSR, RPR  
ASSOCIATED COURT REPORTERS, INC.

1 APPEARANCES:

2 JAMES M. FISCHER, Attorney at Law  
3 Fischer & Dority  
4 101 West McCarty, Suite 215  
5 Jefferson City, Missouri 65101

6 FOR: Atmos Energy Corporation.

7 GARY W. DUFFY, Attorney at Law  
8 Brydon, Swearengen & England, P.C.  
9 P.O. Box 456  
10 312 East Capitol Avenue  
11 Jefferson City, Missouri 65102-0456

12 FOR: Associated Natural Gas.

13 JEFFREY A. KEEVIL, Attorney at Law  
14 Stewart & Keevil  
15 1001 Cherry Street, Suite 302  
16 Columbia, Missouri 65201

17 FOR: IBEW Local Union No. 1439.

18 ROBIN E. FULTON, Attorney at Law  
19 Schnapp, Fulton, Fall, McNamara & Silvey, L.L.C.  
20 135 East Main Street  
21 P.O. Box 151  
22 Fredericktown, Missouri 63645-0151

23 FOR: Noranda Aluminum, Inc.

24 DOUGLAS E. MICHEEL, Senior Public Counsel  
25 P.O. Box 7800  
Jefferson City, Missouri 65102-7800

FOR: Office of the Public Counsel  
and the Public.

DENNY L. FREY, Assistant General Counsel  
P.O. Box 360  
Jefferson City, Missouri 65102

FOR: Staff of the Missouri Public  
Service Commission.

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1 P R O C E E D I N G S

2 JUDGE WOODRUFF: Let's go ahead and go on  
3 the record.

4 This is the prehearing conference in Case  
5 No. GM-2000-312. My name is Morris Woodruff. I'm the  
6 Regulatory Law Judge in this case. I'll read into the  
7 record the title of the case.

8 It's In the Matter of the Joint Application  
9 of Atmos Energy Corporation and Arkansas Western Gas  
10 Company, Doing Business as Associated Natural Gas  
11 Company, for an Order Authorizing the Sale and  
12 Transfer of Certain Assets of Associated Natural Gas  
13 Company Located in Missouri to Atmos Energy  
14 Corporation and Either Authorizing the Transfer of  
15 Existing Certificates of Public Convenience and  
16 Necessity or Granting a New Certificate of Public  
17 Convenience and Necessity to Atmos Energy Corporation  
18 in Conjunction with Same.

19 And that takes up half the day just reading  
20 the title. Let's start out then by doing entries of  
21 appearance just so we know who's here today. Let's  
22 start with Atmos.

23 MR. FISCHER: Let the record reflect the  
24 appearance of James M. Fischer, Fischer & Dority, PC,  
25 101 West McCarty Street, Suite 215, Jefferson City,

1 Missouri, appearing today on behalf of Atmos Energy  
2 Corporation.

3 MR. WOODSMALL: Thank you, Mr. Fischer. And  
4 for Associated Natural Gas?

5 MR. DUFFY: Gary W. Duffy, Brydon,  
6 Swearengen & England, PC, P.O. Box 456, Jefferson  
7 City, Missouri 65102, appearing for Associated Natural  
8 Gas Company.

9 MR. WOODSMALL: Thank you, Mr. Duffy. And  
10 for IBEW Local 1439?

11 MR. KEEVIL: Jeffrey A. Keevil of the law  
12 firm of Stewart & Keevil, LLC, address 1001 Cherry  
13 Street, Suite 302, Columbia, Missouri 65201.

14 MR. WOODSMALL: Thank you, Mr. Keevil. And  
15 for Noranda Aluminum?

16 MR. FULTON: Robin Fulton, P.O. Box 151,  
17 Fredericktown, Missouri, appearing on behalf of  
18 Noranda.

19 JUDGE WOODRUFF: And for Public Counsel?

20 MR. MICHEEL: Douglas E. Micheel,  
21 P.O. Box 7800, Jefferson City, Missouri, 65102-7800,  
22 appearing on behalf of the public and Office of the  
23 Public Counsel?

24 MR. WOODSMALL: And for the Staff?

25 MR. FREY: Appearing on behalf of the Staff

1 of the Missouri Public Service Commission, Dennis L.  
2 Frey, Post Office Box 360, Jefferson City, Missouri  
3 65102.

4 MR. WOODSMALL: Thank you. Is there anyone  
5 I've missed? Hearing none.

6 Two purposes for being here today. First is  
7 for the parties to discuss these issues amongst  
8 themselves and perhaps reach some resolution to some  
9 of these issues and at best settle everything or, if  
10 not possible, maybe settle a couple issues and clarify  
11 issues for the hearing.

12 And the second purpose, of course, is to  
13 prepare and submit a list of issues to the Commission,  
14 and by previous Order those are due on March 21st.  
15 The purpose of that is to allow the Commission to  
16 prepare for the hearing, and I want to emphasize that  
17 that is the purpose for that list of issues.

18 I had a case a while back where the parties  
19 simply submitted the ultimate issue as the sole issue,  
20 and that's not helpful to the Commission. So I don't  
21 want you to come in and tell me that the only issue is  
22 whether or not to approve this merger or this  
23 application, and that's literally what happened in  
24 that case. I don't know if any of these attorneys  
25 were involved in that case.

1           So if you can't all agree upon what the  
2       issues are that are going to be brought up at the  
3       hearing, that's okay. Go ahead and list the issue and  
4       if you cannot -- when you're going -- when your client  
5       submits their statement of position on that issue,  
6       then you can explain why you don't think that is an  
7       appropriate issue for the Commission to consider. But  
8       go ahead and list it so the Commission knows it's  
9       going to be coming up in the hearing.

10           Okay. Any other matters that anyone wants  
11       to bring up in the on-the-record portion of the  
12       proceeding? Hearing none, then I'll assume that there  
13       are none.

14           And with that, then we'll go off the record.

15           WHEREUPON, the recorded portion of the  
16       prehearing conference was concluded.

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