

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

In the Matter of the Application of Southern)
Union Company d/b/a Missouri Gas Energy,)
The Laclede Group, Inc. and Laclede Gas Company))
for an Order Authorizing Sale, Transfer, and) Case No. GM-2013-0254
Assignment of Certain Assets and Liabilities)
from Southern Union Company to Laclede Gas)
Company and, in Connection Therewith, Certain)
other Related Transactions)

**FIRST AMENDED JOINT APPLICATION BY
INTERLINEATION**

COME NOW Southern Union Company d/b/a Missouri Gas Energy (“SUG”), the Laclede Group, Inc. (“LG”), and Laclede Gas Company (“Laclede Gas”) (collectively “the Joint Applicants”) and for their First Amended Joint Application by Interlineation, state the following:

1. On January 14, 2013, Joint Applicants filed a Joint Application with the Commission authorizing them, among other things, to perform in accordance with a Purchase and Sale Agreement that contemplates the sale, transfer and assignment of SUG’s Missouri Gas Energy assets and liabilities.

2. Paragraph 17 of the Joint Application currently states the following:

The Transaction is subject to customary conditions, including, without limitation, approval of this Commission, certain consideration by the Federal Communications Commission and pre-merger notifications to the Department of Justice and the Federal Trade Commission in accordance with the Hart-Scott-Rodino Antitrust Improvements Act of 1976. The Transaction is separate and distinct from another transaction, pursuant to which SUG proposes to sell the assets of its New England Gas Company division to Plaza Massachusetts Acquisition, Inc., a newly formed, wholly-owned subsidiary of LG (the “NEG Acquisition”) and, as such, the matter before this Commission is not subject to review or approval by the Massachusetts Department of Public Utilities, and, conversely, the NEG Acquisition is not subject to review or approval by this Commission. The parties intend to close the Transaction as soon as practicable after all consents and approvals have been obtained. Nevertheless, SUG, LG and the respective buyers seek to obtain all of the necessary regulatory approvals for both the Transaction before this Commission and the NEG Acquisition, on or before June 30, 2013, with the closing of both transactions to be completed

contemporaneously as soon as possible thereafter, thereby mitigating execution risk that increases with the passage of time.

3. Paragraph 17 should be amended to read as follows:

The Transaction is subject to customary conditions, including, without limitation, approval of this Commission, certain consideration by the Federal Communications Commission and pre-merger notifications to the Department of Justice and the Federal Trade Commission in accordance with the Hart-Scott-Rodino Antitrust Improvements Act of 1976. The Transaction is separate and distinct from another transaction, pursuant to which SUG proposes to sell the assets of its New England Gas Company (“NEG”) division to Plaza Massachusetts Acquisition, Inc., a newly formed, wholly-owned subsidiary of LG (the “NEG Acquisition”). Separately, LG has entered into an agreement with Algonquin Power & Utilities Corp., (“Algonquin”) that will allow Algonquin to assume the rights of LG to purchase the assets of NEG. The matter before this Commission is not subject to review or approval by the Massachusetts Department of Public Utilities, and, conversely, the NEG Acquisition is not subject to review or approval by this Commission. The parties intend to close the Transaction as soon as practicable after all consents and approvals have been obtained. Nevertheless, SUG, LG and the respective buyers seek to obtain all of the necessary regulatory approvals for both the Transaction before this Commission and the NEG Acquisition, on or before June 30, 2013, with the closing of both transactions to be completed contemporaneously as soon as possible thereafter, thereby mitigating execution risk that increases with the passage of time.

4. In all other respects, the Joint Application is hereby restated, ratified and confirmed.

WHEREFORE, having amended Paragraph 17 of the Joint Application as aforesaid, Joint Applicants again request the Commission grant the relief previously requested.

Respectfully submitted,

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Certificate of Service

I hereby certify that a true and correct copy of the above and foregoing document was sent via electronic mail on this 13th day of March 2013, to the following:

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