

BEFORE THE PUBLIC SERVICE COMMISSION  
OF THE STATE OF MISSOURI

In the Matter of Southern Union Company	)	
d/b/a Missouri Gas Energy, Sigma Acquisition	)	
Corporation and Energy Transfer Equity, L.P.	)	Case No. GM-2011-0412
for an Order Authorizing them to Perform in	)	
Accordance with a Merger Agreement and	)	
To Undertake Related Transactions	)	

**MOTION FOR EXPEDITED TREATMENT**

COME NOW Southern Union Company d/b/a Missouri Gas Energy ("Southern Union"), Sigma Acquisition Corporation ("Sigma") and Energy Transfer Equity, L.P. ("ETE"), by counsel, pursuant to Missouri Public Service Commission ("Commission") rule 4 CSR 240-2.080(16) and for their Motion for Expedited Treatment of an Amended Application to perform in accordance with a Second Amended and Restated Agreement and Plan of Merger, states the following:

1. On June 16, 2011, ETE and Southern Union announced that the two companies had entered into a definitive merger agreement, and stated an expected closing date in the first quarter of 2012.

2. On July 13, 2011, Southern Union, Sigma and ETE caused to be filed with the Commission an Application for authority to perform in accordance with the terms of an Amended and Restated Agreement and Plan of Merger pursuant to which ETE would acquire the equity interests of Southern Union, including its subsidiaries.

3. Thereafter on September 15, 2011, Southern Union, Sigma, and ETE filed their Amended Application seeking essentially the same relief pursuant to a Second Amended and Restated Agreement and Plan of Merger ("Merger Agreement").

4. On October 28, 2011, ETE and Southern Union filed the direct testimonies of Martin Salinas, Jr. and Robert J. Hack in support of their Amended Application.

5. As stated in the Amended Application, Southern Union, Sigma, and ETE intend to close the transaction as soon as practicable after all consents and approvals, including the

approval of this Commission, have been obtained. The objective of the parties to the Merger Agreement is to close the transaction in the first quarter of 2012.

6. On February 16, 2012, the Commission's Staff, Southern Union, Sigma and ETE filed a Non-Unanimous Stipulation and Agreement in this case the purpose of which is to resolve all issues presented by the proposed transaction and to present conditions and commitments intended to assure that the transaction, when completed, will not be detrimental to the public interest. The Office of the Public Counsel ("OPC") has not signed the Non-Unanimous Stipulation and Agreement, but has authorized the signatories to the Non-Unanimous Stipulation and Agreement to indicate, through Section VIII. on page 28 of the Non-Unanimous Stipulation and Agreement, that OPC will not oppose it or otherwise request a hearing. No entities sought leave to intervene in this case. Accordingly, pursuant to the provisions of 4 CSR 240-2.115(2)(C), the Non-Unanimous Stipulation and Agreement can be treated by the Commission as a unanimous agreement by all proper parties to this proceeding.

7. Southern Union, Sigma and ETE request that the Commission issue an order approving the Non-Unanimous Stipulation and Agreement at its earliest opportunity. In so doing, the Commission will facilitate the ability of the parties to the Merger Agreement to meet market expectations by closing the transaction before the end of March 2012.<sup>1</sup> In addition to meeting expectations of investors, a timely closing will also minimize potential uncertainty on the part of employees, customers and other stakeholders that could result from a more extended process. As indicated earlier, this Transaction was first announced in June 2011, with a stated

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<sup>1</sup> In furtherance of closing the Transaction by the end of the first quarter of 2012, the parties to the Merger Agreement have mailed or intend promptly to mail to Southern Union shareholders merger consideration election forms, which allow shareholders to elect (subject to proration) cash and/or ETE units in exchange for shares of Southern Union common stock. As described in Southern Union's proxy statement, such forms are to be mailed 30 days in advance of the anticipated closing date and are required to be returned by shareholders on the twentieth (20<sup>th</sup>) business day following mailing, subject to extension by the parties. The mailing of election forms is an administrative necessity, and the parties to the Merger Agreement have made the mailing to permit closing consistent with expected timelines and without any intent to presume action by the Commission in this matter.

expected closing date in the first quarter of 2012. No entity will be harmed by the granting of expedited treatment.

8. The Commission's Staff and OPC have been apprised of the contents of this pleading and have authorized undersigned counsel to represent that they have no objection to the Commission granting the relief requested herein.

9. This pleading was filed as soon as practical after the filing of the Non-Unanimous Stipulation and Agreement.

WHEREFORE, for good cause shown, Southern Union, Sigma and ETE respectfully request the Commission to issue its order approving the Non-Unanimous Stipulation and Agreement at its earliest opportunity.

Respectfully submitted,

/s/James C. Swearengen

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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 16<sup>th</sup> day of February, 2012, to

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