

SECURITIES AND EXCHANGE COMMISSION

FORM 8-K

Current report filing

Filing Date: **2013-01-14** | Period of Report: **2013-01-11**
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FILER

LACLEDE GAS CO

CIK:[57183](#) | IRS No.: [430368139](#) | State of Incorporation: **MO** | Fiscal Year End: **0930**
Type: **8-K** | Act: **34** | File No.: [001-01822](#) | Film No.: [13526244](#)
SIC: **4924** Natural gas distribution

Mailing Address
*720 OLIVE ST
ST LOUIS MO 63101*

Business Address
*720 OLIVE ST
ST LOUIS MO 63101
3143420500*

LACLEDE GROUP INC

CIK:[1126956](#) | IRS No.: [742976504](#) | State of Incorporation: **MO** | Fiscal Year End: **0930**
Type: **8-K** | Act: **34** | File No.: [001-16681](#) | Film No.: [13526243](#)
SIC: **4924** Natural gas distribution

Mailing Address
*720 OLIVE ST
RM 1517
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ST LOUIS MO 63101
3143420500*

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 8-K

CURRENT REPORT

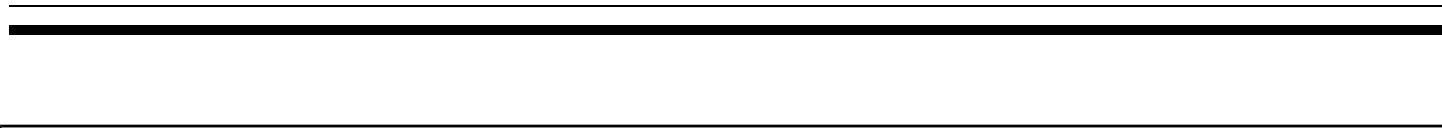
PURSUANT TO SECTION 13 OR 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934

Date of Report (Date of earliest event reported): January 11, 2013

<i>Commission File No.</i>	<i>Exact Name of Registrant as Specified in its Charter and Principal Office Address and Telephone Number</i>	<i>State of Incorporation</i>	<i>I.R.S. Employer Identification Number</i>
1-16681	The Laclede Group, Inc. 720 Olive Street St. Louis, MO 63101 314-342-0500	Missouri	74-2976504
1-1822	Laclede Gas Company 720 Olive Street St. Louis, MO 63101 314-342-0500	Missouri	43-0368139

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))



Item 1.01 Entry into a Material Definitive Agreement.

Assignment and Assumption Agreement

As previously disclosed, on December 14, 2012, The Laclede Group, Inc. (“Laclede”), through Plaza Missouri Acquisition, Inc. (“Plaza Missouri”), entered into a Purchase and Sale Agreement (the “PSA”) to acquire from Southern Union Company (“SUG”), an affiliate of Energy Transfer Equity, L.P. and Energy Transfer Partners, L.P., substantially all of the assets and liabilities of Missouri Gas Energy (“MGE”), and also entered into an employee agreement (the “Employee Agreement”) with Laclede and SUG to provide for the terms and conditions of its employment of persons currently employed by MGE. On January 11, 2013, pursuant to a Consent to Assignment by and among Laclede, Plaza Missouri and SUG (the “Consent”), Laclede Gas Company (“Laclede Gas”) and Plaza Missouri entered into an assignment and assumption agreement (the “Assignment and Assumption Agreement”) pursuant to which Laclede Gas assumed all of Plaza Missouri's duties and obligations under the PSA and the Employee Agreement effective as of January 11, 2013.

Copies of the Assignment and Assumption Agreement and Consent are filed as Exhibits 99.1 and 99.2, respectively, to this report and are incorporated herein by reference. The foregoing description of the Assignment and Assumption Agreement and Consent does not purport to be complete and is qualified in its entirety by reference to the Assignment and Assumption Agreement and the Consent.

Item 9.01 Financial Statements and exhibits.

(d) Exhibits.

Number Exhibit

- 99.1 Assignment and Assumption Agreement dated January 11, 2013.
- 99.2 Consent dated January 11, 2013

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrants have duly caused this report to be signed on their behalf by the undersigned hereunto duly authorized.

LACLEDE GAS COMPANY

Date: January 11, 2013

By: /s/ S. P. Rasche
S. P. Rasche
Chief Financial Officer

THE LACLEDE GROUP, INC.

Date: January 11, 2013

By: /s/ M. D. Waltermire
M. D. Waltermire
Executive Vice President, Chief Financial Officer

Exhibit Index

<u>Number</u>	<u>Exhibit</u>
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99.1	Assignment and Assumption Agreement dated January 11, 2013
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99.2	Consent dated January 11, 2013
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ASSIGNMENT AND ASSUMPTION AGREEMENT

This Assignment and Assumption Agreement (the “*Agreement*”), effective as of January 11, 2013 (the “*Effective Date*”), is by and between Plaza Missouri Acquisition, Inc., a Missouri corporation (“*Assignor*”), and Laclede Gas Company, a Missouri corporation (“*Assignee*”).

WHEREAS, Southern Union Company (“*Seller*”), 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 December 14, 2012 (the “*Employee Agreement*”); and

WHEREAS, Assignor has agreed to assign all of its rights, title and interests in, and Assignee has agreed to assume all of Assignor's duties and obligations under, the PSA and the Employee Agreement (together, the “*Assigned Contracts*”).

NOW, THEREFORE, in consideration of the mutual covenants, terms and conditions set forth herein, and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties agree as follows:

1. Assignment and Assumption. Assignor hereby assigns, grants, conveys and transfers to Assignee all of Assignor's right, title and interest in and to the Assigned Contracts. Assignee hereby accepts such assignment and assumes all of Assignor's duties and obligations under the Assigned Contracts and agrees to pay, perform and discharge, as and when due, all of the obligations of Assignor under the Assigned Contracts accruing on and after the Effective Date.
2. General Provisions. The provisions of Article XIII of the PSA shall apply equally to this Agreement to the extent applicable.

[Signature Page Follows]

[Signature Page - Assignment and Assumption Agreement]

CONSENT TO ASSIGNMENT

WHEREAS, Southern Union Company (the “Seller”), Plaza Missouri Acquisition, Inc. (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 December 14, 2012 (the “Employee Agreement”);

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; and

WHEREAS, the Assignor wishes to assign its rights and obligations under the PSA and the Employee Agreement to Laclede Gas Company, a Missouri corporation (the “Assignee”), and the Seller wishes to consent to such assignment.

NOW, THEREFORE, the Seller and the Assignor, intending to be legally bound, hereby agree as follows:

1. The Seller hereby consents to the assignment by the Assignor of all of its rights and obligations under the PSA and the Employee Agreement to the Assignee, subject to the Assignee's agreement to assume all such rights and obligations and to be bound as “Buyer” under the PSA and the Employee Agreement.
2. The provisions of Article XIII of the PSA shall apply equally to this consent to the extent applicable.

[Signature Page Follows]

IN WITNESS WHEREOF, the parties have caused this consent to be executed and delivered by their duly authorized officers as of January 11, 2013.

SOUTHERN UNION COMPANY

By: /s/ Martin Salinas, Jr.

Name: Martin Salinas, Jr.

Title: Chief Financial Officer

[Signature Page - Consent to Assignment]

PLAZA MISSOURI ACQUISITION, INC.

By: /s/ Mary Kullman

Name: Mary Kullman

Title: Corporate Secretary

The Laclede Group, Inc. hereby acknowledges that this consent (and the subsequent assignment by the Assignor to the Assignee in accordance herewith) in no way affects any obligations of The Laclede Group, Inc. under either the PSA or the Employee Agreement.

THE LACLEDE GROUP, INC.

By: /s/ Mark D. Waltermire

Name: Mark D. Waltermire

Title: Executive Vice President, Chief
Financial Officer

[Signature Page - Consent to Assignment]