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October 11, 1996

HAND-DELIVERED

Blanca S. Bayo, Director
Division of Records and Reporting
Gunter Building
2540 Shumard Oak Boulevard
Tallahassee, Florida 32399-0870

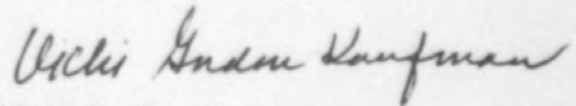
Re: Application for rate increase by City Gas Company of Florida
Docket No.: 960502-GU

Dear Ms. Bayo:

Enclosed is the original Affidavit of Mary Patricia Keefe. Please substitute it for the one attached to City Gas Company of Florida's Response to Staff's Motion to Compel and Motion for Protective Order filed on October 10, 1996 in the above docket.

Please acknowledge receipt of the above on the extra copy enclosed herein and return it to me. Thank you for your assistance.

Yours truly,



Vicki Gordon Kaufman

ACK _____
AFA 3
APP _____
CAF _____
CMU _____
CTR _____
EAG _____
LEG 1 VGK/pw
LIN 5 Encls.
OPG _____ cc: Vicki Johnson (w/o encls.)
RCH _____
SEC 1
WAS _____
OTH _____

DOCUMENT NUMBER-DATE

10935 OCT 11 96

FPSC-RECORDS/REPORTING

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BEFORE THE FLORIDA PUBLIC SERVICE COMMISSION

In Re: Application for rate increase)
by City Gas Company of Florida)
_____)

Docket No. 960502-GU

AFFIDAVIT

STATE OF NEW JERSEY)
COUNTY OF UNION)

BEFORE ME, the undersigned authority duly authorized to administer oaths and take acknowledgments, personally appeared Mary Patricia Keefe, who being first duly sworn, deposes and says:

1. My name is Mary Patricia Keefe. I hold the position of Senior Vice President and General Counsel of Elizabethtown Gas Company, an operating division of NUI Corporation (NUI).
2. This Affidavit is made in support of the response of City Gas Company of Florida (City Gas) to Staff's Motion to Compel the production in this docket of a document prepared by the law firm of Pitney, Hardin, Kipp and Szuch ("Pitney Hardin") at the direction of the Audit Committee of NUI's Board of Directors' ("Audit Committee").
3. I have personal knowledge of the facts surrounding the decision of the Audit Committee to engage the law firm of Pitney Hardin to render advice to NUI concerning potential bases for legal actions and/or defenses against Jack Langer, former President of City Gas, in the event of litigation between Mr. Langer and NUI.
4. The Pitney Hardin law firm was engaged by the Audit Committee to

conduct an investigation of legal matters involving Mr. Langer and to communicate its assessment to the senior NUI management and the Audit Committee in order to render legal advice concerning potential litigation, and for no other purpose. The report would not have been prepared but for the decision of the Audit Committee to conduct an investigation designed to assess and prepare for potential litigation with Mr. Langer.

5. Since the Pitney Hardin report was submitted to the Audit Committee, NUI has carefully guarded its confidentiality. Only the Company's legal counsel, the Chairman, the then Executive Vice President and the Director of Internal Audit and the Audit Committee within NUI who "need to know" have had access to the document.

FURTHER AFFIANT SAYETH NAUGHT.

Mary Patricia Keefe

Sworn to and subscribed before
me this 12th day of October, 1996.

Sandra D. Dowling
SIGNATURE OF NOTARY PUBLIC

PRINTED NAME OF NOTARY PUBLIC
SANDRA D. DOWLING
NOTARY PUBLIC OF NEW JERSEY
My Commission Expires June 9, 1997

Personally Known _____ or Produced Identification _____
Type of Identification Produced _____

