

ORIGINAL

STEWART & KEEVIL, L.L.C.
ATTORNEYS AT LAW

CHARLES BRENT STEWART
JEFFREY A. KEEVIL

1001 CHERRY STREET
SUITE 302
COLUMBIA, MISSOURI 65201-7931

TELEPHONE (573) 499-0635
FACSIMILE (573) 499-0638

July 25, 2002

FILED⁴

JUL 25 2002

Missouri Public
Service Commission

Missouri Public Service Commission
Attn: Secretary of the Commission
200 Madison Street, Suite 100
P.O. Box 360
Jefferson City, Mo. 65102-0360

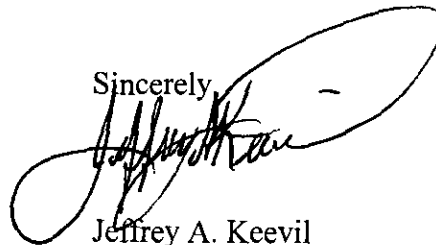
RE: In the matter of the Application of Missouri Gas Company
Case No. _____

Dear Mr. Roberts:

Enclosed for filing in the above-referenced case are an original and the appropriate number of copies of an APPLICATION on behalf of Missouri Gas Company.

Copies of this filing have on this date been mailed or hand-delivered to the General Counsel's Office and the Office of the Public Counsel. Thank you for your attention to this matter.

Sincerely,



Jeffrey A. Keevil

JAK/er
Enclosures

cc: General Counsel's Office
Office of the Public Counsel

BEFORE THE PUBLIC SERVICE COMMISSION
OF THE STATE OF MISSOURI

FILED⁴
JUL 25 2002

Missouri Public
Service Commission

In the matter of the Application of)
Missouri Gas Company for)
Authorization to Convert to a)
Limited Liability Company and)
Change its Name Accordingly)

Case No. _____

APPLICATION¹

Comes Now Missouri Gas Company ("MGC" or "Applicant") and for its Application for Commission authorization to convert to a limited liability company and change its name accordingly, pursuant to Section 393.250 RSMo. and 4 CSR 240-2.060², states as follows:

Background

1. By this Application, MGC, a Delaware corporation, seeks authorization from the Commission to convert to a limited liability company under Delaware law. In Case No. GN-2002-1101 MGC filed an adoption notice and tariff to accomplish this purpose, pursuant to the procedure previously set forth in *In the Matter of the Joint Application of Claricom Networks, Inc. et al.*, Case No. TM-2001-669, as well as the instructions of the Commission's Chief Regulatory Law Judge. Staff, however, filed a recommendation in Case No. GN-2002-1101 to reject MGC's filing in that case on the basis that MGC's proposed conversion under Delaware law from a Delaware corporation to a Delaware limited liability company required an application under Section 393.250

¹ MGC is filing a Motion for Expedited Treatment of this Application contemporaneously herewith.

² MGC would note that 4 CSR 240-2.060 has no subsection, other than the general requirements in subsection (1), which relates to reorganizations pursuant to Section 393.250 RSMo. or conversions to a limited liability company.

RSMo. pertaining to reorganizations. On June 27, 2002, the Commission issued an Order Suspending MGC's Tariff in Case No. GN-2002-1101 on the basis of Staff's recommendation. Therefore, MGC is filing this Application for approval under Section 393.250 RSMo. although it does not believe that its proposed conversion to a limited liability company constitutes the type of corporate reorganization to which 393.250 was intended to apply.

Application

2. MGC is a Delaware corporation, in good standing in all respects. MGC's Certificate of Good Standing issued by the Missouri Secretary of State is attached hereto as Exhibit A and incorporated herein by this reference. The mailing address of MGC's principal office is 110 Algana Court, St. Peters, Missouri 63376, its telephone number is (636) 926-3668, its fax number is (636) 926-0387, and its electronic mail address is djries@msn.com.

3. MGC is engaged in owning and operating a natural gas transmission pipeline in the State of Missouri subject to the jurisdiction of the Commission. MGC does not have any pending actions against it or final unsatisfied judgments or decisions against it from any state or federal agency or court which involve customer service or rates within the three years immediately preceding the filing of this Application. MGC does not have any overdue Commission annual reports or assessment fees.

4. Pleadings, Notices, Orders and other correspondence and communications concerning this Application should be addressed to the undersigned counsel, as well as to the following:

David J. Ries, President
Missouri Gas Company
110 Algana Court
St. Peters, Missouri 63376

5. By this Application MGC seeks to convert from a Delaware corporation to a Delaware limited liability company pursuant to Delaware law³ and change its name from Missouri Gas Company to Missouri Gas Company, LLC. Pursuant to Section 266 of the Delaware General Corporation Law (a copy of which is attached hereto as Exhibit C for the convenience of the Commission and regulatory law judge):

(c) Upon the filing of a certificate of conversion . . . and payment to the Secretary of State of all fees prescribed . . . the Secretary of State shall certify that the corporation has filed all documents and paid all fees required . . . and thereupon *the corporation shall cease to exist as a corporation* of this State at the time the certificate of conversion becomes effective. . . .

(d) The conversion of a corporation pursuant to a certificate of conversion under this section *shall not be deemed to affect any obligations or liabilities of the corporation incurred prior to such conversion.* . . .

(e) After the time the certificate of conversion becomes effective *the corporation shall continue to exist as a limited liability company* . . . and the laws of this State shall apply to the entity to the same extent as prior to such time.

(f) Unless otherwise provided in a resolution of conversion . . . the converting corporation shall not be required to wind up its affairs or pay its liabilities and distribute its assets, and the conversion *shall not constitute a dissolution of such corporation and shall constitute a continuation of the existence of the converting corporation in the form of the applicable other entity [i.e., limited liability company] of this State.* (emphasis added)

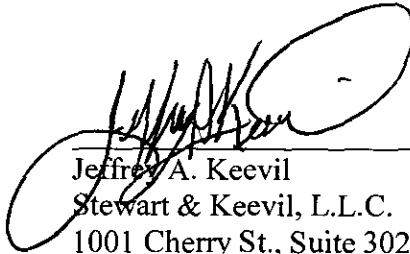
As can be clearly seen from the foregoing, after the conversion to a limited liability company and corresponding name change the company's capitalization, balance sheet, assets, tariffs and operations will remain unchanged. MGC is not seeking, nor will

³ A Statement of Unanimous Consent by the sole stockholder of MGC adopting a resolution to convert to a limited liability company pursuant to Section 266 of the Delaware General Corporation Law is attached hereto as Exhibit B and incorporated herein by reference.

the conversion result in, any change to MGC's rates, rate base or any ratemaking principles. This action is being undertaken simply for purposes of achieving tax efficiencies associated with limited liability companies. By the instant filing MGC seeks to accomplish a ministerial event which will be transparent to customers, other than the slight change in name, and after which the company's capitalization, balance sheet, assets, rate base, rates, tariffs and operations will remain unchanged and accordingly will not be detrimental to the public interest.

WHEREFORE, MGC respectfully requests that the Commission issue an order authorizing it to convert from a Delaware corporation to a Delaware limited liability company as set forth above and authorizing it to change its name from Missouri Gas Company to Missouri Gas Company, LLC, and authorizing the adoption of the tariffs and certificates of convenience and necessity of Missouri Gas Company in the name of Missouri Gas Company, LLC, and any other authorizations or matters deemed necessary.

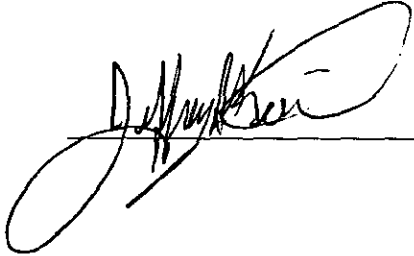
Respectfully submitted,



Jeffrey A. Keevil #33825
Stewart & Keevil, L.L.C.
1001 Cherry St., Suite 302
Columbia, MO 65201
Telephone (573) 499-0635
Facsimile (573) 499-0638
E-Mail: per594@aol.com
Attorney for Missouri Gas Company

CERTIFICATE OF SERVICE

I hereby certify that a copy of the foregoing pleading was served by placing same in United States mail, first class postage paid, or by hand delivery, to the Commission's General Counsel's Office and the Office of the Public Counsel on this 25th day of July, 2002.



No. F00405192

STATE OF MISSOURI



Matt Blunt
Secretary of State

CORPORATION DIVISION

CERTIFICATE OF CORPORATE GOOD STANDING - FOREIGN CORPORATION

I, MATT BLUNT, Secretary of State of the State of Missouri,
do hereby certify that the records in my office
and in my care and custody reveal that

MISSOURI GAS COMPANY

using in Missouri the name

MISSOURI GAS COMPANY

a DELAWARE corporation filed its Evidence of Incorporation
with this State on the 29th day of DECEMBER, 1994, and is in
good standing, having fully complied with all requirements
of this office.

IN TESTIMONY WHEREOF, I have set my
hand and imprinted the GREAT SEAL of
the State of Missouri, on this, the
22nd day of JULY, 2002.


Secretary of State



Exhibit A

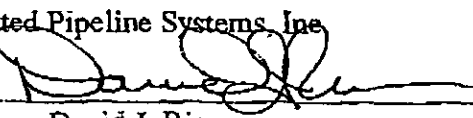
**STATEMENT OF UNANIMOUS CONSENT
TO ACTION TAKEN IN LIEU OF A
SPECIAL MEETING OF THE STOCKHOLDERS
OF
MISSOURI GAS COMPANY**

In lieu of a special meeting of the stockholders of **Missouri Gas Company**, a Delaware corporation (the "Corporation"), the undersigned, being the sole stockholder of said Corporation entitled to vote on the resolution set forth below, does hereby consent to the adoption of, and does hereby adopt, the following resolution and declares it to be in full force and effect as if it had been duly adopted at a meeting of the stockholders of the Corporation, duly called, noticed and held.

RESOLVED, that the sole stockholder hereby approves of the conversion of the Corporation into a limited liability company pursuant to Section 266 of the Delaware General Corporation Law.

Dated: May 24, 2002.

United Pipeline Systems, Inc.

By: 

David J. Ries
President

266 CONVERSION OF A DOMESTIC CORPORATION TO OTHER ENTITIES.—(a) A corporation of this State may, upon the authorization of such conversion in accordance with this section, convert to a limited liability company, ¹partnership (*whether general (including a limited liability partnership) or limited (including a limited liability limited partnership)*) or business trust of this State.

(b) The board of directors of the corporation which desires to convert under this section shall adopt a resolution approving such conversion, specifying the type of entity into which the corporation shall be converted and recommending the approval of such conversion by the stockholders of the corporation. Such resolution shall be submitted to the stockholders of the corporation at an annual or special meeting. Due notice of the time, and purpose of the meeting shall be mailed to each holder of stock, whether voting or nonvoting, of the corporation at the address of the stockholder as it appears on the records of the corporation, at least 20 days prior to the date of the meeting. At the meeting, the resolution shall be considered and a vote taken for its adoption or rejection. If all outstanding shares of stock of the corporation, whether voting or nonvoting, shall be voted for the adoption of the resolution, the corporation shall file with the Secretary of State a certificate of conversion executed in accordance with §103 of this title, which certifies:

(1) The name of the corporation, and if it has been changed, the name under which it was originally incorporated;

(2) The date of filing of its original certificate of incorporation with the Secretary of State;

(3) The name of the limited liability company, ¹partnership (*whether general (including a limited liability partnership) or limited (including a limited liability limited partnership)*) or business trust into which the corporation shall be converted; and

(4) That the conversion has been approved in accordance with the provisions of this section.

(c) Upon the filing of a certificate of conversion in accordance with subsection (b) of this section and payment to the Secretary of State of all fees prescribed under this title, the Secretary of State shall certify that the corporation has filed all documents and paid all fees required by this title, and thereupon the corporation shall cease to exist as a corporation of this State at the time the certificate of conversion becomes effective in accordance with §103 of this title. Such certificate of the Secretary of State shall be prima facie evidence of the conversion by such corporation.

(d) The conversion of a corporation pursuant to a certificate of conversion under this section shall not be deemed to affect any obligations or liabilities of the corporation incurred prior to such conversion or the personal liability of any person incurred prior to such conversion.

(e) After the time the certificate of conversion becomes effective the corporation shall continue to exist as a limited liability company, ¹partnership (*whether general (including a limited liability partnership) or limited (including a limited liability limited partnership)*) or business trust of this State, and the laws of this State shall apply to the entity to the same extent as prior to such time.

(f) Unless otherwise provided in a resolution of conversion adopted in accordance with this section, the converting corporation shall not be required to wind up its affairs or pay its liabilities and distribute its assets, and the conversion shall not constitute a dissolution of such corporation and shall constitute a continuation of the existence of the converting corporation in the form of the applicable other entity of this State. (Last amended by Ch. 82, L. '01, eff. 7-1-01.)

State of Missouri)
County of St. Charles)

SS

David J. Ries, having been duly sworn upon his oath, states that he is the President of Missouri Gas Company, and duly authorized to make this affidavit on its behalf and that the matters and things stated in the foregoing Application and attachments thereto are true and correct to the best of his information, knowledge and belief.

David J. Ries
David J. Ries

2002.

SUBSCRIBED AND SWORN to before me this 22 day of July

Deborah A. [Signature]
Notary Public

My Commission expires:

July 7, 2003