

BEFORE THE PUBLIC SERVICE COMMISSION
OF THE STATE OF MISSOURI

In the Matter of the Joint Application of)
Gateway Pipeline Company, Inc., Missouri)
Gas Company and Missouri Pipeline Company)
and the Acquisition by Gateway Pipeline)
Company of the Outstanding Shares of).
UtiliCorp Pipeline Systems, Inc.)

Case No. GM-01-585

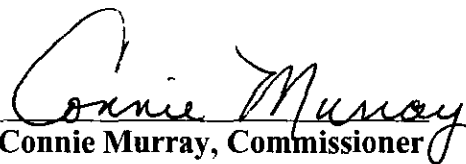
DISSENTING OPINION OF COMMISSIONER CONNIE MURRAY

This matter should be dismissed for lack of jurisdiction. An unregulated company (Gateway) seeks to purchase the stock of another unregulated company (UPL) from a regulated company (UtiliCorp). The acquisition will be transparent to the two regulated subsidiaries of UPL (MPC and MGC). They will remain regulated subsidiaries of UPL. The Commission's authority over MPC and MGC will not change. Nor will there be any change in the rates, rules, regulations or tariff provisions of the regulated companies.

The fact that UtiliCorp is a regulated entity does not confer jurisdiction because UtiliCorp is merely selling stock of an unregulated subsidiary to another unregulated company. There is no regulated corporation acquiring "the stock or bonds of any other corporation incorporated for, or engaged in, the same or similar business" which would confer jurisdiction under § 393.190(2). Furthermore, the sale of stock by UtiliCorp does not confer jurisdiction under § 393.190(1), because sale of stock of its unregulated subsidiary does not equate to sale of "its franchise, works or system, necessary or useful in the performance of its duties to the public"

For these reasons I respectfully dissent.

Respectfully submitted,


Connie Murray, Commissioner

Dated at Jefferson City, Missouri,
on this 24th day of May, 2001.