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June 26, 2002

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

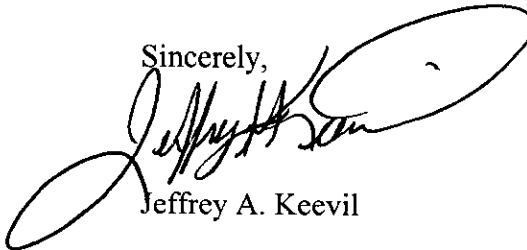
RE: Case No. GN-2002-1101

Dear Mr. Roberts:

Enclosed for filing in the above-referenced case are an original and the appropriate number of copies of a Response to Staff Recommendation to Reject Name Change and Adoption of Tariff on behalf of Missouri Gas Company.

Copies of this filing have on this date been mailed or hand-delivered to counsel of record. Thank you for your attention to this matter.

Sincerely,

A handwritten signature in black ink, appearing to read "Jeffrey A. Keevil", written over a large, stylized oval flourish.

Jeffrey A. Keevil

JAK/er
Enclosures
cc: counsel of record

**BEFORE THE PUBLIC SERVICE COMMISSION
OF THE STATE OF MISSOURI**

In the Matter of the Missouri Gas)	
Company's Conversion and Name)	Case No. GN-2002-1101
Change.)	

Response to Staff Recommendation to Reject Name Change and
Adoption of Tariff

COMES NOW Missouri Gas Company (“MGC”) and for its Response to Staff Recommendation to Reject Name Change and Adoption of Tariff (the “Staff Recommendation”) respectfully states as follows:

1. In the Staff Recommendation, Staff states that 4 CSR 240-2.060(16)(B) requires evidence of registration of the name change with the Missouri Secretary of State and faults MGC for failing to include such evidence, despite Staff’s recognition that the change to a limited liability company has not yet occurred and accuses MGC of “putting the cart before the horse.” Staff’s Recommendation would apparently have MGC convert to a limited liability company, change its name, *and then* notify the Commission after the fact. As recognized by MGC in its filing which initiated this case, since the current corporation will be converted from a corporation to a limited liability company pursuant to Delaware law and thereafter any corresponding filing required with the Missouri Secretary of State will be made, the necessary filing with the Missouri Secretary of State cannot be made until after Commission approval is received; upon receipt of Commission

approval, the appropriate filings will be made with the offices of the Delaware Secretary of State and Missouri Secretary of State, and the required “evidence” from the Missouri Secretary of State will be late-filed with the Commission. As the Commission is aware, this practice is not uncommon.

2. The remainder of the Staff Recommendation questions whether the procedure used in *In the Matter of the Joint Application of Claricom Networks, Inc.*, Case No. TM-2001-669, which applied the name change procedure to a conversion from a corporation to a limited liability company, applies in this case (which MGC submits applies) and states that the “reorganization” statute – 393.250 – *might*, not does, apply. This is despite the fact that 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 – which is uncontroverted in Staff’s Recommendation. MGC submits that the 393.250 requirements are intended to apply to the type of major restructuring and reorganization recently presented by Laclede Gas Company and Kansas City Power & Light, which created several different companies and transferred assets among the different companies – not to a mere conversion from a Delaware corporation to a Delaware limited liability company which is undertaken simply for tax reasons such as the instant transaction.

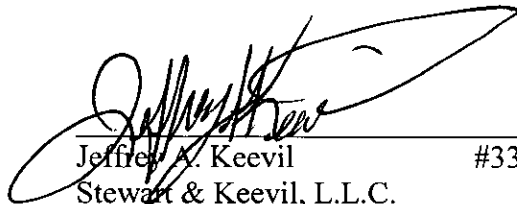
3. Furthermore, Staff’s Recommendation neglects to mention that the Commission’s rules do not directly address the present situation,¹ with the name change rule being the closest to the present situation. This is probably why, *prior to filing the instant name change materials*, counsel for MGC was instructed by the Commission’s

¹ This may be due to the relatively recent emergence of the limited liability company as a form of doing business, at least in Missouri.

Chief Regulatory Law Judge to treat the instant filing as a name change application as was done in *In the Matter of the Joint Application of Claricom Networks, Inc.*, Case No. TM-2001-669; a matter which Staff's Recommendation also neglects to mention, but which was mentioned in MGC's filing which initiated this case. 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, tariffs and operations will remain unchanged.

WHEREFORE, MGC respectfully requests that the Commission issue an order recognizing/approving of the requested name change, the adoption of the tariffs and certificates of convenience and necessity in the name of Missouri Gas Company, LLC, with an effective date of July 1, 2002 per the adoption notice filed herein, and any other necessary matters, *or in the alternative*, if the Commission deems it necessary, MGC respectfully requests that the Commission reject the Staff Recommendation and suspend the name change request and adoption notice filed herein for a period not to exceed 30 days to allow MGC to provide additional information to Staff regarding the procedure for conversion to a limited liability company under Delaware law and allow Staff to file a new, favorable recommendation based thereon.

Respectfully submitted,



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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 26th day of June, 2002.

