

# STEWART & KEEVIL, L.L.C.

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December 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

**FILED<sup>3</sup>**

DEC 26 2002

Missouri Public  
Service Commission

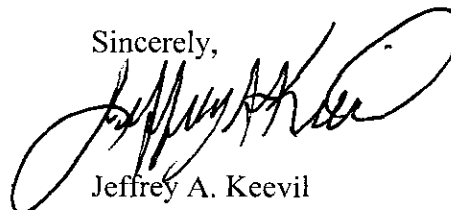
RE: Case No. GN-2003-0017

Dear Mr. Roberts:

Enclosed for filing in the above-referenced case pursuant to the Commission's Order Approving Plan of Reorganization dated December 3, 2002, are copies of the certificate of conversion and limited liability company agreement (the operating agreement/organization agreement, hereinafter the Agreement) of Missouri Pipeline Company, LLC. The Agreement is being filed under seal since it contains confidential information concerning the internal operations of the company and information concerning financial matters such as capital contributions and allocations and distributions of income or loss among Members. The Stipulation which was filed herein by the parties provided merely that the company would provide copies of the Agreement to Staff and the Office of the Public Counsel and accordingly the Agreement would have remained confidential pursuant to the provisions of Section 386.480 RSMo; however, the Order provided for the Agreement to be filed, so it is being filed under seal for the reasons noted above.

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,



Jeffrey A. Keevil

JAK/er  
Enclosures  
cc: counsel of record

**CERTIFICATE OF CONVERSION  
FROM A CORPORATION TO A LIMITED LIABILITY COMPANY  
PURSUANT TO SECTION 266 OF  
THE DELAWARE GENERAL CORPORATION LAW**

1. The name of the corporation is Missouri Pipeline Company. The name under which the corporation was originally incorporated is Missouri Pipeline Acquisition Corp.
2. The date on which the original Certificate of Incorporation was filed with the Secretary of State is December 27, 1994.
3. The name of the limited liability company into which the corporation is herein being converted is Missouri Pipeline Company, LLC.
4. The conversion has been approved in accordance with the provisions of Section 266.
5. The Certificate of Conversion shall be effective at 11:59 p.m. on December 31, 2002.

Dated this 16<sup>th</sup> day of December, 2002.



David J. Ries, President