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January 21, 2003

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

FILED³

JAN 21 2003

RE: Case No. GN-2003-0016

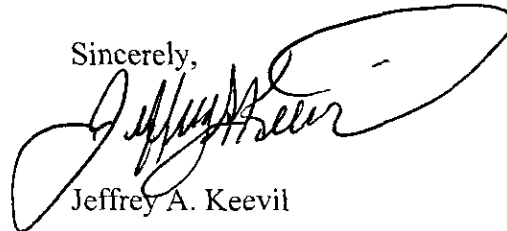
**Missouri Public
Service Commission**

Dear Mr. Roberts:

Enclosed for filing in the above-referenced case is an original and the appropriate number of copies of a NOTICE OF COMPLETION on behalf of Missouri Gas Company, LLC.

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

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

FILED³

JAN 21 2003

**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. GN-2003-0016

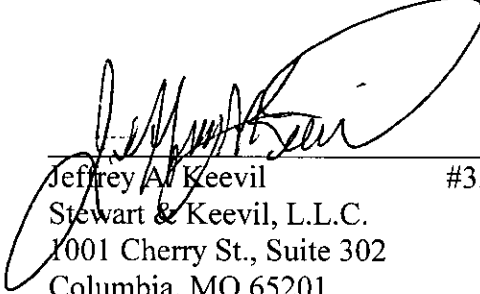
NOTICE OF COMPLETION

COMES NOW Missouri Gas Company, LLC, pursuant to the Commission's Order Approving Plan of Reorganization issued herein on December 3, 2002 (Order), and respectfully states the following:

1. This is to notify the Commission that the conversion approved by the Order was completed on January 1, 2003, and that Missouri Gas Company, LLC has adopted a resolution approving the Stipulation and Agreement filed in this case as approved by the Order (a copy of said resolution is attached hereto).
2. This is to further notify the Commission that on December 26, 2002, the organization agreement/operating agreement was filed in this case.
3. As a result of these filings, Missouri Gas Company, LLC has completed all filings required by the Order and this case may be closed.

WHEREFORE, Missouri Gas Company, LLC requests the Commission issue an order closing this case.

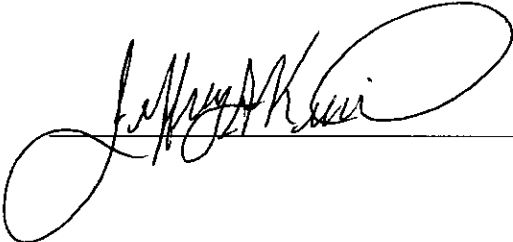
Respectfully submitted,



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E-Mail: per594@aol.com
Attorney for Missouri Gas Company, LLC

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 21st day of January, 2003.



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

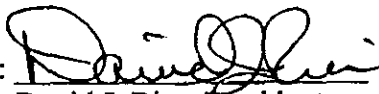
In lieu of a special meeting of the Members of Missouri Gas Company, LLC, a Delaware limited liability company (the "Company"), the undersigned, being all the members of said Company entitled to vote on the resolution set forth below, does hereby consent to the adoption of, and do hereby adopt, the following resolution and declare them to be in full force and effect as if they had been duly adopted at a meeting of the Members of the Company, duly called, noticed and held.

RESOLVED, that the members hereby approve the Unanimous Stipulation and Agreement in Missouri Public Service Commission Case No. GN-2003-0016 as approved by the Missouri Public Service Commission in the Final Order in said case.

Dated: January 1, 2003.

Sole Member:

United Pipeline Systems, LLC,
A Limited Liability Company

By: 
David J. Ries, President