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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

FILED³

DEC 26 2002

Missouri Public
Service Commission

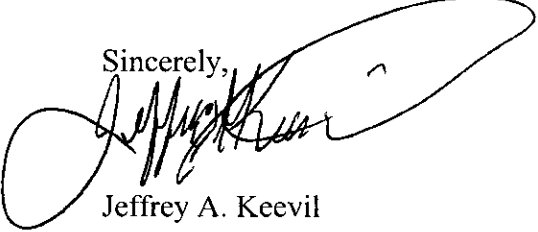
RE: Case No. GN-2003-0016

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 Gas 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 Gas Company. The name under which the corporation was originally incorporated is Missouri Gas 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 Gas 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 16th day of December, 2002.



David J. Ries, President