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July 25, 2002

FILED⁴

JUL 25 2002

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

Missouri Public
Service Commission

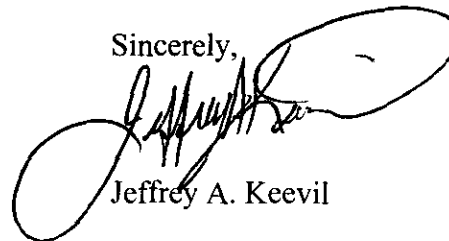
RE: In the matter of the Application of Missouri Gas Company
Case No. _____

Dear Mr. Roberts:

Enclosed for filing in the above-referenced case are an original and the appropriate number of copies of a MOTION FOR EXPEDITED TREATMENT on behalf of Missouri Gas Company.

Copies of this filing have on this date been mailed or hand-delivered to the General Counsel's Office and the Office of the Public Counsel. Thank you for your attention to this matter.

Sincerely,



Jeffrey A. Keevil

JAK/er

Enclosures

cc: General Counsel's Office
Office of the Public Counsel

FILED⁴

JUL 25 2002

Missouri Public
Service Commission

BEFORE THE PUBLIC SERVICE COMMISSION
OF THE STATE OF MISSOURI

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. _____

MOTION FOR EXPEDITED TREATMENT

Comes Now Missouri Gas Company ("MGC") and for its Motion for Expedited Treatment ("Motion"), pursuant to 4 CSR 240-2.080, states as follows:

1. Contemporaneously with the filing of this Motion MGC has filed an Application for Commission authorization to convert to a limited liability company and change its name accordingly, pursuant to Section 393.250 RSMo. and 4 CSR 240-2.060 (the "Application"). As stated in the Application, in Case No. GN-2002-1101 MGC filed an adoption notice and tariff to accomplish this purpose, pursuant to the procedure previously set forth in *In the Matter of the Joint Application of Claricom Networks, Inc. et al.*, Case No. TM-2001-669, as well as the instructions of the Commission's Chief Regulatory Law Judge. Staff, however, filed a recommendation in Case No. GN-2002-1101 to reject MGC's filing in that case on the basis that MGC's proposed conversion under Delaware law from a Delaware corporation to a Delaware limited liability company required an application under Section 393.250 RSMo. pertaining to reorganizations. On June 27, 2002, the Commission issued an Order Suspending MGC's Tariff in Case No. GN-2002-1101 on the basis of Staff's recommendation. MGC's tariff and adoption notice had sought an effective date of July 1, 2002. By this Motion, MGC

requests the Commission to act on the Application filed contemporaneously herewith by September 15, 2002.

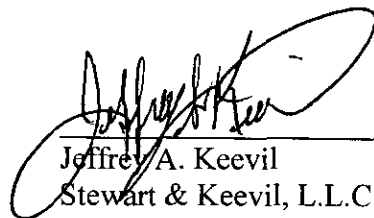
2. As stated in the Application, this action is being undertaken for purposes of achieving tax efficiencies associated with limited liability companies. Accordingly, the sooner its Application is approved, the sooner MGC will receive the benefits of those tax efficiencies associated with being a limited liability company. As further stated in the Application, by the filing of the Application 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. In this case, MGC is not seeking any change to its rates, rate base or any ratemaking principles. Accordingly there will be no negative effect on its customers or the general public if the Commission grants this Motion. As further evidence of the absence of any negative effect if the Commission grants this Motion, MGC inquired of Staff in the context of Case No. GN-2002-1101 whether Staff had any substantive objections to MGC's requested conversion to a limited liability company and no objections were given by Staff, other than Staff counsel's belief as reflected in Staff's recommendation in Case No. GN-2002-1101 that a different statute's procedural requirements should be used. Since Staff has already had time to review the substance of MGC's proposal and raised no substantive objections, and since by the filing of the Application in this case Staff counsel's only stated objection has now been satisfied, no reason exists to deny expedited treatment.

3. This Motion and the Application were filed as soon as they could have been. As stated above, MGC originally sought to achieve the result sought herein by

filing an adoption notice and tariff, with an effective date of July 1, 2002, pursuant to Commission precedent and instructions of the Commission's Chief Regulatory Law Judge, in Case No. GN-2002-1101. Based on the Staff recommendation and Commission Order in that case, prior to filing the Application, a representative of MGC attempted to work out this matter with Staff in the context of Case No. GN-2002-1101; when those efforts failed, the Application and Motion were filed in this case as soon as practicable. As further stated above, this Motion is being filed contemporaneously with the filing of the Application, so no party will be prejudiced by granting the Application expedited treatment.

WHEREFORE, MGC respectfully requests the Commission issue an order authorizing it to convert from a Delaware corporation to a Delaware limited liability company as set forth in the Application and authorizing it to change its name from Missouri Gas Company to Missouri Gas Company, LLC, and authorizing the adoption of the tariffs and certificates of convenience and necessity of Missouri Gas Company in the name of Missouri Gas Company, LLC, and any other authorizations or matters deemed necessary, all as more fully discussed in the Application, by September 15, 2002.

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 25th day of July, 2002.
