

Missouri Gas Company, LLC

110 Algana Court - St. Peters, MO 63376
Phone 636-926-3668 Fax 636-926-0387

May 30, 2002

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

RE: Missouri Gas Company Conversion and Name Change
Case No.

Dear Mr. Roberts:

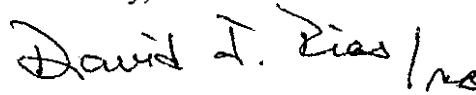
This letter replaces a letter dated May 22, 200, similar in content, but which failed in the earlier Adoption Notice to specify dates certain for the "Date of Issue" and the "Effective Date". Those dates now appear in this letter and the attached Adoption Notice. Thank you for your assistance.

This is to advise that Missouri Gas Company, a Delaware corporation regulated by the Missouri Public Service Commission ("Commission"), is planning to convert to a limited liability company ("LLC") under Delaware law. According to the procedure set forth by the Commission in *In The Matter of the Joint Application of Claricont Networks, Inc., et al.*, Case No. TM-2001-669, and our counsel's previous conversation with you, for Commission purposes this simply requires the filing for a name change pursuant to 4 CSR 240-2.060(16). Accordingly, pursuant to 4 CSR 240-2.060(16), the following information is provided.

The old name of the company was Missouri Gas Company; the new name will be Missouri Gas Company, LLC. Accompanying this letter are (one original and eight copies) of an adoption notice with a Date of Issue of May 31, 2002 and an Effective Date of July 1, 2002, as well as a title sheet. Since the existing company will simply be converted to an LLC upon filing the appropriate documents with the offices of the Delaware Secretary of State and Missouri Secretary of State, the necessary filing with the Missouri Secretary of State cannot be made until Commission approval is received. Upon receipt of approval from the Commission, the appropriate filings will be made with the offices of the Delaware Secretary of State and Missouri Secretary of State, and the Missouri Secretary of State certificate will be late-filed with the Commission.

Please have the Commission issue an order recognizing/approving of the name change, the adoption of the tariffs and certificates of convenience and necessity in the name of Missouri Gas Company, LLC and any other necessary matters. Also, please file stamp the enclosures and return to me in the self-addressed, stamped envelope which is enclosed. Thank you for your assistance in this matter.

Sincerely,

A handwritten signature in black ink that reads "David J. Ries /rs". The signature is written in a cursive style with a horizontal line at the end.

David J. Ries, President

cc Office of Public Counsel
P.O. Box 7800
Jefferson City, MO 65102-7800

Commission General Counsel's Office
Attention: General Counsel
P.O. Box 360
Jefferson City, MO 65102-0360

Tom Imhoff
P.O. Box 360
Jefferson City, MO 65102-0360

Cancelling P.S.C. MO. No.

MISSOURI GAS COMPANY, LLC

FOR: All Delivery Points

ADOPTION NOTICE

Missouri Gas Company, LLC hereby adopts, ratifies, and makes its own, in every respect as if the same had been originally filed by it, all schedules, rules, notices, concurrences, schedule agreements, divisions, authorities or other instruments whatsoever, filed with the Missouri Public Service Commission, by Missouri Gas Company prior to the effective date hereof.

By this notice it also adopts and ratifies all supplements or amendments to any of the above schedules, etc. which Missouri Gas Company has heretofore filed with said Commission.

DATE OF ISSUE: [May 31, 2002]
ISSUED BY: David J. Ries, President
Missouri Gas Company, LLC
110 Algana Court
St. Peters, MO 63376

EFFECTIVE DATE: [July 1, 2002]

MISSOURI GAS
COMPANY, LLC

TARIFF

GENERAL TERMS AND CONDITIONS