

SECURITIES AND EXCHANGE COMMISSION

(Release No. 35-28017)

Filings Under the Public Utility Holding Company Act of 1935, as amended (“Act”)

August 19, 2005

Notice is hereby given that the following filing(s) has/have been made with the Commission pursuant to provisions of the Act and rules promulgated under the Act. All interested persons are referred to the application(s) and/or declaration(s) for complete statements of the proposed transaction(s) summarized below. The application(s) and/or declaration(s) and any amendment(s) is/are available for public inspection through the Commission's Branch of Public Reference.

Interested persons wishing to comment or request a hearing on the application(s) and/or declaration(s) should submit their views in writing by September 13, 2005, to the Secretary, Securities and Exchange Commission, 100 F Street, NE, Washington, D.C. 20549-9303, and serve a copy on the relevant applicant(s) and/or declarant(s) at the address(es) specified below. Proof of service (by affidavit or, in the case of an attorney at law, by certificate) should be filed with the request. Any request for hearing should identify specifically the issues of facts or law that are disputed. A person who so requests will be notified of any hearing, if ordered, and will receive a copy of any notice or order issued in the matter. After September 13, 2005, the application(s) and/or declaration(s), as filed or as amended, may be granted and/or permitted to become effective.

CNG Holdings, Inc. (70-10288)

CNG Holdings, Inc. (“Holdings”), an exempt holding company, 7810 Shaffer Parkway, Suite 120, Littleton, CO 80127, has filed with this Commission an application/declaration under Sections 3(a)(1), 9(a)(2) and 10 of the Act (“Application”).

Holdings seeks authority to acquire the common stock of Missouri Gas Utility, Inc. (“MGU”). In addition, Holdings seeks an order granting it an exemption under Section 3(a)(1) of the Act.

Holdings is a Colorado corporation, currently claiming exemption from registration under the Act by Rule 2. Holdings’ direct wholly owned subsidiary, Colorado Natural Gas, Inc. (“CNG”), a Colorado Corporation, is a gas public utility serving approximately 6,300 retail customers in Colorado. CNG is regulated by the Colorado Public Utilities Commission. As of December 31, 2004, CNG had 1,950,432 feet of gas main lines and 2,779,770 feet of service lines, located in the Colorado counties of Park, Jefferson, Clear Creek, Teller, Gilpin and Pueblo. CNG sells no gas (or electricity) outside Colorado.

As of and for the year ended December 31, 2004, Holdings' consolidated gross operating revenues, net income and net assets were approximately \$5,204,464, \$596,678 and \$42,062,036, respectively. For the same period, CNG's gross operating revenues, net operating revenues, net income and net assets were approximately \$4,390,757, \$2,185,894, \$558,403 and \$39,437,935, respectively.

Holdings also is engaged in certain non-utility businesses. Its wholly owned subsidiary, Colorado’s Best Heating and Appliances, LLC, is a Colorado limited liability company engaged in the conversion of propane appliances to use natural gas fuel. Wolf

Creek Energy, LLC, a Colorado limited liability company and a wholly owned direct subsidiary of Holdings, is engaged in the brokerage and sale of commodity gas to an industrial customer in Colorado. Wolf Creek Energy does not own facilities for the distribution of gas for sale.

MGU is a Colorado corporation which owns and operates a natural gas distribution system (the "utility assets") serving approximately 740 customers in the cities of Gallatin and Hamilton, Missouri, and surrounding communities. As of December 31, 2004, MGU had 554,400 feet of gas main lines and 111,000 feet of service lines, located in the Missouri counties of Caldwell, Davies and Harrison. For the nine months ended December 31, 2004, MGU had no gross operating revenues, and only \$362 of interest income. MGU's net assets as of December 31, 2004 were \$2,320,878. MGU does not conduct any nonutility businesses and the company has no subsidiaries.

MGU is subject to the regulation of the Public Service Commission of the State of Missouri ("MPSC") with regard to rates, quality of service, affiliate transactions and other matters. The MPSC authorized MGU to acquire the utility assets by order dated December 14, 2004.

Holdings seeks authority to acquire all of the issued and outstanding common stock of MGU. The transaction is structured as a stock-for-stock exchange at a ratio of 25:1 in which the current shareholders of MGU would exchange the 57,590 outstanding common shares of MGU for 2,303 common shares of Holdings. As of December 31, 2004, Holdings had 1,424,663 shares of common stock issued and outstanding. The acquisition of MGU would increase the number of Holdings shares outstanding to 1,426,966 shares.

The municipalities of Gallatin and Hamilton, Missouri had initially operated the gas utility assets now owned by MGU. The municipalities financed the construction of the assets through a lease transaction. When the municipalities defaulted on their lease obligations, the trustee, acting on behalf of the lenders, sought to sell the assets. Pursuant to a sale authorized by the Missouri Public Service Commission in December 2004, MGU acquired the gas distribution system in Gallatin and Hamilton for an aggregate consideration of \$1.9 million, plus counsel and bank fees of approximately \$46,000. MGU financed the acquisition with bank financing in the amount of \$2 million, backed by a guarantee from Holdings. CNG did not provide any financing for MGU's acquisition of the assets, nor did it guarantee the loan.

Upon consummation of the acquisition, MGU would be a wholly-owned direct subsidiary of Holdings. Holdings requests that the Commission issue an order authorizing the acquisition and exempting Holdings, under Section 3(a)(1), from all provisions of the Act, except Section 9(a)(2). In support of its request for an order of exemption, Holdings asserts that (i) MGU is not a material public utility subsidiary, (ii) after the acquisition, Holdings and CNG will both be organized in Colorado, and (iii) both Holdings and CNG also will be predominantly intrastate in character and carry on their business substantially in Colorado. In support of its request for approval of the

acquisition, Holdings submits that the combined utility operations will be a single integrated public utility system, operating in a single area or region.

For the Commission, by the Division of Investment Management, pursuant to delegated authority.

Margaret H. McFarland
Deputy Secretary