

PRB Gas Transportation, Inc.
Form 10-Q/A
September 08, 2005

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549
Form 10-Q/A**

**Quarterly report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934
For the quarterly period ended June 30, 2005**

or

**Transition report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934
For the transition period from _____ to _____**

Commission File Number 333-120129

PRB Gas Transportation, Inc.

(Exact name of registrant as specified in its charter)

Nevada
*(State or other jurisdiction
of incorporation or organization)*

20-0563497
*(I.R.S.
Employer
Identification
No.)*

1401 17th Street, Ste. 650

Denver, CO
*(Address of principal executive
offices)*

80202
(Zip Code)

(303) 308-1330
(303) 308-1590 (fax)
(Registrant's telephone number, including area code)

n/a

(Former name, former address and former fiscal year, if changed since last report)

Indicate by check mark whether registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes No **X**

Indicate by check mark whether the registrant is an accelerated filer (as defined in Rule 12b-2 of the Exchange Act).

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Yes No **X**

As of August 13, 2005, 7,055,894 shares of common stock were outstanding.

The Form 10-Q filed for PRB Gas Transportation, Inc. on August 15, 2005 is hereby amended to include the exhibits 31.1, 31.2, 32.1 and 32.2 described below.

Item 6. Exhibits

Exhibits

| | |
|------|---|
| 3.1 | Amended Articles of Incorporation of the Registrant (1) |
| 3.2 | Amended By-laws of the Registrant (2) |
| 3.3 | Series A Preferred Stock Certificate of Designation (1) |
| 3.4 | Series B Preferred Stock Certificate of Designation (1) |
| 3.5 | Series C Preferred Stock Certificate of Designation (2) |
| 10.1 | Equity Compensation Plan (1) |
| 31.1 | Rule 13a-14(a)/15d-14(a) Certification of Chief Executive Officer (3) |
| 31.2 | Rule 13a-14(a)/15d-14(a) Certification of Principal Financial Officer (3) |
| 32.1 | Section 1350 Certification. of Chief Executive Officer (3) |
| 32.2 | Section 1350 Certification of Principal Accounting Officer (3) |

(1) Filed as an exhibit to form S-1 filed on November 1, 2004 and incorporated by reference herein.

(2) Filed as an exhibit to Form S-1/A filed on January 28, 2005 and incorporated by reference herein.

(3) Filed herewith.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, PRB Gas Transportation, Inc. has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

Date: September 7, 2005

PRB Gas Transportation, Inc.

(Registrant)

/s/ William P. Brand, Jr.

William P. Brand, Jr.

Vice President - Finance

EXHIBIT INDEX

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