

**BEFORE THE PUBLIC SERVICE COMMISSION
OF THE STATE OF MISSOURI**

In the Matter of the Joint Application of Atmos)
Energy Corporation and Liberty Energy)
(Midstates) Corp. for Authority to Sell Certain) **Case No. GM-2012-0037**
Missouri Assets To Liberty Energy)
(Midstates) Corp. and, in Connection Therewith)
Certain Other Related Transactions.)

In the Matter of the name Change Request of)
Liberty Energy (Midstates) Corp. to Liberty) **Case No. GN-2013-0001**
Energy (Midstates) Corp. d/b/a Liberty Utilities)

STAFF RECOMMENDATION

COMES NOW the Staff of the Missouri Public Service Commission (Staff) and, pursuant to the Commission's Order Directing Filing (Order) issued July 10, 2012 in the above captioned cases, states as follows:

1. On March 14, 2012, the Commission issued its Order Approving Unanimous Stipulation and Agreement in which Liberty Energy (Midstates) Corp. (Liberty) agreed to maintain Atmos Energy Corporation's (Atmos) current tariffs and to formally adopt Atmos' tariffs.

2. On July 2, 2012, Liberty filed two tariff sheets requesting approval of its formal adoption notice and title sheet.

3. Staff has reviewed the tariff sheets and has determined that the sheets are in compliance with the Commission's Order Approving Unanimous Stipulation and Agreement.

4. On July 2, 2012, Liberty also filed its request for adoption of a fictitious name styled *In the Matter of the name Change Request of Liberty Energy (Midstates)*

Corp. to Liberty Energy (Midstates) Corp. d/b/a Liberty Utilities, docketed in GN-2013-0001.

5. Commission Rule 4 CSR 240-2.060(5) governs filing requirements when a company proposes to adopt a different or fictitious name:

A name change may be accomplished by filing the items below with a cover letter requesting a change of name. Notwithstanding any other provisions of these rules, a non-attorney may file the items required herein. Applications for approval of a change of a name shall include:

(A) A statement, clearly setting out both the old name and the new name;

(B) Evidence of registration of the name change with the Missouri secretary of state; and

(C) Either an adoption notice and revised tariff title sheet with an effective date, which is not fewer than thirty (30) days after the filing date of the application, or revised tariff sheets with an effective date, which is not fewer than thirty (30) days after the filing date of the application.

6. Staff reviewed the request for name change and determined that Liberty has complied with the rule requirements and recommends approval of Liberty's request. Please see Staff's recommendation contained in its Memorandum attached as Appendix A.

WHEREFORE, for the reasons stated above and in Staff's Memorandum, Staff recommends the Commission issue an order approving Liberty's tariff sheets requesting formal adoption notice and title sheet and Liberty's requested name change.

Respectfully submitted,

/s/ Robert S. Berlin

Robert S. Berlin
Senior Counsel
Missouri Bar No. 51709

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CERTIFICATE OF SERVICE

I hereby certify that copies of the foregoing have been mailed, hand-delivered, transmitted by facsimile or electronically mailed to all counsel of record this 23rd day of July 2012.

/s/ Robert S. Berlin

MEMORANDUM

TO: Missouri Public Service Commission Official Case File,
Case Nos. GM-2012-0037 and GN-2013-0001, File No. YG-2013-0003 Liberty Energy
(Midstates) Corporation

FROM: Thomas M. Imhoff, Energy Department - Tariffs/Rate Design

/s/ Thomas M. Imhoff 7/23/2012 /s/ Robert S. Berlin 7/23/2012
Energy Department/Date General Counsel's Office/Date

SUBJECT: Staff Recommendation On Liberty Energy (Midstates) Corporation Application for an
Adoption and Name Change to Liberty Energy (Midstates) Corporation d/b/a Liberty
Utilities.

DATE: July 23, 2012

On August 1, 2011, Atmos Energy Corporation and Liberty Energy (Midstates) Corporation (Liberty) filed a Joint Application of Atmos Energy Corporation (Atmos) and Liberty Energy (Midstates) Corp. for Authority to Sell Certain Missouri Assets to Liberty Energy (Midstates) Corporation and, in Connection Therewith, Certain Other Related Transactions (Sale) with Liberty Energy (Midstates) Corporation as the surviving entity. On February 17, 2012, a Unanimous Stipulation and Agreement (S&A) was filed in the case, and on March 14, 2012, the Missouri Public Service Commission (Commission) issued its Order Approving Unanimous Stipulation and Agreement.

In that S&A, Liberty agreed to maintain Atmos' current tariffs and to formally adopt Atmos' tariffs upon Commission approval of the sale.

On July 2, 2012, Liberty filed two tariff sheets requesting approval of its formal adoption notice and title sheet, in compliance with the Commission's Order in GM-2012-0037. Staff has reviewed the tariff sheets and determined that the tariff sheets are in compliance with the Commission's Order.

Since the Commission's approval of the S&A, Liberty has filed for a name change to Liberty Energy (Midstates) Corporation d/b/a Liberty Utilities (Liberty Utilities) on July 2, 2012. That case is docketed as GN-2013-0001.

Staff has reviewed Liberty Utilities request for name change and has determined that its request was filed in accordance with Commission Rule 4 CSR 240-2.060(5) which provides: A name change may be accomplished by filing the items below with a cover letter requesting a change of name. Notwithstanding any other provisions of these rules, a non attorney may file the items required herein. Applications for approval of a change of a name shall include:

(A) A statement, clearly setting out both the old name and the new name; (B) Evidence of registration of the name change with the Missouri secretary of state; and (C) Either an adoption notice and revised tariff title sheet with an effective date, which is not fewer than thirty (30) days after the filing date of the application, or revised tariff sheets with an effective date, which is not fewer than thirty (30) days after the filing date of the application.

The Missouri Public Service Commission Energy-Tariff/Rate Design Staff (Staff) has reviewed the filed tariff sheets, and is of the opinion that they were timely filed and are in compliance with the Commission's Order in GM-2012-0037. Staff is also of the opinion that Liberty Utilities' request for a name change is in compliance with Rule 4 CSR 240-2.060(5). Staff therefore recommends that the Commission issue an order approving the following proposed tariff sheets to become effective on August 1, 2012, the requested effective date:

P.S.C. MO. No. 2

Original Adoption Notice

Original Sheet Title, Cancelling P.S.C. MO No. 2 Original Sheet Title

The Commission's Energy Tariffs-Rate Design Staff (Staff) has verified that this company has filed its annual report and is not delinquent on any assessment.

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OF THE STATE OF MISSOURI**

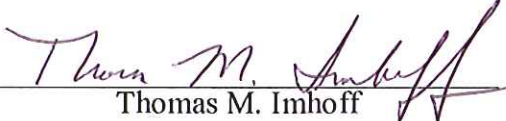
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In the Matter of the Name Change Request)
 of Liberty Energy (Midstates) Corp. to) Case No. GN-2013-0001
 Liberty Energy (Midstates) Corp. d/b/a)
 Liberty Utilities)

AFFIDAVIT OF THOMAS M. IMHOFF

STATE OF MISSOURI)
) ss
COUNTY OF COLE)

Thomas M. Imhoff, of lawful age, on oath states: that he participated in the preparation of the foregoing Staff Recommendation in memorandum form, to be presented in the above case; that the information in the Staff Recommendation was provided to him; that he has knowledge of the matters set forth in such Staff Recommendation; and that such matters are true to the best of his knowledge and belief.



 Thomas M. Imhoff

Subscribed and sworn to before me this 20th day of July, 2012.





 Notary Public