

**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)) **Case No. GM-2012-0037**
Corp. for Authority to Sell Certain Missouri Assets To)
Liberty Energy (Midstates) Corp. and, in Connection)
Therewith Certain Other Related Transactions.)

**MEMORANDUM REGARDING ON THE RECORD PRESENTATION
FOR NOVEMBER 28, 2012**

COMES NOW the Staff of the Commission, by and through counsel, and suggests to the Commission a protocol and outline of topics to be addressed by Liberty Energy (Midstates) Corp. (now known as Liberty Utilities, hereinafter "Liberty") during the on-the-record presentation of November 28, 2012.¹ In support thereof, the Staff states:

1. The on-the-record presentation by Liberty is intended to inform the Commission and parties of the progress Liberty has made toward its transition of services provided by Atmos Energy Corporation (Atmos). Because the exchange of information during the transition's critical phases are essential to a successful and seamless outcome, the parties, and the Commission, are provided the opportunity to ask clarifying questions of Liberty's management witnesses after their presentations.

2. This presentation is required by the Unanimous Stipulation and Agreement approved by the Commission on March 14, 2012, which states in pertinent part:

¹ The on-the-record presentation is scheduled to begin at 10:00am, in CR 310 of the Governor Office Building.

Atmos and Liberty-Midstates management shall be present for an on-the-record presentation before the Commission to be scheduled in early November 2012. Liberty-Midstates shall present witnesses to provide live testimony and be prepared to discuss the status of the transition and any problem areas and to offer action plans to ensure completion of a seamless transition without disruption to ratepayers. Liberty-Midstates witnesses shall be available for questions from the Signatories regarding the progress of the transition involving the matters contained in this Stipulation. (Section 14, para. (g), subpara. 1)

3. Suggested Presentation Protocol:

- * Entry of appearances by counsel with Liberty counsel to state names of its witnesses,
- * First Liberty management witness will be called and sworn in,
- * Liberty counsel will establish identity and role of witness(es) and subject matter of testimony,
- * Liberty witness(es) will make presentation per outline of topics,
- * Questions of Company witnesses (by Staff, Office of Public Counsel, IBEW); and,
- * If necessary, the Atmos management witness may be called.

4. Outline of Topics To Be Addressed by Liberty Witnesses:

- I. OVERVIEW: CORPORATE & COMPANY STRUCTURE
- II. FINANCING
- III. OPERATIONAL SAFETY
- IV. CUSTOMER CARE / BILLING / SERVICE QUALITY
- V. GAS SUPPLY AND PROCUREMENT SERVICES
- VI. CONCLUSION

5. Staff counsel has discussed this memorandum with the parties. To aid the preparation of Liberty's witnesses, the Staff has provided the parties with a more

detailed list of questions and matters under each topic that Staff would like Liberty witnesses to address during their respective presentations.

WHEREFORE, for the reasons stated above, Staff prays the Commission accept its memorandum with suggested protocol and topics for the on-the-record presentation.

Respectfully submitted,

/s/ Robert S. Berlin

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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 21st day of November, 2012.

/s/ Robert S. Berlin