

BEFORE THE PUBLIC SERVICE COMMISSION

STATE OF MISSOURI

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TRANSCRIPT OF PROCEEDINGS

Prehearing Conference

September 22, 2011

Jefferson City, Missouri

Volume 1

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In the Matter of  
 The Joint Application of Atmos)  
 Energy Corporation and Liberty)  
 Energy (Midstates) Corp. For ) File GM-2012-0037  
 Authority to Sell Certain )  
 Missouri Assets to Liberty )  
 Energy (Midstates) Corp. and, )  
 In Connection Therewith, )  
 Certain Other Related )  
 Transactions )

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RONALD PRIDGEN, Presiding  
 SENIOR REGULATORY LAW JUDGE

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REPORTED BY:  
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 TIGER COURT REPORTING, LLC

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1                   JUDGE PRIDGEN: We'll go on the  
2                   record.

3                   Good afternoon. This is the  
4                   prehearing conference in Case No. GM-2012-0037  
5                   in the matter of the Joint Application of Atmos  
6                   Energy Corporation and Liberty Energy  
7                   (Midstates) Corporation for authority to sell  
8                   certain Missouri assets to Liberty Energy  
9                   (Midstates) Corporation and, in connection  
10                  therewith, certain other related transactions.

11                  I am Ron Pridgen. I am the  
12                  regulatory law judge assigned to preside over  
13                  this prehearing conference. It is held on  
14                  September 22, 2011. It's approximately 1:00  
15                  o'clock in the afternoon. We are at the  
16                  Governor Office Building in Jefferson City,  
17                  Missouri, and also have some people  
18                  participating by telephone.

19                  I would like to get entries of  
20                  appearance from counsel, please, beginning with  
21                  the applicants.

22                  MR. FISCHER: Thank you, Judge  
23                  Pridgen. Appearing on behalf of the joint  
24                  applicants Atmos Energy Corporation and Liberty  
25                  Energy, Midstates, Corp., let the record reflect

1 the appearance of James M. Fischer and Larry W.  
2 Dority with the firm of Fischer and Dority, P.C.  
3 Our address is 101 Madison, Suite 400, Jefferson  
4 City, Missouri 65101.

5 Also participating by telephone are  
6 Shannon Coleman, senior regulatory counsel for  
7 Liberty Utilities and Douglas Walthrup, counsel  
8 for Atmos Energy Corporation.

9 JUDGE PRIDGEN: Mr. Dority, thank  
10 you. Mr. Fischer, thank you.

11 On behalf of the Staff of the  
12 Commission, please.

13 MR. BERLIN: Thank you, Judge. On  
14 behalf of the Staff, Robert S. Berlin and Sarah  
15 Kliethermes, P.O. Box 360, Jefferson City,  
16 Missouri 65102, and that is appearing on behalf  
17 of the Staff of the Missouri Public Service  
18 Commission.

19 JUDGE PRIDGEN: Mr. Berlin, thank  
20 you. Ms. Kliethermes, thank you.

21 On behalf of IBEW Local 1439,  
22 please.

23 THE WITNESS: I'm Sherrie Schroder,  
24 counsel for IBEW. I'm participating by phone.  
25 My address is Hammond and Shinnors, 7730

1 Carondolet, Suite 200, St. Louis, Missouri 63105.

2 Sorry.

3 JUDGE PRIDGEN: That's quite all right.

4 Thank you, Ms. Schroder.

5 On behalf of the Office of the Public

6 Counsel, please.

7 MR. POSTON: Thank you. Marc Poston

8 appearing for the Office of the Public Counsel and

9 the public.

10 JUDGE PRIDGEN: Mr. Poston, thank you.

11 Have I overlooked anyone?

12 (No response.)

13 JUDGE PRIDGEN: Anyone else wishing to

14 enter an appearance?

15 (No response.)

16 JUDGE PRIDGEN: All right. Hearing

17 nothing, is there anything counsel wishes to bring to

18 my attention before I excuse myself and let you start

19 talking?

20 MR. DORITY: I don't believe so, Judge.

21 JUDGE PRIDGEN: Hearing nothing, I'm going

22 to go off the record here in just a moment. I'll ask

23 everyone on the phone to please stay on the line, and

24 those here, of course, you know the drill. You can

25 come up to the ninth floor if you need to look at

1 hearing calendars.

2 I should be here most of the rest of the  
3 afternoon, and you have access to this room for the  
4 rest of the afternoon, and I would think you safely  
5 have this phone bridge for the next hour or two.

6 Is there anything else I can do for you?

7 (No response.)

8 JUDGE PRIDGEN: All right. We will then  
9 go off the record. That is the conclusion of the  
10 on-the-record portion of the prehearing conference in  
11 File No. GM-2012-0037. Thank you.

12 We are off the record.

13 (The hearing concluded.)

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## CERTIFICATE

1  
2 I, Nancy L. Silva, RPR, a Certified Court  
3 Reporter, CCR No. 890, the officer before whom the  
4 foregoing hearing was taken, do hereby certify that  
5 the witness whose testimony appears in the foregoing  
6 hearing was duly sworn; that the testimony of said  
7 witness was taken by me to the best of my ability and  
8 thereafter reduced to typewriting under my direction;  
9 that I am neither counsel for, related to, nor  
10 employed by any of the parties to the action in which  
11 this hearing was taken, and further, that I am not a  
12 relative or employee of any attorney or counsel  
13 employed by the parties thereto, nor financially or  
14 otherwise interested in the outcome of the action.

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17 Nancy L. Silva, RPR, CCR  
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