

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

In the Matter of the Empire District Electric Company,        )  
 Liberty Utilities (Central) Co. and Liberty Sub Corp.        )        Case No. EM-2016-0213  
 Concerning an Agreement and Plan of Merger and            )  
 Certain Related Transactions.                                        )

**JOINT APPLICANTS’ RESPONSE TO ORDER DIRECTING FILING**

**COME NOW** The Empire District Electric Company (“Empire”), Liberty Utilities (Central) Co. (“LU Central”), and Liberty Sub Corp. (sometimes collectively hereinafter “Joint Applicants”), and, in response to the Missouri Public Service Commission’s (“Commission”) Order Directing Filing, states as follows:

1. On August 24, 2016, the Commission issued its Order Directing Filing wherein the Commission ordered that “[n]o later than August 25, 2016, the Joint Applicants shall file a pleading stating what remaining issues, if any, need to be addressed at the evidentiary hearing on August 29, 2016.”

2. Joint Applicants believe that there are no issues to be addressed at the evidentiary hearing, provided that the Commission’s ultimate decision in this matter is based upon the following stipulations and agreements that have been filed by the parties:

<b><u>DOCUMENT</u></b>	<b><u>FILED</u></b>	<b><u>APPROVAL STATUS</u></b>
<i>Stipulation and Agreement between Joint Applicants and Office of the Public Counsel</i>	August 23, 2016	Pending
<i>Amended Stipulation and Agreement As To Division of Energy and Renew Missouri</i>	August 24, 2016	Pending
<i>Stipulation and Agreement As To EDESR</i>	August 23, 2016	Pending
<i>Stipulation and Agreement between Joint Applicants and Staff of the Commission</i>	August 4, 2016	Pending
<i>Stipulation and Agreement As To</i>	July 19, 2016	Approved by Order

<i>City of Joplin</i>		<i>Approving Stipulations and Agreement dated August 10, 2016</i>
<i>Stipulation and Agreement As To EDRA</i>	July 19, 2016	<i>Approved by Order Approving Stipulations and Agreement dated August 10, 2016</i>
<i>Stipulation and Agreement As To LiUNA</i>	July 19, 2016	<i>Approved by Order Approving Stipulations and Agreement dated August 10, 2016</i>
<i>Stipulation and Agreement As To IBEW 1464 and 1474</i>	July 19, 2016	<i>Approved by Order Approving Stipulations and Agreement dated August 10, 2016</i>

3. Counsel for the Joint Applicants has circulated this pleading to the counsel for the parties. Counsel for the Staff of the Commission, the Office of the Public Counsel, Missouri Energy Consumers Group, Pittsburg Corning, Laborers’ International Union of North America, City of Joplin, Division of Energy, Earth Island Institute d/b/a Renew Missouri, Empire District Retired Members & Spouses Association LLC, and The Empire District Electric SERP Retirees have affirmatively communicated that they agree with this pleading. No counsel has expressed that they disagree with this pleading.

4. The Commission further indicated that “it is likely that the Commissioners will have questions for the parties” concerning the provisions of the pending stipulations. If the Commissioners do desire to pose questions concerning some or all of the pending stipulations, Joint Applicants request that the Commission use Tuesday, August 30, 2016, for such a proceeding, and identify which pending stipulations the Commissioners will have questions.

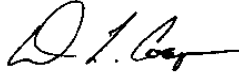
**WHEREFORE**, Joint Applicants respectfully request that that Commission consider this

response to comply with its Order Directing Filing dated August 24, 2016.

Respectfully submitted,

BRYDON, SWEARENGEN & ENGLAND P.C.

By:



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ATTORNEYS FOR JOINT APPLICANTS

**CERTIFICATE OF SERVICE**

The undersigned certifies that a true and correct copy of the foregoing document was sent via electronic mail, this 25<sup>th</sup> day of August, 2016, to the following:

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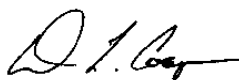
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