

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

In the Matter of Liberty Utilities (Midstates)
Natural Gas) Corp. for Authority to Issue) File No. _____
Long Term Unsecured Debt)

APPLICATION AND REQUEST FOR WAIVERS

COMES NOW Liberty Utilities (Midstates Natural Gas) Corp. (hereinafter "Applicant") pursuant to §393.200 RSMo.; and 4 CSR 240-2.060, 2.080, and 3.220, and for its Application and Request for Waivers to the Missouri Public Service Commission (hereinafter "Commission"), states that:

The Applicant

1. Applicant is a Missouri corporation with its principal office and place of business at 602 S. Joplin Avenue, Joplin, Missouri 64801. It is a wholly-owned subsidiary of Liberty Utilities Co. ("LUCo"). Applicant is qualified to conduct business as a public utility in the State of Missouri subject to the jurisdiction of the Commission as provided by law. A copy of Applicant's Certificate of Corporate Good Standing issued by the Missouri Secretary of State's Office addressing Applicant's corporate status was filed with the Commission in Case No. GM-2012-0037 and is incorporated herein by reference in accordance with Commission Rule 4 CSR 240-2.060(1)(G).

2. Applicant is engaged in the business of distributing and selling natural gas to approximately 80,000 customers in the states of Missouri, Illinois and Iowa. Approximately 58,000 customers are served by Applicant in Missouri.

3. Applicant has no pending actions or final unsatisfied judgments or decisions against it from a state or federal agency or court that involves customer service or

rates, which action, judgment or decision has occurred within three (3) years of date of this Application.

4. Applicant has no annual reports or assessment fees overdue or unpaid.
5. Communications in regard to this Application should be addressed to the undersigned counsel and:

Jill Schwartz
Senior Manager, Rates and Regulatory Affairs
P.O. Box 127
Joplin, MO 64802
(work) 417-625-5100 or (mobile) 573-352-0045

Capitalization of Applicant

6. Applicant had outstanding **[REDACTED]** of long-term senior unsecured indebtedness with **[REDACTED]** and **[REDACTED]** of common stock as of June 30, 2017.

7. Applicant had **[REDACTED]** in short-term unsecured indebtedness as of June 30, 2017.

8. Applicant's authorized capital stock consists of **[REDACTED]** shares of common stock, **[REDACTED]** par value, **[REDACTED]** shares of which, at June 30, 2017, are issued and outstanding under authority of this Commission. [See, 4 CSR 240-3.220(1)(E)2]

9. None of the outstanding stock, stock certificates or indebtedness, have been issued or used in capitalizing the right to be a corporation or any franchise or permit, or the right to run, operate or enjoy such franchise or permit, or any contract for consolidation or the lease, or issued against or as a lien upon any contract for consolidation or merger.

The Relief Requested From the Commission

10. Applicant seeks the Commission's approval to ** [REDACTED]

[REDACTED]

[REDACTED] [REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED] **

11. * [REDACTED]

[REDACTED]

[REDACTED] **

12. * [REDACTED]

[REDACTED]

[REDACTED]

[REDACTED] **will not be

secured by a mortgage, lien, or encumbrance on Applicant's properties in the State of

Missouri. A copy of ** [REDACTED] ** is attached here as **Appendix 1**.

13. ** [REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]**

14. ** [REDACTED] [REDACTED] [REDACTED] [REDACTED] [REDACTED] [REDACTED] [REDACTED] [REDACTED] [REDACTED] [REDACTED] [REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED] [REDACTED]

[REDACTED]**

15. ** [REDACTED]

[REDACTED]

[REDACTED]

[REDACTED] [REDACTED]

[REDACTED]

[REDACTED]**

Use of Proceeds

16. ** [REDACTED]

[REDACTED]

[REDACTED]

CSR 240-3.220(1)(G) because such information is not pertinent to the matters contemplated by this Application.

21. The money to be procured or paid by the issuance ** [REDACTED] [REDACTED] ** is reasonably required for the purpose specified in this Application and such purposes are not in whole or in part reasonably chargeable to operating expenses or to income.

22. No portion of ** [REDACTED] ** is subject to the fee schedule set forth in §386.300 RSMo 2016, because ** [REDACTED] [REDACTED] ** [See, 4 CSR 240-3.220(1)(F)]

Contingent Request for Waiver

23. Pursuant to Commission Rule 4 CSR 240-4.017 (1)(D), Applicant requests that the Commission waive for good cause application of the 60-day notice requirement under Commission Rule 4 CSR 240-4.017. In this regard, no representative of Applicant has had any communication with the Commission within the immediately preceding 150 days regarding the subject matter of this Application.

WHEREFORE, Applicant requests the Commission to issue an order authorizing the Applicant to:

A. ** [REDACTED] [REDACTED]
[REDACTED]
[REDACTED] **,

B. ** [REDACTED]
[REDACTED]
[REDACTED] **,

C. Enter into, execute, deliver and perform the necessary arrangements or other documents necessary to effectuate the transactions hereinabove described; and

D. Take such other actions as may be necessary to complete the subject transactions; and

Further ordering that the **
**;
**;

Further ordering that the
**¹ is reasonably required and necessary for the purposes set forth and will be used therefore and such purposes are not, in whole or in part, reasonably chargeable to operating expense or to income, all as required by § 393.200 RSMo. 2016; and

Further waiving the filing requirement of 4 CSR 240-3.220(1)(G) and the 60-day notice requirement of 4 CSR 240-4.017, each for good cause shown.

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¹ Information appearing between asterisks denotes highly confidential information.

Respectfully submitted,

Paul A. Boudreau

Paul A. Boudreau MBE# 33155
Dean L. Cooper MBE# 36592
BRYDON, SWEARENGEN & ENGLAND
P.C.
312 East Capitol Avenue
P.O. Box 456
Jefferson City, MO 65102-0456
Telephone: (573) 635-7166
Facsimile: (573) 635-0427
paulb@brydonlaw.com
dcooper@brydonlaw.com

**Attorneys for Liberty Utilities
(Midstates Natural Gas) Corp.**

CERTIFICATE OF SERVICE

I hereby certify that a true and correct copy of the above and foregoing document was electronically transmitted, on this 3rd day of October, 2017, to:

Office of the General Counsel
Missouri Public Service Commission
Governor State Office Building
Jefferson City, Missouri 65101
staffcounsel@psc.mo.gov

Office of the Public Counsel
Governor State Office Building
Jefferson City, Missouri 65101
opcservice@ded.mo.gov

Paul A. Boudreau