

CERTIFICATE OF OWNERSHIP AND MERGER

[DATE]

Pursuant to Section 253 of the Delaware General Corporation Law, Liberty Utilities Co., a Delaware corporation (the "Corporation"), does hereby certify that:

1. The Corporation is incorporated pursuant to the Delaware General Corporation Law.
2. The Corporation owns all of the outstanding shares of the capital stock of Liberty Energy Utilities Co., a Delaware corporation ("Liberty Energy").
3. The Corporation, by the following resolutions of its board of directors, duly approved by unanimous written consent dated [DATE], determined to merge into itself Liberty Energy on the conditions set forth in such resolutions:

RESOLVED, that the merger of Liberty Energy, a Delaware corporation and a wholly owned subsidiary of the Corporation, with and into the Corporation and the assumption by the Corporation of all of Liberty Energy's liabilities and obligations be, and the same hereby are, approved, each to become effective on [DATE], at 12:00 a.m.

FURTHER RESOLVED, that the proper officers of the Corporation be, and each such officer hereby is, authorized and directed to (a) take any and all actions and (b) execute any and all documents, agreements, certificates, and instruments, in each case, which they or any of them deem necessary or desirable to carry out the purpose and intent of, and to consummate, the foregoing resolutions.

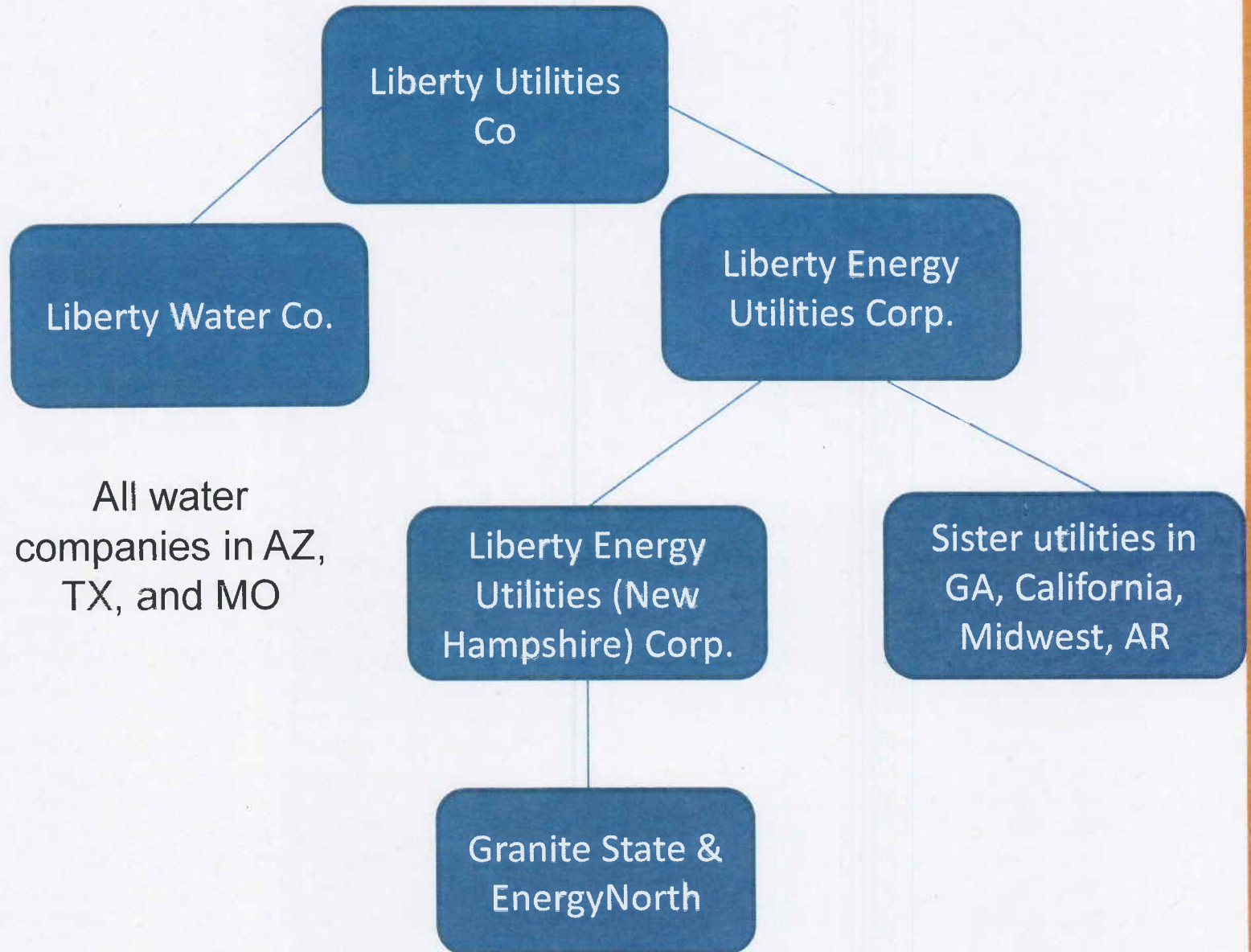
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IN WITNESS WHEREOF, the Corporation has caused this certificate to be signed by an authorized officer as of the date first written above.

David Bronicheski
Title: Chief Financial Officer



Current Structure





"To Be" Structure

