

**BEFORE THE TENNESSEE REGULATORY AUTHORITY
NASHVILLE, TENNESSEE**

7/21/2015
11:15
Tennessee

In re: Petition to Open an Investigation to Determine)
Whether Atmos Energy Corp. Should be Required by)
the TRA to Appear and Show Cause That Atmos)
Energy Corp. Is Not Overearning in Violation of)
Tennessee Law and That it Is Charging Rates That Are)
Just and Reasonable)

Docket No. 05-00258

**CONSUMER ADVOCATE'S RESPONSE TO ATMOS ENERGY CORPORATION'S
MOTION FOR EXPEDITED TRA REVIEW OF HEARING OFFICER ORDER**

The Tennessee Attorney General, by and through the Consumer Advocate and Protection Division ("Consumer Advocate"), hereby responds to Atmos Energy Corporation's ("Atmos's") Motion for Expedited TRA Review of Hearing Officer Order.

For the reasons set forth below, the TRA should deny the Motion of Atmos and uphold the decision of the Hearing Officer with regard to the discovery requests of the Consumer Advocate.

BACKGROUND OF DISPUTE

In its initial discovery requests, the Consumer Advocate asked for information about the set-up and management of the Atmos capacity release program, with a focus on the monetary "credits" Atmos should receive as income when it releases its "excess capacity" on the natural gas pipeline to another company. In essence, "capacity" is the space in a gas transmission pipeline through which gas is moved. When Atmos has more capacity than it believes it needs to serve its customers, it may release that extra or "excess" capacity to another company. When this capacity is released FERC rules require that the releasing company, Atmos, should receive a monetary credit for the value of the capacity released. The Consumer Advocate believes that these credits are potential

income to Atmos and should be accounted for as part of the base rate calculation. The Consumer Advocate, however, has found that this potential income from capacity release credits does not show up in Atmos filings at the TRA. Accordingly, the Consumer Advocate has propounded a series of questions to Atmos about its capacity release program.

Atmos objected to these questions about capacity release on the ground that such information was governed by the Purchased Gas Adjustment (“PGA”) rule and the Performance-Based Ratemaking (“PBR”) mechanism and, therefore, was outside the scope of this rate-making hearing. At the hearing on June 8, 2006, to resolve discovery disputes, Atmos stated that it received only approximately \$30,000 from its capacity release program, and that this income was reported to the TRA. See, e.g., Order Resolving Discovery and Protective Order Disputes and Requiring Filings, June 14, 2006, at pages 6-7.

Director Ron Jones, acting as Hearing Officer, ruled that to the extent that Atmos received any income above the approximately \$30,000 Atmos claimed was income from capacity release, such income was discoverable:

Despite Atmos’s explanation that 100 percent of the other income is gas cost related and properly accounted as such, it cannot be found as a matter [of] fact from the record that the \$30,000 discussed by Atmos accounts for all of the “other income” information requested by the Consumer Advocate. Given this, it cannot be known at this time (1) whether there is any income in addition to the \$30,000 and (2) if so, whether such income should be accounted for solely as gas costs. Assuming there is income in addition to the \$30,000, it may be that the income should be accounted for as part of the base rate calculation. Thus, to the extent that the “other income” referenced by the Consumer Advocate includes amounts in excess of the \$30,000 figure discussed by Atmos, it is fair to conclude that information as to those excess amounts reasonably could lead to information that could bear on an issue in this docket, and therefore, Atmos should respond accordingly.

Order Resolving Discovery and Protective Order Disputes and Requiring Filings, June 14, 2006,

at page 7.

Atmos has now appealed Director Jones's Order to the full panel. The full panel, however, should uphold Director Jones's Order because the Consumer Advocate has uncovered proof suggesting that the millions of dollars of monetary credits for capacity release that should flow to Atmos far exceed the \$30,000 claimed by Atmos as income from capacity release; the requested information is necessary to explore this inconsistency.

THE CONSUMER ADVOCATE HAS UNCOVERED PROOF SUGGESTING THAT THE MILLIONS OF DOLLARS OF MONETARY CREDITS FOR CAPACITY RELEASE THAT SHOULD FLOW TO ATMOS FAR EXCEED THE \$30,000 CLAIMED BY ATMOS AS INCOME FROM CAPACITY RELEASE; THE REQUESTED INFORMATION IS NECESSARY TO EXPLORE THIS INCONSISTENCY.

Acting on the supposition that it usually has more capacity than it needs, Atmos has sold what it calls "excess capacity" to an affiliate, Atmos Energy Marketing, LLC ("AEM"). Under federal law, every time AEM uses any of the excess capacity that it has bought from Atmos, Atmos is supposed to receive a monetary credit. Federal Energy Regulatory Commission ("FERC") Rule § 284.8(f). The Consumer Advocate has reviewed records of AEM's activity on pipelines serving Atmos and has discovered that AEM is using millions of dollars of capacity for which Atmos should receive credits. Affidavit of Steve Brown at paragraphs 5 and 8, attached as **Exhibit A**. According to Atmos's own statements, however, none of these monetary credits show up as income for Atmos. The only income reported by Atmos related to capacity release is approximately \$30,000, a number grossly out of line with the amount of credits Atmos should receive. This figure of \$30,000 was agreed to by counsel for Atmos at the June 8, 2006, status conference and is not disputed in its present Motion for Expedited TRA Review of Hearing Officer Order. Transcript of Status Conference, June 8, 2006, at page 40.

The Consumer Advocate is not conceding that facts related to the cost of gas, including the cost of capacity and transportation, should not be part of a rate case. For purposes of this discovery dispute in this particular case, however, the Consumer Advocate accepts the Hearing Officer's determination that only amounts above the \$30,000 referenced above are discoverable. Hearing Officer's Order of June 14, 2006 at page 7. But, as set forth above, the information about credits for capacity release sought by the Consumer Advocate far exceeds the \$30,000 figure set forth by Atmos as money received from the sale of excess capacity. Accordingly, the capacity release information sought by the Consumer Advocate should be discoverable.

In its Motion for Expedited Review and the affidavit filed in support of it, Atmos argues that it has disclosed all the income it receives under the PGA and the PBR plan:

4. All of the "other income" amounts referred to in the statement quoted above are amounts the Company has received through its Performance-based Ratemaking mechanisms ("PBR") in Tennessee and Georgia. In Tennessee, 100% of the income the Company receives through its PBR is derived through one of the two separate sharing mechanisms within the PBR: (1) the Gas Procurement Incentive Mechanism (also referred to as Gas Commodity mechanism); and (2) the Capacity Management Incentive Mechanism (also referred to as the Capacity Release Sales Mechanism). All of the income the company receives under both sharing mechanisms is derived from the Company's gas procurement activities and the management of the gas supply assets necessary to procure a gas supply. Atmos receives no income through the PBR that is not derived from its gas purchasing activities.

Affidavit of Greg Waller at Paragraph 4.

The argument that "Atmos receives no income through the PBR that is not derived from its gas purchasing activities," however, begs the question of what ever happened to the millions of dollars of credits that Atmos was supposed to have received? The Consumer Advocate will concede that the \$30,000 amount reported in the PBR or other sharing mechanisms is related to gas supply. That is not what concerns the Consumer Advocate. What concerns the Consumer Advocate is what

is **not** reported in the PBR, and that is the millions of dollars of credits that Atmos should have received.

Thus, the Consumer Advocate is not trying to re-litigate the PBR or other sharing mechanisms in this docket. Furthermore, the Consumer Advocate is not trying to challenge the audit findings of these mechanisms. The Consumer Advocate is simply trying to obtain discovery that will enable it to account for millions of dollars in credits that should have counted as income to Atmos and, therefore, should have gone to reducing the rates paid by Tennessee consumers.

It may be that Atmos can account for the excess capacity credits in such a way as to convince the TRA that there is no issue here. That, however, is a matter for hearing, not discovery. In the discovery phase of a case the Consumer Advocate should be allowed to obtain information that is reasonably calculated to lead to admissible evidence, and information about capacity release credits clearly fits that description. Tennessee Rule of Civil Procedure 26.02(1). Accordingly, the Consumer Advocate should not have to accept at face value the affidavit of Greg Waller of Atmos with regard to whether Atmos receives more than \$30,000 from capacity release. The purpose of discovery is to allow a party to obtain information with which to test the support for statements by the opposing party. If Mr. Waller is right, so be it. But the Consumer Advocate has clearly set forth sufficient reason to allow it to obtain information to look behind the conclusory statements of Atmos.

CONCLUSION

For the foregoing reasons, the TRA should deny the Motion of Atmos and uphold the decision of the Hearing Officer with regard to the discovery requests of the Consumer Advocate

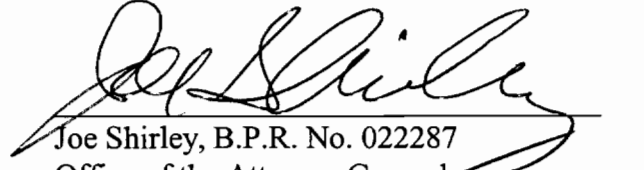
Respectfully submitted,

Paul G. Summers
Attorney General
State of Tennessee



Vance L. Broemel, B.P.R. No. 11421

Senior Counsel



Joe Shirley, B.P.R. No. 022287
Office of the Attorney General
Consumer Advocate and Protection Division
P.O. Box 20207
Nashville, TN 37202
(615) 741-8733

CERTIFICATE OF SERVICE

I hereby certify that a copy of the foregoing is being forwarded via electronic mail, to:

Henry Walker
1600 Division Street, Suite 700
P.O. Box 340025
Nashville, Tennessee 37203

Gary Hotvedt
Counsel
Tennessee Regulatory Authority
460 James Robertson Pkwy.
Nashville, TN 37243-0505

Joe A. Conner
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1800 Republic Centre
633 Chestnut Street
Chattanooga, TN 37450-1800

Patricia J. Childers
VP-Regulatory Affairs
Atmos/United Cities Gas Corp.
810 Crescent Centre Drive, Ste. 600
Franklin, TN 37064-5393

J.W. Luna
Farmer & Luna
333 Union Street Suite 300
Nashville, Tennessee 37201

on this the 22nd day of June, 2006.


Vance Broemel

96579

**IN THE TENNESSEE REGULATORY AUTHORITY
NASHVILLE, TENNESSEE**

IN RE:	) DOCKET NO. 05-00258
	)
ATMOS ENERGY CORP.	)
	)
	)
	)

AFFIDAVIT OF STEPHEN N. BROWN

I, Stephen N. Brown, being duly sworn, depose and say:

1. I am an economist in the Consumer Advocate and Protection Division, Office of the Attorney General and have held this position since 1995. In that capacity, I review utility filings and information relating to rates and rate changes and follow the economic conditions that affect the companies. Also, I assess and evaluate facts for the Consumer Advocate and Protection Division and other entities within the Office of the Attorney General.

2. From 1986 to 1995 I was employed by the Iowa Utilities Board as Chief of the Bureau of Energy Efficiency, Auditing and Research, and Utility Specialist and State Liaison Officer to the U.S. Nuclear Regulatory Commission. From 1984 to 1986, I worked for Houston Lighting & Power as Supervisor of Rate Design. From 1982 to 1984, I worked for Arizona Electric Power Cooperative as a Rate Analyst. From 1979 to 1982, I worked for Tri-State Generation and Transmission Association as Power Requirements Supervisor and Rate Specialist. My work spanned many issues including cost of service studies, rate design issues, telecommunications issues and matters related to the disposal of nuclear waste.

3. I have an M.S. in Regulatory Economics from the University of Wyoming, an

M.S. and Ph.D. from the University of Denver, and a B. A. from Colorado State University.

4. I am providing this affidavit in regard to Atmos's appeal of Director Jones's Order of June 14, 2006, regarding discovery.

5. In particular, I am giving my opinion that there is good reason and ample evidence in this case that Atmos' has profited substantially more than the \$30,000 annually it has reported from its practice of releasing capacity to its affiliate, Atmos Energy Marketing. Atmos claims that approximately \$30,000 is captured as gas costs within the PBR, but my attached Schedules 1 through 8 substantiate that far more is at stake than an annual amount of \$30,000. The amount above \$30,000 represents income to Atmos and in my opinion should be accounted for as part of the base rate calculation.

6. Schedule 1 shows Atmos's predecessor acknowledging in 1998 that the marketing operation (then Woodward Marketing) shared no profits with Tennessee's consumers. This is admittedly not conclusive proof that profits from Atmos's marketing company are not currently counted as income to Atmos, but it does raise a suspicion as to how income from capacity release is reported by Atmos. Schedule 2 page 1 shows Atmos Energy Corporation purchasing Woodward Marketing in the year 2000.

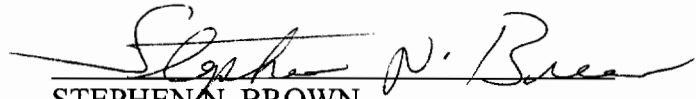
7. Schedule 2 page 2 displays an Atmos press release available through the Securities and Exchange Commission. The press release confirms the marketing operation as a source of substantial profit to Atmos Energy Corporation in 2004, especially in times when earnings decline in the regulated sector.

8. Schedules 3 shows that Atmos Energy Marketing delivered \$5.7 million net proceeds, via FERC rule 284.8(f), to the parent Corporation for capacity release credits on the

Tennessee Gas Pipeline for contracts used to serve consumers in Tennessee. Schedule 4 displays that Atmos Energy Marketing delivered \$4.2 million net proceeds, via FERC rule 284.8(f), to the parent Corporation for capacity release credits on the East Tennessee Gas Pipeline and the Columbia Gulf Transmission Pipeline for contracts used to serve consumers in Tennessee. These figures of \$5.7 million and \$4.2 million cast severe doubt on the reliability of the \$30,000 figure for capacity release reported by Atmos.

9. Schedule 5 pages 1 to 4 display the FERC's website and pipeline-customer-index records as the sources of the data in Schedules 3 and 4. Schedule 6 display a portion of the Tennessee Gas Pipeline's customer index report as of October 1, 2005, where the quantities in the far-right column match the quantities in Schedule 3, the second column. Schedule 7 displays a page at the FERC web site and shows that such data has been available since 1996.

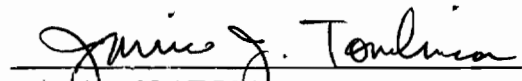
10. Schedule 8 pages 1 and 2 are copies of a credit agreement between Atmos Energy Marketing and certain financial institutions arranging for a credit-expansion of \$330 million as of November 28, 2005. The second page shows that Atmos Energy Corporation is a signatory to the agreement, suggesting that the parent company is the ultimate underwriter of the marketing operation. There is a clear interrelation of the financial conditions of the parent company, the affiliate, and the consumers who ultimately bear the burden of the contracts between Atmos Energy Corporation and the pipelines.



STEPHEN N. BROWN
Senior Economist
Office of the Attorney General
Consumer Advocate and Protection Division
P.O. Box 20207
Nashville, Tennessee 37202
(615) 741-3132

Dated: June 22, 2006

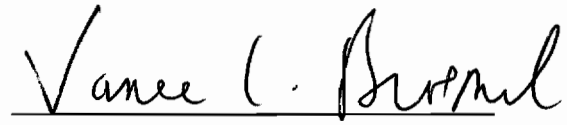
Sworn and subscribed before
me this 22nd day of June, 2006


NOTARY PUBLIC

My commission expires: 7/21/2007

CERTIFICATE OF SERVICE

The undersigned hereby certifies that true and exact copies of the forgoing documents were delivered via facsimile to the parties of record in this action on this 22 day of June, 2006.


Vance Broemel

1 BEFORE THE TENNESSEE REGULATORY AUTHORITY

2

3

4 IN RE:)

5 APPLICATION OF UNITED CITIES GAS) Docket No.
TO ESTABLISH AN EXPERIMENTAL) 97-01364

6 PERFORMANCE-BASED RATEMAKING)
MECHANISM)

7

8 _____

9

10 TRANSCRIPT OF PROCEEDINGS

11 Tuesday, March 31, 1998

12 VOLUME III

13 _____

14

15 APPEARANCES

14 J.D. WOODWARD:

15 Direct Examination by Mr. Flaherty 674 - 681

Examination by Chairman Greer 681 - 688

16 Cross-Examination by Mr. Broemel 688 - 705

Examination by Chairman Greer 705 - 706

24 Q. And I believe everyone's understanding is

25 that Woodward Marketing L.L.C. is an unregulated

NASHVILLE COURT REPORTERS (615) 885-5798

697

1 affiliate; correct?

2 A. That's correct.

3 Q. So as far as you know, whatever profits

4 that are made by Woodward Marketing L.L.C., the

5 Tennessee consumers receive none of that, do they?

6 A. I would say that's correct, yes.

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-K

(MARK ONE)

☒ ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d)
OF THE SECURITIES EXCHANGE ACT OF 1934

FOR THE FISCAL YEAR ENDED SEPTEMBER 30, 2006

Atmos Buys
Woodward LLC

OR

☐ TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d)
OF THE SECURITIES EXCHANGE ACT OF 1934

FOR THE TRANSITION PERIOD FROM TO

COMMISSION FILE NUMBER 1-10042

ATMOS ENERGY CORPORATION

(Exact name of registrant as specified in its charter)

Atmos provides natural gas storage services and owns natural gas storage fields in Kansas and Kentucky to supplement natural gas used by customers in Kansas, Kentucky, Tennessee and other states. The Company also owns a 45 percent equity interest, and has agreed to acquire the remaining equity interest, in Woodward Marketing, LLC ("WMLLC"), a privately held company that provides gas marketing and energy management services to industrial customers, municipalities and local distribution companies, including the Company's Trans Louisiana Gas Company, Greeley Gas Company, Western Kentucky Gas Company and United Cities Gas Company divisions. In addition, the Company markets natural gas to industrial and agricultural customers primarily in West Texas and to industrial customers in Louisiana.

EX-99.1.3 dex991.htm NEWS RELEASE DATED FEBRUARY 10, 2004
[ATMOS LOGO]

News Release

Analyst and Media Contact:
Susan Kappes
(972) 855-3729

Atmos's Gas Marketing Services
OutPerforms Regulated
Gas Operations

EXHIB

**Atmos Energy Corporation Reports
Solid Results for Fiscal 2004 First Quarter**

DALLAS (February 10, 2004)—Atmos Energy Corporation (NYSE: ATO) today reported net income of \$29.5 million, or \$0.57 per diluted share, for the three months ended December 31, 2003, compared with net income of \$25.8 million, or \$0.60 per diluted share, for the three months ended December 31, 2002. Re the fiscal 2004 first quarter represent a 14 percent increase in net income, compared with the same period last year, despite weather that was 12 percent warmer last year. Earnings per diluted share decreased 5 percent because the company's average number of diluted shares outstanding rose by 8.9 million shares, or 2 percent, from December 31, 2002, to December 31, 2003.

"Our strategy of combining complementary utility and nonutility operations benefited our shareholders once again this quarter," said Robert W. Best, chairman, president and chief executive officer of Atmos Energy Corporation. "The strong performance by our nonutility gas marketing segment helped to overcome low results in our gas utility operations caused largely by unseasonably warm weather."

"The steps taken by our nonutility operations during the past year to reduce the segment's risk profile have enhanced its margins," Best said. "In addition, tariff revisions recently approved in two of our rate jurisdictions will add approximately \$8.4 million annually to future revenue. Therefore, we feel confident that Atmos Energy is on track to meet our earlier-announced guidance for fiscal 2004 of earning between \$1.55 and \$1.60 per diluted share."

Consolidated gross profit for the three months ended December 31, 2003, was \$159.1 million, compared with \$137.2 million for the prior-year quarter. Consolidated utility gas throughput for the three months ended December 31, 2003, was 68.2 billion cubic feet (Bcf), compared with 70.9 Bcf for the prior-year quarter. The increase in gross profit primarily reflects the effect of a full three months of results in the current period from the acquisition in December 2002 of Mississippi Gas Company (MVG), compared with one month's results in the prior-year quarter. Also contributing to gross profit were strong results in the nonutility natural gas marketing segment. These positive factors were partially offset by a decrease in utility throughput attributable to weather that was 12 percent warmer than the prior year quarter and 5 percent warmer than normal as adjusted for jurisdictions with weather-normalized operations.

Atmos Energy's net income from nonutility operations, which operate under Atmos Energy Holdings, Inc., was \$8.4 million for the three months ended December 2003, compared with net income of \$4.7 million for the three months ended December 31, 2002. Nonutility operations

**Capacity Release - 2005 - TGP: FERC-Ordered Monthly Net Proceeds From Atmos's Affiliate To Atmos
(Parent Company)**

PipeLine / Delivery Location In TN / Contract/Tariff	Quantity: MDQ	Tariff Price	Atmos Energy Marketing Named as Agent?	How Many Months Was AEM the Agent?	Monthly Proceeds Flowing To The Parent Company From The Affiliate	Annual Proceeds
TGP / Greenbrier TENNESSEE 2 (Dual 753101) / 42705 / FT-A	10,340	\$6.45	Yes	12	\$66,693	\$800,316
TGP / Greenbrier TENNESSEE 2 (Dual 753101) / 27311 / FT-A	56,656	\$6.45	Yes	12	\$365,431	\$4,385,174
TGP / EAST LOBELVILLE TENNESSEE (75 3201) / 42705 / FT-A	6,660	\$6.45	Yes	12	\$42,957	\$515,484
						\$5,700,974

United States Court of Appeals
FOR THE DISTRICT OF COLUMBIA CIRCUIT
Argued February 2, 2001 Decided June 1, 2001
No. 00 1005
Pan Alberta Gas, Ltd. and Pan Alberta Gas (U.S.) Inc.,
Petitioners
v.
Federal Energy Regulatory Commission, Respondent
Southwest Gas Corporation, Intervenor

"Capacity release" describes a transaction in which the holder of a contract for firm transport (the "releasing" shipper) sells (CAPD Emphasis Added) that capacity to a "replacement" shipper. The releasing and replacement shippers may agree upon any price up to the applicable reservation charge the maximum price per unit of firm capacity established in the pipeline's tariff. A shipper seeking to release capacity may either auction it to the highest bidder (CAPD Emphasis Added) on a public bulletin board maintained by the pipeline or bypass the auction to contract at the reservation charge with a replacement shipper of its choosing. (CAPD Emphasis Added) See 18 C.F.R. s 284.8(a) (e). Once a deal to release capacity has been struck, the replacement shipper pays the agreed upon price not to the releasing shipper but to the pipeline, with which it enters into a new capacity contract. The pipeline then credits payments received from the replacement shipper to the account of the releasing shipper; and the releasing shipper continues to pay the price stated in the original contract, which remains in force. See id. s 284.8(f). The pipeline therefore gains nothing from a capacity release transaction; its income is fixed at the price originally agreed upon with the releasing shipper, regardless of the terms of the capacity release agreement."

**Capacity Release - 2005 - Columbia and East Tennessee: FERC-Ordered Monthly Net Proceeds From
Atmos's Affiliate To Atmos (Parent Company)**

PipeLine / Delivery Location In TN / Contract/Tariff	Quantity:MDQ	Tariff Price	Atmos Energy Marketing Named as Agent?	How Many Months Was AEM the Agent?	Monthly Proceeds Flowing To The Parent Company From The Affiliate	Annual Proceeds
COLUMBIA GULF TRANSMISSION COMPANY / TCO-LEACH / 81263 / FTS1	25000	\$4.2053	Yes	12	\$105,133	\$1,261,590
EAST TENNESSEE NATURAL GAS, LLC / UCG BRISTOL / 30774 / FT-A	5981	\$6.68	Yes	12	\$39,953	\$479,437
EAST TENNESSEE NATURAL GAS, LLC / UCG MORRISTOWN / 30774 / FT-A	2773	\$6.68	Yes	12	\$18,524	\$222,284
EAST TENNESSEE NATURAL GAS, LLC / UCG JOHNSON CITY EAST / 30774 / FT-A	5431	\$6.68	Yes	12	\$36,279	\$435,349
EAST TENNESSEE NATURAL GAS, LLC / UCG MARYVILLE / 30774-R1 / FT-A	5653	\$6.68	Yes	5	\$37,762	\$188,810
EAST TENNESSEE NATURAL GAS, LLC / UCG GREENVILLE / 30774 / FT-A	6388	\$6.68	Yes	12	\$42,672	\$512,062
EAST TENNESSEE NATURAL GAS, LLC / UCG JOHNSON CITY WEST / 30774 / FT-A	2963	\$6.68	Yes	12	\$19,793	\$237,514
EAST TENNESSEE NATURAL GAS, LLC / UCG KINGSPORT SOUTH / 34538 / FT-ART	4000	\$6.68	Yes	12	\$26,720	\$320,640
EAST TENNESSEE NATURAL GAS, LLC / UCG SHELBYVILLE / 30774 / FT-A	6138	\$6.68	Yes	12	\$41,002	\$492,022
EAST TENNESSEE NATURAL GAS, LLC / UCG KINGSPORT NORTH / 30774-R1 / FT-A	255	\$6.68	Yes	12	\$1,703	\$20,441
EAST TENNESSEE NATURAL GAS, LLC / UCG LYNCHBURG / 30774 / FT-A	322	\$6.68	Yes	12	\$2,151	\$25,812
EAST TENNESSEE NATURAL GAS, LLC / UCG ROCKFORD NORTH / 30774-R1 / FT-A	36	\$6.68	Yes	5	\$240	\$1,202
EAST TENNESSEE NATURAL GAS, LLC / UCG LYNCHBURG PORTABLE (FUEL) / 30774-R1 / FT-A	96	\$6.68	Yes	5	\$641	\$3,206
EAST TENNESSEE NATURAL GAS, LLC / UCG MOTLOW / 30774-R1 / FT-A	104	\$6.68	Yes	5	\$695	\$3,474
EAST TENNESSEE NATURAL GAS, LLC / UCG LOWLAND / 30774 / FT-A	4	\$6.68	Yes	5	\$27	\$134
EAST TENNESSEE NATURAL GAS, LLC / UCG MORTON / 30774-R1 / FT-A	1116	\$6.68	Yes	5	\$7,455	\$37,274
EAST TENNESSEE NATURAL GAS, LLC / UCG GRAY / 30774-R1 / FT-A	215	\$6.68	Yes	5	\$1,436	\$7,181
EAST TENNESSEE NATURAL GAS, LLC / UCG TRI CITIES / 30774-R1 / FT-A	134	\$6.68	Yes	5	\$895	\$4,476
EAST TENNESSEE NATURAL GAS, LLC / UCG MILLER PARK / 30774-R1 / FT-A	164	\$6.68	Yes	5	\$1,096	\$5,478
EAST TENNESSEE NATURAL GAS, LLC / UCG MARYVILLE WEST / 30774 / FT-A	275	\$6.68	Yes	12	\$1,837	\$22,044
					Annual Total	\$4,280,429

FEDERAL ENERGY REGULATORY COMMISSION

Office of Markets, Rates and Tariffs



Instruction Manual for Electronic Filing of the
Index of Customers

Form Approved
OMB No. 1902-0169
(Expires 8/31/2003)

June 2000

Tennessee Gas Pipeline

Index of Customers Electronic Filing Formats				
Data Type	Item Id	Item	Format or Value	Max Length
HEADER		Header Record Identifier	H	1
Enter one Header record per filing.				
Enter one Header record per filing.	a	Pipeline Name	Char	55
	b	Pipeline Id.	Num	3
	c	Report Date	mm/dd/yyyy	10
	d	Original/Revised Filing Indicator	Char	1
	e	First Day of Calendar Quarter	mm/dd/yyyy	10
	f	Unit of Measurement for Transportation Max Daily Quantity	Char	1
	g	Unit of Measurement for Storage Max Quantity	Char	1
	h	Contact Person and Phone Number	Char	50
	i	Footnote Id	Char	50

Instructions

Enter H to identify the header information.

Enter the full legal name.

Enter the 3 digit FERC pipeline code.

Enter using the format provided making sure to include a 4 digit year. Enter the date the pipeline expects to file this report with the Commission.

Enter O if original filing, or R if revised filing.

Enter using the format provided making sure to include a 4 digit year.

Enter B if MMBtu; F if MCF; T if Dth.

Enter B if MMBtu; F if MCF; T if Dth.

Include full name of contact person and telephone number, including area code.

Enter up to 10 Footnote Id's separated by /. Refer to the item footnoted in the first position of the Footnote Id (e.g., b10 indicates footnote 10 applies to item b. Use x if footnote applies to entire record, e.g., x10).

Atmos Energy Corporation - Shipper					
Index of Customers Electronic Filing Formats					
Data Type	Item Id	Item	Format or Value	Max Length	Instructions
DETAILS		Detail Record Identifier	D	1	Enter D to identify each record of detailed information.
Enter one Detail record for each combination of shipper/rate schedule/contract.		Shipper Name	Char	75	Enter the full legal name.
	ya	Shipper ID	Num	17	Enter D-U-N-E Number.
	yb	Shipper Affiliation Indicator	Y or N	1	Enter Y if Shipper is an affiliate of the Pipeline, otherwise enter N.
	k	Rate Schedule	Char	30	Enter precisely as reported in FERC Forms 2 (or 2A) and 11, as approved in Order No. 581.
	yc	Contract Number	Char	30	The respondent's own designation for the contract or agreement.
	l	Contract Effective Date	mm/dd/yyyy	10	Enter using the format provided making sure to include a 4 digit year.
	m	Contract Primary Term Expiration Date	mm/dd/yyyy	10	Enter the expiration date of the primary term of the contract using the format provided, making sure to include a 4 digit year.
	n	Days Until Next Possible Contract Expiration	Num	5	If Contract Primary Term Expiration Date has passed and contract continues under an "evergreen" or "roll-over" provision, as defined in Order No. 636 (III FERC Statutes and Regulations ¶ 30,939 at 30,445) enter number of days in the roll-over or evergreen period. (E.g., if contract continues on monthly basis, enter 31; if annual, enter 365; if unknown or non-specific, leave blank, but include pertinent contract expiration information in a footnote).
	yd	Negotiated Rates Indicator	Y or N	1	Enter Y if contract includes negotiated rates, otherwise enter N.
	o	For Transportation, Max Daily Quantity	Num	15	Enter quantity in units specified in item f.
p	For Storage, Max Quantity	Num	15	Enter quantity in units specified in item g. Enter the largest quantity of natural gas the pipeline is obligated to store for the shipper under the contract.	
q	Footnote Id	Char		50	Enter up to 10 Footnote Id's separated by /. Refer to the item footnoted in the first position of the Footnote Id (e.g., ycg indicates footnote 6 applies to

Tariff

Quantities

Atmos Energy Marketing - Agent

Index of Customers Electronic Filing Formats

Data Type	Item Id	Item	Format or Value	Max Length	Instructions
AGENT Enter as many Agent records as necessary to report any and all Agents or Asset Managers that manage the Shipper's transportation and/or storage quantity reported in each Detail record.		Agent or Asset Manager Record Identifier	A	1	Enter A to identify each record of Agent or Asset Manager information.
	ye	Agent or Asset Manager Name	Char	75	Enter the full legal name.
	yf	Agent or Asset Manager Affiliation Indicator	Y or N	1	Enter Y if Agent or Asset Manager is an affiliate of the Pipeline, otherwise enter N.
	yg	Footnote Id	Char	50	Enter up to 10 Footnote Id's separated by /. Refer to the item footnoted in the first position of the Footnote Id (e.g., ye5 indicates footnote 5 applies to item ye. Use x if footnote applies to entire record, e.g., x5).

NOTE: The AGENT record(s) should be reported immediately following the DETAILS record to which it applies. See the sample tab delimited file structure shown at the end of these formats for the correct ordering of the records within the electronic file.

FERC Ordered Pipeline Report Prepared By Tennessee Gas Pipeline Oct. 1, 2005:

	Pipeline	Shipper	Pipeline Number	MDQ:Quantities
H	TENNESSEE GAS PIPELINE COMPANY		9	
D	ATMOS ENERGY CORPORATION (TN)			
A	ATMOS ENERGY MARKETING, LLC			
P	MQ		GREENBRIER TENNESSEE 2 (Dual 753101)	56656
P				
P				
P				
D	ATMOS ENERGY CORPORATION (TN)			
A	ATMOS ENERGY MARKETING, LLC			
P	MQ	Agent	EAST LOBELVILLE TENNESSEE (75 3201)	6660
P	MQ		GREENBRIER TENNESSEE 2 (Dual 753101)	10340

Locations

FERC's Customer Index Page Data Available Since April 1996

Docket 05_00258
Affidavit CAPD-SB
Schedule 7
Page 1 of 1

Documents & Filing

CFORMS
Form 549B - Index of Customers
Data

Downloads

Form 549B
Electronic Filing Instructions

Contact Information

FERC Online Support
Telephone: 202-502-6632
Toll-free: 1-866-208-3676
Email: farc@businessenergy.gov

The index of customers consists of a list of all customers served under firm transportation or storage rate schedules as of the first day of the calendar quarter.

The following instruction manual contains record formats to help interpret the data:

[Instruction Manual \(PDF\)](#)

The user of the data will also need to use the pipeline's three digit code to identify the file. A master listing of the three digit code can be found at [number order or company name](#).

Quarter Beginning

2006	January [ZIP]	April [ZIP]	July [ZIP]	October [ZIP]
2005	January [ZIP]	April [ZIP]	July [ZIP]	October [ZIP]
2004	January [ZIP]	April [ZIP]	July [ZIP]	October [ZIP]
2003	January [ZIP]	April [ZIP]	July [ZIP]	October [ZIP]
2002	January [ZIP]	April [ZIP]	July [ZIP]	October [ZIP]
2001	January [EXE]	April [EXE]	July [EXE]	October [EXE]
2000	January [ZIP]	April [ZIP]	July [ZIP]	October [ZIP]
1999	January [ZIP]	April [ZIP]	July [ZIP]	October [ZIP]
1998	January [ZIP]	April [ZIP]	July [ZIP]	October [ZIP]
1997	January [ZIP]	April [ZIP]	July [ZIP]	October [ZIP]
1996	January [ZIP]	April [ZIP]	July [ZIP]	October [ZIP]

Updated: February 2, 2006

EX-10.1 2 dex101.htm FIRST AMENDMENT TO THE UNCOMMITTED SECOND AMENDED AND RESTATED CREDIT AGREEMENT

Exhibit 10.1

EXECUTION VERSION

FIRST AMENDMENT TO THE
UNCOMMITTED SECOND AMENDED AND RESTATED
CREDIT AGREEMENT

This FIRST AMENDMENT, dated as of November 28, 2005 (this "Amendment") to the UNCOMMITTED SECOND AMENDED AND RESTATED CREDIT AGREEMENT, dated as of March 30, 2005 (as amended, supplemented or otherwise modified prior to the date hereof, the "Credit Agreement") among ATMOS ENERGY MARKETING, LLC (f/k/a Woodward Marketing, L.L.C.), a Delaware limited liability company (the "Borrower"), the financial institutions from time to time parties thereto (the "Banks"), FORTIS CAPITAL CORP., a Connecticut corporation ("Fortis"), as Joint Lead Arranger and Joint Bookrunner, as Administrative Agent for the Banks, as Collateral Agent, as an Issuing Bank, and as a Bank, BNP PARIBAS, a bank organized under the laws of France ("BNP Paribas"), as Joint Lead Arranger and Joint Bookrunner, as Documentation Agent (together with the Administrative Agent, the "Agents"), as an Issuing Bank and as a Bank, and SOCIÉTÉ GÉNÉRALE, as a Bank and as Managing Agent.

WHEREAS, the Borrower has, in connection with the recent increase in natural gas prices, requested an increase of \$330,000,000 in the facility, pursuant to which the Banks, on an uncommitted and fully discretionary basis, continue to make loans to the Borrower and continue to issue Letters of Credit for the account of the Borrower in order to provide working capital to the Borrower, to facilitate the Borrower's purchases of natural gas in the ordinary course of business, to secure swap counterparties for out-of-the-money swap obligations, and for such other purposes set forth herein;

continuing obligations under the applicable Security Documents, including as such obligations may be affected by the effectiveness of the First Amendment.

Each party hereto, in its capacity as grantor, guarantor, support provider and subordinated creditor, hereby ratifies that certain First Amendment to the Second Amended and Restated Credit Agreement dated as of March 30, 2005.

[SIGNATURE PAGE FOLLOWS]

ACKNOWLEDGEMENT AND CONSENT

IN WITNESS WHEREOF, the parties hereto have caused this Acknowledgement and Consent to be duly executed and delivered by their respective proper and duly authorized officers as of November 28, 2005.

_____↑

ATMOS ENERGY MARKETING, LLC
as Grantor

By: _____

Title: _____

_____↑

ATMOS ENERGY HOLDINGS, INC.,
as Guarantor and
as Subordinated Creditor

By: _____

Title: _____

_____↑

ATMOS ENERGY CORPORATION,
as Support Provider

By: _____

Title: _____

D...