BEFORE THE TENNESSEE REGULATORY AUTHORITY
NASHVILLE, TENNESSEE

IN RE:

PETITION OF ATMOS ENERGY	**)**	
CORPORATION FOR APPROVAL OF	**)**	
ADJUSTMENT OF ITS RATES AND	**)**	
REVISED TARIFF	**)**	**DOCKET NO. 12-________**

PRE-FILED TESTIMONY OF JAMES H. VANDER WEIDE, PH.D.
ON BEHALF OF ATMOS ENERGY CORPORATION

RATE OF RETURN

& CAPITAL STRUCTURE

ATMOS ENERGY CORPORATION
RATE OF RETURN & CAPITAL STRUCTURE

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I. WITNESS IDENTIFICATION

Q. What is your name and business address?

A. My name is James H. Vander Weide. I am Research Professor of Finance and Economics at Duke University, the Fuqua School of Business. I am also President of Financial Strategy Associates, a firm that provides strategic and financial consulting services to business clients. My business address is 3606 Stoneybrook Drive, Durham, North Carolina.

Q. Would you please describe your educational background and prior academic experience?

A. I graduated from Cornell University with a Bachelor's Degree in Economics and from Northwestern University with a Ph.D. in Finance. After joining the faculty of the School of Business at Duke University, I was named Assistant Professor, Associate Professor, and then Professor. I have published research in the areas of finance and economics and taught courses in corporate finance, investment management, and management of financial institutions at Duke for more than thirty-five years. My research publications and teaching experience are described in Appendix 1. I am now retired from my teaching duties at Duke.

Q. Have you previously testified on financial or economic issues?

A. Yes. As an expert on financial and economic theory and practice, I have participated in more than 400 regulatory and legal proceedings before the U.S. Congress, the Federal Energy Regulatory Commission, the National Energy

Board (Canada), the Federal Communications Commission, the National Telecommunications and Information Administration, the Canadian Radio-Television and Telecommunications Commission, the public service commissions of forty-three states and four Canadian provinces, the insurance commissions of five states, the U.S. Tax Court, the Iowa State Board of Tax Review, the National Association of Securities Dealers, and the North Carolina Property Tax Commission. In addition, I have prepared expert testimony in proceedings before the U.S. District Court for the District of Nebraska; the U.S. District Court for the District of New Hampshire; the U.S. District Court for the District of Northern Illinois; the U.S. District Court for the Eastern District of North Carolina; the Montana Second Judicial District Court, Silver Bow County; the U.S. District Court for the Northern District of California; the Superior Court, North Carolina; the U.S. Bankruptcy Court for the Southern District of West Virginia; and the U. S. District Court for the Eastern District of Michigan.

II. PURPOSE OF TESTIMONY

Q. What is the purpose of your testimony?

A. I have been asked by Atmos Energy Corporation ("Atmos Energy" or "the Company") to prepare an independent appraisal of its cost of equity capital and to recommend a rate of return on equity that is fair, that allows Atmos Energy to attract capital on reasonable terms, and that allows Atmos Energy to maintain its financial integrity. I have also been asked to present the

Company's evidence on its proposed capital structure, its embedded cost of debt, and its weighted average cost of capital.

Q. How do you estimate Atmos Energy's cost of equity?

A. I estimate Atmos Energy's cost of equity by applying several standard cost of equity estimation techniques, including the discounted cash flow ("DCF") model, the risk premium method, and the Capital Asset Pricing Model ("CAPM") to proxy groups of comparable risk utilities.

Q. Why do you apply your cost of equity methods to proxy groups of utilities rather than solely to Atmos Energy?

A. I apply my cost of equity methods to proxy groups of utilities because standard cost of equity methodologies such as the DCF, risk premium, and CAPM require inputs of quantities that are not easily measured. Since these inputs can only be estimated, there is naturally some degree of uncertainty surrounding the estimate of the cost of equity for each company. However, the uncertainty in the estimate of the cost of equity for an individual company can be greatly reduced by applying cost of equity methodologies to one or more samples of comparable companies. Intuitively, unusually high estimates for some individual companies are offset by unusually low estimates for other individual companies. Thus, financial economists invariably apply cost of equity methodologies to one or more groups of comparable companies. In utility regulation, the practice of using comparable companies is further supported by the United States Supreme Court standard that the utility should be allowed to earn a return on its investment that is commensurate with returns being earned on other investments of similar risk (*see Bluefield Water Works and Improvement Co. v. Public Service Comm'n.* 262 U.S. 679, 692 (1923) and *Federal Power Comm'n v. Hope Natural Gas Co.*, 320 U.S. 561, 603 (1944)).

Q. What cost of equity do you find for your comparable companies in this proceeding?

A. I find that the cost of equity for my comparable companies is in the range of 10.7 percent to 11.3 percent, with an average result of 11.0 percent.

Q. What is your recommendation regarding Atmos Energy's cost of equity?

A. I conservatively recommend that Atmos Energy be allowed a fair rate of return on common equity equal to 11.0 percent.

Q. Why is your recommended return on equity conservative?

A. My recommended return on equity is conservative because the financial risk of my comparable companies, which is based on the equity ratio resulting from the market values of their equity and debt, is less than the financial risk implied by the lower equity ratio in Atmos Energy's ratemaking capital structure, which is based on its book values of equity and debt.

Q. Do you have an exhibit to accompany your testimony?

A. Yes. I have an Exhibit JVW-1, consisting of eleven schedules and five appendices that were prepared by me or under my direction and supervision.

III. ECONOMIC AND LEGAL PRINCIPLES

Q. How do economists define the required rate of return, or cost of capital, associated with particular investment decisions such as the decision to invest in natural gas distribution facilities?

A. Economists define the cost of capital as the return investors expect to receive on alternative investments of comparable risk.

Q. How does the cost of capital affect a firm's investment decisions?

A. The goal of a firm is to maximize the value of the firm. This goal can be accomplished by accepting all investments in plant and equipment with an expected rate of return greater than or equal to the cost of capital. Thus, a firm should continue to invest in plant and equipment only so long as the return on its investment is greater than or equal to its cost of capital.

Q. How does the cost of capital affect investors' willingness to invest in a company?

A. The cost of capital measures the return investors can expect on investments of comparable risk. The cost of capital also measures the investor's required rate of return on investment because rational investors will not invest in a particular investment opportunity if the expected return on that opportunity is less than the cost of capital. Thus, the cost of capital is a hurdle rate for both investors and the firm.

Q. Do all investors have the same position in the firm?

A. No. Debt investors have a fixed claim on a firm's assets and income that must be paid prior to any payment to the firm's equity investors. Since the firm's equity investors have a residual claim on the firm's assets and income, equity investments are riskier than debt investments. Thus, the cost of equity exceeds the cost of debt.

Q. What is the economic definition of the cost of equity?

A. As I noted above, the cost of equity is the return investors expect to receive on alternative equity investments of comparable risk. Since the return on an equity investment of comparable risk is not a contractual return, the cost of equity is more difficult to measure than the cost of debt. However, as I have already noted, the cost of equity is greater than the cost of debt. The cost of equity, like the cost of debt, is both forward looking and market based.

Q. How do economists measure the percentages of debt and equity in a firm's capital structure?

A. Economists measure the percentages of debt and equity in a firm's capital structure by first calculating the market value of the firm's debt and the market value of its equity. Economists then calculate the percentage of debt by the ratio of the market value of debt to the combined market value of debt and equity, and the percentage of equity by the ratio of the market value of equity to the combined market values of debt and equity. For example, if a firm's debt has a market value of $25 million and its equity has a market value of $75 million, then its total market capitalization is $100 million, and its capital structure contains 25 percent debt and 75 percent equity.

Q. Why do economists measure a firm's capital structure in terms of the market values of its debt and equity?

A. Economists measure a firm's capital structure in terms of the market values of its debt and equity because: (1) the weighted average cost of capital is defined as the return investors expect to earn on a portfolio of the company's debt and equity securities; (2) investors measure the expected return and risk on their portfolios using market value weights, not book value weights; and (3) market values are the best measures of the amounts of debt and equity investors have invested in the company on a going forward basis.

Q. Why do investors measure the expected return and risk on their investment portfolios using market value weights rather than book value weights?

A. Investors measure the expected return and risk on their investment portfolios using market value weights because market values are the best measure of the amounts the investors currently have invested in each security in the portfolio. From the point of view of investors, the historical cost or book value of their investment is irrelevant for the purpose of assessing the current risk and required return on their portfolios because if they were to sell their investments, they would receive market value, not historical cost. Thus, the return can only be measured in terms of market values.

Q. Is the economic definition of the weighted average cost of capital consistent with regulators' traditional definition of the average cost of capital?

A. No. The economic definition of the weighted average cost of capital is based on the market costs of debt and equity, the market value percentages of debt and equity in a company's capital structure, and the future expected risk of investing in the company. In contrast, regulators have traditionally defined the weighted average cost of capital using the embedded cost of debt and the book values of debt and equity in a company's capital structure.

Q. Are these economic principles regarding the fair return for capital recognized in any Supreme Court cases?

A. Yes. These economic principles, relating to the supply of and demand for capital, are recognized in two United States Supreme Court cases: (1) *Bluefield Water Works and Improvement Co. v. Public Service Comm'n.*; and (2) *Federal Power Comm'n v. Hope Natural Gas Co*. In the *Bluefield Water Works* case, the Court states:

> A public utility is entitled to such rates as will permit it to earn a return upon the value of the property which it employs for the convenience of the public equal to that generally being made at the same time and in the same general part of the country on investments in other business undertakings which are attended by corresponding risks and uncertainties, but it has no constitutional right to profits such as are realized or anticipated in highly profitable enterprises or speculative ventures. The return…should be reasonably sufficient to assure confidence in the financial soundness of the utility, and should be adequate, under efficient and economical management, to maintain and support its credit, and enable it to raise the money necessary for the proper discharge of its public duties. [*Bluefield Water Works and Improvement Co. v. Public Service Comm'n.* 262 U.S. 679, 692 (1923)].

The Court clearly recognizes here that: (1) a regulated firm cannot remain financially sound unless the return it is allowed an opportunity to earn on the value of its property is at least equal to the cost of capital (the principle relating to the demand for capital); and (2) a regulated firm will not be able to attract capital if it does not offer investors an opportunity to earn a return on their investment equal to the return they expect to earn on other investments of the same risk (the principle relating to the supply of capital).

In the *Hope Natural Gas* case, the Court reiterates the financial soundness and capital attraction principles of the *Bluefield* case:

> From the investor or company point of view it is important that there be enough revenue not only for operating expenses but also for the capital costs of the business. These include service on the debt and dividends on the stock... By that standard the return to the equity owner should be commensurate with returns on investments in other enterprises having corresponding risks. That return, moreover, should be sufficient to assure confidence in the financial integrity of the enterprise, so as to maintain its credit and to attract capital. [*Federal Power Comm'n v. Hope Natural Gas Co*., 320 U.S. 591, 603 (1944)]

IV. BUSINESS AND FINANCIAL RISKS IN THE NATURAL GAS DISTRIBUTION INDUSTRY

Q. Are the returns on investment opportunities, such as an investment in Atmos Energy, known with certainty at the time an investment is made?

A. No. The return on an investment in a company depends on the company's expected future cash flows over the life of the investment. Since the company's expected future cash flows are uncertain at the time the investment is made, the return on the investment is also uncertain.

Q. As you discuss above, investors require a return on investment that is equal to the return they expect to receive on other investments of similar risk. Does the required return on an investment depend on the risk of that investment?

A. Yes. Since investors are averse to risk, they require a higher rate of return on investments with greater risk

Q. What fundamental risk do investors face when they invest in a company such as Atmos Energy?

A. Investors face the fundamental risk that their realized, or actual, return on investment will be less than their required return on investment

Q. How do investors measure investment risk?

A. Investors generally measure investment risk by estimating the probability, or likelihood, of earning less than the required return on investment. For investments or projects with potential returns distributed symmetrically about the expected, or mean, return, investors can also measure investment risk by estimating the variance, or volatility, of the potential return on investment.

Q. Do investors distinguish between business and financial risk?

A. Yes. Business risk is the underlying risk that investors will earn less than their required return on investment when the investment is financed entirely with equity. Financial risk is the additional risk of earning less than the required return when the investment is financed with both fixed-cost debt and equity.

Q. What are the primary determinants of a natural gas utility's business risk?

A. The business risk of investing in natural gas utilities such as Atmos Energy is caused by: (1) demand uncertainty; (2) operating expense uncertainty; (3) investment cost uncertainty; (4) high operating leverage; and (5) regulatory uncertainty.

Q. How does demand uncertainty affect a natural gas utility's business risk?

A. Demand uncertainty affects a natural gas utility's business risk through its impact on the variability of the company's revenues and its return on investment. The greater the uncertainty in demand, the greater is the uncertainty in the company's revenues and its return on investment.

Q. What causes the demand for natural gas distribution services to be uncertain?

A. Demand uncertainty is caused by the sensitivity of demand to: (1) the state of the economy and population growth; (2) fluctuations in temperatures during the peak heating season: (3) changes in rates; (4) customer efforts to conserve energy; (5) the ability of customers to switch to alternative sources of energy such as electricity or propane; (6) customer use of more efficient appliances; and (7) potential service interruptions due to accidents or natural disasters.

Q. Why are a natural gas utility's operating expenses uncertain?

A. Operating expense uncertainty arises as a result of variability in (1) purchased gas costs; (2) pipeline capacity costs; (3) employee-related costs such as salaries and wages, pensions, and insurance; (4) maintenance and materials costs; (5) customer billing and accounting expenses; and (6) bad debt expenses.

Q. Why are a natural gas utility's investment costs uncertain?

A. The natural gas utility business requires large investments in the storage and distribution facilities required to deliver natural gas to customers. The future amounts of required investment in storage and distribution facilities are uncertain due to uncertainty regarding: (1) long-run demand; (2) costs of complying with environmental, health, and safety laws and regulations; (3) costs to maintain and replace aging plant and equipment; and (4) costs required to assure adequate natural gas supply to meet forecasted demand.

Q. You note above that high operating leverage contributes to the business risk of utilities. What is operating leverage?

A. Operating leverage is the increased sensitivity of a company's earnings to sales variability that arises when some of the company's costs are fixed.

Q. How do economists measure operating leverage?

A. Economists typically measure operating leverage by the ratio of a company's fixed expenses to its operating margin (revenues minus variable expenses).

Q. What is the difference between fixed and variable expenses?

A. Fixed expenses are expenses that do not vary with output, and variable expenses are expenses that vary directly with output. For natural gas utilities, fixed expenses include the fixed component of operating and maintenance costs, depreciation and amortization, and taxes.

Q. Do natural gas utilities typically experience high operating leverage?

A. Yes. As noted above, operating leverage increases when a firm's commitment to fixed costs rises in relation to its operating margin on sales. The relatively high degree of fixed costs in the natural gas utility business arises primarily from: (1) the average natural gas utility's large investment in fixed plant and equipment; and (2) the relative "fixity" of a natural gas utility's operating and maintenance costs. High operating leverage causes the average natural gas utility's operating income to be highly sensitive to demand and revenue fluctuations.

Q. How does operating leverage affect a company's business risk?

A. Operating leverage affects a company's business risk through its impact on the variability of the company's profits or income. Generally speaking, the higher a company's operating leverage, the higher is the variability of the company's operating profits.

Q. Does regulation create uncertainty for natural gas utilities?

A. Yes. Rates for natural gas distribution services are generally set by state regulatory authorities in a manner that provides natural gas distribution companies an opportunity to recover prudently incurred operating expenses and earn a fair rate of return on their prudently incurred investment in property, plant, and equipment. Investors' perceptions of the business and financial risks of natural gas utilities are strongly influenced by their views of the quality of regulation. Investors are aware that regulators in some jurisdictions may be unwilling at times to set rates that allow companies an opportunity to recover their cost of service in a timely manner and earn a fair and reasonable return on investment. Investors are also aware that, even if a company presently has an opportunity to earn a fair return on its investment in property, plant, and equipment, there is no assurance that they will continue to have such an opportunity in the future. If investors perceive that regulators may not provide an opportunity to earn a fair rate of return on investment, investors may demand a higher rate of return for natural gas utilities operating in such jurisdictions. If investors perceive that regulators are likely to continue to provide an opportunity for a company to earn a fair rate of return on investment, investors will view the risk of earning a less than fair return as minimal.

Natural gas distribution companies are also subject to environmental laws and regulations that currently impose significant costs and potential liabilities. The cost of complying with future environmental regulations is highly uncertain.

Q. You note that financial leverage increases the risk of investors in natural gas utilities such as Atmos Energy. How do economists measure financial leverage?

A. Economists generally measure financial leverage by the percentages of debt and equity in a company's market value capital structure. Companies with a high percentage of debt compared to equity are considered to have high financial leverage.

Q. Why does high financial leverage affect the risk of investing in a natural gas utility's stock?

A. High financial leverage is a source of additional risk to utility stock investors because it increases the percentage of the firm's costs that are fixed, and the presence of higher fixed costs increases the variability of the equity investors' return on investment.

Q. Can the risk of investing in Atmos Energy be distinguished from the risks of investing in companies in other industries?

A. Yes. The risks of investing in natural gas utilities such as Atmos Energy can be distinguished from the risks of investing in companies in many other industries in several ways. First, the risks of investing in natural gas utilities are increased because of the greater capital intensity of the natural gas utility business and the fact that most investments in natural gas facilities are largely irreversible once they are made. Second, unlike returns in competitive industries, the returns from investment in natural gas utilities are largely asymmetric. That is, there is little opportunity for natural gas utilities to earn more than the required return, and a significant chance that the utilities will earn less than the required return.

V. COST OF EQUITY ESTIMATION METHODS

Q. What methods do you use to estimate the cost of common equity capital for Atmos Energy?

A. I review the results of three generally accepted methods for estimating the cost of common equity. These are the Discounted Cash Flow (DCF), the risk premium method, and the Capital Asset Pricing Model (CAPM). The DCF method assumes that the current market price of a firm's stock is equal to the discounted value of all expected future cash flows. The risk premium method assumes that the investor's required return on an equity investment is equal to the interest rate on a long-term bond plus an additional equity risk premium to compensate the investor for the risks of investing in equities compared to bonds. The CAPM assumes that the investor's required rate of return on equity is equal to a risk-free rate of interest plus the product of a company-specific risk factor, beta, and the expected risk premium on the market portfolio.

VI. DISCOUNTED CASH FLOW (DCF) APPROACH

Q. Please describe the DCF model.

A. The DCF model is derived from the assumption that investors value an asset on the basis of the future cash flows they expect to receive from owning the asset. Thus, investors value an investment in a bond because they expect to receive a sequence of semi-annual coupon payments over the life of the bond and a terminal payment equal to the bond's face value at the time the bond matures. Likewise, investors value an investment in a firm's stock because they expect to receive a sequence of dividend payments and, perhaps, expect to sell the stock at a higher price sometime in the future.

A second fundamental principle of the DCF approach is that investors value a dollar received in the future less than a dollar received today. A future dollar is valued less than a current dollar because investors could invest a current dollar in an interest earning account and increase their wealth. This principle is called the time value of money.

Applying the two fundamental DCF principles noted above to an investment in a bond leads to the conclusion that investors value their investment in the bond on the basis of the present value of the bond's future cash flows. Thus, the price of the bond should reflect the timing, magnitude, and relative risk of the expected cash flows. Algebraically this can be expressed as:

EQUATION 1

$$P_B = \frac{C}{(1+i)} + \frac{C}{(1+i)^2} + \cdots + \frac{C+F}{(1+i)^n}$$

where:

P_B	=	Bond price;
C	=	Cash value of the constant coupon payment (assumed for notational convenience to occur annually rather than semi-annually);
F	=	Face value of the bond;
i	=	The rate of interest investors could earn by investing their money in an alternative bond of equal risk; and
n	=	The number of periods before the bond matures.

Applying these same principles to an investment in a firm's stock suggests that the price of the stock should be equal to:

EQUATION 2

$$P_s = \frac{D_1}{(1+k)} + \frac{D_2}{(1+k)^2} + \cdots + \frac{D_n + P_n}{(1+k)^n}$$

where:

P_S	=	Current price of the firm's stock;
$D_1, D_2 ... D_n$	=	Expected annual dividend per share on the firm's stock;
P_n	=	Price per share of stock at the time the investor expects to sell the stock; and
k	=	Return the investor expects to earn on alternative investments of the same risk, i.e., the investor's required rate of return.

Equation (2) is frequently called the annual discounted cash flow model of stock valuation. Assuming that dividends grow at a constant annual rate, *g*, this equation can be solved for *k*, the cost of equity. The resulting cost of equity equation is $k = D_1/P_s + g$, where *k* is the cost of equity, D_1 is the expected next period annual dividend, P_s is the current price of the stock, and *g* is the constant annual growth rate in earnings, dividends, and book value per share. The term D_1/P_s is called the dividend yield component of the annual DCF model, and the term g is called the growth component of the annual DCF model. As in the case of the price of a bond, the price of a stock is related to the timing, magnitude, and relative risk of the expected cash flows.

Q. Are you recommending that the annual DCF model be used to estimate Atmos Energy's cost of equity?

A. No. The DCF model assumes that a company's stock price is equal to the present discounted value of all expected future dividends. The annual DCF model is only a correct expression for the present discounted value of future dividends if dividends are paid annually at the end of each year. Since the companies in my proxy group all pay dividends quarterly, the current market price that investors are willing to pay reflects the expected quarterly receipt of dividends. Therefore, a quarterly DCF model must be used to estimate the cost of equity for these firms. The quarterly DCF model differs from the annual DCF model in that it expresses a company's price as the present discounted value of a quarterly stream of dividend payments. A complete analysis of the implications of the quarterly payment of dividends on the DCF model is provided in Exhibit JVW-1, Appendix 2. For the reasons cited there, I employed the quarterly DCF model throughout my calculations.

Q. Please describe the quarterly DCF model you used.

A. The quarterly DCF model I used is described on Exhibit JVW-1 Schedule 1 and in Appendix 2. The quarterly DCF equation shows that the cost of equity is: the sum of the future expected dividend yield and the growth rate, where the dividend in the dividend yield is the equivalent future value of the four quarterly dividends at the end of the year, and the growth rate is the expected growth in dividends or earnings per share.

Q. In Appendix 2, you demonstrate that the quarterly DCF model provides the theoretically correct valuation of stocks when dividends are paid quarterly. Do investors, in practice, recognize the actual timing and magnitude of cash flows when they value stocks and other securities?

A. Yes. In valuing long-term government or corporate bonds, investors recognize that interest is paid semi-annually. Thus, the price of a long-term government or corporate bond is simply the present value of the semi-annual interest and principal payments on these bonds. Likewise, in valuing mortgages, investors recognize that interest is paid monthly. Thus, the value of a mortgage loan is simply the present value of the monthly interest and principal payments on the loan. In valuing stock investments, stock investors correctly recognize that dividends are paid quarterly. Thus, a firm's stock price is the present value of the stream of quarterly dividends expected from owning the stock.

Q. When valuing bonds, mortgages, or stocks, would investors assume that cash flows are received only at the end of the year, when, in fact, the cash flows are received semi-annually, quarterly, or monthly?

A No. Assuming that cash flows are received at the end of the year when they are received semi-annually, quarterly, or monthly would lead investors to make serious mistakes in valuing investment opportunities. No rational investor would make the mistake of assuming that dividends or other cash flows are paid annually when, in fact, they are paid more frequently.

Q. How do you estimate the growth component of the quarterly DCF model?

A. I use the average analysts' estimates of future earnings per share (EPS) growth reported by I/B/E/S Thomson Reuters (I/B/E/S).

Q. What are the analysts' estimates of future EPS growth?

A. As part of their research, financial analysts working at Wall Street firms periodically estimate EPS growth for each firm they follow. The EPS forecasts for each firm are then published. Investors who are contemplating purchasing or selling shares in individual companies review the forecasts. These estimates represent five-year forecasts of EPS growth.

Q. What is I/B/E/S?

A. I/B/E/S is a division of Thomson Reuters that reports analysts' EPS growth forecasts for a broad group of companies. The forecasts are expressed in terms of a mean forecast and a standard deviation of forecast for each firm. Investors use the mean forecast as an estimate of future firm performance.

Q. Why do you use the I/B/E/S growth estimates?

A. I use the I/B/E/S growth rates because they: (1) are widely circulated in the financial community, (2) include the projections of reputable financial analysts who develop estimates of future EPS growth, (3) are reported on a timely basis to investors, and (4) are widely used by institutional and other investors.

Q. Why do you rely on analysts' projections of future EPS growth in estimating the investors' expected growth rate rather than looking at historical growth rates?

A. I rely on analysts' projections of future EPS growth because there is considerable empirical evidence that investors use analysts' forecasts to estimate future earnings growth.

Q. Have you performed any studies concerning the use of analysts' forecasts as an estimate of investors' expected growth rate, *g*?

A. Yes, I prepared a study in conjunction with Willard T. Carleton, Professor Emeritus of Finance at the University of Arizona, on why analysts' forecasts are the best estimate of investors' expectation of future long-term growth. This study is described in a paper entitled "Investor Growth Expectations and Stock Prices: the Analysts versus History," published in the Spring 1988 edition of *The Journal of Portfolio Management*.

Q. Please summarize the results of your study.

A. First, we performed a correlation analysis to identify the historically oriented growth rates which best described a firm's stock price. Then we did a regression study comparing the historical growth rates with the average analysts' forecasts. In every case, the regression equations containing the average of analysts' forecasts statistically outperformed the regression equations containing the historical growth estimates. These results are consistent with those found by Cragg and Malkiel, the early major research in this area (John G. Cragg and Burton G. Malkiel, *Expectations and the*

Structure of Share Prices, University of Chicago Press, 1982). These results are also consistent with the hypothesis that investors use analysts' forecasts, rather than historically oriented growth calculations, in making stock buy and sell decisions. They provide overwhelming evidence that the analysts' forecasts of future growth are superior to historically oriented growth measures in predicting a firm's stock price.

Q. Has your study been updated?

A. Yes. Researchers at State Street Financial Advisors updated my study using data through year-end 2003. Their results continue to confirm that analysts' growth forecasts are superior to historically-oriented growth measures in predicting a firm's stock price.

Q. What price do you use in your DCF model?

A. I use a simple average of the monthly high and low stock prices for each firm for the three-month period ending March 2012. These high and low stock prices were obtained from Thomson Reuters.

Q. Why do you use the three-month average stock price in applying the DCF method?

A. I use the three-month average stock price in applying the DCF method because stock prices fluctuate daily, while financial analysts' forecasts for a given company are generally changed less frequently, often on a quarterly basis. Thus, to match the stock price with an earnings forecast, it is appropriate to average stock prices over a three-month period.

Q. Do you include an allowance for flotation costs in your DCF analysis?

A. Yes. I include a five percent allowance for flotation costs in my DCF calculations.

Q. Please explain your inclusion of flotation costs.

A. All firms that have sold securities in the capital markets have incurred some level of flotation costs, including underwriters' commissions, legal fees, printing expense, etc. These costs are withheld from the proceeds of the stock sale or are paid separately, and must be recovered over the life of the equity issue. Costs vary depending upon the size of the issue, the type of registration method used and other factors, but in general these costs range between three and five percent of the proceeds from the issue [see Lee, Inmoo, Scott Lochhead, Jay Ritter, and Quanshui Zhao, "The Costs of Raising Capital," *The Journal of Financial Research*, Vol. XIX No 1 (Spring 1996), 59-74, and Clifford W. Smith, "Alternative Methods for Raising Capital," *Journal of Financial Economics* 5 (1977) 273-307]. In addition to these costs, for large equity issues (in relation to outstanding equity shares), there is likely to be a decline in price associated with the sale of shares to the public. On average, the decline due to market pressure has been estimated at two to three percent [see Richard H. Pettway, "The Effects of New Equity Sales Upon Utility Share Prices," *Public Utilities Fortnightly*, May 10, 1984, 35—39]. Thus, the total flotation cost, including both issuance expense and market pressure, could range anywhere from five to eight percent of the proceeds of an equity issue. I believe a combined five percent allowance for flotation costs is a conservative estimate that should be used in applying the DCF model in this proceeding.

Q. Is a flotation cost adjustment only appropriate if a company issues stock during the test year?

A. No. As described in Exhibit JVW-1, Appendix 3, a flotation cost adjustment is required whether or not a company issued new stock during the test year. Previously incurred flotation costs have not been recovered in previous rate cases; rather, they are a permanent cost associated with past issues of common stock. Just as an adjustment is made to the embedded cost of debt to reflect previously incurred debt issuance costs (regardless of whether additional bond issuances were made in the test year), so should an adjustment be made to the cost of equity regardless of whether additional stock was issued during the test year.

Q. How do you apply the DCF approach to obtain the cost of equity capital for Atmos Energy?

A. I apply the DCF approach to the publicly-traded natural gas distribution companies ("LDCs") shown on Exhibit JVW-1 Schedule 1 and the publicly-traded water utilities shown on Exhibit JVW-1 Schedule 2.

Q. How do you select your proxy group of natural gas distribution companies?

A. I select all the companies in Value Line's natural gas industry groups that: (1) are in the business of natural gas distribution; (2) paid dividends during every quarter of the last two years; (3) did not decrease dividends during any quarter of the past two years; (4) have at least two analysts included in the I/B/E/S consensus growth forecast; and (5) are not the subject of a merger offer that has not been completed. In addition, all of the LDCs included in my group have an investment grade bond rating and a Value Line Safety Rank of 1, 2, or 3. The LDCs in my DCF proxy group and the average DCF result are shown on Exhibit JVW-1 Schedule 1.

Q. Why do you eliminate companies that have either decreased or eliminated their dividend in the past two years?

A. The DCF model requires the assumption that dividends will grow at a constant rate into the indefinite future. If a company has either decreased or eliminated its dividend in recent years, an assumption that the company's dividend will grow at the same rate into the indefinite future is questionable.

Q. Why do you eliminate companies that do not have at least two analysts' long-term growth forecasts?

A. As noted above, my studies indicate that the analysts' growth forecasts best approximate the growth forecasts used by investors in making stock buy and sell decisions; and thus, the average of the analysts' growth forecasts is the best available estimate of the growth term in the DCF Model. In my opinion, the DCF result is more reliable if there are at least two analysts' long-term growth estimates.

Q. Why do you eliminate companies that are being acquired in transactions that are not yet completed?

A. A merger announcement generally increases the target company's stock price, but not the acquiring company's stock price. Analysts' growth forecasts for the target company, on the other hand, are necessarily related to the company as it currently exists. The use of a stock price that includes the growth-enhancing prospects of potential mergers in conjunction with growth forecasts that do not include the growth-enhancing prospects of potential mergers produces DCF results that tend to distort a company's cost of equity.

Q. Please summarize the results of your application of the DCF method to the natural gas distribution company proxy group.

A. My application of the DCF method to the natural gas distribution company proxy group produces a market-weighted average result of 10.7 percent, as shown on Exhibit JVW-1 Schedule 1.

Q. You note above that you also apply your DCF method to a proxy group of water utilities. Why do you apply your DCF model to a proxy group of water utilities?

A. I apply my DCF model to a proxy group of water utilities because: (1) the sample of publicly-traded natural gas distribution companies with sufficient information to estimate the cost of equity is relatively small; (2) the water utilities are a reasonable proxy for the risk of investing in natural gas distribution companies; (3) natural gas distribution companies are frequently used as proxies for water utilities in water cases; and (4) it is useful to examine the cost of equity results for a group of companies of similar risk in order to test the reasonableness of the results obtained by applying cost of equity methodologies to the group of publicly-traded natural gas distribution companies. Financial theory does not require that companies be in exactly the same industry to be comparable in risk.

Q. How are the water utilities similar to Atmos Energy?

A. Like Atmos Energy, the water utilities are regulated public utilities that: (1) invest primarily in a capital-intensive physical network that connects the customer to the source of supply; and (2) sell their products and services at regulated rates to customers whose demand is primarily dependent on weather and the state of the economy.

Q. Does your water utility proxy group meet the standards of the *Hope* and *Bluefield* cases you cite above?

A. Yes. The *Hope* and *Bluefield* standard states that a public utility should be allowed to earn a return on its investment that is commensurate with the returns investors are able to earn on investments having similar risk. The water utilities are a group of companies that meet the standards of the *Hope* and *Bluefield* cases because they are a reasonable proxy for the risk of investing in Atmos Energy.

Q. How do you select your group of publicly-traded water companies?

A. I select all the water companies included in the Value Line Investment Survey Standard and Plus editions that: (1) pay dividends; (2) did not decrease dividends during any quarter of the past two years; (3) have at least two analyst's long-term growth forecast; and (4) are not the subject of a merger that has not been completed.

Q. Please summarize the result of your application of the DCF model to your water company proxy group.

A. As shown in Exhibit JVW-1, Schedule 2, my application of the DCF model to the Value Line water companies produces a market-weighted average DCF result of 11.8 percent and a simple average DCF result of 10.6 percent. Because American Water Works represents approximately fifty-five percent of the market capitalization of all the water companies in the group, I will use the midpoint of market-weighted and simple average results, 11.2 percent.

VII. RISK PREMIUM APPROACH

Q. Please describe the risk premium approach to estimating Atmos Energy's cost of equity.

A. The risk premium approach is based on the principle that investors expect to earn a return on an equity investment in Atmos Energy that reflects a "premium" over and above the return they expect to earn on an investment in a portfolio of long-term bonds. This equity risk premium compensates equity investors for the additional risk they bear in making equity investments versus bond investments.

Q. How do you measure the required risk premium on an equity investment in Atmos Energy?

A. I use two methods to estimate the required risk premium on an equity investment in Atmos Energy. The first is called the ex ante risk premium method, and the second is called the ex post risk premium method.

A. Ex Ante Risk Premium Approach

Q. Please describe your ex ante risk premium approach for measuring the required risk premium on an equity investment in Atmos Energy.

A. My ex ante risk premium method is based on studies of the DCF expected return on a comparable group of natural gas distribution companies, which I compared to the interest rate on Moody's A-rated utility bonds. Specifically, for each month in my study period, I calculate the risk premium using the equation,

$$RP_{PROXY} = DCF_{PROXY} - I_A$$

where:

RP_{PROXY}	=	the required risk premium on an equity investment in the proxy group of companies;
DCF_{PROXY}	=	average DCF estimated cost of equity on a portfolio of proxy companies; and
I_A	=	the yield to maturity on an investment in A-rated utility bonds.

I then perform a regression analysis to determine if there is a relationship between the calculated risk premium and interest rates. Finally, I use the results of the regression analysis to estimate the investors' required risk premium. To estimate the cost of equity, I then add the required risk premium to the interest rate on A-rated utility bonds. A detailed description of my ex ante risk premium studies is contained in Appendix 4, and the underlying DCF results and interest rates are displayed in Exhibit JVW-1 Schedule 3.

Q. Why do you apply your ex ante risk premium study only to LDCs rather than to both LDCs and water companies?

A. I apply my ex ante risk premium approach only to LDCs rather than to both LDCs and water utilities because there is sufficient data to apply the DCF method to the LDCs over a relatively long period of time. In contrast, there are few water utilities with consistent data extending back for a reasonably long study period.

Q. What estimated risk premium do you obtain from your ex ante risk premium method?

A. As described in Appendix 4, my analyses produce an estimated risk premium over the yield on A-rated utility bonds equal to 4.84 percent.

Q. What cost of equity result do you obtain from your ex ante risk premium study?

A. To estimate the cost of equity using the ex ante risk premium method, one may add the estimated risk premium over the yield on A-rated utility bonds to the forecasted yield to maturity on A-rated utility bonds. As noted above, one could use the yield to maturity on other debt investments to measure the interest rate component of the risk premium approach as long as one uses the yield on the same debt investment to measure the expected risk premium component of the risk premium approach. I choose to use the yield on A-rated utility bonds because it is a frequently-used benchmark for utility bond yields. I obtain the forecasted yield to maturity on A-rated utility bonds, 6.47 percent, by averaging forecast data from Value Line and Global Insight.[1] My analyses produce an estimated risk premium over the yield on A-rated utility bonds equal to 4.84 percent. Adding an estimated risk premium of 4.8 percent to the 6.5 percent forecasted yield to maturity on A-rated utility bonds produces a cost of equity estimate of 11.3 percent using the ex ante risk premium method (see Appendix 4).

B. Ex Post Risk Premium Approach

Q. Please describe your ex post risk premium approach for measuring the required risk premium on an equity investment in Atmos Energy.

A. I first perform a study of the comparable returns received by bond and stock investors over the seventy-five years of my study. I estimate the returns on stock and bond portfolios, using stock price and dividend yield data on the S&P 500 and bond yield data on Moody's A-rated Utility Bonds. My study consists of making an investment of one dollar in the S&P 500 and Moody's A-rated utility bonds at the beginning of 1937, and reinvesting the principal plus return each year to 2012. The return associated with each stock portfolio is the sum of the annual dividend yield and capital gain (or loss) which accrued

[1] Value Line Selection & Opinion (February 24, 2012) projects a AAA-rated Corporate bond yield equal to 5.30 percent. The February 2012 average spread between A-rated utility bonds and Aaa-rated Corporate bonds is fifty-one basis points (A-rated utility, 4.36 percent, less Aaa-rated Corporate, 3.85 percent, equals fifty-one basis points). Adding fifty-one basis points to the 5.30 percent Value Line forecast equals a forecast yield of 5.81 percent. Global Insight, February 2012, forecasts a AA-rated utility bonds yield equal to 6.80 percent. The average spread between AA-rated utility and A-rated utility bonds, February 2012, is thirty-four basis points (4.36 percent less 4.02 percent). Adding thirty-four basis points to the Global Insight forecast of 6.80 percent equals a forecast yield for A-rated utility bonds equal to 7.14 percent. The average of the forecasts, (5.81 percent using Value Line data and 7.14 percent using Global Insight data) is 6.47 percent.

to this portfolio during the year(s) in which it was held. The return associated with the bond portfolio, on the other hand, is the sum of the annual coupon yield and capital gain (or loss) which accrued to the bond portfolio during the year(s) in which it was held. The resulting annual returns on the stock and bond portfolios purchased in each year from 1937 to 2012 are shown on Exhibit JVW-1 Schedule 4). The average annual return on an investment in the S&P 500 stock portfolio is 11.0 percent, while the average annual return on an investment in the Moody's A-rated utility bond portfolio is 6.7 percent. The risk premium on the S&P 500 stock portfolio is, therefore, 4.3 percent.

I also conduct a second study using stock data on the S&P Utilities rather than the S&P 500. As shown on Exhibit JVW-1 Schedule 5, the S&P Utility stock portfolio shows an average annual return of 10.6 percent per year. Thus, the return on the S&P Utility stock portfolio exceeds the return on the Moody's A–rated utility bond portfolio by 3.8 percent (apparent discrepancy due to rounding).

Q. Why is it appropriate to perform your ex post risk premium analysis using both the S&P 500 and the S&P Utility Stock indices?

A. I perform my ex post risk premium analysis on both the S&P 500 and the S&P Utilities because I believe utilities today face risks that are somewhere in between the average risk of the S&P Utilities and the S&P 500 over the years 1937 to 2012. Thus, I use the average of the two historically-based risk premiums as my estimate of the required risk premium in my ex post risk premium method.

Q. Why do you analyze investors' experiences over such a long time frame?

A. Because day-to-day stock price movements can be somewhat random, it is inappropriate to rely on short-run movements in stock prices in order to derive a reliable risk premium. Rather than buying and selling frequently in anticipation of highly volatile price movements, most investors employ a strategy of buying and holding a diversified portfolio of stocks. This buy-and-hold strategy will allow an investor to achieve a much more predictable long-run return on stock investments and at the same time will minimize transaction costs. The situation is very similar to the problem of predicting the results of coin tosses. I cannot predict with any reasonable degree of accuracy the result of a single, or even a few, flips of a balanced coin; but I can predict with a good deal of confidence that approximately fifty heads will appear in one hundred tosses of this coin. Under these circumstances, it is most appropriate to estimate future experience from long-run evidence of investment performance.

Q. Would your study provide a different ex post risk premium if you started with a different time period?

A. Yes, the ex post risk premium results vary somewhat depending on the historical time period chosen. My policy is to go back as far in history as I can get reliable data. I believe it is most meaningful to begin after the passage and implementation of the Public Utility Holding Company Act of 1935. This Act significantly changed the structure of the public utility industry. Since the Public Utility Holding Company Act of 1935 was not implemented until the beginning of 1937, I feel that numbers taken from before this date are not comparable to those taken after. (The repeal of the 1935 Act does not have a material impact on the structure of the public utility industry; thus, the Act's repeal does not have any impact on my choice of time period.)

Q. Why is it necessary to examine the yield from debt investments in order to determine the investors' required rate of return on equity capital?

A. As previously explained, investors expect to earn a return on their equity investment that exceeds currently available bond yields because the return on equity, as a residual return, is less certain than the yield on bonds; and investors must be compensated for this uncertainty. Second, investors' current expectations concerning the amount by which the return on equity will exceed the bond yield will be strongly influenced by historical differences in returns to bond and stock investors. For these reasons, we can estimate investors' current expected returns on equity investments from knowledge of current bond yields and past differences between returns on stocks and bonds.

Q. Has there been any significant trend in the ex post equity risk premium over the 1937 to 2012 time period of your study?

A. No. Statisticians test for trends in data series by regressing the data observations against time. I have performed such a time series regression on my two data sets of historical risk premiums. As shown below in TABLE 1 and TABLE 2, there is no statistically significant trend in my risk premium data. Indeed, the coefficient on the time variable is insignificantly different from zero (if there were a trend, the coefficient on the time variable should be significantly different from zero).

TABLE 1
REGRESSION OUTPUT FOR RISK PREMIUM ON S&P 500

LINE NO.		INTERCEPT	TIME	ADJUSTED R SQUARE	F
1	Coefficient	3.013	(0.002)	0.024	2.83
2	T Statistic	1.706	(1.682)		

TABLE 2
REGRESSION OUTPUT FOR RISK PREMIUM ON S&P UTILITIES

LINE NO.		INTERCEPT	TIME	ADJUSTED R SQUARE	F
1	Coefficient	1.990	(0.001)	0.008	1.56
2	T Statistic	1.275	(1.251)		

Q. Is your conclusion that there is no significant trend in the equity risk premium supported in the financial literature?

A. Yes. Ibbotson® SBBI® 2012 Valuation Edition Yearbook Stocks, Bonds, Bills, and Inflation® ("Ibbotson® SBBI®") published by Morningstar, Inc., contains an analysis of "trends" in historical risk premium data. Ibbotson® SBBI® uses correlation analysis to determine if there is any pattern or "trend" in risk premiums over time. This analysis also demonstrates that there are no trends in risk premiums over time.

Q. Why is it significant that historical risk premiums have no trend or other statistical pattern over time?

A. The significance of this evidence is that the average historical risk premium is a reasonable estimate of the future expected risk premium. As noted in Ibbotson® SBBI®:

> The significance of this evidence is that the realized equity risk premium next year will not be dependent on the realized equity risk premium from this year. That is, there is no discernible pattern in the realized equity risk premium—it is virtually impossible to forecast next year's realized risk premium based on the premium of the previous year. For example, if this year's difference between the riskless rate and the return on the stock market is higher than last year's, that does not imply that next year's will be higher than this year's. It is as likely to be higher as it is lower. The best estimate of the expected value of a variable that has behaved randomly in the past is the average (or arithmetic mean) of its past values. [Ibbotson® SBBI®, page 58.]

Q. What conclusions do you draw from your ex post risk premium analyses about the required return on an equity investment in Atmos Energy?

A. My studies provide strong evidence that investors today require an equity return of approximately 3.8 to 4.3 percentage points above the expected yield on A-rated utility bonds. As discussed above, the forecast yield on A-rated utility bonds is 6.47 percent. Adding a 3.8 to 4.3 percentage point risk premium to a yield of 6.47 percent on A-rated utility bonds, I obtain an expected return on equity in the range 10.3 percent to 10.8 percent, with a midpoint of 10.5 percent. Adding a twenty-basis-point allowance for flotation costs, I obtain an estimate of 10.7 percent as the ex post risk premium cost of equity for Atmos Energy. (I determine the flotation cost allowance by calculating the difference in my DCF results with and without a flotation cost allowance.).

VIII. CAPITAL ASSET PRICING MODEL

Q. What is the CAPM?

A. The CAPM is an equilibrium model of the security markets in which the expected or required return on a given security is equal to the risk-free rate of interest, plus the company equity "beta," times the market risk premium:

Cost of equity = Risk-free rate + Equity beta x Market risk premium

The risk-free rate in this equation is the expected rate of return on a risk-free government security, the equity beta is a measure of the company's risk relative to the market as a whole, and the market risk premium is the premium investors require to invest in the market basket of all securities compared to the risk-free security.

Q. How do you use the CAPM to estimate the cost of equity for your proxy companies?

A. The CAPM requires an estimate of the risk-free rate, the company-specific risk factor or beta, and the expected return on the market portfolio. For my estimate of the risk-free rate, I use the forecasted yield to maturity on 20-year Treasury bonds of 4.9 percent, using forecast data from Value Line and Global Insight.[2] I use the 20-year Treasury bond to estimate the risk-free rate because SBBI® estimates the risk premium using 20-year Treasury bonds, and one should use the same maturity to estimate the risk-free rate as is used to estimate the risk premium on the market portfolio.

[2] Value Line forecasts a yield on 10-year Treasury notes equal to 3.5 percent. The current spread between the average February 2012 yield on 10-year Treasury notes (1.97 percent) and 20-year Treasury bonds (2.75 percent) is seventy-eight basis points. Adding seventy-eight basis points to Value Line's 3.5 percent forecast produces a forecasted yield of 4.28 percent for 20-year Treasury bonds (see Value Line Investment Survey, Selection & Opinion, February 24, 2012). Global Insight forecasts a yield of 2.66 percent on 10-year Treasury notes. Adding the seventy-eight basis point spread between 10-year Treasury notes and 20-year Treasury bonds to the forecast equals a forecast of 5.55 percent. The average of these two forecasts (4.28 percent and 5.55 percent) is 4.91 percent.

For my estimate of the company-specific risk, or beta, I use the average 0.73 Value Line beta for my proxy natural gas distribution companies. For my estimate of the expected risk premium on the market portfolio, I use two approaches. First, I estimate the risk premium on the market portfolio using historical risk premium data reported by SBBI®. Second, I estimate the risk premium on the market portfolio from the difference between the DCF cost of equity for the S&P 500 and the forecasted yield to maturity on 20-year Treasury bonds.

Q. How do you estimate the expected risk premium on the market portfolio using historical risk premium data reported by SBBI?

A. I estimate the expected risk premium on the market portfolio by calculating the difference between the arithmetic mean return on the S&P 500 from 1926 through 2011 (11.77 percent) and the average income return on 20-year U.S. Treasury bonds over the same period (5.15 percent) (see Ibbotson® SBBI® 2012 Valuation Yearbook, published by Morningstar®). Thus, my historical risk premium method produces a risk premium of 6.6 percent (11.77 – 5.15 = 6.62).

Q. Why do you recommend that the risk premium on the market portfolio be estimated using the arithmetic mean return on the S&P 500?

A. As explained in SBBI®, the arithmetic mean return is the best approach for calculating the return investors expect to receive in the future:

> The equity risk premium data presented in this book are arithmetic average risk premia as opposed to geometric average risk premia. The arithmetic average equity risk premium can be demonstrated to be most appropriate when discounting future

> cash flows. For use as the expected equity risk premium in either the CAPM or the building block approach, the arithmetic mean or the simple difference of the arithmetic means of stock market returns and riskless rates is the relevant number. This is because both the CAPM and the building block approach are additive models, in which the cost of capital is the sum of its parts. The geometric average is more appropriate for reporting past performance, since it represents the compound average return. [SBBI, p. 56.]

A discussion of the importance of using arithmetic mean returns in the context of CAPM or risk premium studies is contained in Exhibit JVW-1 Schedule 6.

Q. Why do you recommend that the risk premium on the market portfolio be estimated using the income return on 20-year Treasury bonds rather than the total return on these bonds?

A. As discussed above, the CAPM requires an estimate of the risk-free rate of interest. When Treasury bonds are issued, the income return on the bond is risk free, but the total return, which includes both income and capital gains or losses, is not. Thus, the income return should be used in the CAPM because it is only the income return that is risk free.

Q. What CAPM result do you obtain when you estimate the expected return on the market portfolio from the arithmetic mean difference between the return on the market and the yield on 20-year Treasury bonds?

A. I obtain a CAPM estimate of 9.95 percent (see Exhibit JVW-1 Schedule 7).

Q. What CAPM result do you obtain when you estimate the risk premium on the market portfolio by applying the DCF model to the S&P 500?

A. I obtain a CAPM result of 10.9 percent (see Exhibit JVW-1 Schedule 8).

Q. Can a reasonable application of the CAPM produce higher cost of equity results than you have just reported?

A. Yes. The CAPM tends to underestimate the cost of equity for small market capitalization companies such as many of the companies in my natural gas utilities.

Q. Does the finance literature support an adjustment to the CAPM equation to account for a company's size as measured by market capitalization supported in the finance literature?

A. Yes. For example, Ibbotson® SBBI® supports such an adjustment. Their estimates of the size premium required to be added to the basic CAPM cost of equity are shown below in TABLE 3.

TABLE 3
IBBOTSON® ESTIMATES OF PREMIUMS FOR COMPANY SIZE[3]

DECILE	SMALLEST MKT. CAP. ($MILLIONS)	LARGEST MKT. CAP. ($MILLIONS)	PREMIUM
Large-Cap (No Adjustment)	>6,896.389		--
Mid-Cap (3-5)	1,621.096	6,896.389	1.14%
Low-Cap (6-8)	422.999	1,620.860	1.88%
Micro-Cap (9-10)	1.028	422.811	3.89%

Q. Are there other reasons to believe that the CAPM may produce cost of equity estimates at this time that are unreasonably low?

A. Yes. There is considerable evidence in the finance literature that the CAPM tends to underestimate the cost of equity for companies whose equity beta is

3 2012 Ibbotson® SBBI® Valuation Yearbook.

less than 1.0 and to overestimate the cost of equity for companies whose equity beta is greater than 1.0.[4]

Q. Can you briefly summarize the evidence that the CAPM underestimates the required returns for securities or portfolios with betas less than 1.0 and overestimates required returns for securities or portfolios with betas greater than 1.0?

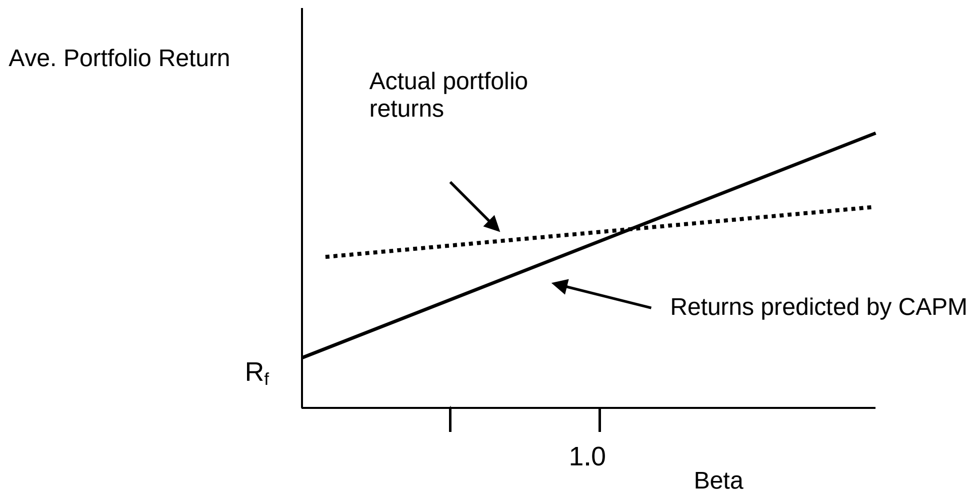
A. Yes. The CAPM conjectures that security returns increase with increases in security betas in line with the equation

$$ER_i = R_f + \beta_i \left[ER_m - R_f\right],$$

where ER_i is the expected return on security or portfolio *i*, R_f is the risk-free rate, $ER_m - R_f$ is the expected risk premium on the market portfolio, and β_i is a measure of the risk of investing in security or portfolio *i*. If the CAPM correctly predicts the relationship between risk and return in the marketplace, then the realized returns on portfolios of securities and the corresponding portfolio betas should lie on the solid straight line with intercept R_f and slope $[R_m - R_f]$ shown below.

4 *See*, for example, Fischer Black, Michael C. Jensen, and Myron Scholes, "The Capital Asset Pricing Model: Some Empirical Tests," in *Studies in the Theory of Capital Markets*, M. Jensen, ed. New York: Praeger, 1972; Eugene Fama and James MacBeth, "Risk, Return, and Equilibrium: Empirical Tests," *Journal of Political Economy* 81 (1973), pp. 607-36; Robert Litzenberger and Krishna Ramaswamy, "The Effect of Personal Taxes and Dividends on Capital Asset Prices: Theory and Empirical Evidence," *Journal of Financial Economics* 7 (1979), pp. 163-95.; Rolf Banz, "The Relationship between Return and Market Value of Common Stocks," *Journal of Financial Economics* (March 1981), pp. 3-18; and Eugene Fama and Kenneth French, "The Cross-Section of Expected Returns," *Journal of Finance* (June 1992), pp. 427-465.

Figure 1
Average Returns Compared to Beta for Portfolios Formed on Prior Beta



Financial scholars have found that the relationship between realized returns and betas is inconsistent with the relationship posited by the CAPM. As described in Fama and French (1992) and Fama and French (2004), the actual relationship between portfolio betas and returns is shown by the dotted line in the figure above. Although financial scholars disagree on the reasons why the return/beta relationship looks more like the dotted line in the figure than the solid line, they generally agree that the dotted line lies above the solid line for portfolios with betas less than 1.0 and below the solid line for portfolios with betas greater than 1.0. Thus, in practice, scholars generally agree that the CAPM underestimates portfolio returns for companies with betas less than 1.0, and overestimates portfolio returns for portfolios with betas greater than 1.0.

Q. What conclusions do you reach from your review of the literature on the CAPM to predict the relationship between risk and return in the marketplace?

A. I conclude that the financial literature strongly supports the proposition that the CAPM underestimates the cost of equity for companies such as public utilities with betas less than 1.0. I also conclude that the results of the CAPM should be given little or no weight in this proceeding because the average beta for my proxy group of water companies is significantly less than 1.0.

IX. FAIR RATE OF RETURN ON EQUITY

Q. Please summarize your findings concerning Atmos Energy's cost of equity.

A. Based on my application of several cost of equity methods to my comparable companies, I conclude that my comparable companies' cost of equity is in the range 10.7 percent to 11.3 percent.

TABLE 4
COST OF EQUITY MODEL RESULTS

METHOD	MODEL RESULT
DCF—LDC	10.7%
DCF—Water	11.2%
Ex Ante Risk Premium	11.3%
Ex Post Risk Premium	10.7%
Range of Results	10.7% - 11.3%

Q. Does the cost of equity for Atmos Energy depend on its ratemaking capital structure?

A. Yes. My analyses are based on the average market value capital structure of my proxy companies, which has more than 65 percent equity. If Atmos Energy's ratemaking, or book value capital structure, is used to set rates, the cost of equity for Atmos Energy will necessarily be higher than the cost of equity for the proxy group because the financial risk associated with Atmos Energy's book value capital structure is significantly higher than the financial risk reflected in the cost of equity estimate for my proxy companies.

Q. What ROE do you recommend for Atmos Energy?

A. I recommend an ROE of 11.0 percent for Atmos Energy. My recommendation is conservative in that it does not reflect the higher financial risk implicit in the book value capital structure of Atmos Energy, which will be used to set rates in this proceeding.

X. CAPITAL STRUCTURE, EMBEDDED COST OF DEBT, AND WEIGHTED AVERAGE COST OF CAPITAL

Q. How are Atmos Energy's regulated utility operations organized?

A. Atmos Energy's regulated utility operations are organized in six unincorporated divisions. Atmos Energy's Tennessee operations are part of its Kentucky/Mid-States Division.

Q. Do Atmos Energy's unincorporated divisions issue their own debt or equity?

A. No. Atmos Energy's divisions, including the Kentucky/Mid-States Division, are not separate legal entities, and legally comprise part of Atmos Energy. Therefore, all debt or equity supporting Atmos Energy's utility operations must be (and is) issued by Atmos Energy as a whole, on a consolidated basis.

Q. What is Atmos Energy's proposed capital structure in this proceeding?

A. The Company proposes to use its three-year average capital structure as of March 31 in each of the years 2010, 2011, and 2012. This three-year average capital structure consists of 1.26 percent short term debt, 47.42 percent long term debt, and 51.32 percent shareholders' equity (see Exhibit JVW-1, Schedule 9). I note that Atmos Energy provides the debt and equity capital that supports the assets serving Tennessee customers.

Q. Has the Tennessee Regulatory Authority ("the Authority") previously used a three-year average capital structure to set rates for natural gas companies?

A. Yes. The Authority previously used a three-year average capital structure to set rates for Piedmont Natural Gas Company, Inc., in TRA Docket No. 11-00144. The Authority also used a three-year average capital structure to set rates for Chattanooga Gas Company in TRA Docket No. 09-00183.

Q. What cost rates is the Company proposing for debt capital in this case?

A. The Company proposes a cost of short term debt equal to 1.34 percent and a cost of long-term debt equal to 6.50 percent. These cost rates represent the weighted average costs of short-term debt and long-term debt over the past year as of March 31, 2012 (see Exhibit JVW-1, Schedule 10 and Exhibit JVW-1, Schedule 11).

Q. What is the Company's proposed weighted average cost of capital?

A. As shown in TABLE 5 below, the Company's proposed weighted average cost of capital is 8.74 percent.

TABLE 5
ATMOS ENERGY'S WEIGHTED AVERAGE COST OF CAPITAL

SOURCE OF CAPITAL	% OF TOTAL	COST RATE	WEIGHTED COST
Short-Term Debt	1.26%	1.34%	0.02%
Long-Term Debt	47.42%	6.50%	3.08%
Shareholders' Equity	51.32%	11%	5.65%
Total	100.00%		8.74%

Q. Does this conclude your testimony?

A. Yes, it does.

BEFORE THE TENNESSEE REGULATORY AUTHORITY
NASHVILLE, TENNESSEE

IN RE:	)	
	)	
PETITION OF ATMOS ENERGY	)	
CORPORATION FOR APPROVAL OF	)	
ADJUSTMENT OF ITS RATES AND	)	
REVISED TARIFF	)	**DOCKET NO.**

VERIFICATION

STATE OF NORTH CAROLINA)
)
COUNTY OF DURHAM)

I, James H. Vander Weide, being first duly sworn, state that I am President of Financial Strategy Associates, that I am authorized to testify on behalf of Atmos Energy Corporation in the above referenced docket, that the Testimony of James H. Vander Weide in Support of Atmos Energy Corporation's Petition and the Exhibits thereto pre-filed in this docket on the date of filing of this Petition are true and correct to the best of my knowledge, information and belief.

James H. Vander Weide
James H. Vander Weide, Ph.D.

Sworn and subscribed before me this 14 day of May, 2012.

Ann G. Bolick
Notary Public

My Commission Expires: 4/03/2017

ANN G BOLICK
NOTARY PUBLIC
GRANVILLE COUNTY, NC
My Commission Expires APRIL 03, 2017

LIST OF SCHEDULES AND APPENDICES

ATMOS ENERGY
EXHIBIT JVW-1
SCHEDULE 1
SUMMARY OF DISCOUNTED CASH FLOW ANALYSIS
FOR NATURAL GAS DISTRIBUTION COMPANIES

LINE NO.	COMPANY	d_0	P_0	GROWTH	COST OF EQUITY
1	AGL Resources	0.460	40.587	3.27%	8.3%
2	Atmos Energy	0.345	31.915	3.53%	8.4%
3	NiSource Inc.	0.230	23.568	8.37%	13.0%
4	Northwest Nat. Gas	0.445	46.930	3.25%	7.4%
5	ONEOK	0.610	83.822	9.99%	13.2%
6	Piedmont Natural Gas	0.300	32.820	4.55%	8.6%
7	Questar Corp.	0.163	19.593	4.95%	8.6%
8	South Jersey Inds.	0.403	53.625	8.50%	11.9%
9	WGL Holdings Inc.	0.388	42.242	4.50%	8.7%
10	Market-weighted Average				10.7%

Notes:

d_0	=	Most recent quarterly dividend.
d_1, d_2, d_3, d_4	=	Next four quarterly dividends, calculated by multiplying the last four quarterly dividends per *Value Line* and Yahoo Finance, by the factor (1 + g).
P_0	=	Average of the monthly high and low stock prices during the three months ending March 2012 per Thomson Reuters.
FC	=	Flotation costs expressed as a percent of gross proceeds.
g	=	Average of I/B/E/S and Value Line forecasts of future earnings growth March 2012.
k	=	Cost of equity using the quarterly version of the DCF model shown by the formula below:

$$k = \frac{d_1(1+k)^{.75} + d_2(1+k)^{.50} + d_3(1+k)^{.25} + d_4}{P_0(1-FC)} + g$$

ATMOS ENERGY
EXHIBIT JVW-1
SCHEDULE 2
SUMMARY OF DISCOUNTED CASH FLOW ANALYSIS
FOR WATER UTILITIES

LINE NO.	COMPANY	d_0	3-MO. AVE. PRICE	I/B/E/S GROWTH	COST OF EQUITY
1	Amer. States Water	0.280	36.365	5.70%	9.2%
2	Amer. Water Works	0.230	33.464	9.22%	12.5%
3	Aqua America	0.165	22.012	7.52%	10.9%
4	Artesian Res. 'A'	0.193	19.000	4.40%	9.0%
5	California Water	0.158	18.481	9.93%	14.0%
6	Connecticut Water Service, Inc.	0.238	29.715	4.55%	8.2%
7	Average				10.6%
8	Market-weighted Average				11.8%

Notes:

d_0 = Most recent quarterly dividend.
d_1, d_2, d_3, d_4 = Next four quarterly dividends, calculated by multiplying the last four quarterly dividends per *Value Line* and Yahoo Finance by the factor (1 + g).
P_0 = Average of the monthly high and low stock prices during the three months ending March 2012 from Thomson Reuters.
FC = Flotation costs expressed as a percent of gross proceeds.
g = I/B/E/S forecast of future earnings growth March 2012.
k = Cost of equity using the quarterly version of the DCF model shown by the formula below:

$$k = \frac{d_1(1+k)^{.75} + d_2(1+k)^{.50} + d_3(1+k)^{.25} + d_4}{P_0(1-FC)} + g$$

ATMOS ENERGY
EXHIBIT JVW-1
SCHEDULE 3
COMPARISON OF DCF EXPECTED RETURN
ON AN EQUITY INVESTMENT IN NATURAL GAS DISTRIBUTION COMPANIES
TO THE INTEREST RATE ON A-RATED UTILITY BONDS

LINE NO.	DATE	DCF	BOND YIELD	RISK PREMIUM
1	Jun-98	0.1154	0.0703	0.0451
2	Jul-98	0.1186	0.0703	0.0483
3	Aug-98	0.1234	0.0700	0.0534
4	Sep-98	0.1273	0.0693	0.0580
5	Oct-98	0.1260	0.0696	0.0564
6	Nov-98	0.1211	0.0703	0.0508
7	Dec-98	0.1185	0.0691	0.0494
8	Jan-99	0.1195	0.0697	0.0498
9	Feb-99	0.1243	0.0709	0.0534
10	Mar-99	0.1257	0.0726	0.0531
11	Apr-99	0.1260	0.0722	0.0538
12	May-99	0.1221	0.0747	0.0474
13	Jun-99	0.1208	0.0774	0.0434
14	Jul-99	0.1222	0.0771	0.0451
15	Aug-99	0.1220	0.0791	0.0429
16	Sep-99	0.1226	0.0793	0.0433
17	Oct-99	0.1233	0.0806	0.0427
18	Nov-99	0.1240	0.0794	0.0446
19	Dec-99	0.1280	0.0814	0.0466
20	Jan-00	0.1301	0.0835	0.0466
21	Feb-00	0.1344	0.0825	0.0519
22	Mar-00	0.1344	0.0828	0.0516
23	Apr-00	0.1316	0.0829	0.0487
24	May-00	0.1292	0.0870	0.0422
25	Jun-00	0.1295	0.0836	0.0459
26	Jul-00	0.1317	0.0825	0.0492
27	Aug-00	0.1290	0.0813	0.0477
28	Sep-00	0.1257	0.0823	0.0434
29	Oct-00	0.1260	0.0814	0.0446
30	Nov-00	0.1251	0.0811	0.0440
31	Dec-00	0.1239	0.0784	0.0455
32	Jan-01	0.1261	0.0780	0.0481
33	Feb-01	0.1261	0.0774	0.0487
34	Mar-01	0.1275	0.0768	0.0507

LINE NO.	DATE	DCF	BOND YIELD	RISK PREMIUM
35	Apr-01	0.1227	0.0794	0.0433
36	May-01	0.1302	0.0799	0.0503
37	Jun-01	0.1304	0.0785	0.0519
38	Jul-01	0.1338	0.0778	0.0560
39	Aug-01	0.1327	0.0759	0.0568
40	Sep-01	0.1268	0.0775	0.0493
41	Oct-01	0.1268	0.0763	0.0505
42	Nov-01	0.1268	0.0757	0.0511
43	Dec-01	0.1254	0.0783	0.0471
44	Jan-02	0.1236	0.0766	0.0470
45	Feb-02	0.1241	0.0754	0.0487
46	Mar-02	0.1189	0.0776	0.0413
47	Apr-02	0.1159	0.0757	0.0402
48	May-02	0.1162	0.0752	0.0410
49	Jun-02	0.1170	0.0741	0.0429
50	Jul-02	0.1242	0.0731	0.0511
51	Aug-02	0.1234	0.0717	0.0517
52	Sep-02	0.1260	0.0708	0.0552
53	Oct-02	0.1250	0.0723	0.0527
54	Nov-02	0.1221	0.0714	0.0507
55	Dec-02	0.1216	0.0707	0.0509
56	Jan-03	0.1219	0.0706	0.0513
57	Feb-03	0.1232	0.0693	0.0539
58	Mar-03	0.1195	0.0679	0.0516
59	Apr-03	0.1162	0.0664	0.0498
60	May-03	0.1126	0.0636	0.0490
61	Jun-03	0.1114	0.0621	0.0493
62	Jul-03	0.1127	0.0657	0.0470
63	Aug-03	0.1139	0.0678	0.0461
64	Sep-03	0.1127	0.0656	0.0471
65	Oct-03	0.1123	0.0643	0.0480
66	Nov-03	0.1089	0.0637	0.0452
67	Dec-03	0.1071	0.0627	0.0444
68	Jan-04	0.1059	0.0615	0.0444
69	Feb-04	0.1039	0.0615	0.0424
70	Mar-04	0.1037	0.0597	0.0440
71	Apr-04	0.1041	0.0635	0.0406
72	May-04	0.1045	0.0662	0.0383
73	Jun-04	0.1036	0.0646	0.0390
74	Jul-04	0.1011	0.0627	0.0384
75	Aug-04	0.1008	0.0614	0.0394
76	Sep-04	0.0976	0.0598	0.0378
77	Oct-04	0.0974	0.0594	0.0380
78	Nov-04	0.0962	0.0597	0.0365
79	Dec-04	0.0970	0.0592	0.0378
80	Jan-05	0.0990	0.0578	0.0412
81	Feb-05	0.0979	0.0561	0.0418
82	Mar-05	0.0979	0.0583	0.0396
83	Apr-05	0.0988	0.0564	0.0424

LINE NO.	DATE	DCF	BOND YIELD	RISK PREMIUM
84	May-05	0.0981	0.0553	0.0427
85	Jun-05	0.0976	0.0540	0.0436
86	Jul-05	0.0966	0.0551	0.0415
87	Aug-05	0.0969	0.0550	0.0419
88	Sep-05	0.0980	0.0552	0.0428
89	Oct-05	0.0990	0.0579	0.0411
90	Nov-05	0.1049	0.0588	0.0461
91	Dec-05	0.1045	0.0580	0.0465
92	Jan-06	0.0982	0.0575	0.0407
93	Feb-06	0.1124	0.0582	0.0542
94	Mar-06	0.1127	0.0598	0.0529
95	Apr-06	0.1100	0.0629	0.0471
96	May-06	0.1056	0.0642	0.0414
97	Jun-06	0.1049	0.0640	0.0409
98	Jul-06	0.1087	0.0637	0.0450
99	Aug-06	0.1041	0.0620	0.0421
100	Sep-06	0.1053	0.0600	0.0453
101	Oct-06	0.1030	0.0598	0.0432
102	Nov-06	0.1033	0.0580	0.0453
103	Dec-06	0.1035	0.0581	0.0454
104	Jan-07	0.1013	0.0596	0.0417
105	Feb-07	0.1018	0.0590	0.0428
106	Mar-07	0.1018	0.0585	0.0433
107	Apr-07	0.1007	0.0597	0.0410
108	May-07	0.0967	0.0599	0.0368
109	Jun-07	0.0970	0.0630	0.0340
110	Jul-07	0.1006	0.0625	0.0381
111	Aug-07	0.1021	0.0624	0.0397
112	Sep-07	0.1014	0.0618	0.0396
113	Oct-07	0.1080	0.0611	0.0469
114	Nov-07	0.1083	0.0597	0.0486
115	Dec-07	0.1084	0.0616	0.0468
116	Jan-08	0.1113	0.0602	0.0511
117	Feb-08	0.1139	0.0621	0.0518
118	Mar-08	0.1147	0.0621	0.0526
119	Apr-08	0.1167	0.0629	0.0538
120	May-08	0.1069	0.0627	0.0442
121	Jun-08	0.1062	0.0638	0.0424
122	Jul-08	0.1086	0.0640	0.0446
123	Aug-08	0.1123	0.0637	0.0486
124	Sep-08	0.1130	0.0649	0.0481
125	Oct-08	0.1213	0.0756	0.0457
126	Nov-08	0.1221	0.0760	0.0461
127	Dec-08	0.1162	0.0654	0.0508
128	Jan-09	0.1131	0.0639	0.0492
129	Feb-09	0.1155	0.0630	0.0524
130	Mar-09	0.1198	0.0642	0.0556
131	Apr-09	0.1146	0.0648	0.0498
132	May-09	0.1225	0.0649	0.0576
133	Jun-09	0.1208	0.0620	0.0588

LINE NO.	DATE	DCF	BOND YIELD	RISK PREMIUM
134	Jul-09	0.1145	0.0597	0.0548
135	Aug-09	0.1109	0.0571	0.0538
136	Sep-09	0.1109	0.0553	0.0556
137	Oct-09	0.1146	0.0555	0.0592
138	Nov-09	0.1148	0.0564	0.0584
139	Dec-09	0.1123	0.0579	0.0544
140	Jan-10	0.1198	0.0577	0.0621
141	Feb-10	0.1167	0.0587	0.0580
142	Mar-10	0.1074	0.0584	0.0490
143	Apr-10	0.0934	0.0582	0.0352
144	May-10	0.0970	0.0552	0.0418
145	Jun-10	0.0953	0.0546	0.0407
146	Jul-10	0.1050	0.0526	0.0524
147	Aug-10	0.1038	0.0501	0.0537
148	Sep-10	0.1034	0.0501	0.0533
149	Oct-10	0.1050	0.0510	0.0540
150	Nov-10	0.1041	0.0536	0.0505
151	Dec-10	0.1029	0.0557	0.0472
152	Jan-11	0.1019	0.0557	0.0462
153	Feb-11	0.1004	0.0568	0.0436
154	Mar-11	0.1014	0.0556	0.0458
155	Apr-11	0.1031	0.0555	0.0476
156	May-11	0.1018	0.0532	0.0486
157	Jun-11	0.1020	0.0526	0.0494
158	Jul-11	0.1035	0.0527	0.0508
159	Aug-11	0.1179	0.0469	0.0710
160	Sep-11	0.1155	0.0448	0.0707
161	Oct-11	0.1150	0.0452	0.0698
162	Nov-11	0.1120	0.0452	0.0668
163	Dec-11	0.1092	0.0452	0.0640
164	Jan-12	0.1078	0.0452	0.0626
165	Feb-12	0.1081	0.0452	0.0629
166	Mar-12	0.1081	0.0452	0.0629

Notes: A-rated utility bond yield information from the Mergent Bond Record. DCF results are calculated using a quarterly DCF model as follows:

D_0	=	Latest quarterly dividend per *Value Line* and Yahoo Finance.
P_0	=	Average of the monthly high and low stock prices for each month from Thomson Reuters.
FC	=	Flotation costs expressed as a percent of gross proceeds.
g	=	I/B/E/S forecast of future earnings growth for each month.
k	=	Cost of equity using the quarterly version of the DCF model shown by the formula below:

$$k = \left[\frac{d_0(1+g)^{\frac{1}{4}}}{P_0} \right]^4 - 1$$

ATMOS ENERGY
EXHIBIT JVW-1
SCHEDULE 4
COMPARATIVE RETURNS ON S&P 500 STOCK INDEX AND MOODY'S A-RATED BONDS 1937 – 2012

LINE NO.	YEAR	S&P 500 STOCK PRICE	STOCK DIVIDEND YIELD	STOCK RETURN	A-RATED BOND PRICE	BOND RETURN	RISK PREMIUM
1	2012	1,300.58	0.0214		$94.36		
2	2011	1,282.62	0.0185	3.25%	$77.36	27.14%	-23.89%
3	2010	1,123.58	0.0203	16.18%	$75.02	8.44%	7.74%
4	2009	865.58	0.0310	32.91%	$68.43	15.48%	17.43%
5	2008	1,378.76	0.0206	-35.16%	$72.25	0.24%	-35.40%
6	2007	1,424.16	0.0181	-1.38%	$72.91	4.59%	-5.97%
7	2006	1,278.72	0.0183	13.20%	$75.25	2.20%	11.01%
8	2005	1,181.41	0.0177	10.01%	$74.91	5.80%	4.21%
9	2004	1,132.52	0.0162	5.94%	$70.87	11.34%	-5.40%
10	2003	895.84	0.0180	28.22%	$62.26	20.27%	7.95%
11	2002	1,140.21	0.0138	-20.05%	$57.44	15.35%	-35.40%
12	2001	1,335.63	0.0116	-13.47%	$56.40	8.93%	-22.40%
13	2000	1,425.59	0.0118	-5.13%	$52.60	14.82%	-19.95%
14	1999	1,248.77	0.0130	15.46%	$63.03	-10.20%	25.66%
15	1998	963.35	0.0162	31.25%	$62.43	7.38%	23.87%
16	1997	766.22	0.0195	27.68%	$56.62	17.32%	10.36%
17	1996	614.42	0.0231	27.02%	$60.91	-0.48%	27.49%
18	1995	465.25	0.0287	34.93%	$50.22	29.26%	5.68%
19	1994	472.99	0.0269	1.05%	$60.01	-9.65%	10.71%
20	1993	435.23	0.0288	11.56%	$53.13	20.48%	-8.93%
21	1992	416.08	0.0290	7.50%	$49.56	15.27%	-7.77%
22	1991	325.49	0.0382	31.65%	$44.84	19.44%	12.21%
23	1990	339.97	0.0341	-0.85%	$45.60	7.11%	-7.96%
24	1989	285.41	0.0364	22.76%	$43.06	15.18%	7.58%
25	1988	250.48	0.0366	17.61%	$40.10	17.36%	0.25%
26	1987	264.51	0.0317	-2.13%	$48.92	-9.84%	7.71%
27	1986	208.19	0.0390	30.95%	$39.98	32.36%	-1.41%
28	1985	171.61	0.0451	25.83%	$32.57	35.05%	-9.22%
29	1984	166.39	0.0427	7.41%	$31.49	16.12%	-8.72%
30	1983	144.27	0.0479	20.12%	$29.41	20.65%	-0.53%
31	1982	117.28	0.0595	28.96%	$24.48	36.48%	-7.51%
32	1981	132.97	0.0480	-7.00%	$29.37	-3.01%	-3.99%
33	1980	110.87	0.0541	25.34%	$34.69	-3.81%	29.16%
34	1979	99.71	0.0533	16.52%	$43.91	-11.89%	28.41%
35	1978	90.25	0.0532	15.80%	$49.09	-2.40%	18.20%
36	1977	103.80	0.0399	-9.06%	$50.95	4.20%	-13.27%
37	1976	96.86	0.0380	10.96%	$43.91	25.13%	-14.17%
38	1975	72.56	0.0507	38.56%	$41.76	14.75%	23.81%
39	1974	96.11	0.0364	-20.86%	$52.54	-12.91%	-7.96%

LINE NO.	YEAR	S&P 500 STOCK PRICE	STOCK DIVIDEND YIELD	STOCK RETURN	A-RATED BOND PRICE	BOND RETURN	RISK PREMIUM
40	1973	118.40	0.0269	-16.14%	$58.51	-3.37%	-12.77%
41	1972	103.30	0.0296	17.58%	$56.47	10.69%	6.89%
42	1971	93.49	0.0332	13.81%	$53.93	12.13%	1.69%
43	1970	90.31	0.0356	7.08%	$50.46	14.81%	-7.73%
44	1969	102.00	0.0306	-8.40%	$62.43	-12.76%	4.36%
45	1968	95.04	0.0313	10.45%	$66.97	-0.81%	11.26%
46	1967	84.45	0.0351	16.05%	$78.69	-9.81%	25.86%
47	1966	93.32	0.0302	-6.48%	$86.57	-4.48%	-2.00%
48	1965	86.12	0.0299	11.35%	$91.40	-0.91%	12.26%
49	1964	76.45	0.0305	15.70%	$92.01	3.68%	12.02%
50	1963	65.06	0.0331	20.82%	$93.56	2.61%	18.20%
51	1962	69.07	0.0297	-2.84%	$89.60	8.89%	-11.73%
52	1961	59.72	0.0328	18.94%	$89.74	4.29%	14.64%
53	1960	58.03	0.0327	6.18%	$84.36	11.13%	-4.95%
54	1959	55.62	0.0324	7.57%	$91.55	-3.49%	11.06%
55	1958	41.12	0.0448	39.74%	$101.22	-5.60%	45.35%
56	1957	45.43	0.0431	-5.18%	$100.70	4.49%	-9.67%
57	1956	44.15	0.0424	7.14%	$113.00	-7.35%	14.49%
58	1955	35.60	0.0438	28.40%	$116.77	0.20%	28.20%
59	1954	25.46	0.0569	45.52%	$112.79	7.07%	38.45%
60	1953	26.18	0.0545	2.70%	$114.24	2.24%	0.46%
61	1952	24.19	0.0582	14.05%	$113.41	4.26%	9.79%
62	1951	21.21	0.0634	20.39%	$123.44	-4.89%	25.28%
63	1950	16.88	0.0665	32.30%	$125.08	1.89%	30.41%
64	1949	15.36	0.0620	16.10%	$119.82	7.72%	8.37%
65	1948	14.83	0.0571	9.28%	$118.50	4.49%	4.79%
66	1947	15.21	0.0449	1.99%	$126.02	-2.79%	4.79%
67	1946	18.02	0.0356	-12.03%	$126.74	2.59%	-14.63%
68	1945	13.49	0.0460	38.18%	$119.82	9.11%	29.07%
69	1944	11.85	0.0495	18.79%	$119.82	3.34%	15.45%
70	1943	10.09	0.0554	22.98%	$118.50	4.49%	18.49%
71	1942	8.93	0.0788	20.87%	$117.63	4.14%	16.73%
72	1941	10.55	0.0638	-8.98%	$116.34	4.55%	-13.52%
73	1940	12.30	0.0458	-9.65%	$112.39	7.08%	-16.73%
74	1939	12.50	0.0349	1.89%	$105.75	10.05%	-8.16%
75	1938	11.31	0.0784	18.36%	$99.83	9.94%	8.42%
76	1937	17.59	0.0434	-31.36%	$103.18	0.63%	-31.99%
77	Average			11.0%		6.7%	4.3%

Note: See Appendix 5 for an explanation of how stock and bond returns are derived and the source of the data presented.

ATMOS ENERGY
EXHIBIT JVW-1
SCHEDULE 5
COMPARATIVE RETURNS ON S&P UTILITY STOCK INDEX AND MOODY'S A-RATED BONDS 1937 – 2012

LINE NO.	YEAR	S&P UTILITY STOCK PRICE	STOCK DIVIDEND YIELD	STOCK RETURN	A-RATED BOND PRICE	BOND RETURN	RISK PREMIUM
1	2012				$94.36		
2	2011			19.99%	$77.36	27.14%	-7.15%
3	2010			7.04%	$75.02	8.44%	-1.40%
4	2009			10.71%	$68.43	15.48%	-4.77%
5	2008			-25.90%	$72.25	0.24%	-26.14%
6	2007			16.56%	$72.91	4.59%	11.96%
7	2006			20.76%	$75.25	2.20%	18.56%
8	2005			16.05%	$74.91	5.80%	10.25%
9	2004			22.84%	$70.87	11.34%	11.50%
10	2003			23.48%	$62.26	20.27%	3.21%
11	2002			-14.73%	$57.44	15.35%	-30.08%
11	2001	307.70	0.0287	-17.90%	$56.40	8.93%	-26.83%
12	2000	239.17	0.0413	32.78%	$52.60	14.82%	17.96%
13	1999	253.52	0.0394	-1.72%	$63.03	-10.20%	8.48%
14	1998	228.61	0.0457	15.47%	$62.43	7.38%	8.09%
15	1997	201.14	0.0492	18.58%	$56.62	17.32%	1.26%
16	1996	202.57	0.0454	3.83%	$60.91	-0.48%	4.31%
17	1995	153.87	0.0584	37.49%	$50.22	29.26%	8.23%
18	1994	168.70	0.0496	-3.83%	$60.01	-9.65%	5.82%
19	1993	159.79	0.0537	10.95%	$53.13	20.48%	-9.54%
20	1992	149.70	0.0572	12.46%	$49.56	15.27%	-2.81%
21	1991	138.38	0.0607	14.25%	$44.84	19.44%	-5.19%
22	1990	146.04	0.0558	0.33%	$45.60	7.11%	-6.78%
23	1989	114.37	0.0699	34.68%	$43.06	15.18%	19.51%
24	1988	106.13	0.0704	14.80%	$40.10	17.36%	-2.55%
25	1987	120.09	0.0588	-5.74%	$48.92	-9.84%	4.10%
26	1986	92.06	0.0742	37.87%	$39.98	32.36%	5.51%
27	1985	75.83	0.0860	30.00%	$32.57	35.05%	-5.04%
28	1984	68.50	0.0925	19.95%	$31.49	16.12%	3.83%
29	1983	61.89	0.0948	20.16%	$29.41	20.65%	-0.49%
30	1982	51.81	0.1074	30.20%	$24.48	36.48%	-6.28%
31	1981	52.01	0.0978	9.40%	$29.37	-3.01%	12.41%
32	1980	50.26	0.0953	13.01%	$34.69	-3.81%	16.83%
33	1979	50.33	0.0893	8.79%	$43.91	-11.89%	20.68%
34	1978	52.40	0.0791	3.96%	$49.09	-2.40%	6.36%
35	1977	54.01	0.0714	4.16%	$50.95	4.20%	-0.04%
36	1976	46.99	0.0776	22.70%	$43.91	25.13%	-2.43%
37	1975	38.19	0.0920	32.24%	$41.76	14.75%	17.49%
38	1974	48.60	0.0713	-14.29%	$52.54	-12.91%	-1.38%
39	1973	60.01	0.0556	-13.45%	$58.51	-3.37%	-10.08%
40	1972	60.19	0.0542	5.12%	$56.47	10.69%	-5.57%
41	1971	63.43	0.0504	-0.07%	$53.93	12.13%	-12.19%
42	1970	55.72	0.0561	19.45%	$50.46	14.81%	4.64%

LINE NO.	YEAR	S&P UTILITY STOCK PRICE	STOCK DIVIDEND YIELD	STOCK RETURN	A-RATED BOND PRICE	BOND RETURN	RISK PREMIUM
43	1969	68.65	0.0445	-14.38%	$62.43	-12.76%	-1.62%
44	1968	68.02	0.0435	5.28%	$66.97	-0.81%	6.08%
45	1967	70.63	0.0392	0.22%	$78.69	-9.81%	10.03%
46	1966	74.50	0.0347	-1.72%	$86.57	-4.48%	2.76%
47	1965	75.87	0.0315	1.34%	$91.40	-0.91%	2.25%
48	1964	67.26	0.0331	16.11%	$92.01	3.68%	12.43%
49	1963	63.35	0.0330	9.47%	$93.56	2.61%	6.86%
50	1962	62.69	0.0320	4.25%	$89.60	8.89%	-4.64%
51	1961	52.73	0.0358	22.47%	$89.74	4.29%	18.18%
52	1960	44.50	0.0403	22.52%	$84.36	11.13%	11.39%
53	1959	43.96	0.0377	5.00%	$91.55	-3.49%	8.49%
54	1958	33.30	0.0487	36.88%	$101.22	-5.60%	42.48%
55	1957	32.32	0.0487	7.90%	$100.70	4.49%	3.41%
56	1956	31.55	0.0472	7.16%	$113.00	-7.35%	14.51%
57	1955	29.89	0.0461	10.16%	$116.77	0.20%	9.97%
58	1954	25.51	0.0520	22.37%	$112.79	7.07%	15.30%
59	1953	24.41	0.0511	9.62%	$114.24	2.24%	7.38%
60	1952	22.22	0.0550	15.36%	$113.41	4.26%	11.10%
61	1951	20.01	0.0606	17.10%	$123.44	-4.89%	21.99%
62	1950	20.20	0.0554	4.60%	$125.08	1.89%	2.71%
63	1949	16.54	0.0570	27.83%	$119.82	7.72%	20.10%
64	1948	16.53	0.0535	5.41%	$118.50	4.49%	0.92%
65	1947	19.21	0.0354	-10.41%	$126.02	-2.79%	-7.62%
66	1946	21.34	0.0298	-7.00%	$126.74	2.59%	-9.59%
67	1945	13.91	0.0448	57.89%	$119.82	9.11%	48.79%
68	1944	12.10	0.0569	20.65%	$119.82	3.34%	17.31%
69	1943	9.22	0.0621	37.45%	$118.50	4.49%	32.96%
70	1942	8.54	0.0940	17.36%	$117.63	4.14%	13.22%
71	1941	13.25	0.0717	-28.38%	$116.34	4.55%	-32.92%
72	1940	16.97	0.0540	-16.52%	$112.39	7.08%	-23.60%
73	1939	16.05	0.0553	11.26%	$105.75	10.05%	1.21%
74	1938	14.30	0.0730	19.54%	$99.83	9.94%	9.59%
75	1937	24.34	0.0432	-36.93%	$103.18	0.63%	-37.55%
76	Average			10.6%		6.7%	3.8%

See Appendix 5 for an explanation of how stock and bond returns are derived and the source of the data presented. Standard & Poor's discontinued its S&P Utilities Index in December 2001 and replaced its utilities stock index with separate indices for electric and natural gas utilities. In this study, the stock returns beginning in 2002 are based on the total returns for the EEI Index of U.S. shareholder-owned electric utilities, as reported by EEI on its website.
http://www.eei.org/whatwedo/DataAnalysis/IndusFinanAnalysis/Pages/QtrlyFinancialUpdates.aspx

ATMOS ENERGY
EXHIBIT JVW-1
SCHEDULE 6
USING THE ARITHMETIC MEAN TO ESTIMATE THE COST OF EQUITY CAPITAL

Consider an investment that in a given year generates a return of 30 percent with probability equal to .5 and a return of -10 percent with a probability equal to .5. For each one dollar invested, the possible outcomes of this investment at the end of year one are:

Ending Wealth	Probability
$1.30	0.50
$0.90	0.50

At the end of year two, the possible outcomes are:

Ending Wealth			Probability	Value x Probability
(1.30) (1.30)	=	$1.69	0.25	0.4225
(1.30) (.9)	=	$1.17	0.50	0.5850
(.9) (.9)	=	$0.81	0.25	0.2025
Expected Wealth	=			$1.21

The expected value of this investment at the end of year two is $1.21. In a competitive capital market, the cost of equity is equal to the expected rate of return on an investment. In the above example, the cost of equity is that rate of return which will make the initial investment of one dollar grow to the expected value of $1.21 at the end of two years. Thus, the cost of equity is the solution to the equation:

$$1(1+k)^2 = 1.21 \text{ or}$$

$$k = (1.21/1)^{.5} - 1 = 10\%.$$

The arithmetic mean of this investment is:

$$(30\%)\ (.5) + (-10\%)\ (.5) = 10\%.$$

Thus, the arithmetic mean is equal to the cost of equity capital.

The geometric mean of this investment is:

$$[(1.3)\ (.9)]^{.5} - 1 = .082 = 8.2\%.$$

Thus, the geometric mean is not equal to the cost of equity capital.

The lesson is obvious: for an investment with an uncertain outcome, the arithmetic mean is the best measure of the cost of equity capital.

ATMOS ENERGY
EXHIBIT JVW-1
SCHEDULE 7
CALCULATION OF CAPITAL ASSET PRICING MODEL COST OF EQUITY USING THE IBBOTSON® SBBI® 6.6 PERCENT RISK PREMIUM

LINE NO.	FACTOR	VALUE	DESCRIPTION
1	Risk-free Rate	4.91%	Long-term Treasury bond yield forecast
2	Beta	0.73	Average Beta natural gas companies
3	Risk Premium	6.62%	Long-horizon SBBI risk premium
4	Beta x Risk Premium	4.83%	
5	Flotation	0.21%	
6	CAPM cost of equity	9.95%	

Ibbotson SBBI® risk premium from 2012 Ibbotson® SBBI® Stocks, Bonds, Bills, and Inflation® Valuation Yearbook; Value Line beta for comparable companies from Value Line March 2012. Forecast 20-year Treasury bond yield using data from Value Line Selection & Opinion, February 24, 2012, and Global Insight February 2012.

COMPARABLE COMPANY BETAS

LINE NO.	COMPANY	VALUE LINE BETA
1	AGL Resources	0.75
2	Atmos Energy	0.70
3	NiSource Inc.	0.85
4	Northwest Nat. Gas	0.60
5	ONEOK	0.95
6	Piedmont Natural Gas	0.70
7	South Jersey Inds.	0.65
8	WGL Holdings Inc.	0.65
9	Questar Corp.	NA
10	Average	0.73

Data from Value Line March 2012.

ATMOS ENERGY
EXHIBIT JVW-1
SCHEDULE 8
CALCULATION OF CAPITAL ASSET PRICING MODEL COST OF EQUITY
USING DCF ESTIMATE OF THE EXPECTED RATE OF RETURN
ON THE MARKET PORTFOLIO

LINE NO.	FACTOR	VALUE	DESCRIPTION
1	Risk-free Rate	4.91%	Long-term Treasury bond yield forecast
2	Beta	0.73	Average Beta Comparable Water Companies
3	DCF S&P 500	12.85%	DCF Cost of Equity S&P 500 (see following)
4	Risk Premium	7.94%	
5	Beta * Risk Premium	5.79%	
6	Flotation cost	0.21%	
7	Cost of Equity	10.9%	

Value Line beta for comparable companies from Value Line March 2012. Forecast 20-year Treasury bond yield using data from Value Line Selection & Opinion, February 24, 2012, and Global Insight February 2012.

ATMOS ENERGY
EXHIBIT JVW-1
SCHEDULE 8 (CONTINUED)
CALCULATION OF CAPITAL ASSET PRICING MODEL COST OF EQUITY USING DCF ESTIMATE OF THE EXPECTED RATE OF RETURN ON THE MARKET PORTFOLIO
SUMMARY OF DISCOUNTED CASH FLOW ANALYSIS FOR S&P 500 COMPANIES

COMPANY	P_0	D_0	GROWTH	COST OF EQUITY
3M	86.78	2.36	10.07%	13.1%
ABBOTT LABORATORIES	56.56	2.04	8.27%	12.2%
ACCENTURE	58.45	1.35	10.60%	13.2%
AETNA	45.42	0.70	10.88%	12.6%
AFLAC	46.83	1.32	10.16%	13.3%
AGILENT TECHS.	42.62	0.40	14.07%	15.1%
AIR PRDS.& CHEMS.	89.90	2.56	10.46%	13.6%
ALLERGAN	89.20	0.20	13.46%	13.7%
ALLSTATE	30.32	0.88	9.13%	12.3%
ALTERA	39.03	0.32	10.48%	11.4%
AMERICAN EXPRESS	52.32	0.80	10.62%	12.3%
AMERISOURCEBERGEN	38.29	0.52	13.10%	14.6%
AMGEN	67.34	1.44	9.36%	11.7%
AMPHENOL 'A'	54.41	0.42	11.75%	12.6%
ANALOG DEVICES	38.90	1.20	8.88%	12.3%
AON CLASS A	47.67	0.60	9.42%	10.8%
ASSURANT	41.18	0.72	10.33%	12.3%
AT&T	30.34	1.76	7.78%	14.2%
AUTOMATIC DATA PROC.	54.95	1.58	10.03%	13.2%
BANK OF NEW YORK MELLON	21.82	0.52	11.28%	14.0%
BAXTER INTL.	56.30	1.34	8.71%	11.3%
BB&T	28.53	0.64	9.59%	12.1%
BEAM	54.09	0.82	12.02%	13.7%
BEMIS	31.52	1.00	7.56%	11.0%
BOSTON PROPERTIES	102.98	2.20	11.51%	13.9%
CA	25.65	1.00	10.67%	15.0%
CARDINAL HEALTH	42.33	0.86	11.86%	14.1%
CARNIVAL	31.34	1.00	10.36%	13.9%
CF INDUSTRIES HDG.	176.95	1.60	11.68%	12.7%
CHARLES SCHWAB	13.16	0.24	12.72%	14.8%
CHESAPEAKE ENERGY	23.30	0.35	13.60%	15.3%
CINTAS	37.98	0.54	12.64%	14.3%
CLOROX	68.51	2.40	7.73%	11.6%
CME GROUP	264.02	8.92	10.88%	14.7%
CMS ENERGY	21.76	0.96	6.12%	10.9%
COLGATE-PALM.	92.41	2.48	8.40%	11.3%
CONSOL EN.	35.23	0.50	13.40%	15.0%
COSTCO WHOLESALE	85.22	0.96	12.68%	14.0%

COMPANY	P_0	D_0	GROWTH	COST OF EQUITY
COVIDIEN	51.26	0.90	9.83%	11.8%
CVS CAREMARK	43.55	0.65	11.29%	13.0%
DEERE	83.69	1.84	10.82%	13.3%
DISCOVER FINANCIAL SVS.	29.00	0.40	10.50%	12.0%
DOW CHEMICAL	33.26	1.00	9.97%	13.3%
E I DU PONT DE NEMOURS	50.51	1.64	9.45%	13.0%
EATON	49.64	1.52	12.08%	15.6%
EMERSON ELECTRIC	50.83	1.60	11.90%	15.5%
EQUIFAX	41.09	0.72	10.37%	12.3%
ESTEE LAUDER COS.'A'	58.30	0.52	12.40%	13.4%
EXPEDIA	32.35	0.36	9.81%	11.0%
EXPEDITOR INTL.OF WASH.	43.93	0.50	13.00%	14.3%
FEDEX	91.31	0.52	13.41%	14.1%
FMC	95.54	0.72	11.16%	12.0%
GAMESTOP 'A'	23.99	0.60	8.10%	10.8%
GANNETT	14.99	0.80	6.02%	11.8%
GAP	21.91	0.50	8.84%	11.3%
GENERAL DYNAMICS	71.21	2.04	7.92%	11.0%
GENERAL MILLS	39.39	1.22	7.44%	10.8%
HJ HEINZ	53.09	1.92	8.32%	12.3%
ILLINOIS TOOL WORKS	53.95	1.44	11.62%	14.6%
INGERSOLL-RAND	37.21	0.64	11.15%	13.1%
INTEL	26.65	0.84	11.61%	15.2%
INTERNATIONAL BUS.MCHS.	194.41	3.00	10.82%	12.5%
INTL.GAME TECH.	16.03	0.24	13.38%	15.1%
INVESCO	23.64	0.49	13.01%	15.4%
JP MORGAN CHASE & CO.	39.12	1.20	7.63%	11.0%
KLA TENCOR	50.19	1.40	9.67%	12.8%
KRAFT FOODS	38.17	1.16	9.33%	12.7%
KROGER	24.02	0.46	10.61%	12.7%
LEGG MASON	26.91	0.32	13.03%	14.4%
LIMITED BRANDS	44.12	1.00	12.91%	15.5%
LINCOLN NAT.	23.57	0.32	9.63%	11.1%
LINEAR TECH.	32.87	1.00	9.67%	13.0%
M&T BK.	81.41	2.80	9.28%	13.1%
MACY'S	36.30	0.80	12.40%	14.9%
MARATHON PETROLEUM	40.39	1.00	10.12%	12.9%
MARSH & MCLENNAN	31.91	0.88	11.98%	15.1%
MCCORMICK & CO NV.	51.43	1.24	8.80%	11.4%
MCDONALDS	99.17	2.80	9.97%	13.1%
MCGRAW-HILL	46.45	1.02	10.97%	13.4%
MEAD JOHNSON NUTRITION	76.87	1.20	11.30%	13.0%
METLIFE	36.56	0.74	9.20%	11.4%
MICROSOFT	30.42	0.80	7.96%	10.8%
MOLEX	26.78	0.80	8.61%	11.9%
MONSANTO	78.95	1.20	11.26%	13.0%

COMPANY	P_0	D_0	GROWTH	COST OF EQUITY
MURPHY OIL	60.72	1.10	13.45%	15.5%
NIKE 'B'	105.22	1.44	13.03%	14.6%
NISOURCE	23.57	0.92	8.37%	12.7%
NOBLE	36.87	0.57	11.14%	12.9%
NORDSTROM	51.75	1.08	11.49%	13.8%
NUCOR	43.33	1.46	9.12%	12.8%
NYSE EURONEXT	28.49	1.20	10.18%	14.9%
OCCIDENTAL PTL.	99.99	2.16	11.72%	14.2%
OMNICOM GP.	47.68	1.20	10.66%	13.5%
ONEOK	83.82	2.44	9.99%	13.2%
ORACLE	28.60	0.24	11.69%	12.6%
PATTERSON COMPANIES	31.74	0.56	11.16%	13.1%
PAYCHEX	31.49	1.28	9.93%	14.5%
PEABODY ENERGY	34.96	0.34	10.89%	12.0%
PEPSICO	64.88	2.06	7.60%	11.1%
PERKINELMER	25.00	0.28	11.12%	12.4%
PERRIGO	99.74	0.32	14.39%	14.8%
PPG INDUSTRIES	90.60	2.28	12.31%	15.2%
PRAXAIR	108.70	2.20	11.35%	13.6%
PREC.CASTPARTS	170.16	0.12	14.83%	14.9%
PRINCIPAL FINL.GP.	27.07	0.72	11.07%	14.1%
PROCTER & GAMBLE	65.70	2.10	8.67%	12.2%
QUEST DIAGNOSTICS	58.38	0.68	11.02%	12.3%
RALPH LAUREN CL.A	162.14	0.80	15.06%	15.6%
RAYTHEON 'B'	50.15	2.00	8.16%	12.5%
ROCKWELL AUTOMATION	79.75	1.70	12.25%	14.7%
ROCKWELL COLLINS	58.57	0.96	9.48%	11.3%
ROSS STORES	52.87	0.56	13.13%	14.3%
RYDER SYSTEM	54.58	1.16	11.50%	13.9%
SAFEWAY	21.54	0.58	7.93%	10.9%
SARA LEE	19.98	0.46	11.68%	14.3%
SCRIPPS NETWORKS INTACT. 'A'	44.94	0.48	12.32%	13.5%
SEALED AIR	19.60	0.52	7.94%	10.8%
SOUTHWEST AIRLINES	8.98	0.02	11.92%	12.2%
SPECTRA ENERGY	31.24	1.12	7.13%	11.0%
ST.JUDE MEDICAL	40.85	0.92	10.07%	12.6%
STAPLES	15.43	0.44	9.64%	12.8%
STATE STREET	42.04	0.96	10.48%	13.0%
STRYKER	53.76	0.85	10.79%	12.6%
SUNTRUST BANKS	21.79	0.20	10.60%	11.6%
TARGET	53.69	1.20	11.18%	13.7%
TE CONNECTIVITY	34.97	0.72	11.23%	13.5%
THE HERSHEY COMPANY	60.86	1.52	8.35%	11.1%
THERMO FISHER SCIENTIFIC	53.93	0.52	12.20%	13.3%
TIME WARNER	37.34	1.04	11.91%	15.1%
TJX COS.	35.54	0.46	12.20%	13.7%

COMPANY	P_0	D_0	GROWTH	COST OF EQUITY
TOTAL SYSTEM SERVICES	21.65	0.40	10.65%	12.7%
TYCO INTERNATIONAL	51.22	1.00	13.10%	15.3%
UNITED TECHNOLOGIES	80.86	1.92	12.00%	14.7%
UNITEDHEALTH GP.	53.95	0.65	10.90%	12.2%
UNUM GROUP	22.98	0.42	9.33%	11.3%
US BANCORP	29.19	0.78	10.74%	13.7%
V F	140.08	2.88	12.69%	15.0%
VALERO ENERGY	24.51	0.60	8.29%	11.0%
VULCAN MATERIALS	43.74	0.04	11.33%	11.4%
WAL MART STORES	60.23	1.59	9.10%	12.0%
WALGREEN	33.94	0.90	9.14%	12.1%
WALT DISNEY	40.89	0.60	12.42%	14.1%
WELLPOINT	67.58	1.15	9.71%	11.6%
WELLS FARGO & CO	30.84	0.48	9.55%	11.3%
WESTERN UNION	18.36	0.40	11.29%	13.7%
WW GRAINGER	203.22	2.64	13.32%	14.8%
WYNN RESORTS	118.31	2.00	11.98%	13.9%
XL GROUP	20.42	0.44	10.00%	12.4%
YUM! BRANDS	64.85	1.14	12.93%	14.9%
ZIONS BANCORP.	18.82	0.04	13.70%	13.9%
Market-weighted Average				12.8%

Notes: In applying the DCF model to the S&P 500, I included in the DCF analysis only those companies in the S&P 500 group which pay a dividend, have a positive growth rate, and have at least three analysts' long-term growth estimates. To be conservative, I also eliminated those 25% of companies with the highest and lowest DCF results.

D_0 = Current dividend per Thomson Reuters.
P_0 = Average of the monthly high and low stock prices during the three months ending March 2012 per Thomson Reuters.
g = I/B/E/S forecast of future earnings growth March 2012.
k = Cost of equity using the quarterly version of the DCF model shown below:

$$k = \left[\frac{d_0 (1+g)^{\frac{1}{4}}}{P_0} \right]^4 - 1$$

ATMOS ENERGY
EXHIBIT JVW-1
SCHEDULE 9
ATMOS ENERGY'S THREE YEAR AVERAGE CAPITAL STRUCTURE

Line No.	Description	March 31, 2012 $	%	March 31, 2011 $	%	March 31, 2010 $	%	3 year average $	%
	(a)	(b)	(c)	(d)	(e)	(f)	(g)	(h)	(i)
1	LT Debt	$ 2,206,343,717	46.54%	$ 2,159,757,889	47.64%	$ 2,169,606,408	48.12%	$ 2,178,569,338	47.42%
2	ST Debt	173,995,744	3.67%	-	0.00%	-	0.00%	57,998,581	1.26%
3	Equity	2,360,711,148	49.79%	2,373,978,719	52.36%	2,338,842,613	51.88%	2,357,844,160	51.32%
4									
5	Total Capital	$ 4,741,050,609	100.00%	$ 4,533,736,608	100.00%	$ 4,508,449,022	100.00%	$ 4,594,412,080	100.00%

ATMOS ENERGY
EXHIBIT JVW-1
SCHEDULE 10
ATMOS ENERGY'S COST OF SHORT TERM DEBT
(CALCULATION OF AVERAGE AT MARCH 31, 2012)

		Atmos Utility Only - calc of STD rate			Detail of Colm (b) Utility Int Exp & Fees		
Line No.	Date	STD Avg Daily Bal	STD Int Exp & fees	STD avg rate	Int Exp	Commit fees	Bank Admin
	(a)	(b)	(c)	(d)	(e)	(f)	(g)
1	Mar-11	2,774,194					
2	Apr-11	-	79,489		-	47,291	32,198
3	May-11	220,660,000	286,767		65,009	113,131	108,627
4	Jun-11	140,000,000	182,770		37,389	96,839	48,542
5	Jul-11	12,870,968	151,063		2,993	99,529	48,542
6	Aug-11	61,774,194	163,216		15,146	99,529	48,542
7	Sep-11	136,413,333	177,256		32,396	96,318	48,542
8	Oct-11	220,800,000	202,059		53,988	99,529	48,542
9	Nov-11	300,293,333	217,915		73,055	96,318	48,542
10	Dec-11	347,645,161	257,466		109,396	99,529	48,542
11	Jan-12	303,919,355	246,966		98,895	99,529	48,542
12	Feb-12	224,948,276	210,121		68,471	93,108	48,542
13	Mar-12	161,919,355	201,006		52,936	99,529	48,542
14			2,376,093		609,673	1,140,178	626,242
15							
16		177,603,665		1.34%	per STD rpts:	1,749,852	

ATMOS ENERGY
EXHIBIT JVW-1
SCHEDULE 11
ATMOS ENERGY'S COST OF LONG TERM DEBT
(CALCULATION OF AVERAGE AT MARCH 31, 2012)

Atmos Energy Corp., Consolidated:

Line	Debt Series (a)	Issued (b)	Outstanding 3/31/2011 (c)	Outstanding 4/30/2011 (d)	Outstanding 5/31/2011 (e)	Outstanding 6/30/2011 (f)	Outstanding 7/31/2011 (g)	Outstanding 8/31/2011 (h)	Outstanding 9/30/2011 (i)	Outstanding 10/31/2011 (j)	Outstanding 11/30/2011 (k)	Outstanding 12/31/2011 (l)	Outstanding 1/31/2012 (m)	Outstanding 2/29/2012 (n)	Outstanding 3/31/2012 (o)	End Int Rate (p)	Annual Int at 3/31/2012 (q)
1	9.40% First Mortgage Bond J due May 2021/RET 2005	04/01/91	-	-	-	-	-	-	-	-	-	-	-	-	-	9.40%	0
2	10% Senior Notes due Dec 2011	12/31/91	2,303,308	2,303,308	2,303,308	2,303,308	2,303,308	2,303,308	2,303,308	2,303,308	2,303,308	-	-	-	-	10.00%	0
3	7.38% Senior Notes due May 2011	05/22/01	350,000,000	350,000,000	-	-	-	-	-	-	-	-	-	-	-	7.38%	0
4	6.75% Debentures Unsecured due July 2028	07/27/98	150,000,000	150,000,000	150,000,000	150,000,000	150,000,000	150,000,000	150,000,000	150,000,000	150,000,000	150,000,000	150,000,000	150,000,000	150,000,000	6.75%	10,125,000
5	5.125% Senior Notes due Feb 2013	01/13/03	250,000,000	250,000,000	250,000,000	250,000,000	250,000,000	250,000,000	250,000,000	250,000,000	250,000,000	250,000,000	250,000,000	250,000,000	250,000,000	5.13%	12,812,500
6	10.43% First Mortgage Bond P due 2017 (eff 2012)	11/01/87	-	-	-	-	-	-	-	-	-	-	-	-	-	10.43%	0
7	9.75% First Mortgage Bond Q due Apr 2020/RET 2005	04/01/90	-	-	-	-	-	-	-	-	-	-	-	-	-	9.75%	0
8	9.32% First Mortgage Bond T due June 2021/RET 2005	06/01/91	-	-	-	-	-	-	-	-	-	-	-	-	-	9.32%	0
9	8.77% First Mortgage Bond U due May 2022/RET 2005	05/01/92	-	-	-	-	-	-	-	-	-	-	-	-	-	8.77%	0
10	6.67% MTN A1 due Dec 2025	12/15/95	10,000,000	10,000,000	10,000,000	10,000,000	10,000,000	10,000,000	10,000,000	10,000,000	10,000,000	10,000,000	10,000,000	10,000,000	10,000,000	6.67%	667,000
11	4.95% Sr Note due 10/15/2014	10/22/04	500,000,000	500,000,000	500,000,000	500,000,000	500,000,000	500,000,000	500,000,000	500,000,000	500,000,000	500,000,000	500,000,000	500,000,000	500,000,000	4.95%	24,750,000
12	5.95% Sr Note due 10/15/2034	10/22/04	200,000,000	200,000,000	200,000,000	200,000,000	200,000,000	200,000,000	200,000,000	200,000,000	200,000,000	200,000,000	200,000,000	200,000,000	200,000,000	5.95%	11,900,000
13	6.35% Sr Note due 6/15/2017	6/2007	250,000,000	250,000,000	250,000,000	250,000,000	250,000,000	250,000,000	250,000,000	250,000,000	250,000,000	250,000,000	250,000,000	250,000,000	250,000,000	6.35%	15,875,000
14	Sr Note 5.50% Due 06/15/2041	6/10/2011				400,000,000	400,000,000	400,000,000	400,000,000	400,000,000	400,000,000	400,000,000	400,000,000	400,000,000	400,000,000	5.50%	22,000,000
15	8.50% Sr Note due 3/15/2019	03/23/09	450,000,000	450,000,000	450,000,000	450,000,000	450,000,000	450,000,000	450,000,000	450,000,000	450,000,000	450,000,000	450,000,000	450,000,000	450,000,000	8.50%	38,250,000
16	Subtotal – Utility Long-Term Debt		$ 2,162,303,308	$ 2,162,303,308	$ 1,812,303,308	$ 2,212,303,308	$ 2,212,303,308	$ 2,212,303,308	$ 2,212,303,308	$ 2,212,303,308	$ 2,212,303,308	$ 2,210,000,000	$ 2,210,000,000	$ 2,210,000,000	$ 2,210,000,000		$ 136,379,500
17																	
18	Atmos Leasing, Inc.																
19	Industrial Develop Revenue Bond 07/13	1991	327,379	327,379	327,379	327,379	261,903	261,903	261,903	261,903	261,903	261,903	196,427	196,427	196,427	7.90%	15,518
20	Atmos Power Sys - Wells Fargo 05/08	2003	-	-	-	-	-	-	-	-	-	-	-	-	-	5.65%	-
21	US Bancorp - 04/09	2004	-	-	-	-	-	-	-	-	-	-	-	-	-	5.29%	-
22	**Total Long-Term Debt**		2,162,630,687	2,162,630,687	1,812,630,687	2,212,630,687	2,212,565,211	2,212,565,211	2,212,565,211	2,212,565,211	2,212,565,211	2,210,261,903	2,210,196,427	2,210,196,427	2,210,196,427		$ 136,395,018
23	Less Unamortized Debt Discount		$ 2,872,797	$ 2,851,013	$ 2,827,476	$ 4,090,112	$ 4,064,747	$ 4,039,383	$ 4,014,018	$ 3,988,653	$ 3,963,289	$ 3,937,924	$ 3,912,560	$ 3,878,067	$ 3,852,703		
24	Annualized Amortization of Debt Exp. & Debt Dsct.														$ 25,365		$ 7,053,367
25															$ 2,208,343,724		$ 143,448,385
26	Effective Avg Cost of Consol Debt															**6.50%** end of period	
27	Utility Only															**6.50%** end of period	
28	*Note: includes current maturities*																

APPENDIX 1
QUALIFICATIONS OF JAMES H. VANDER WEIDE, PH.D.

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James H. Vander Weide is Research Professor of Finance and Economics at Duke University, the Fuqua School of Business. Dr. Vander Weide is also founder and President of Financial Strategy Associates, a consulting firm that provides strategic, financial, and economic consulting services to corporate clients, including cost of capital and valuation studies.

Educational Background and Prior Academic Experience

Dr. Vander Weide holds a Ph.D. in Finance from Northwestern University and a Bachelor of Arts in Economics from Cornell University. He joined the faculty at Duke University and was named Assistant Professor, Associate Professor, Professor, and then Research Professor of Finance and Economics.

Since joining the faculty at Duke, Dr. Vander Weide has taught courses in corporate finance, investment management, and management of financial institutions. He has also taught courses in statistics, economics, and operations research, and a Ph.D. seminar on the theory of public utility pricing. In addition, Dr. Vander Weide has been active in executive education at Duke and Duke Corporate Education, leading executive development seminars on topics including financial analysis, cost of capital, creating shareholder value, mergers and acquisitions, real options, capital budgeting, cash management, measuring corporate performance, valuation, short-run financial planning, depreciation policies, financial strategy, and competitive strategy. Dr. Vander Weide has designed and served as Program Director for several executive education programs, including the Advanced Management Program, Competitive Strategies in Telecommunications, and the Duke Program for Manager Development for managers from the former Soviet Union.

Publications

Dr. Vander Weide has written a book entitled *Managing Corporate Liquidity: An Introduction to Working Capital Management* published by John Wiley and Sons, Inc. He has also written a chapter titled, "Financial Management in the Short Run" for *The Handbook of Modern Finance*; a chapter titled "Principles for Lifetime Portfolio Selection: Lessons from Portfolio Theory" for *The Handbook of Portfolio Construction: Contemporary Applications of*

Markowitz Techniques; and written research papers on such topics as portfolio management, capital budgeting, investments, the effect of regulation on the performance of public utilities, and cash management. His articles have been published in *American Economic Review, Financial Management, International Journal of Industrial Organization, Journal of Finance, Journal of Financial and Quantitative Analysis, Journal of Bank Research, Journal of Portfolio Management, Journal of Accounting Research, Journal of Cash Management, Management Science, Atlantic Economic Journal, Journal of Economics and Business,* and *Computers and Operations Research*.

Professional Consulting Experience

Dr. Vander Weide has provided financial and economic consulting services to firms in the telecommunications, electric, gas, insurance, and water industries for more than twenty-five years. He has testified on the cost of capital, competition, risk, incentive regulation, forward-looking economic cost, economic pricing guidelines, depreciation, accounting, valuation, and other financial and economic issues in more than 400 cases before the United States Congress, the Canadian Radio-Television and Telecommunications Commission, the Federal Communications Commission, the National Energy Board (Canada), the National Telecommunications and Information Administration, the Federal Energy Regulatory Commission, the public service commissions of forty-three states, the District of Columbia, four Canadian provinces, the insurance commissions of five states, the Iowa State Board of Tax Review, the National Association of Securities Dealers, and the North Carolina Property Tax Commission. In addition, he has testified as an expert witness in telecommunications-related proceedings before the United States District Court for the District of New Hampshire, United States District Court for the Northern District of California, United States District Court for the Northern District of Illinois, Montana Second Judicial District Court Silver Bow County, the United States Bankruptcy Court for the Southern District of West Virginia, and United States District Court for the Eastern District of Michigan. He also testified as an expert before the United States Tax Court, United States District Court for the Eastern District of North Carolina; United States District Court for the District of Nebraska, and Superior Court of North Carolina. Dr. Vander Weide has testified in thirty states on issues relating to the pricing of unbundled network elements and universal service cost studies and has consulted with Bell Canada, Deutsche Telekom, and Telefónica on similar issues. He has also provided expert testimony on issues related to electric and natural gas restructuring. He has worked for Bell Canada/Nortel on a special task force to study the effects of vertical integration in the Canadian telephone industry and has worked for Bell Canada as an expert witness on the cost of capital. Dr. Vander Weide has provided consulting and expert witness testimony to the following companies:

ELECTRIC, GAS, WATER, OIL COMPANIES	
Alcoa Power Generating, Inc.	Kinder Morgan Energy Partners
Alliant Energy and subsidiaries	Maritimes & Northeast Pipeline
AltaLink, L.P.	MidAmerican Energy and subsidiaries
Ameren	National Fuel Gas
American Water Works	Nevada Power Company
Atmos Energy and subsidiaries	NICOR
BP p.l.c.	North Carolina Natural Gas
Central Illinois Public Service	North Shore Gas
Centurion Pipeline L.P.	Northern Natural Gas Company
Citizens Utilities	NOVA Gas Transmission Ltd.
Consolidated Natural Gas and subsidiaries	PacifiCorp
Dominion Resources and subsidiaries	Peoples Energy and its subsidiaries
Duke Energy and subsidiaries	PG&E
Empire District Electric Company	Progress Energy
EPCOR Distribution & Transmission Inc.	PSE&G
EPCOR Energy Alberta Inc.	Public Service Company of North Carolina
FortisAlberta Inc.	Sempra Energy/San Diego Gas and Electric
Hope Natural Gas	South Carolina Electric and Gas
Interstate Power Company	Southern Company and subsidiaries
Iberdrola Renewables	Tennessee-American Water Company
Iowa Southern	The Peoples Gas, Light and Coke Co.
Iowa-American Water Company	TransCanada
Iowa-Illinois Gas and Electric	Trans Québec & Maritimes Pipeline Inc.
Kentucky Power Company	Union Gas
Kentucky-American Water Company	United Cities Gas Company
Newfoundland Power Inc.	Virginia-American Water Company
	Xcel Energy

TELECOMMUNICATIONS COMPANIES	
ALLTEL and subsidiaries	Phillips County Cooperative Tel. Co.
Ameritech (now AT&T new)	Pine Drive Cooperative Telephone Co.
AT&T (old)	Roseville Telephone Company (SureWest)
Bell Canada/Nortel	SBC Communications (now AT&T new)
BellSouth and subsidiaries	Sherburne Telephone Company
Centel and subsidiaries	Siemens
Cincinnati Bell (Broadwing)	Southern New England Telephone
Cisco Systems	Sprint/United and subsidiaries

TELECOMMUNICATIONS COMPANIES	
Citizens Telephone Company	Telefónica
Concord Telephone Company	Tellabs, Inc.
Contel and subsidiaries	The Stentor Companies
Deutsche Telekom	U S West (Qwest)
GTE and subsidiaries (now Verizon)	Union Telephone Company
Heins Telephone Company	United States Telephone Association
JDS Uniphase	Valor Telecommunications (Windstream)
Lucent Technologies	Verizon (Bell Atlantic) and subsidiaries
Minnesota Independent Equal Access Corp.	Woodbury Telephone Company
NYNEX and subsidiaries (Verizon)	
Pacific Telesis and subsidiaries	

INSURANCE COMPANIES
Allstate
North Carolina Rate Bureau
United Services Automobile Association (USAA)
The Travelers Indemnity Company
Gulf Insurance Company

Other Professional Experience

Dr. Vander Weide conducts in-house seminars and training sessions on topics such as creating shareholder value, financial analysis, competitive strategy, cost of capital, real options, financial strategy, managing growth, mergers and acquisitions, valuation, measuring corporate performance, capital budgeting, cash management, and financial planning. Among the firms for whom he has designed and taught tailored programs and training sessions are ABB Asea Brown Boveri, Accenture, Allstate, Ameritech, AT&T, Bell Atlantic/Verizon, BellSouth, Progress Energy/Carolina Power & Light, Contel, Fisons, GlaxoSmithKline, GTE, Lafarge, MidAmerican Energy, New Century Energies, Norfolk Southern, Pacific Bell Telephone, The Rank Group, Siemens, Southern New England Telephone, TRW, and Wolseley Plc. Dr. Vander Weide has also hosted a nationally prominent conference/workshop on estimating the cost of capital. In 1989, at the request of Mr. Fuqua, Dr. Vander Weide designed the Duke Program for Manager Development for managers from the former Soviet Union, the first in the United States designed exclusively for managers from Russia and the former Soviet republics.

Early in his career, Dr. Vander Weide helped found University Analytics, Inc., which was one of the fastest growing small firms in the country. As an officer at University Analytics, he designed cash management models, databases, and software packages that are still used by most major U.S. banks in consulting with their corporate clients. Having sold his interest in University Analytics, Dr. Vander Weide now concentrates on strategic and financial consulting, academic research, and executive education.

PUBLICATIONS
JAMES H. VANDER WEIDE

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APPENDIX 2
THE QUARTERLY DCF MODEL

The simple DCF Model assumes that a firm pays dividends only at the end of each year. Since firms in fact pay dividends quarterly and investors appreciate the time value of money, the annual version of the DCF Model generally underestimates the value investors are willing to place on the firm's expected future dividend stream. In this appendix, we review two alternative formulations of the DCF Model that allow for the quarterly payment of dividends.

When dividends are assumed to be paid annually, the DCF Model suggests that the current price of the firm's stock is given by the expression:

$$P_0 = \frac{D_1}{(1+k)} + \frac{D_2}{(1+k)^2} + \ldots + \frac{D_n + P_n}{(1+k)^n} \quad \textbf{(1)}$$

where

P_0	=	current price per share of the firm's stock,
$D_1, D_2, \ldots, D_n$	=	expected annual dividends per share on the firm's stock,
P_n	=	price per share of stock at the time investors expect to sell the stock, and
k	=	return investors expect to earn on alternative investments of the same risk, i.e., the investors' required rate of return.

Unfortunately, expression (1) is rather difficult to analyze, especially for the purpose of estimating k. Thus, most analysts make a number of simplifying assumptions. First, they assume that dividends are expected to grow at the constant rate *g* into the indefinite future. Second, they assume that the stock price at time n is simply the present value of all dividends expected in periods subsequent to n. Third, they assume that the investors' required rate of return, k, exceeds the expected dividend growth rate g. Under the above simplifying assumptions, a firm's stock price may be written as the following sum:

$$P_0 = \frac{D_0(1+g)}{(1+k)} + \frac{D_0(1+g)^2}{(1+k)^2} + \frac{D_0(1+g)^3}{(1+k)^3} + \ldots, \qquad \textbf{(2)}$$

where the three dots indicate that the sum continues indefinitely.

As we shall demonstrate shortly, this sum may be simplified to:

$$P_0 = \frac{D_0(1+g)}{(k-g)}$$

First, however, we need to review the very useful concept of a geometric progression.

Geometric Progression

Consider the sequence of numbers 3, 6, 12, 24,..., where each number after the first is obtained by multiplying the preceding number by the factor 2. Obviously, this sequence of numbers may also be expressed as the sequence 3, 3 x 2, 3 x 2^2, 3 x 2^3, etc. This sequence is an example of a geometric progression.

Definition: A geometric progression is a sequence in which each term after the first is obtained by multiplying some fixed number, called the common ratio, by the preceding term.

A general notation for geometric progressions is: a, the first term, r, the common ratio, and n, the number of terms. Using this notation, any geometric progression may be represented by the sequence:

$$a, ar, ar^2, ar^3, \ldots, ar^{n-1}.$$

In studying the DCF Model, we will find it useful to have an expression for the sum of n terms of a geometric progression. Call this sum S_n. Then

$$S_n = a + ar + \ldots + ar^{n-1} . \qquad \textbf{(3)}$$

However, this expression can be simplified by multiplying both sides of equation (3) by r and then subtracting the new equation from the old. Thus,

$$rS_n = ar + ar^2 + ar^3 + \ldots + ar^n$$

and

$$S_n - rS_n = a - ar^n \quad ,$$

or

$$(1 - r)\, S_n = a\, (1 - r^n) \ .$$

Solving for S_n, we obtain:

$$S_n = \frac{a(1 - r^n)}{(1 - r)} \qquad \textbf{(4)}$$

as a simple expression for the sum of n terms of a geometric progression. Furthermore, if $|r| < 1$, then S_n is finite, and as n approaches infinity, S_n approaches $a \div (1-r)$. Thus, for a geometric progression with an infinite number of terms and $|r| < 1$, equation (4) becomes:

$$S = \frac{a}{1 - r} \qquad \textbf{(5)}$$

<u>Application to DCF Model</u>

Comparing equation (2) with equation (3), we see that the firm's stock price (under the DCF assumption) is the sum of an infinite geometric progression with the first term

$$a = \frac{D_0(1 + g)}{(1 + k)}$$

and common factor

$$r = \frac{(1 + g)}{(1 + k)}$$

Applying equation (5) for the sum of such a geometric progression, we obtain

$$S = a \bullet \frac{1}{(1 - r)} = \frac{D_0(1 + g)}{(1 + k)} \bullet \frac{1}{1 - \frac{1 + g}{1 + k}} = \frac{D_0(1 + g)}{(1 + k)} \bullet \frac{1 + k}{k - g} = \frac{D_0(1 + g)}{k - g}$$

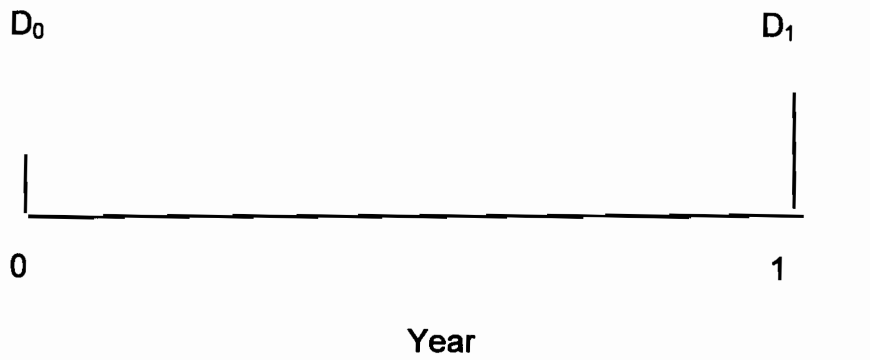
as we suggested earlier.

Quarterly DCF Model

The Annual DCF Model assumes that dividends grow at an annual rate of g% per year (see Figure 1).

Figure 1

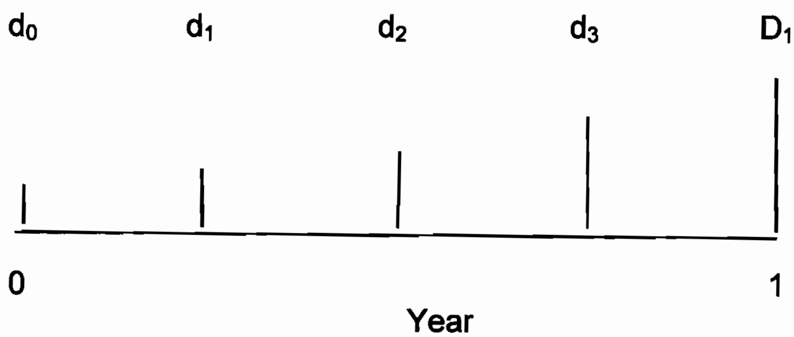
Annual DCF Model



$D_0 = 4d_0$ $\qquad$ $D_1 = D_0(1 + g)$

Figure 2

Quarterly DCF Model (Constant Growth Version)



$d_1 = d_0(1+g)^{.25}$ $\qquad$ $d_2 = d_0(1+g)^{.50}$

$d_3 = d_0(1+g)^{.75}$ $\qquad$ $d_4 = d_0(1+g)$

In the Quarterly DCF Model, it is natural to assume that quarterly dividend payments differ from the preceding quarterly dividend by the factor $(1 + g)^{.25}$, where *g* is expressed in terms of percent per year and the decimal .25 indicates that the growth has only occurred for one quarter of the year. (See Figure 2.) Using this assumption, along with the assumption of constant growth and ***k*** > ***g***, we obtain a new expression for the firm's stock price, which takes account of the quarterly payment of dividends. This expression is:

$$P_0 = \frac{d_0(1+g)^{\frac{1}{4}}}{(1+k)^{\frac{1}{4}}} + \frac{d_0(1+g)^{\frac{2}{4}}}{(1+k)^{\frac{2}{4}}} + \frac{d_0(1+g)^{\frac{3}{4}}}{(1+k)^{\frac{3}{4}}} + \ldots \quad \textbf{(6)}$$

where d_0 is the last quarterly dividend payment, rather than the last annual dividend payment. (We use a lower case d to remind the reader that this is not the annual dividend.)

Although equation (6) looks formidable at first glance, it too can be greatly simplified using the formula [equation (4)] for the sum of an infinite geometric progression. As the reader can easily verify, equation (6) can be simplified to:

$$P_0 = \frac{d_0(1+g)^{\frac{1}{4}}}{(1+k)^{\frac{1}{4}} - (1+g)^{\frac{1}{4}}} \quad \textbf{(7)}$$

Solving equation (7) for *k*, we obtain a DCF formula for estimating the cost of equity under the quarterly dividend assumption:

$$k = \left[\frac{d_0(1+g)^{\frac{1}{4}}}{P_0} + (1+g)^{\frac{1}{4}} \right]^4 - 1 \quad \textbf{(8)}$$

An Alternative Quarterly DCF Model

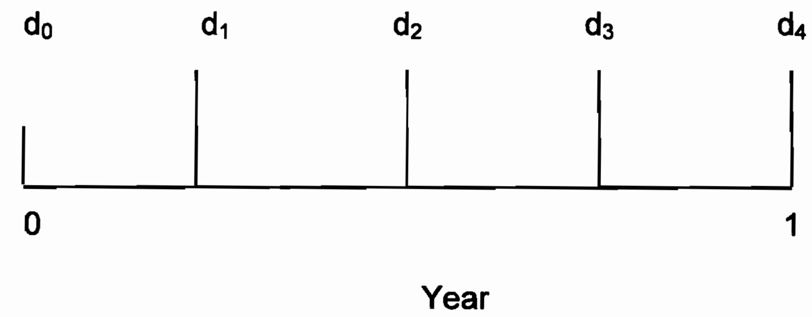
Although the constant growth Quarterly DCF Model [equation (8)] allows for the quarterly timing of dividend payments, it does require the assumption that the firm increases its dividend payments each quarter. Since this assumption is difficult for some analysts to accept, we now discuss a second Quarterly DCF Model that allows for constant quarterly dividend payments within each dividend year.

Assume then that the firm pays dividends quarterly and that each dividend payment is constant for four consecutive quarters. There are four cases to consider, with each case distinguished by varying assumptions about where we are evaluating the firm in relation to the time of its next dividend increase. (See Figure 3.)

Figure 3

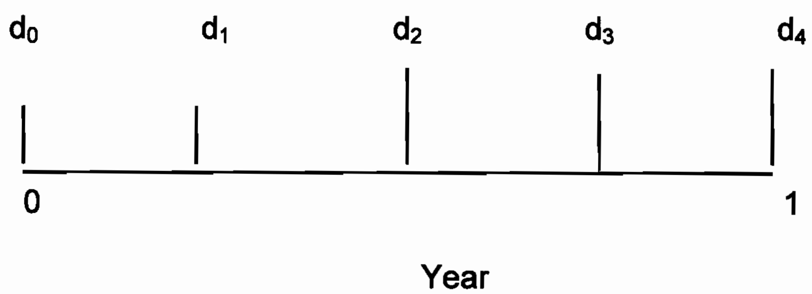
Quarterly DCF Model (Constant Dividend Version)

Case 1



$$d_1 = d_2 = d_3 = d_4 = d_0(1+g)$$

Case 2

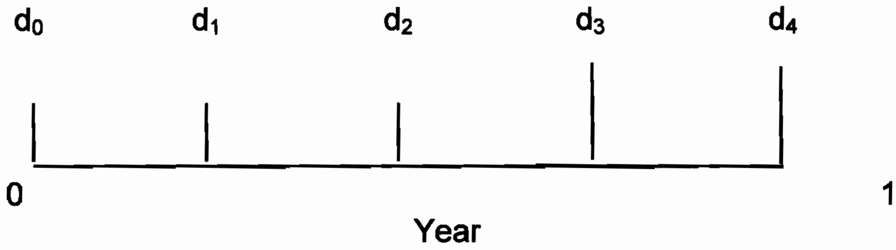


$$d_1 = d_0$$

$$d_2 = d_3 = d_4 = d_0(1+g)$$

Figure 3 (continued)

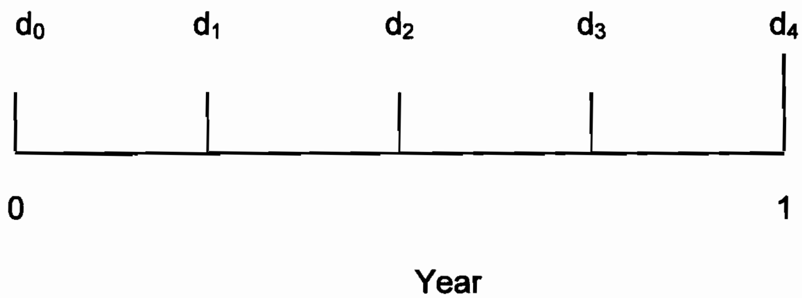
Case 3



$d_1 = d_2 = d_0$

$d_3 = d_4 = d_0(1+g)$

Case 4



$d_1 = d_2 = d_3 = d_0$

$d_4 = d_0(1+g)$

If we assume that the investor invests the quarterly dividend in an alternative investment of the same risk, then the amount accumulated by the end of the year will in all cases be given by

$$D_1^* = d_1\,(1+k)^{3/4} + d_2\,(1+k)^{1/2} + d_3\,(1+k)^{1/4} + d_4$$

where d_1, d_2, d_3 and d_4 are the four quarterly dividends. Under these new assumptions, the firm's stock price may be expressed by an Annual DCF Model of the form (2), with the exception that

$$D_1^* = d_1\,(1 + k)^{3/4} + d_2\,(1 + k)^{1/2} + d_3\,(1 + k)^{1/4} + d_4 \qquad \textbf{(9)}$$

is used in place of $D_0(1+g)$. But, we already know that the Annual DCF Model may be reduced to

$$P_0 = \frac{D_0(1+g)}{k-g}$$

Thus, under the assumptions of the second Quarterly DCF Model, the firm's cost of equity is given by

$$k = \frac{D_1^*}{P_0} + g \quad \textbf{(10)}$$

with D_1^* given by (9).

Although equation (10) looks like the Annual DCF Model, there are at least two very important practical differences. First, since D_1^* is always greater than $D_0(1+g)$, the estimates of the cost of equity are always larger (and more accurate) in the Quarterly Model (10) than in the Annual Model. Second, since D_1^* depends on k through equation (9), the unknown "k" appears on both sides of (10), and an iterative procedure is required to solve for k.

APPENDIX 3
ADJUSTING FOR FLOTATION COSTS IN DETERMINING
A PUBLIC UTILITY'S
ALLOWED RATE OF RETURN ON EQUITY

Introduction

Regulation of public utilities is guided by the principle that utility revenues should be sufficient to allow recovery of all prudently incurred expenses, including the cost of capital. As set forth in the 1944 *Hope Natural Gas* Case [*Federal Power Comm'n v. Hope Natural Gas Co.* 320 U. S. 591 (1944) at 603], the U. S. Supreme Court states:

> From the investor or company point of view it is important that there be enough revenue not only for operating expenses but also for the capital costs of the business. These include service on the debt and dividends on the stock.... By that standard the return to the equity owner should be commensurate with returns on investments in other enterprises having corresponding risks.

Since the flotation costs arising from the issuance of debt and equity securities are an integral component of capital costs, this standard requires that the company's revenues be sufficient to fully recover flotation costs.

Despite the widespread agreement that flotation costs should be recovered in the regulatory process, several issues still need to be resolved. These include:

1. How is the term "flotation costs" defined? Does it include only the out-of-pocket costs associated with issuing securities (e. g., legal fees, printing costs, selling and underwriting expenses), or does it also include the reduction in a security's price that frequently accompanies flotation (i. e., market pressure)?
2. What should be the time pattern of cost recovery? Should a company be allowed to recover flotation costs immediately, or should flotation costs be recovered over the life of the issue?
3. For the purposes of regulatory accounting, should flotation costs be included as an expense? As an addition to rate base? Or as an additional element of a firm's allowed rate of return?
4. Do existing regulatory methods for flotation cost recovery allow a firm ***full*** recovery of flotation costs?

In this paper, I review the literature pertaining to the above issues and discuss my own views regarding how this literature applies to the cost of equity for a regulated firm.

Definition of Flotation Cost

The value of a firm is related to the future stream of net cash flows (revenues minus expenses measured on a cash basis) that can be derived from its assets. In the process of acquiring assets, a firm incurs certain expenses which reduce its value. Some of these expenses or costs are directly associated with revenue production in one period (e. g., wages, cost of goods sold), others are more properly associated with revenue production in many periods (e. g., the acquisition cost of plant and equipment). In either case, the word "cost" refers to any item that reduces the value of a firm.

If this concept is applied to the act of issuing new securities to finance asset purchases, many items are properly included in issuance or flotation costs. These include: (1) compensation received by investment bankers for underwriting services, (2) legal fees, (3) accounting fees, (4) engineering fees, (5) trustee's fees, (6) listing fees, (7) printing and engraving expenses, (8) SEC registration fees, (9) Federal Revenue Stamps, (10) state taxes, (11) warrants granted to underwriters as extra compensation, (12) postage expenses, (13) employees' time, (14) market pressure, and (15) the offer discount. The finance literature generally divides these flotation cost items into three categories, namely, underwriting expenses, issuer expenses, and price effects.

Magnitude of Flotation Costs

The finance literature contains several studies of the magnitude of the flotation costs associated with new debt and equity issues. These studies differ primarily with regard to the time period studied, the sample of companies included, and the source of data. The flotation cost studies generally agree, however, that for large issues, underwriting expenses represent approximately one and one-half percent of the proceeds of debt issues and three to five percent of the proceeds of seasoned equity issues. They also agree that issuer expenses represent approximately 0.5 percent of both debt and equity issues, and that the announcement of an equity issue reduces the company's stock price by at least two to three percent of the proceeds from the stock issue. Thus, total flotation costs represent approximately two percent[1] of the proceeds from debt issues, and five and one-half to eight and one-half percent of the proceeds of equity issues.

Lee *et. al.* [14] is an excellent example of the type of flotation cost studies found in the finance literature. The Lee study is a comprehensive recent study of the underwriting and issuer costs associated with debt and equity issues for both utilities and non-utilities. The results of the Lee *et. al.* study are reproduced in Tables 1 and 2. Table 1 demonstrates that the total underwriting and issuer expenses for the 1,092 debt issues in their study averaged 2.24 percent of the proceeds of the issues, while the total underwriting and issuer costs for the 1,593 seasoned equity issues in their study averaged 7.11 percent of the proceeds of the new issue. Table 1 also demonstrates that the total underwriting and issuer costs of seasoned equity offerings, as a percent of proceeds, decline with the size of the issue. For issues above $60 million, total underwriting and issuer costs amount to from three to five percent of the amount of the proceeds.

Table 2 reports the total underwriting and issuer expenses for 135 utility debt issues and 136 seasoned utility equity issues. Total underwriting and issuer expenses for utility bond offerings averaged 1.47 percent of the amount of the proceeds and for seasoned utility equity offerings averaged 4.92 percent of the amount of the proceeds. Again,

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[1] The two percent flotation cost on debt only recognizes the cost of newly-issued debt. When interest rates decline, many companies exercise the call provisions on higher cost debt and reissue debt at lower rates. This process involves reacquisition costs that are not included in the academic studies. If reacquisition costs were included in the academic studies, debt flotation costs could increase significantly.

there are some economies of scale associated with larger equity offerings. Total underwriting and issuer expenses for equity offerings in excess of 40 million dollars generally range from three to four percent of the proceeds.

The results of the Lee study for large equity issues are consistent with results of earlier studies by Bhagat and Frost [4], Mikkelson and Partch [17], and Smith [24]. Bhagat and Frost found that total underwriting and issuer expenses average approximately four and one-half percent of the amount of proceeds from negotiated utility offerings during the period 1973 to 1980, and approximately three and one-half percent of the amount of the proceeds from competitive utility offerings over the same period. Mikkelson and Partch found that total underwriting and issuer expenses average five and one-half percent of the proceeds from seasoned equity offerings over the 1972 to 1982 period. Smith found that total underwriting and issuer expenses for larger equity issues generally amount to four to five percent of the proceeds of the new issue.

The finance literature also contains numerous studies of the decline in price associated with sales of large blocks of stock to the public. These articles relate to the price impact of: (1) initial public offerings; (2) the sale of large blocks of stock from one investor to another; and (3) the issuance of seasoned equity issues to the general public. All of these studies generally support the notion that the announcement of the sale of large blocks of stock produces a decline in a company's share price. The decline in share price for initial public offerings is significantly larger than the decline in share price for seasoned equity offerings; and the decline in share price for public utilities is less than the decline in share price for non-public utilities. A comprehensive study of the magnitude of the decline in share price associated specifically with the sale of new equity by public utilities is reported in Pettway [19], who found the market pressure effect for a sample of 368 public utility equity sales to be in the range of two to three percent. This decline in price is a real cost to the utility, because the proceeds to the utility depend on the stock price on the day of issue.

In addition to the price decline associated with the announcement of a new equity issue, the finance literature recognizes that there is also a price decline associated with the actual issuance of equity securities. In particular, underwriters typically sell seasoned new equity securities to investors at a price lower than the closing market price on the day preceding the issue. The Rules of Fair Practice of the National Association of Securities Dealers require that underwriters not sell shares at a price above the offer price. Since the offer price represents a binding constraint to the underwriter, the underwriter tends to set the offer price slightly below the market price on the day of issue to compensate for the risk that the price received by the underwriter may go down, but can not increase. Smith provides evidence that the offer discount tends to be between 0.5 and 0.8 percent of the proceeds of an equity issue. I am not aware of any similar studies for debt issues.

In summary, the finance literature provides strong support for the conclusion that total underwriting and issuer expenses for public utility debt offerings represent approximately two percent of the amount of the proceeds, while total underwriting and issuer expenses for public utility equity offerings represent at least four to five percent of the amount of the proceeds. In addition, the finance literature supports the conclusion that the cost associated with the decline in stock price at the announcement date represents approximately two to three percent as a result of a large public utility equity issue.

TIME PATTERN OF FLOTATION COST RECOVERY

Although flotation costs are incurred only at the time a firm issues new securities, there is no reason why an issuing firm ought to recognize the expense only in the current period. In fact, if assets purchased with the proceeds of a security issue produce revenues over many years, a sound argument can be made in favor of recognizing flotation expenses over a reasonably lengthy period of time. Such recognition is certainly consistent with the generally accepted accounting principle that the time pattern of expenses match the time pattern of revenues, and it is also consistent with the normal treatment of debt flotation expenses in both regulated and unregulated industries.

In the context of a regulated firm, it should be noted that there are many possible time patterns for the recovery of flotation expenses. However, if it is felt that flotation expenses are most appropriately recovered over a period of years, then it should be recognized that investors must also be compensated for the passage of time. That is to say, the value of an investor's capital will be reduced if the expenses are merely distributed over time, without any allowance for the time value of money.

ACCOUNTING FOR FLOTATION COST IN A REGULATORY SETTING

In a regulatory setting, a firm's revenue requirements are determined by the equation:

Revenue Requirement = Total Expenses + Allowed Rate of Return x Rate Base

Thus, there are three ways in which an issuing firm can account for and recover its flotation expenses: (1) treat flotation expenses as a current expense and recover them immediately; (2) include flotation expenses in rate base and recover them over time; and (3) adjust the allowed rate of return upward and again recover flotation expenses over time. Before considering methods currently being used to recover flotation expenses in a regulatory setting, I shall briefly consider the advantages and disadvantages of these three basic recovery methods.

Expenses. Treating flotation costs as a current expense has several advantages. Because it allows for recovery at the time the expense occurs, it is not necessary to compute amortized balances over time and to debate which interest rate should be applied to these balances. A firm's stockholders are treated fairly, and so are the firm's customers, because they pay neither more nor less than the actual flotation expense. Since flotation costs are relatively small compared to the total revenue requirement, treatment as a current expense does not cause unusual rate hikes in the year of flotation, as would the introduction of a large generating plant in a state that does not allow Construction Work in Progress in rate base.

On the other hand, there are two major disadvantages of treating flotation costs as a current expense. First, since the asset purchased with the acquired funds will likely generate revenues for many years into the future, it seems unfair that current ratepayers should bear the full cost of issuing new securities, when future ratepayers share in the benefits. Second, this method requires an estimate of the underpricing effect on each security issue. Given the difficulties involved in measuring the extent of underpricing, it may be more accurate to estimate the average underpricing allowance for many securities than to estimate the exact figure for one security.

Rate Base. In an article in *Public Utilities Fortnightly*, Bierman and Hass [5] recommend that flotation costs be treated as an intangible asset that is included in a firm's rate base along with the assets acquired with the stock proceeds. This approach has many advantages. For ratepayers, it provides a better match between benefits and expenses: the future ratepayers who benefit from the financing costs contribute the revenues to recover these costs. For investors, if the allowed rate of return is equal to the investors' required rate of return, it is also theoretically fair since they are compensated for the opportunity cost of their investment (including both the time value of money and the investment risk).

Despite the compelling advantages of this method of cost recovery, there are several disadvantages that probably explain why it has not been used in practice. First, a firm will only recover the proper amount for flotation expenses if the rate base is multiplied by the appropriate cost of capital. To the extent that a commission under or over estimates the cost of capital, a firm will under or over recover its flotation expenses. Second, it is may be both legally and psychologically difficult for commissioners to include an intangible asset in a firm's rate base. According to established legal doctrine, assets are to be included in rate base only if they are "used and useful" in the public service. It is unclear whether intangible assets such as flotation expenses meet this criterion.

Rate of Return. The prevailing practice among state regulators is to treat flotation expenses as an additional element of a firm's cost of capital or allowed rate of return. This method is similar to the second method above (treatment in rate base) in that some part of the initial flotation cost is amortized over time. However, it has a disadvantage not shared by the rate base method. If flotation cost is included in rate base, it is fairly easy to keep track of the flotation cost on each new equity issue and see how it is recovered over time. Using the rate of return method, it is not possible to track the flotation cost for specific issues because the flotation cost for a specific issue is never recorded. Thus, it is not clear to participants whether a current allowance is meant to recover (1) flotation costs actually incurred in a test period, (2) expected future flotation costs, or (3) past flotation costs. This confusion never arises in the treatment of debt flotation costs. Because the exact costs are recorded and explicitly amortized over time, participants recognize that current allowances for debt flotation costs are meant to recover some fraction of the flotation costs on all past debt issues.

EXISTING REGULATORY METHODS

Although most state commissions prefer to let a regulated firm recover flotation expenses through an adjustment to the allowed rate of return, there is considerable controversy about the magnitude of the required adjustment. The following are some of the most frequently asked questions: (1) Should an adjustment to the allowed return be made every year, or should the adjustment be made only in those years in which new equity is raised? (2) Should an adjusted rate of return be applied to the entire rate base, or should it be applied only to that portion of the rate base financed with paid-in capital (as opposed to retained earnings)? (3) What is the appropriate formula for adjusting the rate of return?

This section reviews several methods of allowing for flotation cost recovery. Since the regulatory methods of allowing for recovery of debt flotation costs is well known and widely accepted, I will begin my discussion of flotation cost recovery procedures by describing the widely accepted procedure of allowing for debt flotation cost recovery.

Debt Flotation Costs

Regulators uniformly recognize that companies incur flotation costs when they issue debt securities. They typically allow recovery of debt flotation costs by making an adjustment to both the cost of debt and the rate base (see Brigham [6]). Assume that: (1) a regulated company issues $100 million in bonds that mature in 10 years; (2) the interest rate on these bonds is seven percent; and (3) flotation costs represent four percent of the amount of the proceeds. Then the cost of debt for regulatory purposes will generally be calculated as follows:

$$\text{Cost of Debt} = \frac{\text{Interest expense} + \text{Amortization of flotation costs}}{\text{Principal value - Unamortized flotation costs}}$$
$$= \frac{\$7{,}000{,}000 + \$400{,}000}{\$100{,}000{,}000 - \$4{,}000{,}000}$$
$$= 7.71\%$$

Thus, current regulatory practice requires that the cost of debt be adjusted upward by approximately 71 basis points, in this example, to allow for the recovery of debt flotation costs. This example does not include losses on reacquisition of debt. The flotation cost allowance would increase if losses on reacquisition of debt were included.

The logic behind the traditional method of allowing for recovery of debt flotation costs is simple. Although the company has issued $100 million in bonds, it can only invest $96 million in rate base because flotation costs have reduced the amount of funds received by $4 million. If the company is not allowed to earn a 71 basis point higher rate of return on the $96 million invested in rate base, it will not generate sufficient cash flow to pay the seven percent interest on the $100 million in bonds it has issued. Thus, proper regulatory treatment is to increase the required rate of return on debt by 71 basis points.

Equity Flotation Costs

The finance literature discusses several methods of recovering equity flotation costs. Since each method stems from a specific model, (i. e., set of assumptions) of a firm and its cash flows, I will highlight the assumptions that distinguish one method from another.

Arzac and Marcus. Arzac and Marcus [2] study the proper flotation cost adjustment formula for a firm that makes continuous use of retained earnings and external equity financing and maintains a constant capital structure (debt/equity ratio). They assume at the outset that underwriting expenses and underpricing apply only to new equity obtained from external sources. They also assume that a firm has previously recovered all underwriting expenses, issuer expenses, and underpricing associated with previous issues of new equity.

To discuss and compare various equity flotation cost adjustment formulas, Arzac and Marcus make use of the following notation:

k	=	an investors' required return on equity
r	=	a utility's allowed return on equity base
S	=	value of equity in the absence of flotation costs
S_f	=	value of equity net of flotation costs
K_t	=	equity base at time t
E_t	=	total earnings in year t
D_t	=	total cash dividends at time t
b	=	$(E_t-D_t) \div E_t$ = retention rate, expressed as a fraction of earnings
h	=	new equity issues, expressed as a fraction of earnings
m	=	equity investment rate, expressed as a fraction of earnings, m = b + h < 1
f	=	flotation costs, expressed as a fraction of the value of an issue.

Because of flotation costs, Arzac and Marcus assume that a firm must issue a greater amount of external equity each year than it actually needs. In terms of the above notation, a firm issues $hE_t \div (1\text{-}f)$ to obtain hE_t in external equity funding. Thus, each year a firm loses:

Equation 3

$$L = \frac{hE_t}{1-f} - hE_t = \frac{f}{1-f} \times hE_t$$

due to flotation expenses. The present value, V, of all future flotation expenses is:

Equation 4

$$V = \sum_{t=1}^{\infty} \frac{fhE_t}{(1-f)(1+k)^t} = \frac{fh}{1-f} \times \frac{rK_0}{k-mr}$$

To avoid diluting the value of the initial stockholder's equity, a regulatory authority needs to find the value of r, a firm's allowed return on equity base, that equates the value of equity net of flotation costs to the initial equity base ($S_f = K_0$). Since the value of equity net of flotation costs equals the value of equity in the absence of flotation costs minus the present value of flotation costs, a regulatory authority needs to find that value of *r* that solves the following equation:

$$S_f = S - L.$$

This value is:

Equation 5

$$r = \frac{k}{1 - \frac{fh}{1-f}}$$

To illustrate the Arzac-Marcus approach to adjusting the allowed return on equity for the effect of flotation costs, suppose that the cost of equity in the absence of flotation costs is 12 percent. Furthermore, assume that a firm obtains external equity financing each year equal to 10 percent of its earnings and that flotation expenses equal 5 percent of the value of each issue. Then, according to Arzac and Marcus, the allowed return on equity should be:

$$r = \frac{.12}{1 - \frac{(.05).(.1)}{.95}} = .1206 = 12.06\%$$

Summary. With respect to the three questions raised at the beginning of this section, it is evident that Arzac and Marcus believe the flotation cost adjustment should be applied each year, since continuous external equity financing is a fundamental assumption of their model. They also believe that the adjusted rate of return should be applied to the entire equity-financed portion of the rate base because their model is based on the assumption that the flotation cost adjustment mechanism will be applied to the entire equity financed portion of the rate base. Finally, Arzac and Marcus recommend a flotation cost adjustment formula, Equation (3), that implicitly excludes recovery of financing costs associated with financing in previous periods and includes only an allowance for the fraction of equity financing obtained from external sources.

Patterson. The Arzac-Marcus flotation cost adjustment formula is significantly different from the conventional approach (found in many introductory textbooks) which recommends the adjustment equation:

Equation 6

$$r = \frac{D_t}{P_{t-1}(1-f)} + g$$

where P_{t-1} is the stock price in the previous period and g is the expected dividend growth rate. Patterson [18] compares the Arzac-Marcus adjustment formula to the conventional approach and reaches the conclusion that the Arzac-Marcus formula effectively expenses issuance costs as they are incurred, while the conventional approach effectively amortizes them over an assumed infinite life of the equity issue. Thus, the conventional formula is similar to the formula for the recovery of debt flotation costs: it is not meant to compensate investors for the flotation costs of future issues, but instead is meant to compensate investors for the flotation costs of previous issues. Patterson argues that the conventional approach is more appropriate for rate making purposes because the plant purchased with external equity funds will yield benefits over many future periods.

Illustration. To illustrate the Patterson approach to flotation cost recovery, assume that a newly organized utility sells an initial issue of stock for $100 per share, and that the utility plans to finance all new investments with retained earnings. Assume also that: (1) the initial dividend per share is six dollars; (2) the expected long-run dividend growth rate is six percent; (3) the flotation cost is five percent of the amount of the proceeds; and (4) the payout ratio is 51.28 percent. Then, the investor's required rate of return on equity is [k = (D/P) + *g* = 6 percent + 6 percent = 12 percent]; and the flotation-cost-adjusted cost of equity is [6 percent (1/.95) + 6 percent = 12.316 percent].

The effects of the Patterson adjustment formula on the utility's rate base, dividends, earnings, and stock price are shown in Table 3. We see that the Patterson formula allows earnings and dividends to grow at the expected six percent rate. We also see that the present value of expected future dividends, $100, is just sufficient to induce investors to part with their money. If the present value of expected future dividends were less than $100, investors would not have been willing to invest $100 in the firm. Furthermore, the present value of future dividends will only equal $100 if the firm is allowed to earn the 12.316 percent flotation-cost-adjusted cost of equity on its entire rate base.

Summary. Patterson's opinions on the three issues raised in this section are in stark contrast to those of Arzac and Marcus. He believes that: (1) a flotation cost adjustment should be applied in every year, regardless of whether a firm issues any new equity in each year; (2) a flotation cost adjustment should be applied to the entire equity-financed portion of the rate base, including that portion financed by retained earnings; and (3) the rate of return adjustment formula should allow a firm to recover an appropriate fraction of all previous flotation expenses.

CONCLUSION

Having reviewed the literature and analyzed flotation cost issues, I conclude that:

Definition of Flotation Cost: A regulated firm should be allowed to recover both the total underwriting and issuance expenses associated with issuing securities and the cost of market pressure.

Time Pattern of Flotation Cost Recovery. Shareholders are indifferent between the alternatives of immediate recovery of flotation costs and recovery over time, as long as they are fairly compensated for the opportunity cost of their money. This opportunity cost must include both the time value of money and a risk premium for equity investments of this nature.

Regulatory Recovery of Flotation Costs. The Patterson approach to recovering flotation costs is the only rate-of-return-adjustment approach that meets the *Hope* case criterion that a regulated company's revenues must be sufficient to allow the company an opportunity to recover all prudently incurred expenses, including the cost of capital. The Patterson approach is also the only rate-of-return-adjustment approach that provides an incentive for investors to invest in the regulated company.

Implementation of a Flotation Cost Adjustment. As noted earlier, prevailing regulatory practice seems to be to allow the recovery of flotation costs through an adjustment to the required rate of return. My review of the literature on this subject indicates that there are at least two recommended methods of making this adjustment: the Patterson approach and the Arzac-Marcus approach. The Patterson approach assumes that a firm's flotation expenses on new equity issues are treated in the same manner as flotation expenses on new bond issues, i. e., they are amortized over future time periods. If this assumption is true (and I believe it is), then the flotation cost adjustment should be applied to a firm's entire equity base, including retained earnings. In practical terms, the Patterson approach produces an increase in a firm's cost of equity of approximately thirty basis points. The Arzac-Marcus approach assumes that flotation costs on new equity issues are recovered entirely in the year in which the securities are sold. Under the Arzac-Marcus assumption, a firm should not be allowed any adjustments for flotation costs associated with previous flotations. Instead, a firm should be allowed only an adjustment on future security sales as they occur. Under reasonable assumptions about the rate of new equity sales, this method produces an increase in the cost of equity of approximately six basis points. Since the Arzac-Marcus approach does not allow the company to recover the entire amount of its flotation cost, I recommend that this approach be rejected and the Patterson approach be accepted.

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Table 1

Direct Costs as a Percentage of Gross Proceeds for Equity (IPOs and SEOs) and Straight and Convertible Bonds Offered by Domestic Operating Companies 1990—1994[2]

Equities

	IPOs				SEOs			
Proceeds ($ in millions)	No. of Issues	Gross Spreads	Other Direct Expenses	Total Direct Costs	No. of Issues	Gross Spreads	Other Direct Expenses	Total Direct Costs
2-9.99	337	9.05%	7.91%	16.96%	167	7.72%	5.56%	13.28%
10-19.99	389	7.24%	4.39%	11.63%	310	6.23%	2.49%	8.72%
20-39.99	533	7.01%	2.69%	9.70%	425	5.60%	1.33%	6.93%
40-59.99	215	6.96%	1.76%	8.72%	261	5.05%	0.82%	5.87%
60-79.99	79	6.74%	1.46%	8.20%	143	4.57%	0.61%	5.18%
80-99.99	51	6.47%	1.44%	7.91%	71	4.25%	0.48%	4.73%
100-199.99	106	6.03%	1.03%	7.06%	152	3.85%	0.37%	4.22%
200-499.99	47	5.67%	0.86%	6.53%	55	3.26%	0.21%	3.47%
500 and up	10	5.21%	0.51%	5.72%	9	3.03%	0.12%	3.15%
Total/Average	**1,767**	**7.31%**	**3.69%**	**11.00%**	**1,593**	**5.44%**	**1.67%**	**7.11%**

Bonds

	Convertible Bonds				Straight Bonds			
Proceeds ($ in millions)	No. of Issues	Gross Spreads	Other Direct Expenses	Total Direct Costs	No. of Issues	Gross Spreads	Other Direct Expenses	Total Direct Costs
2-9.99	4	6.07%	2.68%	8.75%	32	2.07%	2.32%	4.39%
10-19.99	14	5.48%	3.18%	8.66%	78	1.36%	1.40%	2.76%
20-39.99	18	4.16%	1.95%	6.11%	89	1.54%	0.88%	2.42%
40-59.99	28	3.26%	1.04%	4.30%	90	0.72%	0.60%	1.32%
60-79.99	47	2.64%	0.59%	3.23%	92	1.76%	0.58%	2.34%
80-99.99	13	2.43%	0.61%	3.04%	112	1.55%	0.61%	2.16%
100-199.99	57	2.34%	0.42%	2.76%	409	1.77%	0.54%	2.31%
200-499.99	27	1.99%	0.19%	2.18%	170	1.79%	0.40%	2.19%
500 and up	3	2.00%	0.09%	2.09%	20	1.39%	0.25%	1.64%
Total/Average	**211**	**2.92%**	**0.87%**	**3.79%**	**1,092**	**1.62%**	**0.62%**	**2.24%**

Notes:

Closed-end funds and unit offerings are excluded from the sample. Rights offerings for SEOs are also excluded.
Bond offerings do not include securities backed by mortgages and issues by Federal agencies. Only firm commitment offerings and non-shelf-registered offerings are included.
Gross Spreads as a percentage of total proceeds, including management fee, underwriting fee, and selling concession.
Other Direct Expenses as a percentage of total proceeds, including management fee, underwriting fee, and selling concession.
Total Direct Costs as a percentage of total proceeds (total direct costs are the sum of gross spreads and other direct expenses).

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[2] Inmoo Lee, Scott Lochhead, Jay Ritter, and Quanshui Zhao, "The Costs of Raising Capital," *Journal of Financial Research* Vol 19 No 1 (Spring 1996) pp. 59—74.

Table 2

Direct Costs of Raising Capital 1990—1994
Utility versus Non-Utility Companies[3]

Equities

Non-Utilities	IPOs			SEOs		
Proceeds ($ in millions)	No. of Issues	Gross Spreads	Total Direct Costs	No. Of Issues	Gross Spreads	Total Direct Costs
2-9.99	332	9.04%	16.97%	154	7.91%	13.76%
10-19.99	388	7.24%	11.64%	278	6.42%	9.01%
20-39.99	528	7.01%	9.70%	399	5.70%	7.07%
40-59.99	214	6.96%	8.71%	240	5.17%	6.02%
60-79.99	78	6.74%	8.21%	131	4.68%	5.31%
80-99.99	47	6.46%	7.88%	60	4.35%	4.84%
100-199.99	101	6.01%	7.01%	137	3.97%	4.36%
200-499.99	44	5.65%	6.49%	50	3.27%	3.48%
500 and up	10	5.21%	5.72%	8	3.12%	3.25%
Total/Average	1,742	7.31%	11.01%	1,457	5.57%	7.32%
Utilities Only						
2-9.99	5	9.40%	16.54%	13	5.41%	7.68%
10-19.99	1	7.00%	8.77%	32	4.59%	6.21%
20-39.99	5	7.00%	9.86%	26	4.17%	4.96%
40-59.99	1	6.98%	11.55%	21	3.69%	4.12%
60-79.99	1	6.50%	7.55%	12	3.39%	3.72%
80-99.99	4	6.57%	8.24%	11	3.68%	4.11%
100-199.99	5	6.45%	7.96%	15	2.83%	2.98%
200-499.99	3	5.88%	7.00%	5	3.19%	3.48%
500 and up	0			1	2.25%	2.31%
Total/Average	25	7.15%	10.14%	136	4.01%	4.92%

[3] Lee *et al*, *op. cit.*

Table 2 (continued)
Direct Costs of Raising Capital 1990—1994
Utility versus Non-Utility Companies[4]

Bonds

Non- Utilities	Convertible Bonds			Straight Bonds		
Proceeds ($ in millions)	No. of Issues	Gross Spreads	Total Direct Costs	No. of Issues	Gross Spreads	Total Direct Costs
2-9.99	4	6.07%	8.75%	29	2.07%	4.53%
10-19.99	12	5.54%	8.65%	47	1.70%	3.28%
20-39.99	16	4.20%	6.23%	63	1.59%	2.52%
40-59.99	28	3.26%	4.30%	76	0.73%	1.37%
60-79.99	47	2.64%	3.23%	84	1.84%	2.44%
80-99.99	12	2.54%	3.19%	104	1.61%	2.25%
100-199.99	55	2.34%	2.77%	381	1.83%	2.38%
200-499.99	26	1.97%	2.16%	154	1.87%	2.27%
500 and up	3	2.00%	2.09%	19	1.28%	1.53%
Total/Average	203	2.90%	3.75%	957	1.70%	2.34%
Utilities Only						
2-9.99	0			3	2.00%	3.28%
10-19.99	2	5.13%	8.72%	31	0.86%	1.35%
20-39.99	2	3.88%	5.18%	26	1.40%	2.06%
40-59.99	0			14	0.63%	1.10%
60-79.99	0			8	0.87%	1.13%
80-99.99	1	1.13%	1.34%	8	0.71%	0.98%
100-199.99	2	2.50%	2.74%	28	1.06%	1.42%
200-499.99	1	2.50%	2.65%	16	1.00%	1.40%
500 and up	0			1	3.50%	na[5]
Total/Average	8	3.33%	4.66%	135	1.04%	1.47%

Notes:
Total proceeds raised in the United States, excluding proceeds from the exercise of over allotment options.
Gross spreads as a percentage of total proceeds (including management fee, underwriting fee, and selling concession).
Other direct expenses as a percentage of total proceeds (including registration fee and printing, legal, and auditing costs).

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[4] Lee *et al, op. cit.*

[5] Not available because of missing data on other direct expenses.

Table 3
Illustration of Patterson Approach to Flotation Cost Recovery

Time Period	Rate Base	Earnings @ 12.32%	Earnings @ 12.00%	Dividends	Amortization Initial FC
0	95.00				
1	100.70	11.70	11.40	6.00	0.3000
2	106.74	12.40	12.08	6.36	0.3180
3	113.15	13.15	12.81	6.74	0.3371
4	119.94	13.93	13.58	7.15	0.3573
5	127.13	14.77	14.39	7.57	0.3787
6	134.76	15.66	15.26	8.03	0.4015
7	142.84	16.60	16.17	8.51	0.4256
8	151.42	17.59	17.14	9.02	0.4511
9	160.50	18.65	18.17	9.56	0.4782
10	170.13	19.77	19.26	10.14	0.5068
11	180.34	20.95	20.42	10.75	0.5373
12	191.16	22.21	21.64	11.39	0.5695
13	202.63	23.54	22.94	12.07	0.6037
14	214.79	24.96	24.32	12.80	0.6399
15	227.67	26.45	25.77	13.57	0.6783
16	241.33	28.04	27.32	14.38	0.7190
17	255.81	29.72	28.96	15.24	0.7621
18	271.16	31.51	30.70	16.16	0.8078
19	287.43	33.40	32.54	17.13	0.8563
20	304.68	35.40	34.49	18.15	0.9077
21	322.96	37.52	36.56	19.24	0.9621
22	342.34	39.77	38.76	20.40	1.0199
23	362.88	42.16	41.08	21.62	1.0811
24	384.65	44.69	43.55	22.92	1.1459
25	407.73	47.37	46.16	24.29	1.2147
26	432.19	50.21	48.93	25.75	1.2876
27	458.12	53.23	51.86	27.30	1.3648
28	485.61	56.42	54.97	28.93	1.4467
29	514.75	59.81	58.27	30.67	1.5335
30	545.63	63.40	61.77	32.51	1.6255
Present Value@12%		195.00	190.00	100.00	5.00

APPENDIX 4
EX ANTE RISK PREMIUM APPROACH

My ex ante risk premium method is based on studies of the DCF expected return on proxy companies compared to the interest rate on Moody's A-rated utility bonds. Specifically, for each month in my study period, I calculate the risk premium using the equation,

$$RP_{PROXY} = DCF_{PROXY} - I_A$$

where:

RP_{PROXY}	=	the required risk premium on an equity investment in the proxy group of companies,
DCF_{PROXY}	=	average DCF estimated cost of equity on a portfolio of proxy companies; and
I_A	=	the yield to maturity on an investment in A-rated utility bonds.

For my ex ante risk premium analysis, I begin with my comparable group of natural gas companies shown in Schedule 2. Previous studies have shown that the ex ante risk premium tends to vary inversely with the level of interest rates, that is, the risk premium tends to increase when interest rates decline, and decrease when interest rates go up. To test whether my studies also indicate that the ex ante risk premium varies inversely with the level of interest rates, I perform a regression analysis of the relationship between the ex ante risk premium and the yield to maturity on A-rated utility bonds, using the equation,

$$RP_{PROXY} = a + (b \times I_A) + e$$

where:

RP_{PROXY} = risk premium on proxy company group;

I_A = yield to maturity on A-rated utility bonds;

e = a random residual; and

a, b = coefficients estimated by the regression procedure.

Regression analysis assumes that the statistical residuals from the regression equation are random. My examination of the residuals reveals that there is a significant probability that the residuals are serially correlated (non-zero serial correlation indicates that the residual in one time period tends to be correlated with the residual in the previous time period). Therefore, I make adjustments to my data to correct for the possibility of serial correlation in the residuals.

The common procedure for dealing with serial correlation in the residuals is to estimate the regression coefficients in two steps. First, a multiple regression analysis is used to estimate the serial correlation coefficient, *r*. Second, the estimated serial correlation coefficient is used to transform the original variables into new variables whose serial correlation is approximately zero. The regression coefficients are then re-estimated using the transformed variables as inputs in the regression equation. Based on my knowledge of the statistical relationship between the yield to maturity on A-rated utility bonds and the required risk premium, my estimate of the ex ante risk premium on an investment in my proxy natural gas company group as compared to an investment in A-rated utility bonds is given by the equation:

$$RP_{PROXY} = \underset{(12.40)}{8.80} \quad \underset{(-6.13)}{-0.613 \times I_A}.$$ [6]

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[6] The t-statistics are shown in parentheses.

Using a 6.47 percent forecasted yield to maturity on A-rated utility bonds at March 2012,[7] the regression equation produces an ex ante risk premium based on the natural gas proxy group equal to 4.84 percent (8.80 – .613 x 6.47= 4.84).

To estimate the cost of equity using the ex ante risk premium method, one may add the estimated risk premium over the yield on A-rated utility bonds to the forecasted yield to maturity on A-rated utility bonds. As described above, my analyses produce an estimated risk premium over the yield on A-rated utility bonds equal to 4.84 percent. Adding an estimated risk premium of 4.84 percent to the 6.47 percent forecasted yield to maturity on A-rated utility bonds produces a cost of equity estimate of 11.3 percent using the ex ante risk premium method.

[7] As described above, I obtain the forecasted bond yield using data from Value Line and Global Insight. Value Line Selection & Opinion (February 24, 2012) projects a AAA-rated Corporate bond yield equal to 5.30 percent. The February 2012 average spread between A-rated utility bonds and Aaa-rated Corporate bonds is fifty-one basis points (A-rated utility, 4.36 percent, less Aaa-rated Corporate, 3.85 percent, equals fifty-one basis points). Adding fifty-one basis points to the 5.30 percent Value Line forecast equals a forecast yield of 5.81 percent. Global Insight, February 2012, forecasts a AA-rated utility bonds yield equal to 6.80 percent. The average spread between AA-rated utility and A-rated utility bonds, February 2012, is thirty-four basis points (4.36 percent less 4.02 percent). Adding thirty-four basis points to the Global Insight forecast of 6.80 percent equals a forecast yield for A-rated utility bonds equal to 7.14 percent. The average of the forecasts, (5.81 percent using Value Line data and 7.14 percent using Global Insight data) is 6.47 percent.

APPENDIX 5
RISK PREMIUM APPROACH

Source

Stock price and yield information is obtained from Standard & Poor's Security Price publication. Standard & Poor's derives the stock dividend yield by dividing the aggregate cash dividends (based on the latest known annual rate) by the aggregate market value of the stocks in the group. The bond price information is obtained by calculating the present value of a bond due in 30 years with a $4.00 coupon and a yield to maturity of a particular year's indicated Moody's A-rated utility bond yield. The values shown on Schedules 4 and 5 are the January values of the respective indices. Standard & Poor's discontinued its S&P Utilities Index in December 2001, replacing its utilities stock index with separate indices for electric and natural gas utilities. Thus, to continue my study, I based the stock returns beginning in 2002 on the total returns for the EEI Index of U.S. shareholder-owned electric utilities, as reported by EEI on its website. http://www.eei.org/whatwedo/DataAnalysis/IndusFinanAnalysis/Pages/QtrlyFinancialUpdates.aspx

Calculation of Stock and Bond Returns

Sample calculation of "Stock Return" column:

$$\text{StockReturn(2010)} = \left[\frac{\text{StockPrice(2011)} - \text{StockPrice(2010)} + \text{Dividend(2010)}}{\text{StockPrice(2010)}}\right]$$

where Dividend (2010) = Stock Price (2010) x Stock Div. Yield (2010)

Sample calculation of "Bond Return" column:

$$\text{Bond Return (2010)} = \left[\frac{\text{Bond Price (2011)} - \text{Bond Price (2010)} + \text{Interest (2010)}}{\text{Bond Price (2010)}}\right]$$

where Interest = $4.00.

Atmos Energy
Exhibit JVW-1
Schedule 9
Atmos Energy's Three Year Average Capital Structure

Line No.	Description	March 31, 2012		March 31, 2011		March 31, 2010		3 year average	
		$	%	$	%	$	%	$	%
	(a)	(b)	(c)	(d)	(e)	(f)	(g)	(h)	(i)
1	LT Debt	$ 2,206,343,717	46.54%	$ 2,159,757,889	47.64%	$ 2,169,606,408	48.12%	$ 2,178,569,338	47.42%
2	ST Debt	173,995,744	3.67%	-	0.00%	-	0.00%	57,998,581	1.26%
3	Equity	2,360,711,148	49.79%	2,373,978,719	52.36%	2,338,842,613	51.88%	2,357,844,160	51.32%
4									
5	Total Capital	$ 4,741,050,609	100.00%	$ 4,533,736,608	100.00%	$ 4,508,449,022	100.00%	$ 4,594,412,080	100.00%