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ILLINOIS COMMERCE COMMISSION
March 30, 2009

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VIA HAND DELIVERY

Ms. Elizabeth Rolando
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Illinois Commerce Commission
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Springfield, IL 62701

Report

RE: CONFIDENTIAL
Information Filing by Atmos Energy Corporation
Related to the ICC Order in Docket 00-0640
For TETCO 08-09 Winter Peaking RFP

Dear Ms. Rolando:

Find enclosed an informational filing relating to the TETCO 08-09 Winter Peaking RFP in conformance with the Competitive Bidding Process for Transactions involving Atmos Energy Marketing, LLC (f/k/a Woodward Marketing, LLC) agreed to by the ICC Staff and Atmos Energy Corporation in Docket 00-0640, the associated ICC Order and the requirements of Illinois Administrative Code Section 310.70(f).

This filing is being made in accordance with 220 ILCS §5/4-404 and Ill. Admin. Code §200.430 requesting that certain information be treated as confidential and proprietary.

The documents enclosed are as follows:

1. TETCO winter peaking supplier list
2. Daily Herald publication certification
3. Daily Register publication certification
4. Illinois legal notice winter peaking 2008-2009
5. Salem-Times-Commoner publication certification
6. TETCO Harrisburg peaking award notification - Contains confidential information

7. TETCO IL RFP 2008-2009 winter peaking responses -
Contains confidential information
8. TETCO IL RFP 2008-2009 winter peaking signature recommendation -
Contains confidential information
9. TETCO IL RFP winter peaking transaction confirmation -
Contains confidential information
10. TETCO winter peaking RFP ltv 2008-2009

If you should have any questions, please contact Deborah Sparkman at (615) 261-2245.

Her e-mail address is Deborah.sparkman@atmosenergy.com

Sincerely,



Gary A. Brown

GAB:ts
Enclosures

cc: Deborah Sparkman



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 Company: BP Energy
 501 WESTLAKE PARK
 BLVD
 HOUSTON, TX
 770792604
 US
 2813665878

Your reference: TETCO WINTER PEAKING RFP

Tracking number:
790119231058
 Date: Fri, Oct 24, 2008
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Recipient information:
 Chris Sneddon
 Company: ONEOK Gas
 Marketing Co.
 100 W. Fifth St.
 Tulsa, OK 74102
 US
 918-591-5177

Your reference: TETCO WINTER PEAKING RFP

Tracking number:
790119274039
 Date: Fri, Oct 24, 2008
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Recipient information:
 Kim Casey
 Company: Fulcrum Power
 Services,LP
 5120 Woodway Dr.
 Houston, TX 77056
 US
 713.297.4523

Your reference: TETCO PEAKING RFP

Tracking number:
790119292575
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Recipient information:
 Mark Valavanis
 Company: Baltimore Gas
 & Electric Co.
 1699 LEADENHALL ST
 BALTIMORE, MD
 212304854
 US
 4102915197

Your reference: TETCO PEAKING RFP

Tracking number:
790119297187
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Recipient information:
 Jim Lukas
 Company: Enspire Energy
 LLC
 229 W BUTE ST STE 250
 NORFOLK, VA 235101413
 US
 7579610840

Your reference: TETCO PEAKING RFP

Tracking number:
790119300544
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Recipient information:
 Jason Gray
 Company: SouthStar
 Energy
 817 WEST PEACHTREE
 ST NW STE 1000
 ATLANTA, GA 303081147
 US
 6152612249

Your reference: TETCO PEAKING RFP

Tracking number:
790119305671

Recipient information:
 Jamie Doughty

Your reference: TETCO PEAKING RFP

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<p>Date: Fri, Oct 24, 2008 Service: Standard Overnight</p>	<p>Company: ArcLight Energy Marketing 100 E. Davie St. Raleigh, NC 276015000 US 9197475078</p>	<p>Your reference: TETCO WINTER PEAKING RFP</p>
<p>Tracking number: <u>790611088750</u> Date: Fri, Oct 24, 2008 Service: Standard Overnight</p>	<p>Recipient information: Melkyn Shuler Company: Tenaska Marketing Ventures 11718 Nicholas Street Omaha, NE 68154 US 4027586200</p>	<p>Your reference: TETCO PEAKING RFP</p>
<p>Tracking number: <u>790611098765</u> Date: Fri, Oct 24, 2008 Service: Standard Overnight</p>	<p>Recipient information: Bob Culler Company: Conoco-Phillips 3333 Warrenville Road Lisle, IL 60532 US 630-799-8141</p>	<p>Your reference: TETCO PEAKING RFP</p>
<p>Tracking number: <u>790611100519</u> Date: Fri, Oct 24, 2008 Service: Standard Overnight</p>	<p>Recipient information: Eugene Krupinski Company: Occidental Energy Marketing 11800 South 75th Ave. Palos Heights, IL 60463 US 708.712.6194</p>	<p>Your reference: TETCO PEAKING RFP</p>
<p>Tracking number: <u>790611110601</u> Date: Fri, Oct 24, 2008 Service: Standard Overnight</p>	<p>Recipient information: Jason Kurtz Company: Southwestern Energy 2350 N SAM HOUSTON PKWY E STE 300 HOUSTON, TX 770323126 US 2816184700</p>	<p>Your reference: TETCO PEAKING RFP</p>
<p>Tracking number: <u>790611113828</u> Date: Fri, Oct 24, 2008 Service: Standard Overnight</p>	<p>Recipient information: Ken Ballard Company: Devon Gas Services 20 North Broadway Oklahoma City, OK 731028260 US 4052288285</p>	<p>Your reference: TETCO PEAKING RFP</p>
<p>Tracking number: <u>790611127949</u> Date: Fri, Oct 24, 2008 Service: Standard Overnight</p>	<p>Recipient information: Caroline Cieminski Company: Pinnacle Energy 6923 Oleander Court Middletown, OH 45044 US 513.755.7845</p>	<p>Your reference: TETCO PEAKING RFP</p>
<p>Tracking number: <u>790611170879</u> Date: Fri, Oct 24, 2008 Service: Standard Overnight</p>	<p>Recipient information: Phil Iracane Company: Cirna Energy 10200 FOREST GREEN BLVD STE 311 LOUISVILLE, KY 402235166 US 5024256035</p>	<p>Your reference: TETCO WINTER PEAKING RFP</p>
<p>Tracking number: <u>79117177400</u> Date: Fri, Oct 24, 2008 Service: Standard Overnight</p>	<p>Recipient information: John Ripple Company: Anadarko Energy Services 1201 Lake Robbins Drive</p>	<p>Your reference: TETCO WINTER PEAKING RFP</p>

<p>Tracking number: 791171801637 Date: Fri, Oct 24, 2008 Service: Standard Overnight</p>	<p>The Woodlands, TX 77380 US 832-636-7153 Recipient information: Melinda Dillingham Company: ExxonMobil Gas & Power Mktg 800 Bell St. Houston, TX 772522180 US 713-656-6148</p>	<p>Your reference: TETCO PEAKING RFP</p>
<p>Tracking number: 791171811811 Date: Fri, Oct 24, 2008 Service: Standard Overnight</p>	<p>Recipient information: Bob Criles Company: Constellation Energy One Allen Center Houston, TX 77002 US 713.369.4538</p>	<p>Your reference: TETCO PEAKING RFP</p>
<p>Tracking number: 791171831548 Date: Fri, Oct 24, 2008 Service: Standard Overnight</p>	<p>Recipient information: Renato Pereira Company: Cheniere Marketing, Inc. 700 Milam Street Houston, TX 77002 US 713.375 5392</p>	<p>Your reference: TETCO PEAKING RFP</p>
<p>Tracking number: 791171847916 Date: Fri, Oct 24, 2008 Service: Standard Overnight</p>	<p>Recipient information: Darren Espey Company: National Energy & Trade, LP 5847 SAN FELIPE ST STE 1910 HOUSTON, TX 770573011 US 7138001972</p>	<p>Your reference: TETCO PEAKING RFP</p>
<p>Tracking number: 791976943880 Date: Fri, Oct 24, 2008 Service: Standard Overnight</p>	<p>Recipient information: Darryl Kennedy Company: Total Gas & Power North America 1201 LOUISIANA ST STE 1800 HOUSTON, TX 770025605 US 7136475012</p>	<p>Your reference: TETCO PEAKING RFP</p>
<p>Tracking number: 791976948105 Date: Fri, Oct 24, 2008 Service: Standard Overnight</p>	<p>Recipient information: BRIAN SHAFFRANIK Company: Equitable Gas Company 200 Allegheny Center Mall Pittsburgh, PA 15212 US 412 395 3175</p>	<p>Your reference: TETCO PEAKING RFP</p>
<p>Tracking number: 791976952120 Date: Fri, Oct 24, 2008 Service: Standard Overnight</p>	<p>Recipient information: Mark Bodley Company: Nexen Marketing 3000 Town Center Southfield, MI 48075 US 248.208.2206</p>	<p>Your reference: TETCO PEAKING RFP</p>
<p>Tracking number: 791976954523 Date: Fri, Oct 24, 2008 Service: Standard Overnight</p>	<p>Recipient information: Michael Brown Company: Sequent Energy Marketing Two Allen Center Houston, TX 77002 US 832 397 3740</p>	<p>Your reference: TETCO PEAKING RFP</p>

<p>Tracking number: 791976959282 Date: Fri, Oct 24, 2008 Service: Standard Overnight</p>	<p>Recipient information: Cindy Khek Company: Macquarie Cook Energy 10100 SANTA MONICA BLVD FL 18 LOS ANGELES, CA 900674003 US 3107892324</p>	<p>Your reference: TETCO PEAKING RFP</p>
<p>Tracking number: 791976965440 Date: Fri, Oct 24, 2008 Service: Standard Overnight</p>	<p>Recipient information: Maureen Smith Company: Enterprise 1100 Louisiana Street Houston, TX 770025227 US 2819138387</p>	<p>Your reference: TETCO PEAKING RFP</p>
<p>Tracking number: 791976971813 Date: Fri, Oct 24, 2008 Service: Standard Overnight</p>	<p>Recipient information: Jim Bowden Company: Marathon Oil Company 5555 SAN FELIPE ST HOUSTON, TX 770562701 US 7132963700</p>	<p>Your reference: TETCO PEAKING RFP</p>
<p>Tracking number: 791976981608 Date: Fri, Oct 24, 2008 Service: Standard Overnight</p>	<p>Recipient information: David Otte Company: Sparkenergy Gas 3010 BRIARPARK DR STE 550 HOUSTON, TX 770423766 US 8322171845</p>	<p>Your reference: TETCO PEAKING RFP</p>
<p>Tracking number: 792132381331 Date: Fri, Oct 24, 2008 Service: Standard Overnight</p>	<p>Recipient information: Stefanie Katz Company: Sempra Energy Trading 58 Commerce Road Stamford, CT 06902 US 203-355-5060</p>	<p>Your reference: TETCO Winter Peaking RFP</p>
<p>Tracking number: 792132382820 Date: Fri, Oct 24, 2008 Service: Standard Overnight</p>	<p>Recipient information: Jake Woodall Company: Proliance Energy 3602 Shanemoss Ct. Houston, TX 77068 US 832-473-7138</p>	<p>Your reference: TETCO Winter Peaking RFP</p>
<p>Tracking number: 792132390759 Date: Fri, Oct 24, 2008 Service: Standard Overnight</p>	<p>Recipient information: Alan Taylor Company: PPM Energy Inc. 20333 State Highway 249 Houston, TX 77070 US 2813797447</p>	<p>Your reference: TETCO WINTER PEAKING RFP</p>
<p>Tracking number: 792132398392 Date: Fri, Oct 24, 2008 Service: Standard Overnight</p>	<p>Recipient information: David Glover Company: Fortis Energy Marketing & Trading 1100 Louisiana Houston, TX 77002 US 713-393-6867</p>	<p>Your reference: TETCO PEAKING RFP</p>
<p>Tracking number: 792132426488 Date: Fri, Oct 24, 2008</p>	<p>Recipient information: Paul Hyland Company: Texican</p>	<p>Your reference: TETCO PEAKING RFP</p>

<p>Service: Standard Overnight</p>	<p>Industrial Energy Mktg. 2839 Pace Ferry Rd Atlanta, GA 30339 US 404.231 1165</p>	<p>Your reference: TETCO PEAKING RFP</p>
<p>Tracking number: <u>792132439308</u> Date: Fri, Oct 24, 2008 Service: Standard Overnight</p>	<p>Recipient information: David Thomas Company: Virginia Power Energy Mktg 120 Tredegar Street-Clearinghouse Richmond, VA 23219 US 8047876051</p>	<p>Your reference: TETCO PEAKING RFP</p>
<p>Tracking number: <u>792132445510</u> Date: Fri, Oct 24, 2008 Service: Standard Overnight</p>	<p>Recipient information: Bill Wince Company: Chesapeake Energy Mktg. 6100 N WESTERN AVE OKLAHOMA CITY, OK 731181044 US 4057674210</p>	<p>Your reference: TETCO WINTER PEAKING RFP</p>
<p>Tracking number: <u>792776029161</u> Date: Fri, Oct 24, 2008 Service: Standard Overnight</p>	<p>Recipient information: Jose Rocha Company: Chevron Natural Gas 1500 Louisiana Street Houston, TX 77002 US 832 854.4110</p>	<p>Your reference: TETCO PEAKING RFP</p>
<p>Tracking number: <u>792776056945</u> Date: Fri, Oct 24, 2008 Service: Standard Overnight</p>	<p>Recipient information: Stacey Dover Company: Stand Energy Corporation 1077 Celestial St. Cincinnati, OH 452021629 US 513 621 1113</p>	<p>Your reference: TETCO PEAKING RFP</p>
<p>Tracking number: <u>792776060970</u> Date: Fri, Oct 24, 2008 Service: Standard Overnight</p>	<p>Recipient information: John Ahrens Company: MX Energy 510 Thornall Street Edison, NJ 088372207 US 7328050300</p>	<p>Your reference: TETCO PEAKING RFP</p>
<p>Tracking number: <u>792776068743</u> Date: Fri, Oct 24, 2008 Service: Standard Overnight</p>	<p>Recipient information: Monte Mariani Company: DTE Energy Trading 414 S Main St Ann Arbor, MI 48104 US 7348874044</p>	<p>Your reference: TETCO PEAKING RFP</p>
<p>Tracking number: <u>792776070158</u> Date: Fri, Oct 24, 2008 Service: Standard Overnight</p>	<p>Recipient information: Lori Leeder Company: Vega Energy Partners, Ltd. 3272 Westheimer Houston, TX 77227 US 7135270557</p>	<p>Your reference: TETCO PEAKING RFP</p>
<p>Tracking number: <u>792776078870</u> Date: Fri, Oct 24, 2008 Service: Standard Overnight</p>	<p>Recipient information: Angelina Borelli Company: UGI Energy Services 1 MERIDIAN BLVD STE 2C01 WYOMISSING, PA 196103230 US</p>	<p>Your reference: TETCO PEAKING RFP</p>

<p>Tracking number: <u>792776088642</u> Date: Fri, Oct 24, 2008 Service: Standard Overnight</p>	<p>6107437002 Recipient information: David Jones Company: Louis Dreyfus Energy Services 13430 NORTHWEST FWY STE 1200 HOUSTON, TX 770406052 US 2813781217</p>	<p>Your reference: TETCO PEAKING RFP</p>
<p>Tracking number: <u>792776093365</u> Date: Fri, Oct 24, 2008 Service: Standard Overnight</p>	<p>Recipient information: Tammi DePaolis Company: BEAR Energy LP 700 LOUISIANA ST FL 10 HOUSTON, TX 770022700 US 7132365204</p>	<p>Your reference: TETCO PEAKING RFP</p>
<p>Tracking number: <u>792776096103</u> Date: Fri, Oct 24, 2008 Service: Standard Overnight</p>	<p>Recipient information: Jim Taylor Company: Petrocom Ventures Ltd. 1616 S VOSS RD STE 945 HOUSTON, TX 770572620 US 7133663381</p>	<p>Your reference: TETCO PEAKING RFP</p>
<p>Tracking number: <u>798046199752</u> Date: Fri, Oct 24, 2008 Service: Standard Overnight</p>	<p>Recipient information: Blake Bastien Company: Centerpoint Energy Gas Mktg Co. 470 N. Kirkwood Road St. Louis, MO 631223912 US 314-991-7493</p>	<p>Your reference: TETCO Winter Peaking RFP</p>
<p>Tracking number: <u>798046218556</u> Date: Fri, Oct 24, 2008 Service: Standard Overnight</p>	<p>Recipient information: Marc Tronzo Company: Atmos Energy Marketing, LLC 13430 Northwest Freeway Houston, TX 770406316 US 713-688-7771</p>	<p>Your reference: TETCO PEAKING RFP</p>
<p>Tracking number: <u>798046225889</u> Date: Fri, Oct 24, 2008 Service: Standard Overnight</p>	<p>Recipient information: Mark DeRusse Company: Enbridge Marketing L.P. 1100 Louisiana St Houston, TX 77002 US 713 377.6679</p>	<p>Your reference: TETCO PEAKING RFP</p>
<p>Tracking number: <u>798046229406</u> Date: Fri, Oct 24, 2008 Service: Standard Overnight</p>	<p>Recipient information: Jay Labadie Company: OG&E Energy Resources 408 Central Park Two Oklahoma City, OK 73105 US 4055533000</p>	<p>Your reference: TETCO PEAKING RFP</p>
<p>Tracking number: <u>798046237106</u> Date: Fri, Oct 24, 2008 Service: Standard Overnight</p>	<p>Recipient information: Donna Worley Company: Shell Trading 909 Fannin Street-Plaza Level One Houston, TX 77010 US 7137675587</p>	<p>Your reference: TETCO PEAKING RFP</p>

<p>Tracking number: <u>798046242642</u> Date: Fri, Oct 24, 2008 Service: Standard Overnight</p>	<p>Recipient information: Todd Moore Company: Eagle Energy Partners 4700 W SAM HOUSTON PKWY N STE 250 HOUSTON, TX 770418225 US 2817810345</p>	<p>Your reference: TETCO PEAKING RFP</p>
<p>Tracking number: <u>798046267348</u> Date: Fri, Oct 24, 2008 Service: Standard Overnight</p>	<p>Recipient information: Roy Rodriguez Company: Integrys Energy Services 500 W MADISON ST STE 3300 CHICAGO, IL 606614582 US 3126811878</p>	<p>Your reference: TETCO PEAKING RFP</p>
<p>Tracking number: <u>798046291386</u> Date: Fri, Oct 24, 2008 Service: Standard Overnight</p>	<p>Recipient information: Nicole Jasper Company: DB Energy Trading, LLC 1301 FANNIN ST STE 175 HOUSTON, TX 770027010 US 7136536819</p>	<p>Your reference: TETCO PEAKING RFP</p>
<p>Tracking number: <u>798046297980</u> Date: Fri, Oct 24, 2008 Service: Standard Overnight</p>	<p>Recipient information: Gabriela Barlow Company: RAM Energy Resources Meridian Tower, STE.650 Tulsa, OK 741356549 US 9186320682</p>	<p>Your reference: TETCO PEAKING RFP</p>
<p>Tracking number: <u>798046301900</u> Date: Fri, Oct 24, 2008 Service: Standard Overnight</p>	<p>Recipient information: Phil Glaessner Company: Hess Corporation 1 HESS PLZ WOODBRIDGE, NJ 070951229 US 7327506357</p>	<p>Your reference: TETCO PEAKING RFP</p>
<p>Tracking number: <u>799400046394</u> Date: Fri, Oct 24, 2008 Service: Standard Overnight</p>	<p>Recipient information: Kevin Humpich Company: NJR Energy Services 1415 Wyckoff Rd Wall, NJ 08736 US 732 938 1109</p>	<p>Your reference: TETCO PEAKING RFP</p>
<p>Tracking number: <u>799400060803</u> Date: Fri, Oct 24, 2008 Service: Standard Overnight</p>	<p>Recipient information: Todd Harris Company: Laclede Energy Resources 720 Olive Street St. Louis, MO 63101 US 3145168581</p>	<p>Your reference: TETCO PEAKING RFP</p>
<p>Tracking number: <u>799400064430</u> Date: Fri, Oct 24, 2008 Service: Standard Overnight</p>	<p>Recipient information: David Jenkins Company: BG Energy Merchants 5444 Westheimer Houston, TX 77056 US 713.599.3810</p>	<p>Your reference: TETCO PEAKING RFP</p>
<p>Tracking number: <u>799400074626</u></p>	<p>Recipient information: Tim Hale</p>	<p>Your reference: TETCO PEAKING RFP</p>

<p>Date: Fri, Oct 24, 2008 Service: Standard Overnight</p>	<p>Company: South Jersey Energy Solutions 1 South Jersey Plaza Folsom, NJ 08037 US 609 561 9000</p>	
<p>Tracking number: <u>799400081098</u> Date: Fri, Oct 24, 2008 Service: Standard Overnight</p>	<p>Recipient information: Patrice Thurston Company: UBS Energy, LLC 677 WASHINGTON BLVD STAMFORD, CT 069013707 US 2037198503</p>	<p>Your reference: TETCO PEAKING RFP</p>
<p>Tracking number: <u>799400098233</u> Date: Fri, Oct 24, 2008 Service: Standard Overnight</p>	<p>Recipient information: Steve Hanan Company: Merrill Lynch Commodities 20 GREENWAY PLZ STE 700 HOUSTON, TX 770462006 US 7135444907</p>	<p>Your reference: TETCO PEAKING RFP</p>
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Daily Herald

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BID NOTICE

Atmos to seek Winter Peaking bids for Harrisburg, Illinois operations

- A firm city gate delivered Peaking service for the Harrisburg/Galatia, Illinois service area, supplied off Texas Eastern transmission.
- The Peaking service will be for a three (3) month period beginning December 2008 through February 2009.
- Requirements will be up to 1,600 dth/d

For questions and/or to obtain a Request for Proposal (RFP) package, please contact:

Deborah Sparkman
Gas Supply Specialist
(615) 261-2245
deborah.sparkman@atmosenergy.com

Becky Buchanan
Mgr., Regional Gas Supply
(615) 261-2246
becky.buchanan@atmosenergy.com

Atmos Energy Corporation
Attn: Gas Supply - Illinois
277 Riverside Drive,
Suite 201
Franklin, TN 37064

All bids must be received by Atmos at the above address by 4:00 p.m. Monday, November 10, 2008. Bids should remain valid for a seven (7) business-day-evaluation period. After that time, all respondents in the RFP process and the successful bidder will be notified.

Published in Daily Herald
Oct 28 & Nov. 4, 2008
(4115595)N

CERTIFICATE OF PUBLICATION

Paddock Publications, Inc.

Daily Herald

Corporation organized and existing under and by virtue of the laws of the State of Illinois, DOES HEREBY CERTIFY that it is the publisher of the DAILY HERALD. That said DAILY HERALD is a secular newspaper and has been circulated daily in the Village(s) of Addison, Algonquin, Antioch, Arlington Heights, Barrington, Barrington Hills, Bartlett, Batavia, Bensenville, Bloomingdale, Buffalo Grove, Burlington, Campton Hills, Carol Stream, Carpentersville, Cary, Deer Park, Des Plaines, East Dundee, Elburn, Elgin, Elk Grove Village, Fox Lake, Fox River Grove, Geneva, Gilberts, Glen Ellyn, Glendale Heights, Grayslake, Green Oaks, Gurnee, Hainesville, Hampshire, Hanover Park, Hawthorn Woods, Hoffman Estates, Huntley, Inverness, Island Lake, Itasca, Keeneyville, Kildeer, Lake Barrington, Lake Villa, Lake in the Hills, Lake Zurich, Libertyville, Lincolnshire, Lindenhurst, Lisle, Lombard, Long Grove, Medinah, Mt. Prospect, Mundelein, Naperville, North Aurora, North Barrington, Oakbrook, Oakbrook Terrace, Palatine, Prospect Heights, Rolling Meadows, Roselle, Schaumburg, Sleepy Hollow, South Barrington, South Elgin, St. Charles, Streamwood, Tower Lakes, Vernon Hills, Villa Park, Volo, Warrenville, Wauconda, Wayne, West Chicago, West Dundee, Wheaton, Wheeling, Wildwood, Winfield, Wood Dale County(ies) of Cook, DuPage, Kane, Lake, McHenry and State of Illinois, continuously for more than one year prior to the date of the first publication of the notice hereinafter referred to and is of general circulation throughout said Village(s), County(ies) and State

I further certify that the DAILY HERALD is a newspaper as defined in "an Act to revise the law in relation to notices" as amended in 1992 Illinois Compiled Statutes, Chapter 7150, Act 5, Section 1 and 5. That a notice of which the annexed printed slip is a true copy, was published October 28, November 4, 2008 in said DAILY HERALD.

IN WITNESS WHEREOF, the undersigned, the said PADDOCK PUBLICATIONS, Inc, has caused this certificate to be signed by, this authorized agent, at Arlington Heights, Illinois.

PADDOCK PUBLICATIONS, INC
DAILY HERALD NEWSPAPERS

BY Holly Bratanick
Authorized Agent

Control # 4115595

BID NOTICE

Atmos to seek Winter Peak- ing bids for Harrisburg, Illi- nois operations:

* A firm city gate de- livered Peaking service for its Harrisburg/Galatia, Illi- nois service area supplied off Texas Eastern Transmis- sion.

* The Peaking service will be for a three (3) month pe- riod beginning December 2008 through February 2009. * Requirements will be up to 1,500 dthw.

For questions and/or to ob- tain a Request for Proposal (RFP) package, please con- tact:

Deborah Sparkman
Gas Supply Specialist
(615) 261-2245
deborah.sparkman@atmos- energy.com

Becky Buchanan
Mgr., Regional Gas Supply
(615) 261-2248
becky.buchanan@atmosen- ergy.com

Atmos Energy Corporation
Attn: Gas Supply - Illinois
377 Riverside Drive,
Suite 201
Franklin, TN 37064

All bids must be received by Atmos of the above ad- dress by 4:00 p.m. Monday, November 10, 2008. Bids should remain valid for a seven (7) business-day eval- uation period. After that time, all respondents in the RFP process and the suc- cessful bidder will be noti- fied.

Published in Daily Herald
Oct. 28 & Nov. 4, 2008
(4115595)N

CERTIFICATE OF PUBLICATION

Paddock Publications, Inc.

Daily Herald

Corporation organized and existing under and by virtue of the laws of the State of Illinois, DOES HEREBY CERTIFY that it is the publisher of the DAILY HERALD. That said DAILY HERALD is a secular newspaper and has been circulated daily in the Village(s) of Addison, Algonquin, Antioch, Arlington Heights, Barrington, Barrington Hills, Bartlett, Batavia, Bensenville, Bloomingdale, Buffalo Grove, Burlington, Campton Hills, Carol Stream, Carpentersville, Cary, Deer Park, Des Plaines, East Dundee, Elburn, Elgin, Elk Grove Village, Fox Lake, Fox River Grove, Geneva, Gilberts, Glen Ellyn, Glendale Heights, Grayslake, Green Oaks, Gurnee, Hainesville, Hampshire, Hanover Park, Hawthorn Woods, Hoffman Estates, Huntley, Inverness, Island Lake, Itasca, Keeneville, Kildeer, Lake Barrington, Lake Villa, Lake in the Hills, Lake Zurich, Libertyville, Lincolnshire, Lindenhurst, Lisle, Lombard, Long Grove, Medinah, Mt. Prospect, Mundelein, Naperville, North Aurora, North Barrington, Oakbrook, Oakbrook Terrace, Palatine, Prospect Heights, Rolling Meadows, Roselle, Schaumburg, Sleepy Hollow, South Barrington, South Elgin, St. Charles, Streamwood, Tower Lakes, Vernon Hills, Villa Park, Volo, Warrenville, Wauconda, Wayne, West Chicago, West Dundee, Wheaton, Wheeling, Wildwood, Winfield, Wood Dale County(ies) of Cook, DuPage, Kane, Lake, McHenry and State of Illinois, continuously for more than one year prior to the date of the first publication of the notice hereinafter referred to and is of general circulation throughout said Village(s), County(ies) and State.

I further certify that the DAILY HERALD is a newspaper as defined in "an Act to revise the law in relation to notices" as amended in 1992 Illinois Compiled Statutes, Chapter 7150, Act 5, Section 1 and 5. That a notice of which the annexed printed slip is a true copy, was published October 28, November 4, 2008 in said DAILY HERALD

IN WITNESS WHEREOF, the undersigned, the said PADDOCK PUBLICATIONS, Inc., has caused this certificate to be signed by, this authorized agent, at Arlington Heights, Illinois.

PADDOCK PUBLICATIONS, INC.
DAILY HERALD NEWSPAPERS

BY Holly Bratanick
Authorized Agent

Control # 4115595

BID NOTICE

Atmos to seek Winter Peaking bids for Harrisburg, Illinois operations:

* A firm city gate delivered Peaking service for its Harrisburg/Galatia, Illinois service area supplied off Texas Eastern Transmission.

* The Peaking service will be for a three (3) month period beginning December 2008 through February 2009.
* Requirements will be up to 1,600 cfm.

For questions and/or to obtain a Request for Proposal (RFP) package, please contact:

Deborah Sparkman
Gas Supply Specialist
(615) 261-2245
deborah.sparkman@atmosenergy.com

Becky Buchanan
Mgr., Regional Gas Supply
(615) 261-2249
becky.buchanan@atmosenergy.com

Atmos Energy Corporation
Attn: Gas Supply - Illinois
377 Riverside Drive,
Suite 201
Franklin, TN 37064

All bids must be received by Atmos at the above address by 4:00 p.m. Monday, November 10, 2008. Bids should remain valid for a seven (7) business-day evaluation period. After that time, all respondents in the RFP process and the successful bidder will be notified.

Published in Daily Herald
Oct 28 & Nov 4, 2008
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I further certify that the DAILY HERALD is a newspaper as defined in "an Act to revise the law in relation to notices" as amended in 1992 Illinois Compiled Statutes, Chapter 7150, Act 5, Section 1 and 5. That a notice of which the annexed printed slip is a true copy, was published October 28, November 4, 2008 in said DAILY HERALD

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PADDOCK PUBLICATIONS, INC.
DAILY HERALD NEWSPAPERS

BY Holly Bratanick
Authorized Agent

Control # 4115595

#63645

Winter Peaking Birds

63645

10/28 11/4

CERTIFICATE OF PUBLICATION

STATE OF ILLINOIS

COUNTY OF SALINE

Atomos Energy
Attn Nancy Tarrant
1377 Riverside Dr, Suite 201
Franklin TN 37064

LIBERTY GROUP PUBLISHING, a Corporation, organized and existing pursuant to the laws of the State of Illinois, does hereby certify that it is the PUBLISHER of THE DAILY REGISTER, that said DAILY REGISTER is a secular and public newspaper of general circulation in said county, printed and published daily (except Sunday and holidays) in the English language, in the City of Harrisburg in said County of Saline and State of Illinois, and is a newspaper as defined in Chapter 100, Section 5, Illinois Revised Statutes.

It further certifies that the said DAILY REGISTER has been regularly printed and published in said City of Harrisburg, County of Saline and State of Illinois for at least six months prior to the date of the first publication of the notice hereinafter mentioned.

It further certifies that a notice, of which the annexed notice is a true printed copy, has been regularly published in said newspaper 2 times, once in each week for 2 successive weeks, the first publication thereof having been made in the issue of said newspaper published on October 28, 2008, and the last publication thereof having been made in the issue of said newspaper published on November 4, 2008

In Witness Whereof, the said DAILY REGISTER, publisher aforesaid, has caused its name to be hereunto signed on this 14th day of NOV, 20 08

Publication Fee \$ 43²⁰

The Daily Register
BY [Signature]
Publisher

CERTIFICATE NO. 63645

Atmos to seek Winter Peaking bids for Harrisburg, Illinois operations:

- A firm city gate delivered Peaking service for its Harrisburg/Galatia, Illinois service area supplied off Texas Eastern Transmission.
- The Peaking service will be for a three (3) month period beginning December 2008 through February 2009.
- Requirements will be up to 1,600 dth/d.

For questions and/or to obtain a Request for Proposal (RFP) package, please contact:

Deborah Sparkman
Gas Supply Specialist
(615) 261-2245
deborah.sparkman@atmosenergy.com

Becky Buchanan
Mgr., Regional Gas Supply
(615) 261-2248
becky.buchanan@atmosenergy.com

Atmos Energy Corporation
Attn: Gas Supply - Illinois
377 Riverside Drive, Suite 201
Franklin, TN 37064

All bids must be received by Atmos at the above address by 4:00 p.m. Monday, November 10, 2008. Bids should remain valid for a seven (7) business-day evaluation period. After that time, all respondents in the RFP process and the successful bidder will be notified.

**SALEM
TIMES-COMMONER**

TC Printers
120 S. Broadway - Salem, IL 62881
(618) 548-3330

Invoice

Date	Invoice #
9/12/2008	LEGAL

Bill To
ATMOS ENERGY / TENN. - A & L ATTN: LINDA HOOD, ADM. ASST Nancy Tarrant 200 NOAH DRIVE FRANKLIN, TN 37064 377 Riverside #201 Franklin TN

P O No	Terms	Total
3 ILL. OPERATIO	Net 30	\$52.80

Quantity	Description	Rate	Amount
	SEPT 12 -- 66 LINES @ 40 CENTS EACH	26.40	26.40
	SEPT 16 -- SAME	26.40	26.40
	ATMOS TO SEEK BIDS ON THREE ILLINOIS OPERATIONS		
	YOUR PROOF OF PUBLICATIONS AND THREE TEARSHEETS FOR EACH PUBLICATION DATE ARE ENCLOSED		
	010. 1829 9301 04023 002000		
	Please Pay Upon Receipt		
Return one copy with payment. Thank You		Total	\$52.80



CERTIFICATE OF PUBLICATION

SALEM, ILLINOIS

SEPTEMBER 12, 2008

Atmos to seek bids for three (3) of its Illinois operations:

1. A bundled gas supply and asset management service agreement for its Salem, Illinois service area supplied by Mississippi River Transmission.

2. A bundled gas supply and asset management service agreement for its Alton/Vandalia, Illinois service area supplied by Natural Gas Pipeline Company of America.

3. A firm city gate delivered service for its Harrisburg/Galatia, Illinois service area supplied off Texas Eastern Transmission.

All three (3) agreements shall commence on November 1, 2008 and continue for a one (1) year term through October 31, 2009.

For questions and/or to obtain a Request for Proposal (RFP) package, please contact Deborah Sparkman, Gas Supply Specialist, (615) 261-2245.

deborah.sparkman@atmosenergy.com

Becky Buchanan, Mgr., Regional Gas Supply, (615) 261-2248.

becky.buchanan@atmosenergy.com

Atmos Energy Corporation

Attn: Gas Supply - Illinois

377 Riverside Drive, Suite 201

Franklin, TN 37064

All bids must be received by Atmos at the above address by 4:00 p.m. Friday, September 26, 2008.

Bids should remain valid for a seven (7) business day evaluation period.

After that time, all respondents in the RFP process and the successful bidder will be notified.

Sep 12, '08

The undersigned does hereby certify that he is the publisher, or the authorized agent of the publisher, of the SALEM TIMES-COMMONER; that said newspaper is published two times a week and is a secular newspaper of general circulation which has been published in the City of Salem in Marion County, State of Illinois, continuously for a period of more than one year prior to the first date of the publication attached hereto. He further certifies that said newspaper is "a newspaper" as defined in "an Act to revise the law in relation to notices" as amended by Act approved July 17, 1959 - Ill. Revised Statutes, Chap. 100, Paragraphs 1 and 5. He further certifies that the attached notice was published in said newspaper once each week for 2 successive weeks, the first publication being in the paper published on the 12th day of SEPTEMBER, 2008, and the last publication being in the paper published on the 16th day of SEPTEMBER, 2008.

Publication Fee \$ 52.80

M. Agnew M. AGNEW (Authorized Agent of Publisher)

Received publication fee of _____ this _____ day of _____, 20

SALEM TIMES-COMMONER

By _____

CERTIFICATE OF PUBLICATION

SALEM, ILLINOIS

SEPTEMBER 12, 2008

Atmos to seek bids for three (3) of its Illinois operations.

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For questions and/or to obtain a Request for Proposal (RFP) package, please contact:

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Gas Supply Specialist
(615) 261-2245
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(615) 261-2248
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Atmos Energy Corporation
Attn: Gas Supply - Illinois
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Publication Fee \$ 52.80

M. Agnew M. AGNEW
(Authorized Agent of Publisher)

Received publication fee
of _____ this _____
day of _____, 20_____

SALEM TIMES-COMMONER

By _____

From: Sparkman, Deborah
Sent: Wednesday, November 12, 2008 9:03 AM
To:
Subject: TETCO Harrisburg Peaking RFP
Importance: High

*The analysis of the TETCO Harrisburg Peaking RFP proposals have been completed
has been awarded the three month peaking service for firm city gate delivery.*

In summary, the term will be affective December 1, 2008 through February 28, 2009;

Please forward a Transaction Confirmation for this deal to my attention.

Thanks again . . . look forward to working with you in better serving our Illinois customers.

*Deborah Sparkman
Gas Supply Specialist
Atmos Energy Corporation
377 Riverside Drive, Suite 201
Franklin, TN 37064
(P) 615.261.2245
(F) 615.790.9337
deborah.sparkman@atmosenergy.com*

6 TETCO Harrisburg Peaking Award
Notification PUBLIC

3/27/2009

PUBLIC DOCUMENT

The contents of this page are CONFIDENTIAL.

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The contents of this page are CONFIDENTIAL.

The following questions have been submitted for the TETCO Harrisburg Winter Peaking RFP:

- 1. What is the notification time for Atmos to request the supply, i.e. Day-Ahead, Intra-day, etc? If there is no set time, could you provide me with Atmos' preferred notification scenario?*
- 2. Is Atmos requesting a peaking service that would be ratable over weekends and holidays, or would Atmos be able to vary the volumes each day?*

RESPONSES:

- 1. Notification time for requested supply would be day ahead.*
- 2. Peaking service over weekends and holidays would be ratable.*

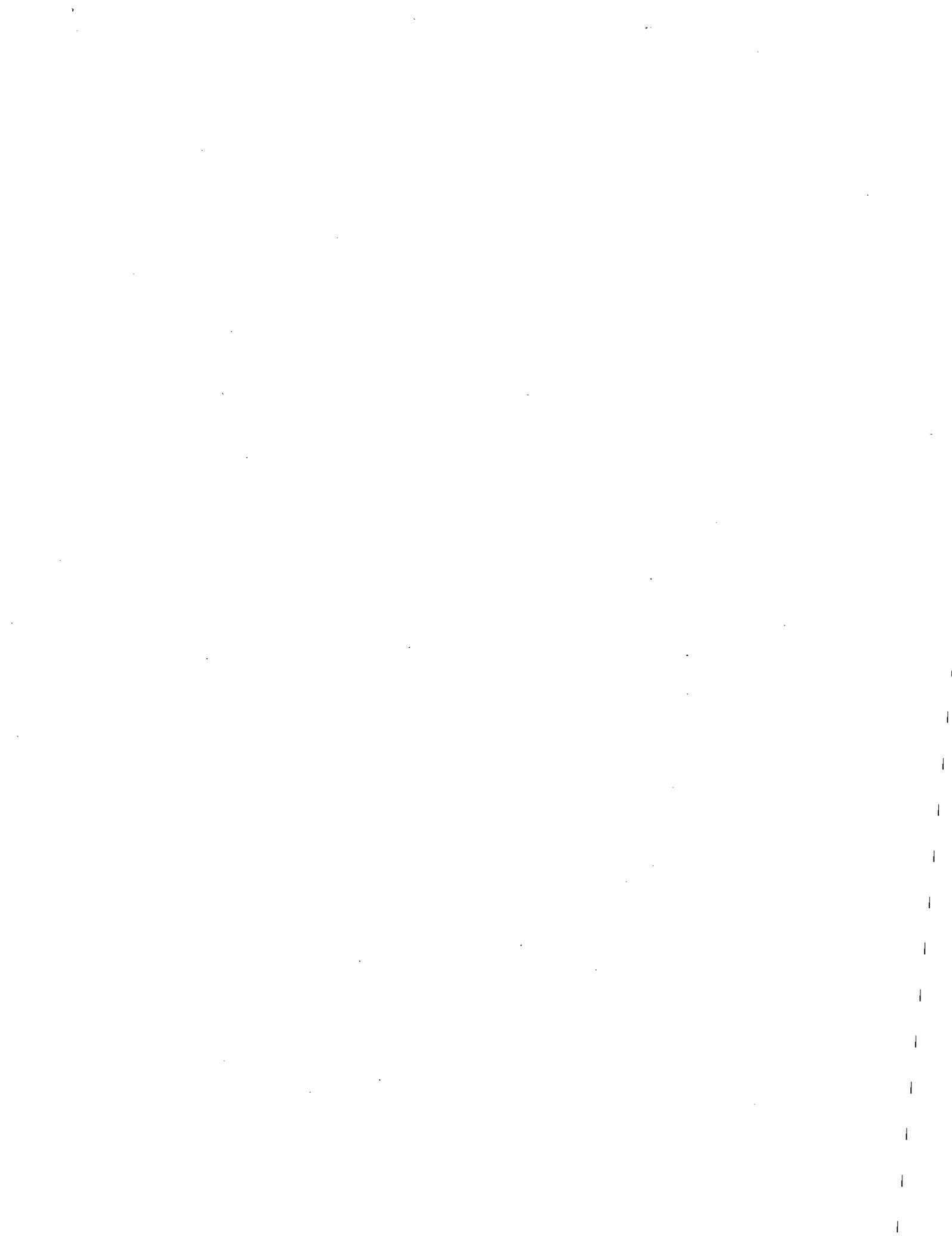
Thank you,

*Deborah Sparkman
Gas Supply Specialist
Atmos Energy Corporation
377 Riverside Drive, Suite 201
Franklin, TN 37064
(P) 615.261.2245
(F) 615.790.9337
deborah.sparkman@atmosenergy.com*

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Atmos Energy Corporation
November 13, 2008

Recommendations for Atmos Energy Corporation
December 1, 2008 - February 28, 2009
Gas Supply Requirements for Firm Peaking Supply to TETCO – Harrisburg, Illinois
Submitted for Review November 13, 2008

Atmos Energy Corporation (AEC) issued a Request for Proposal (RFP) to solicit proposals for a three month agreement for firm peaking supply to be delivered on TETCO to the Harrisburg delivery point

RFP's were issued to sixty (60) potential suppliers. AEC received a proposal from one (1) supplier and five (5) suppliers declined to submit a proposal, but requested to remain on the Bid List. The one bid received was from the following:

The bid received from _____ and the _____ priced the incremental commodity requirements at _____ and the _____ That _____

Based on the above it is recommended that Atmos accept _____ proposal for the three month firm peaking agreement.

Submitted by:

Deborah Spaulman
Regional Supply Specialist
Atmos Energy Corporation

Approved by:

Rebecca M. Buchanan
Manager, Regional Gas Supply
Atmos Energy Corporation

Approved by:

Paul J. Muntz
Vice President, Rates & Regulatory Affairs
Atmos Energy Corporation, Mid-States Division

PUBLIC DOCUMENT

The contents of this page are CONFIDENTIAL.

PUBLIC DOCUMENT

Re: Request for Proposal for Winter, 2008-09 Peaking Gas Supply on TETCO for Harrisburg, Illinois

Dear

Atmos Energy Corporation is requesting proposals for firm peaking gas supply delivered to Harrisburg at delivery point 70039.

We are seeking Peaking supplies delivered to the delivery point listed above as follows:

Month	Total Dth/Day Up to
December 2008	1,600
January 2009	1,600
February 2009	1,600

The successful bidder is expected to provide Peaking supply on any day. Replacement costs and payment of any penalties incurred as a result of non-performance on the part of the Supplier will be paid by the Supplier. Proposals should be reservation/commodity based using **Gas Daily, Daily Price Survey, TETCO, ELA, Midpoint index price.**

Supplier will invoice Atmos Energy the month following receipt of gas supplies. Payment will be made to the Supplier the later of the 25th of the month or 10 days after receipt of invoice.

All bidders are subject to proof of performance experience, creditworthiness and financial strength commensurate with this type and term of arrangement. Non-performance remedies as well as other terms and conditions will be negotiated and included in the agreement between the parties.

For additional information necessary for your response and not contained in this RFP, you are required to submit the request via e-mail to deborah.sparkman@atmosenergy.com. At Atmos Energy's sole discretion, any reasonable request will be responded to and provided to all parties receiving this RFP. The party requesting the additional information will not be identified.

Proposals must be received via U.S. Mail, courier service or hand delivered on or before **November 10, 2008 at 4:00 p.m. CST**. No other method will be accepted. No proposal will be opened prior to the stated deadline. The proposals received after the stated deadline will be returned unopened. The Proposer shall be prepared to leave the proposal open for a seven (7) day evaluation period after the submittal deadline in order to analyze and reach a final decision. Any proposal clarification requested by Atmos Energy and the response by the Proposer shall be in writing. During the RFP process, Atmos Energy will not entertain any individual meetings with Proposers relating to this RFP until such time that the RFP has been awarded. Atmos Energy reserves the right to reject any or all proposals and to re-solicit for proposals in the event that all proposals are rejected. Any proposal may be modified prior to the submittal deadline by written request of the Proposer.

Proposals should be returned in the enclosed envelope that is marked externally as **"Proposal for Harrisburg Peaking Service"** and mailed to:

Deborah Sparkman
Atmos Energy Corporation
377 Riverside Drive, Suite 201
Franklin, TN 37064

Attached for your review are the exceptions to the NAESB as required on our part. Please submit with your bid any exception language required by your company. If your company prefers not to execute a NAESB contract, please provide a copy of your company's contract for our review with your bid.

Please advise if not submitting a proposal at this time. Otherwise, we will assume that we should remove your company from our bid list for supplies on this particular pipeline.

We appreciate your interest in this Request for Proposal.

Sincerely,

Deborah Sparkman

Deborah Sparkman
Gas Supply Specialist
Phone: 615.261.2245
deborah.sparkman@atmosenergy.com

EXHIBIT __

SPECIAL PROVISIONS ATTACHED TO AND FORMING PART OF THE
BASE CONTRACT FOR SALE AND PURCHASE OF NATURAL GAS

Dated _____, 200__

By and between

("Seller")

and

Atmos Energy Corporation ("Buyer")

If the terms of these Special Provisions and the other terms of the Base Contract conflict, the terms of these Special Provisions shall govern. Any definitions used in the Base Contract, unless otherwise defined in these Special Provisions, shall have the same meaning herein.

Any references herein to "General Terms and Conditions" shall mean the document attached to and forming part of the Base Contract entitled "General Terms and Conditions Base Contract for Sale and Purchase of Natural Gas" and setting forth the General Terms and Conditions of the agreement between the parties.

Any reference to a Section in these Special Provisions refers to the same Section of the General Terms and Conditions to the Base Contract.

SECTION 1. PURPOSE AND PROCEDURES

The existing Sections 1.2, 1.3 and 1.4 are deleted in their entirety and replaced with the following:

1.2 (a) Transactions entered into Orally: Should the parties come to an understanding regarding a particular transaction, and have agreed to the Contract Price, the Contract Quantity, the Delivery Period and the Delivery Point(s) (the "Minimum Requirements") for such transaction, the transaction will be formed and effectuated between the parties by an oral offer (whether by telephone, in-person, or otherwise) and oral acceptance (whether by telephone, in-person or otherwise). The parties shall be legally bound by each transaction satisfying the Minimum Requirements from the time they agree to its terms and acknowledge that each party will rely thereon in doing business related to the transaction. Any transaction formed and effectuated pursuant to the foregoing shall be considered a "writing" or "in writing" and to have been "signed" by each party.

(b) Taping of Transactions: Each party hereby agrees that the other party or its agents may electronically record all telephone conversations between officers or employees of the consenting party and the officers or employees of the other party who quote on, agree to, or otherwise discuss terms of transactions or potential transactions on behalf of the party. Either party may at each party's respective expense, maintain equipment necessary to record transactions on audiotapes and/or digital recording media ("Transaction Tapes") and retain Transaction Tapes and the electronic evidence of transactions on such Transaction Tapes in such manner and for so long as each party deems necessary in its sole respective discretion, but is not obligated to do so; provided that **NEITHER PARTY SHALL BE LIABLE TO THE OTHER PARTY FOR ANY MALFUNCTION OF SUCH EQUIPMENT OR THE OPERATION THEREOF IN**

RESPECT OF ANY TRANSACTION WITHOUT REGARD TO THE CAUSE OR CAUSES RELATED THERETO, INCLUDING WITHOUT LIMITATION, THE SOLE, JOINT, CONCURRENT, CONTRIBUTORY, AND/OR COMPARATIVE NEGLIGENCE (WHETHER GROSS OR SIMPLE, OR ACTIVE OR PASSIVE), STRICT LIABILITY, OR OTHER FAULT OF ANY PARTY. No transaction shall be invalidated should a Transaction Tape be erased for any reason or a malfunction occur in equipment utilized for recording transactions or retaining Transaction Tapes or the operation thereof. The parties hereby consent to the electronic recording of their oral agreements and related telephone discussions.

(c) Waiver of Statute of Frauds: **THE PARTIES HEREBY WAIVE ALL PROVISIONS OF ANY APPLICABLE STATUTE OF FRAUDS WITH RESPECT TO ANY TRANSACTIONS SUBJECT TO THIS CONTRACT; PROVIDED HOWEVER, AMENDMENTS TO THE CONTRACT MUST BE IN WRITING AND SIGNED BY THE PARTIES.** The parties agree not to contest or assert a defense to the validity or enforceability of transaction entered into orally under laws relating to whether certain agreements are to be in writing or signed by the party to be thereby bound.

1.3 Confirmation of a Transaction:

(a) The Confirming Party shall and the other party may confirm the terms of a transaction by transmitting to the other party a written Transaction Confirmation by any reasonable means, including, without limitation, by facsimile (including, without limitation e-fax and/or computer facsimile), hand delivery, courier, or certified mail (return receipt requested) or other mutually agreeable electronic means. Failure by any party to send, or the party to return a Transaction Confirmation shall not invalidate any transaction. Each party adopts its confirming letterhead, or the like, as its signature on any Transaction Confirmation and as the identification and authentication of such party. Notwithstanding the definition of Transaction Confirmation in Section 2, "Transaction Confirmation" means for the purposes of delivery to a receiving party, a writing in any reasonable form containing all of the material terms of the transaction, including, without limitation, the form of Exhibit A attached hereto.

(b) If a sending party's Transaction Confirmation is materially different from the receiving party's understanding of the terms of a transaction, such receiving party shall notify the sending party of any such material differences in writing by the Confirm Deadline, unless such receiving party has previously timely sent a Transaction Confirmation to the sending party before the Confirm Deadline.

(c) Unless the receiving party has previously timely sent a written Transaction Confirmation to the sending party, the failure of the receiving party to so notify the sending party of any such material differences in writing by the Confirm Deadline constitutes the receiving party's acceptance of the description of the terms of the transaction in the sending party's Transaction Confirmation. If there are any material differences between timely sent Transaction Confirmations governing the same transaction or if the receiving party has timely objected to the terms of the sending party's Transaction Confirmation, such transaction remains valid and the parties remain legally bound thereby, however, both parties shall in good faith attempt to resolve such differences. Once such material differences are resolved, either party may transmit a written Transaction Confirmation to the other party, and such Transaction Confirmation shall be accepted (or disputed) pursuant to the provisions of this Section 1.3. The provisions of this Section 1.3 may be repeated as many times as necessary to produce a

written Transaction Confirmation that is accepted or deemed accepted by the receiving party.

(d) A written Transaction Confirmation and any other writing related to or in response to a Transaction Confirmation shall be deemed delivered to the receiving party (i) when actually received by the receiving party or (ii) with respect to a written Transaction Confirmation and other writing delivered by facsimile, when the sending party's facsimile machine indicates by an electronic or written facsimile log that the receiving party's facsimile machine received such written Transaction Confirmation.

(e) The sending party shall not be required to maintain or retain a paper-based version of the written Transaction Confirmation delivered to the receiving party. In addition to a paper-based version of the written Transaction Confirmation delivered to the receiving party, the following shall constitute a "written Transaction Confirmation" for all purposes of this Contract: (i) an electronic image of a paper-based version of the written Transaction Confirmation, and/or (ii) data in the sending party's computer system.

(f) In the absence of a written Transaction Confirmation that the parties have signed or are deemed to have accepted, any evidence may be used to establish the terms of a transaction, including, without limitation, a Transaction Tape oral testimony, data in a computer system, trade tickets, and/or notes. If a Transaction Confirmation exists which the parties have signed or are deemed to have accepted, in the event of a conflict between the terms of the written Transaction Confirmation and any other evidence of the terms of a transaction (including, without limitation, a Transaction Tape, oral testimony, data in a computer system, trade tickets, and/or notes), the terms of the written Transaction Confirmation shall control to the extent of any such conflict.

1.4 Transaction Confirmations Do Not Amend Certain Terms: Transaction Confirmations shall not amend the terms of the Contract related to events of default, liquidated damages, settlement or termination payments unless a Transaction Confirmation is in writing and signed by both parties.

SECTION 2. DEFINITIONS

Delete the existing definition in Section 2.11 of "Credit Support Obligation(s)" and substitute the following:

2.11 "Credit Support Obligation(s)" shall mean any obligation(s) to provide or establish credit support for, or on behalf of, a party to this Contract such as an irrevocable standby letter of credit, a margin agreement, a prepayment, a performance bond, guaranty or other mutually acceptable form of security.

SECTION 3. PERFORMANCE OBLIGATION

The following new Section 3.5 is added:

3.5 Notwithstanding anything in this Contract to the contrary, in the event: (i) a transaction has a Firm obligation; (ii) as a result from an event of Force Majeure Seller is unable to sell and deliver, or Buyer is unable to purchase and receive, the Contract

Quantity for such transaction; (iii) the Delivery Period for such transaction is at least one month; and (iv) the Contract Price is a Fixed Price (as defined below), then

- a. If the FOM Price (as defined below) is above the Fixed Price, Seller will pay Buyer, for each MMBtu of Gas not delivered and/or received, the difference between the FOM Price and the Fixed Price.
- b. If the FOM Price is below the Fixed Price, Buyer will pay Seller, for each MMBtu of Gas not delivered and/or received, the difference between the Fixed Price and the FOM Price.

For purposes of this Section 3.5, the "Fixed Price" means the Contract Price for a transaction that is expressed as a set amount. Fixed Price includes prices that were converted from an index-based price or a NYMEX basis to a set amount upon the agreement of the parties or as a result of a party exercising a price option available to a party under a Transaction Confirmation that resulted in a maximum price or a minimum price.

For purposes of this Section 3.5, the "FOM Price" means the price per MMBtu, stated in the same currency as the transaction subject to such Force Majeure event, for the first of the month of delivery as published in the Inside FERC Gas Market Report (or such other published index as mutually agreed to by the parties), for the geographic location closest in proximity to the Delivery Point.

SECTION 8. TITLE, WARRANTY AND INDEMNITY

Section 8.3 is supplemented by inserting the following as the last sentence of that section:

Neither party shall be obligated to indemnify, defend, or hold the other party harmless to the extent any liability, suit, action, damage, loss or expense arises out of or in connection with any intentional act, negligent act or failure to act on the part of the other party, its officers, agents, or employees.

SECTION 10. FINANCIAL RESPONSIBILITY

Delete the existing Sections 10.1 and 10.2 and substitute the following in lieu thereof:

10.1 If either party ("X") has reasonable grounds for insecurity regarding the performance of any obligation under this Contract (whether or not then due) by the other party ("Y") (including, without limitation, the occurrence of a material change in the creditworthiness of Y), X may demand Adequate Assurance of Performance, which shall not exceed the amount calculated in accordance with the procedure for determining the Net Settlement Amount, as of the date of the demand, as if all transactions had been terminated plus all other outstanding amounts owed or accrued under the Contract. "Adequate Assurance of Performance" means sufficient security in the form, amount and for the term reasonable acceptable to X, including, but not limited to, an irrevocable standby letter of credit, a prepayment, a performance bond or guaranty (including the issuer of any such security). The "occurrence of a material change in the creditworthiness of Y" shall mean that Y (or Y's parent entity) does not have a Credit

Rating or such Credit Rating is less than Investment grade. "Credit Rating" means, with respect to Y on any date of determination, the respective rating then assigned to its unsecured and unsubordinated long-term debt by both Standard & Poor's Ratings Group, a division of The McGraw-Hill, Inc. ("S&P") and Moody's Investors Service, Inc. ("Moody's"). If such ratings are assigned by both S&P and Moody's, then its Credit Rating will be the higher of such ratings.

10.2 In the event (each an "Event of Default") either party (the "Defaulting Party") or its guarantor shall: (i) make an assignment or any general arrangement for the benefit of creditors; (ii) file a petition or otherwise commence, authorize, or acquiesce in the commencement of a proceeding or case under any bankruptcy or similar law for the protection of creditors or have such petition filed or proceeding commenced against it; (iii) otherwise become bankrupt or insolvent (however evidenced); (iv) be unable to pay its debts as they fall due; (v) have a receiver, provisional liquidator, conservator, custodian, trustee or similar official appointed with respect to it or substantially all of its assets; (vi) fail to perform any obligation to the other party with respect to any Credit Support Obligations relating to the Contract; (vii) fail to give Adequate Assurance of Performance under Section 10.1 not later than two Business Days after receipt of a written request by the other party; (viii) not have paid any amount due the other party hereunder on or before the second Business Day following receipt of written Notice that such payment is due; or (ix) fails to deliver or receive Gas if not remedied within three (3) Business Days, unless excused by the other party's non-performance or prevented by Force Majeure; then the other party (the "Non-Defaulting Party") shall have the right, at its sole election, to immediately withhold and/or suspend deliveries or payments upon Notice and/or to terminate and liquidate the transactions under the Contract, in the manner provided in Section 10.3, in addition to any and all other remedies available hereunder.

SECTION 11. FORCE MAJEURE

Section 11.2(iv) is deleted and the following is substituted in lieu thereof:

(iv) acts of others such as strikes, lockouts or other industrial disturbances, riots, sabotage, terrorism, insurrections or wars;

SECTION 14. MISCELLANEOUS

The following new Sections 14.12 and 14.13 are added:

14.12 This Contract shall be considered for all purposes prepared through the joint efforts of the parties and shall not be construed against one party or the other as a result of the manner in which this Contract was negotiated, prepared, drafted or executed.

14.13 If any index used to determine the price under a transaction ceases to be available, the parties agree to promptly negotiate on a good faith basis a mutually satisfactory alternate price or reference publication to take effect as of the date the prior index is unavailable. If the parties cannot agree on an alternative price or reference publication within thirty (30) days of the index ceasing to be available, then the parties shall refer the matter to binding arbitration. Arbitration shall be governed by the Federal Arbitration Act (9 U.S.C. Section 1, *et seq.*) and conducted in accordance with the Commercial Arbitration Rules of the American Arbitration Association.

THE PARTIES DO HEREBY REPRESENT AND WARRANT THAT THE GENERAL TERMS AND CONDITIONS OF THE BASE CONTRACT HAVE NOT BEEN MODIFIED, ALTERED, OR AMENDED IN ANY RESPECT EXCEPT FOR THESE SPECIAL PROVISIONS WHICH ARE ATTACHED TO AND MADE A PART OF THE BASE CONTRACT.

ATMOS ENERGY CORPORATION

By: _____

By: _____

Title: _____

Title: _____