



John E. Rooney
(312) 447-2801

February 15, 2012

Ms. Mary Selvaggio
Illinois Commerce Commission
527 East Capital Avenue
Springfield, Illinois 62701

RE: Docket No. 11-0046

Dear Ms. Selvaggio:

The attached executed Operating Agreement is being submitted to you in compliance with Section 9.8 of the Operating Agreement.

The Final Order in Docket No. 11-0046 required the following modifications to the Operating Agreement, which are included in the attached document:

- Ordering Paragraph 7: the final agreement reflects Staff's proposed language in JA Exhibit 7.1, Section 2.2(e);
- Ordering Paragraph 8: related to Paragraph 7, without Condition 7 OA would not be in the public interest;
- Ordering Paragraph 9: related to Paragraph 7, without Condition 7 OA would result in unjustified subsidization;
- Appendix Condition 1: under the OA, AGL Services Company will pay fully distributed costs for services provided to AGSC;
- Appendix Condition 10: Sequent is not a party to the OA;
- Appendix Condition 26: Short Term Borrowing Addendum modified to allow Nicor Gas to borrow from non-utility affiliates but not permit Nicor Gas to make cash advances to non-utility affiliates; and
- Appendix Condition 30: use Staff's language from JA Exhibit 7.1, eliminating solicitations, no GLCG repairs performed on behalf of Nicor Services.

If you have any questions concerning this filing please contact me. Thank you for your assistance.

Sincerely,

/s/ John E. Rooney

John E. Rooney

Att.
cc: Service List 11-0046