

AGL RESOURCES INC
Form U-9C-3
November 27, 2002

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

FORM U-9C-3

QUARTERLY REPORT PURSUANT TO RULE 58 OF
THE PUBLIC UTILITY HOLDING COMPANY ACT OF 1935
For the Quarter Ended September 30, 2002

AGL Resources Inc.
(Name of registered holding company)

817 West Peachtree Street, NW
Atlanta, Georgia 30308
(Address of principal executive offices)

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Inquiries concerning this Form U-9C-3 may be directed to:

Richard T. O'Brien

Executive Vice President and Chief Financial Officer

AGL Resources Inc.

817 West Peachtree Street, NW

Atlanta, Georgia 30308

Table of Contents

| | <u>Page</u> |
|---|-------------|
| Item 1. Organization Chart | 3 |
| Item 2. Issuance and Renewals of Securities and Capital Contributions | 3 |
| Item 3. Associate Transactions | 4 |
| Item 4. Summary of Aggregate Investment | 5 |
| Item 5. Other Investments | 5 |
| Item 6. Financial Statements and Exhibits | 5 |
| SIGNATURE | 6 |

ITEM 1 - ORGANIZATION CHART

| Name of Reporting Company | Energy or Gas Related Company | Date of Organization | State of Incorporation | % of Voting Securities Held | Nature of Business |
|----------------------------------|-------------------------------|----------------------|------------------------|-----------------------------|--------------------|
| AGL Resources Inc. | | | | | |
| Sequent Energy Management, LP | Energy related | September 29, 2001 | Georgia | 100% | (a) |
| Georgia Natural Gas Company | Gas related | September 10, 1996 | Georgia | 100% | (b) |
| AGL Peaking Services, Inc. * | Energy related | November 21, 1997 | Georgia | 100% | (c) |
| AGL Investments, Inc. | | | | | |
| AGL Consumer Services, Inc. * | Energy related | September 5, 1996 | Georgia | 100% | (d) |
| AGL Energy Wise Services, Inc. * | Energy related | March 13, 1997 | Georgia | 100% | (e) |

a. Sequent Energy Management, LP ("Sequent"), successor to AGL Energy Services, Inc. (a Georgia corporation organized July 31, 1996), is an asset optimization, gas supply services, and wholesale marketing and risk management subsidiary.

b. Georgia Natural Gas Company ("GNG") owns a 50% interest in SouthStar Energy Services, LLC ("SouthStar"), a joint venture with subsidiaries of Dynegy Inc. and Piedmont Natural Gas Company. SouthStar markets a combination of unregulated energy products and services to industrial, commercial and residential customers in the Southeastern United States.

c. During September 2001, AGL Peaking Services, Inc. ("AGL Peaking") terminated its investment in Etowah LNG Company, LLC ("Etowah"), a joint venture with Southern Natural Gas Company. Etowah was formed for the purpose of constructing, owning, and operating a liquefied natural gas peaking facility.

d. AGL Consumer Services, Inc. ("ACS") was formed to market appliance warranty contracts and energy-related consumer services. AGL Resources dissolved ACS during the quarter ended June 30, 2002.

e. AGL Energy Wise Services, Inc. ("Energy Wise") was formed to provide energy audits to promote the conservation of energy through efficient and effective use of natural energy resources. AGL Resources dissolved Energy Wise during the quarter ended June 30, 2002.

* This company was inactive during the reporting period ended September 30, 2002.

ITEM 2 - ISSUANCES AND RENEWALS OF SECURITIES AND CAPITAL CONTRIBUTIONS

None

ITEM 3 - ASSOCIATE TRANSACTIONS

Part I - Transactions Performed by Reporting Companies on Behalf of Associate Companies (in thousands)

| Reporting Company Rendering Services | Associate Company Receiving Service | Types of Services Rendered | Direct Costs Charged | Indirect Costs Charged | Cost of Capital | Total Amount Billed |
|--------------------------------------|-------------------------------------|--------------------------------|----------------------|------------------------|-----------------|---------------------|
| | (f) | | | | | |
| Sequent | Atlanta Gas Light Company | Gas supply management services | \$ 128 | -- | -- | \$ 128 |
| Sequent | Virginia Natural Gas, Inc. | Gas supply management services | \$ 133 | -- | -- | \$ 133 |
| Sequent | Chattanooga Gas Company | Gas supply management services | \$ 80 | -- | -- | \$ 80 |

- All services are being provided at cost and are being billed (with the exception of certain direct billings) through AGL Services Company ("AGSC"). As per Rules 80 and 81, energy purchases are not reported hereunder.

Part II - Transactions Performed by Associate Companies on Behalf of Reporting Companies (in thousands)

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| Associate Company Rendering Services | Reporting Company Receiving Service | Types of Services Rendered | Direct Costs Charged | Indirect Costs Charged | Cost of Capital | Total Amount Billed |
|--------------------------------------|-------------------------------------|----------------------------|----------------------|------------------------|-----------------|---------------------|
| AGSC | Sequent | Support (g) | \$ 493 | \$ 177 | \$ 10 | \$ 680 |
| AGSC | GNG | Support (h) | \$ 37 | \$ 33 | \$ 1 | \$ 71 |

- Sequent receives support services (i.e. accounting, information services, human resources, payroll, etc.) from AGSC which are billed pursuant to a standard at-cost service agreement with AGSC. Detailed information with respect to transactions under the agreement is not provided in this report, but will be provided by Form U-13-60.
- GNG receives support services (i.e. accounting, legal, risk management, etc.) from AGSC which are billed pursuant to a standard at-cost service agreement with AGSC. Detailed information with respect to transactions under the agreement is not provided in this report, but will be provided by Form U-13-60.

ITEM 4 - SUMMARY OF AGGREGATE INVESTMENT

Investments in energy-related companies (in thousands):

| | | |
|---|---------------|--------|
| Total consolidated capitalization of AGL Resources as of September 30, 2002 * | \$2,122,801.1 | Line 1 |
| Total capitalization multiplied by 15% (Line 1 multiplied by 0.15) + | 318,420.0 | Line 2 |
| Greater of \$50 million or line 2 | 318,420.0 | Line 3 |

Total current aggregate investment +

(categorized by major line of energy-related business)

| | |
|-------------|---------|
| Sequent | 6,515.8 |
| Energy Wise | 0.0 |
| ACS | 0.0 |
| AGL Peaking | 4,923.3 |

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| | | |
|------------------------------------|----------|--------|
| Total current aggregate investment | 11,439.1 | Line 4 |
|------------------------------------|----------|--------|

Difference between the greater of \$50 million or 15% of capitalization

| | |
|--|-----------|
| and the total aggregate investment of the registered holding company system (line 3 less line 4) | 306,980.9 |
|--|-----------|

Investments in gas-related companies (in thousands):

Total current aggregate investment +

(categorized by major line of gas-related business)

| | |
|-----|---------|
| GNG | 9,781.8 |
|-----|---------|

| | | |
|------------------------------------|---------|--------|
| Total current aggregate investment | 9,781.8 | Line 5 |
|------------------------------------|---------|--------|

Difference between the greater of \$50 million or 15% of capitalization

| | |
|--|-----------|
| and the total aggregate investment of the registered holding company system (line 3 less line 5) | 308,638.2 |
|--|-----------|

* Total capitalization consists of common shareholders' equity, long-term debt including current portion, preferred stock, and short-term debt.

+ Total current aggregate investment consists of common shareholders' equity and net intercompany payable (receivable) balance including money pool.

ITEM 5 - OTHER INVESTMENTS

| Major Line of Energy-Related Business | Other Investment in Last U-9C-3 Report | Other Investment in this U-9C-3 Report | Reason for Difference in Other Investment |
|---------------------------------------|--|--|---|
| None | | | |

ITEM 6 - FINANCIAL STATEMENTS AND EXHIBITS

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- Exhibit I - Balance Sheets of Sequent, GNG, and AGL Peaking as of September 30, 2002 (Submitted under confidential treatment request pursuant to Rule 104(b))
- Exhibit II - Income Statement for the Three Months Ended September 30, 2002 for Sequent, GNG, Energy Wise, ACS and AGL Peaking (Submitted under confidential treatment request pursuant to Rule 104(b))
- Exhibit III - The certificate as to filing with interested state commissions is attached hereto as Exhibit III.

SIGNATURE

The undersigned registered holding company has duly caused this quarterly report to be signed on its behalf by the undersigned officer thereunto duly authorized pursuant to the requirements of the Public Utility Holding Company Act of 1935.

AGL RESOURCES INC.

By: /s/ Richard T. O'Brien

Richard T. O'Brien

Executive Vice President and

Chief Financial Officer

November 27, 2002