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cc: Adm. 5 2/3/16  
JG

**NOTICE OF FILING OF A JOINT PETITION  
FOR APPROVAL OF THE MERGER OF  
THE SOUTHERN COMPANY AND AGL RESOURCES INC.  
BPU DOCKET NO. GM15101196**

**NOTICE OF PUBLIC COMMENT HEARINGS AND DATE CORRECTION**

**PLEASE TAKE NOTICE** that on October 16, 2015, The Southern Company (“Southern Company”), AGL Resources Inc. (“AGL Resources”), AMS Corp. and Pivotal Utility Holdings, Inc. d/b/a Elizabethtown Gas (“Elizabethtown”) (collectively, the “Joint Petitioners”), pursuant to N.J.S.A. 48:2-51.1 and N.J.A.C. 14:1-5.14 and related statutes and regulations, filed a Joint Petition with the Board of Public Utilities of the State of New Jersey (the “Board”) seeking approval of a change of control of Elizabethtown to be effectuated by the merger of AGL Resources with AMS Corp., a wholly-owned subsidiary of Southern Company. The change of control will be completed pursuant to the terms of an Agreement and Plan of Merger (“Merger Agreement”) entered into by and among Southern Company, AMS Corp. and AGL Resources. (The transaction will be referred to in this Notice as the “Merger.”) Pursuant to the Merger Agreement, AGL Resources will merge with AMS Corp., with AGL Resources remaining as the surviving entity. AMS Corp. will cease to exist and AGL Resources will become a direct, wholly-owned subsidiary of Southern Company. Elizabethtown will remain an indirect, wholly-owned subsidiary of AGL Resources, with Southern Company as its ultimate parent.

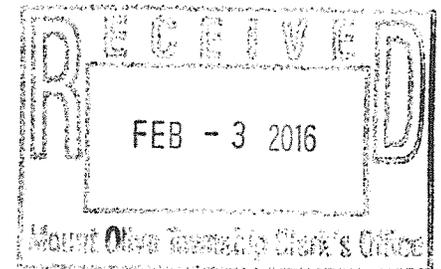
To the extent required by N.J.S.A. 48:2-51.1 and N.J.A.C. 14:1-5.14, the Board will evaluate the impact of the proposed Merger on competition, on the rates paid by Elizabethtown’s customers, on the employees of Elizabethtown, and on the provision of safe and adequate utility service at just and reasonable rates. The Joint Petitioners state that the proposed Merger will not have an adverse impact on competition, rates, employees of Elizabethtown, or on the provision of safe, adequate and proper utility service, and instead will provide positive benefits for Elizabethtown, its customers and the State of New Jersey.

A copy of this Notice is being served upon the municipal clerk in each municipality in which Elizabethtown renders service, as well as on the public utilities serving within Elizabethtown’s service territory. The Joint Petition, and this Notice, have been served upon the Director, Division of Rate Counsel, and the Department of Law and Public Safety. Copies of the Joint Petition are available for public inspection at Elizabethtown’s business office, 520 Green Lane, Union, N.J. 07083, during normal business hours and on Elizabethtown’s website at [www.elizabethtowngas.com](http://www.elizabethtowngas.com). A copy is also available at the Board of Public Utilities, 44 South Clinton Avenue, 3<sup>rd</sup> Floor, Suite 314, P.O. Box 350, Trenton, N.J. 08625-0350.

**PLEASE TAKE FURTHER NOTICE** that on February 22, 2016 and February 24, 2016, the Board will conduct public comment hearings regarding the Joint Petition. The public hearings will be held at the following locations at the dates and times indicated below:

**Date:** Monday, February 22, 2016  
**Time(s):** 4:30 P.M. and 5:30 P.M.  
**Place:** Hunterdon County Complex, Building #1  
314 State Route 12  
Flemington, NJ 08822

**Date:** Wednesday, February 24, 2016  
**Time(s):** 4:30 P.M. and 5:30 P.M.  
**Place:** Liberty Hall Corporate Center  
1085 Morris Avenue  
Union, NJ 07083



Members of the public will have an opportunity to be heard and/or submit written comments or statements at the public hearing, if they wish to do so; any such comments will be made part of the public record and will be considered by the Board prior to voting on the matter. The public hearing will continue at the foregoing date, time(s), and location until all persons timely appearing at the hearing have had a reasonable opportunity to be heard. Regardless of whether they attend the public hearings, members of the public may file written comments on the Merger. Written comments may be submitted to the attention of Irene Kim Asbury, Secretary, Board of Public Utilities, 44 South Clinton Avenue, 3<sup>rd</sup> Floor, Suite 314, P.O. Box 350, Trenton, N.J. 08625-0350. A copy should also be mailed to Elizabethtown Gas, 520 Green Lane, Union N.J. 07083, Attention: M. Patricia Keefe. Persons submitting written comments are asked to include Docket No. GM15101196 in the “Subject” line of their submissions.

Please submit any requests for special accommodation to Elizabethtown at least 72 hours prior to the hearings by contacting Elizabethtown at 520 Green Lane, Union N.J. 07083, Attention: Ann Handlin, (908) 662-8453.



**CULLEN and DYKMAN LLP**

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October 16, 2015

Honorable Irene Kim Asbury  
Secretary  
New Jersey Board of Public Utilities  
44 South Clinton Avenue  
9th Floor  
P.O. Box 350  
Trenton, New Jersey 08625-0350

**Re: In The Matter Of The Merger Of The Southern Company And AGL Resources Inc., BPU Docket No. \_\_\_\_\_**

Dear Secretary Asbury:

On behalf of The Southern Company (“Southern Company”), AGL Resources Inc. (“AGL Resources”), AMS Corp. and Pivotal Utility Holdings, Inc. d/b/a Elizabethtown Gas (“Elizabethtown”) (collectively the “Joint Petitioners”), enclosed for filing please find an original and ten copies of a Verified Joint Petition (“Petition”) and accompanying testimony and exhibits that initiate the above-captioned proceeding. Also enclosed is an electronic copy of the filing on disk, as well as an extra hard copy. Kindly stamp that extra hard copy “filed” and return it to our messenger.

In this matter, the Joint Petitioners are seeking authority from the New Jersey Board of Public Utilities (“Board”) for approval of a change of control of Elizabethtown to be effectuated by a merger of AGL Resources with AMS Corp. a wholly owned subsidiary of Southern Company (hereinafter the “Merger”). The Merger will combine Southern Company and AGL Resources, two companies with a shared focus on the provision of safe, reliable and affordable utility service. As discussed in the Petition, the Merger will result in Southern Company becoming the ultimate parent of Elizabethtown and ten other regulated utilities that will serve over nine million customers in nine states including New Jersey, Alabama, Florida, Georgia, Illinois, Maryland, Mississippi, Tennessee and Virginia.

The Joint Petitioners believe that the Merger will support a strong credit profile that will continue to provide Elizabethtown with the ability to invest in necessary capital and infrastructure projects to ensure its ability to continue to provide safe, adequate and proper

service to its New Jersey customers at just and reasonable rates. Elizabethtown's customers and the State of New Jersey will realize substantial tangible benefits from the Merger as a result of the Joint Petitioners' commitments to modify Elizabethtown's current Asset Management Agreement with Sequent Energy Management L.P. to provide an additional \$6 million of credits to customers and to more than double Elizabethtown's current level of community support to \$500,000 annually.

The Joint Petitioners are also making a number of significant commitments to employees and the State of New Jersey. Taken together, these commitments fully demonstrate that the Merger is in the public interest and should be expeditiously approved so that those benefits may begin to be realized. To that end, the Joint Petitioners respectfully request that the Board retain this matter and appoint a Commissioner to preside over the disposition of the case so that a pre-hearing conference can be scheduled as soon as practicable and a final decision can be rendered by August of 2016. Given the importance of this Merger to Elizabethtown, its customers and the State of New Jersey, the Joint Petitioners believe the Commissioners should have the opportunity to hear first-hand from the Joint Petitioners and to decide this matter promptly.

Copies of the Petition, supporting exhibits and testimony have been served as listed below and on the attached service list. In addition, the Joint Petitioners will work diligently with the Board, its Staff and the New Jersey Division of Rate Counsel to resolve this matter in a timely and equitable manner.

Please contact the undersigned if you have any questions or require further information.

Yours truly,

/s/ Kenneth T. Maloney  
Kenneth T. Maloney

Of Counsel for  
AGL Resources Inc. and  
Pivotal Utility Holdings, Inc. d/b/a  
Elizabethtown Gas

Enclosures

cc: Honorable Richard Mroz, President  
Honorable Upendra Chivukula, Commissioner  
Honorable Joseph L. Fiordaliso, Commissioner  
Honorable Mary-Anna Holden, Commissioner  
Honorable Dianne Solomon, Commissioner  
Attached Service List

**IN THE MATTER OF THE MERGER OF  
THE SOUTHERN COMPANY AND AGL RESOURCES INC.  
BPU Docket No. \_\_\_\_\_**

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Middlesex County Administrator  
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John Bonanni  
Morris County Administrator  
County Administration & Records Building  
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Morristown, NJ 07963-0900

John Eskilson  
Sussex County Administrator  
Sussex County Administrative Center  
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Alfred Faella  
Union County Manager  
Union County Administration Building  
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Elizabeth, NJ 07207

Steve Marvin  
Warren County Administrator  
Wayne Dumont Jr. Administration Building  
165 County Road 519 South  
Belvidere, NJ 07823-1949

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Hunterdon County Board of Chosen Freeholders  
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Sussex County Board of Chosen Freeholders  
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James Pelletiere, Clerk  
Union County Board of Chosen Freeholders  
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Warren County Board of Chosen Freeholders  
Wayne Dumont, Jr. Administration Building  
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Frenchtown, NJ 08825

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Milford, NJ 08848

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Lambertville, NJ 08530

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Township of Bethlehem  
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Asbury, NJ 08802-1107

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Califon, NJ 07830

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Ringoes, NJ 08551-1051

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