

Edgar Filing: AGL RESOURCES INC - Form U-12-IB

AGL RESOURCES INC  
Form U-12-IB  
December 31, 2002

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C.

Three year period ending 2004

FORM U-12(I)-B (THREE-YEAR STATEMENT)

Statement Pursuant to Section 12(i) of Public Utility Holding  
Company Act of 1935 by a Person Regularly Employed or  
Retained by a Registered Holding Company or a Subsidiary  
Thereof and Whose Employment Contemplates Only Routine Expenses  
as Specified in Rule 71(b)

1. Name and business address of person filing statement.

Tina Weatherman  
1219 Caroline Street, NE  
Atlanta, GA 30307

2. Names and business addresses of any persons through whom the undersigned proposes to act in matters included within the exemption provided by paragraph (b) of Rule U-71.

Not applicable.

3. Registered holding companies and subsidiary companies by which the undersigned is regularly employed or retained.

AGL Resources Inc. and its subsidiaries

4. Position or relationship in which the undersigned is employed or retained by each of the companies named in item 3, and brief description of nature of services to be rendered in each such position or relationship.

AGL Services Company  
Analyst

Responsible for analyzing interstate pipeline issues at the Federal Energy Regulatory Commission affecting gas operations at Atlanta Gas Light Company, Chattanooga Gas Company, and Virginia Natural Gas, Inc.

5.

(a) Compensation received during the current year and estimated to be received over the next two calendar years by the undersigned or others, directly or indirectly, for services rendered by the undersigned, from each of the companies designated in item 3.

See Exhibit A, submitted under a request for confidential treatment.

(b) Basis for compensation if other than salary.

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Certain employees participate in AGL Resources' performance-based incentive compensation plan. The plan is described in more detail in AGL Resources' Annual Report on Form 10-K.

6. Expenses incurred by the undersigned or any person named in item 2, above, during the calendar year in connection with the activities described in item 4, above, and the source or sources of reimbursement for same.

(a) Total amount of routine expenses charged to client:

To be answered only in supplementary statement.

(b) Itemized list of all other expenses:

Not applicable.

Date: December 30, 2002

By: /s/ Tina Weatherman  
Tina Weatherman  
Analyst

Exhibit Index

A Compensation to be Received (submitted under a request for confidential treatment).

td valign="top" width="33%" style="border:none">ROWE SHARON HORTON 2. Issuer Name and Ticker or Trading Symbol

CITY HOLDING CO [CHCO] 5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director

10% Owner

Officer (give title below)  
(Last)

Other (specify below)  
(First)

(Middle)

25 GATEWATER ROAD 3. Date of Earliest Transaction (Month/Day/Year)

01/30/2019

(Street)

CROSS LANES, WV 25313 4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)

Form filed by One Reporting Person

Form filed by More than One Reporting Person

(City)

(State)

(Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

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1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
Common Stock	01/30/2019		A	414 A	\$ 0 (1) 11,672	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

SEC 1474  
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ROWE SHARON HORTON 25 GATEWATER ROAD CROSS LANES, WV 25313		X		

## Signatures

Victoria A. Faw,  
attorney-in-fact

01/31/2019

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) For purposes of establishing a value of the stock award, the Company has determined that \$72.38 per share, or 100% of the fair market value of the Company's common stock on 1/30/2019, the date of grant for the award, is appropriate.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number. **the Merger Agreement and the Merger and not approve, endorse or recommend any alternative business combination transactions or proposals with respect thereto.**

Consummation of the Merger is subject to customary closing conditions, including approval of the Company's stockholders by a majority vote of the outstanding stock, expiration or termination of the applicable waiting period under the Hart-Scott-Rodino Antitrust Improvements Act of 1976, as amended, the expiration, lapsing or termination of any applicable waiting or other periods under any antitrust, competition or fair trade laws of any member state of the European Union and regulatory approvals or clearances by the European Commission and any applicable European Union member state, and completion of the review process by the Committee on Foreign Investment in the United States under the Exon-Florio amendment to the Defense Production Act of 1950, as amended.

The Merger Agreement contains certain termination rights for both the Company and the Parent and further provides that the Company will be required to pay Parent a termination fee of \$250 million if the Merger Agreement is terminated under certain specified circumstances.

The foregoing description of the Merger Agreement and the Merger does not purport to be complete and is qualified in its entirety by reference to the Merger Agreement filed hereto as

Exhibit 2.1, which is incorporated herein by reference. The Merger Agreement contains representations and warranties of the Company, Parent and Purchaser made to each other as of specific dates. The assertions embodied in those representations and warranties were made solely for purposes of the Merger Agreement among the Company, Parent, Purchaser and Nokia and may be subject to important qualifications and limitations agreed to by them in connection with the negotiation of the Merger Agreement and the transactions contemplated thereby. Moreover, some of those representations and warranties may not be accurate or complete as of any specified date, may be subject to contractual standards of materiality different from those generally applicable to stockholders or may have been used for purposes of allocating risk among the Company, Parent, Purchaser and Nokia rather than establishing matters as facts.

*Important Information for Company Stockholders*

The Company will file a preliminary and definitive proxy statement and other relevant documents with the Securities and Exchange Commission (SEC) with respect to the proposed merger. The definitive proxy statement, when available, will be sent to stockholders of the Company seeking their approval and adoption of the Merger Agreement. Investors and stockholders of the Company are urged to read carefully the preliminary and definitive proxy statement and other materials when they become available before making any voting decision because it will contain important information about the proposed merger. In addition, the documents filed with the SEC by the Company may be obtained free of charge from the Company's website at [www.navteq.com](http://www.navteq.com) or by directing a request to the Company at 425 West Randolph Street, Chicago, IL 60606, Attention: Investor Relations, telephone: (312) 894-7000.

The Company and certain of its executive officers, directors and other employees may be deemed to be participants in the solicitation of proxies from the Company's stockholders in connection with the proposed Merger. Information about the executive officers, directors and other employees of the Company and their direct or indirect interests, by security holdings or otherwise, in the Merger will be set forth in the proxy statement when it becomes available and is also included in the Company's proxy statement for its 2007 Annual Meeting, which was filed with the SEC on April 10, 2007 and Annual Report on form 10-K for the year ended December 31, 2006. These documents are available free of charge at the SEC's web site at [www.sec.gov](http://www.sec.gov) and from Investor Relations at the Company as described above.

*Cautionary Statement Regarding Forward-Looking Statements*

This Current Report on Form 8-K and the documents filed as exhibits hereto contain certain forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. These forward-looking statements include, but are not limited to, plans, objectives, expectations and intentions and other statements contained in this press release that are not historical facts and statements identified by words such as expects, anticipates, intends, plans, believes, seeks, estimates or words of similar meaning. These statements also include statements about the risk that the Merger will not be consummated, the timing of the consummation of the Merger and the regulatory approval requirements relating to the Merger. The statements are based on our current beliefs or expectations and are inherently subject to various risks and uncertainties, including those set forth under Item 1A. Risk Factors in each of the Company's most recent Annual and Quarterly Reports filed with the SEC. Actual results may differ materially from these expectations due to changes in global political, economic, business, competitive, market and regulatory factors. The Company does not undertake any obligation to update any forward-looking statements contained in this document.



**Section 9 Financial Statement and Exhibits**

**Item 9.01 Financial Statements and Exhibits.**

(d) *Exhibits.*

The following exhibits are filed with this Current Report on Form 8-K:

<b>Exhibit No.</b>	<b>Description</b>
2.1	Agreement and Plan of Merger by and among Nokia Inc., North Acquisition Corp. and NAVTEQ Corporation dated as of October 1, 2007.
99.1	Press Release issued jointly by NAVTEQ Corporation and Nokia on October 1, 2007.
99.2	NAVTEQ Investor Q&A.
99.3	Presentation materials for joint conference call dated October 1, 2007.
99.4	Letter to NAVTEQ Corporation employees from Judson C. Green, CEO.
99.5	NAVTEQ Corporation Employee Q&A.
99.6	Transcript of Video Conference for NAVTEQ Corporation employees.

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**NAVTEQ CORPORATION**

Date: October 1, 2007

By: /s/ Lawrence M. Kaplan  
Lawrence M. Kaplan  
Senior Vice President, General Counsel  
and Corporate Secretary



**EXHIBIT INDEX**

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