

COMMONWEALTH OF KENTUCKY

BEFORE THE PUBLIC SERVICE COMMISSION

In the Matter of:

APPLICATION OF THE ATMOS ENERGY)
CORPORATION, THROUGH ITS DIVISION,)
WESTERN KENTUCKY GAS COMPANY,)
OF OWENSBORO, KENTUCKY, FOR AN) CASE NO. 90-403
ORDER AUTHORIZING THE CREATION,)
ISSUANCE AND SALE OF 690,000)
SHARES OF ITS COMMON STOCK)

ORDER APPROVING FINANCING

On December 6, 1990, Atmos Energy Corporation ("Atmos"), through its division, Western Kentucky Gas Company, filed an application requesting approval to create and issue 690,000 shares of its no par common stock. The use of the proceeds is to retire short-term debt and should the sale of stock result in proceeds in excess of the amount needed to retire short-term debt, those proceeds will be used by Atmos for general corporate purposes.

The Commission, having considered the evidence of record and being sufficiently advised, finds that the issuance of the 690,000 shares of no par common stock is for the lawful objects within the corporate purposes of Atmos' utility operations, is necessary and appropriate for and consistent with the proper performance by the utility of its service to the public, and will not impair its ability to perform that service, and is reasonably necessary and appropriate for such purposes.

IT IS THEREFORE ORDERED that:

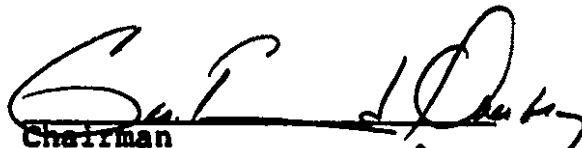
1. Atmos be and it hereby is authorized to create and issue up to 690,000 shares of no par common stock.

2. Atmos shall, within 30 days after the issuance of the securities authorized herein, file with the Commission a statement setting forth the date of issuance of the securities. Atmos shall also file, as soon as reasonably possible after the issuance of securities authorized herein, a statement setting forth the sale price of said securities, and a detailed statement of all costs and expenses involved in the issuance and distribution of said securities.

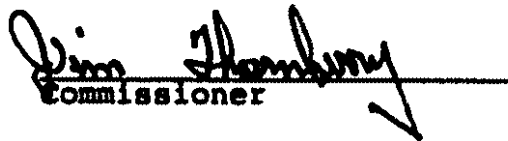
Nothing contained herein shall be construed as a finding of value for any purpose or as a warranty on the part of the Commonwealth of Kentucky or any agency thereof as to the securities authorized herein.

Done at Frankfort, Kentucky, this 12th day of December, 1990.

PUBLIC SERVICE COMMISSION


Chairman


Vice Chairman


Commissioner

ATTEST:


Executive Director