

COMMONWEALTH OF KENTUCKY
BEFORE THE PUBLIC SERVICE COMMISSION

In the Matter of:

THE APPLICATION OF THE ATMOS ENERGY)	
CORPORATION, THROUGH ITS DIVISION,)	
WESTERN KENTUCKY GAS COMPANY OF)	
OWENSBORO, KENTUCKY, FOR AN ORDER)	CASE NO. 93-334
AUTHORIZING THE CREATION, ISSUANCE)	
AND SALE OF 1,000,000 SHARES OF ITS)	
COMMON STOCK)	

O R D E R

On September 10, 1993, Western Kentucky Gas Company ("Western"), a division of Atmos Energy Corporation ("Atmos"), filed an application seeking authority to create, issue, and sell to its present and future shareholders up to 1,000,000 shares of common stock, without par value, pursuant to its Direct Stock Purchase Plan ("Plan"). Western is subject to the jurisdiction of the Kentucky Public Service Commission ("Commission"); however, as a division of Atmos, it does not have a separate capital structure, and the securities are to be issued by Atmos subject to the approval of this Commission. The shares are to be issued and sold in monthly increments to satisfy the Plan purchase levels until the proposed issuance is exhausted. The net proceeds from the sale of these securities, expected to be approximately \$30 million, will be expended for general corporate purposes or any other lawful corporate purpose as stated in Western's application and its response to the Commission dated October 14, 1993.

The Commission, having considered the evidence of record and being otherwise sufficiently advised, finds that the creation, issuance, and sale of the above securities by Atmos are for lawful objects within the corporate purposes of Atmos's utility operations, are necessary and appropriate for and consistent with the proper performance of its service to the public, and will not impair its ability to perform that service, and are reasonably necessary and appropriate for such purposes and should, therefore, be approved.

IT IS THEREFORE ORDERED that:

1. Atmos be and it hereby is authorized to create and issue during 1993 and subsequent years up to 1,000,000 shares of its common stock pursuant to its Plan at prices to be determined according to the formula set forth in the Plan.


2. Each month from the date of this Order, Atmos shall report to the Commission the number of shares issued through its Plan, the price received, and the use of the proceeds.

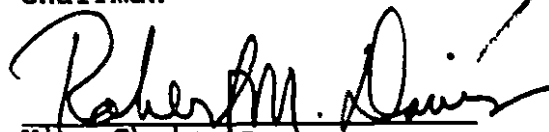
3. The proceeds from the transactions authorized herein shall be used only for the lawful purposes set out in the application.


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 26th day of October, 1993.

PUBLIC SERVICE COMMISSION


Chairman


Vice Chairman


Commissioner

ATTEST:


Executive Director