

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 ORDER) CASE NO. 94-072
AUTHORIZING THE CREATION AND ISSUANCE)
OF ADDITIONAL SHARES OF COMMON STOCK)
THROUGH A STOCK DIVIDEND NOT TO EXCEED)
5,250,000 SHARES)

O R D E R

On February 18, 1994, Western Kentucky Gas Company ("Western"), a division of Atmos Energy Corporation ("Atmos"), filed an application seeking authority to create and issue not more than 5,250,000 additional shares of common stock to effect a three-for-two stock split. On December 31, 1993, there were 10,149,467 shares of Atmos common stock, no par value, outstanding. The proposed split will be effected in the form of a stock dividend. Atmos will issue three shares of common stock, no par value, for each two shares outstanding. No additional shares will be issued for cash or other property in conjunction with this distribution. Atmos will transfer from its paid-in capital account to the common stock account an appropriate amount at the stated value of \$0.005 per share for the new shares issued.

The Commission, having considered the evidence of record and being otherwise sufficiently advised, finds that:

1. The proposed stock split will not change the aggregate value of the stock outstanding or generate additional proceeds or obligations to or for Western.

2. The issuance of the above securities by Western is for lawful objects within its corporate purposes, is necessary and appropriate for and consistent with the proper performance of its service to the public, is reasonably necessary and appropriate for such purposes, and should, therefore, be approved.

IT IS THEREFORE ORDERED that:

1. Western be and it hereby is authorized to issue not more than 5,250,000 additional shares of common stock to effect a three-for-two stock split in the form of a stock dividend. No additional shares shall be issued for cash or other property in conjunction with the distribution.

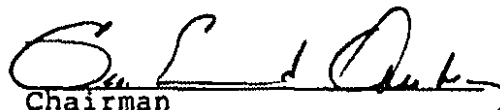
2. Western shall, within 30 days after the issuance of the securities referred to herein, file with the Commission a statement setting forth the date or dates of issuance, the closing price of stock on the last day of trading prior to the split and the first day of trading after the split, the journal entries for the accounting necessary to accomplish the issuance, and all fees and expenses, including underwriting discounts or commissions or other compensation, involved in the issuance and distribution.

3. 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 19th day of April, 1994.

PUBLIC SERVICE COMMISSION


Chairman


Vice Chairman


Commissioner

ATTEST:


Executive Director