CASE
NUMBER:
99-070

## TMOS ENERGY CORPORATION

ANNUAL REPORT


Atmos Energy Corporation, based in Dallas, Texas, provides natural gas strv cf to more ihan b73, 000 customers in Texas, Coloradc, Kansas, Missouri, Louisiana and Kentucky throuch its operating com panies- Energas Company, Greeley Gas Company, Trans louisiana gas Company and Wfstern Kintuck

Gas Company. * * *

Aimos Energy Corporation information

Letter to Shareholders

Revenue Charts

Greliey Gas Company Information

Western Kentucky gas Company Information

Financial Review

The numbers for Afros Energy Corporation in 1996
are strong - a 27 percent increase in earnings, a record number of customers served, and more. And the numbers we have achieved have brought a number of benefits to our customers, our employees, and our shareholders. One number we're particularly proud of 90 percent of Amos shareholders of record reinvest their dividends in the company. The increase in the dividend paid on $D_{\text {december }}$ 10, 11996, marked the mint consecutive year the dividend rate has increased. As in every annual report, the pages of this report will focus on numbers-from the financial highlights, to the charts, to the detailed financial that quantify the status of our company. Weill also highlight a number of the people whose hard work, expertise, and commitment to service add l up to make our outstamaling numbers possible.

HEADQUARTERS
Dallas, Texas

MILES OF PIPE
22,640

NUMBER OF EMPLOYEES
1,652

SIZE OF SERVICE AREA
50,650 square miles

POPULATION IN SERVICE AREA
2.1 million
average customers served
672,517

COMMUNITIES SERVED
419

DEGREE DAYS, 1996
3,925
(NORMAL 3,983)

CHAIRMAN OF THE BOARD
Charles K. Vaughan

PRESIDENT AND
Chief operating officer
Robert F. Stephens

## $\mathbb{F I N A N C I A L} H \mathbb{I} \mathbb{H} L \mathbb{G} \mathbb{H} T S$

|  | Year ended September 30, |  |  |
| :---: | :---: | :---: | :---: |
| (Dollar omounts in thousands, exxept per share data) | 1996 | 1995 | \% CHANGE |
| Operating revenues | \$483,744 | \$435,820 | 11.0\% |
| Gross profit | 177,000 | 167,010 | 6.0\% |
| Net income | 23,949 | 18,873 | 26.9\% |
| Assers | 501,861 | 445,783 | 12.6\% |
| Total capitalization | 294,601 | 289,581 | 1.7\% |
| Total volumes handled (MMcf as metered) | 144,456 | 139,809 | 3.3\% |
| Heating degree days | 3,925 | 3,579 | 9.7\% |
| Percent of normal | 99\% | 90\% | 10.0\% |
| Meters in service (average) | 672,517 | 656,259 | 2.5\% |
| Net income per share | \$ 1.51 | \$ 1.22 | 23.8\% |
| Cash dividends per share | \$ 0.96 | \$ 0.92 | 4.3\% |
| Book value per share ar end of year | \$ 10.75 | \$ 10.20 | 5.4\% |
| Return on average common shareholders' equity | 14.5\% | 12.3\% | 17.9\% |
| Shareholders' equity as a percentage of total capitalization at end of year | 58.5\% | 54.7\% | 6.9\% |
| Shareholders of record | 28,624 | 23,625 | 21.2\% |
| Average shares outstanding | 15,892 | 15,416 | 3.1\% |

## $\mathbb{D} E \mathbb{R} \mathbb{F} E \mathbb{L} \mathbb{O} W \mathbb{S} \mathbb{H} \mathbb{R} \mathbb{H} O L \mathbb{D} \mathbb{R} S$ :

Our numbers were strong in 1996. Earnings. Net income per share. Number of customers served. Assets. All were records. How did we achieve such outstanding results? This year again shows that our acquisition strategy is working well. Our success is the payoff for years of operating efficiently, managing our business, and dedicating ourselves to serving customers. 旗 该

Our geographic diversity worked to our advantage. The winter weather averaged about 1 percent warmer than normal in 1996 across our multi-state service area. This was despite the fact that the weather was over 5 percent warmer than normal in Texas, our largest customer area, as well as in Colorado. Colder than normal winter weather in Louisiana, Kentucky, Kansas and Missouri offset the warmer weather in other areas. Last year, the weather was 10 percent warmer than normal. This year, we also got a boost from strong sales in the spring to farmers in West Texas, eastern Colorado and western Kansas, who use
natural gas engines to drive irrigation pumps.
This unique market provides significant off-season sales in the spring and summer months, when heating sales are low. If wetter conditions had not slowed irrigation sales somewhat in this year's fourth quarter, our results would have been even more impressive.

The customer count increased.
At fiscal year-end, we provided natural gas service to a record 673,000 average customers. The increase was due to customer growth in our existing service areas, and the addition of approximately 9,200 customers in Louisiana from the
acquisition of the Oceana Heights Gas
Company in November 1995. We added new large-volume customers in a highly comperitive marketplace.

Rate increases contributed to the bottom line. During 1995 and 1996, Atmos has received over $\$ 6.0$ million in rate increases. A settlement in Kentucky providing total annual net operating income benefit of approximately $\$ 4.0$ million was partially implemented in November 1995, with the remaining $\$ 1.0$ million implemented in March 1996. The company implemented a $\$ 1.1$ million increase in Louisiana in March 1995. In 1994, the company received rate increases totaling $\$ 6.4$ million in Colorado, Kansas and Louisiana.

Our results for 1997 will be positively affected by a $\$ 5.3$ million increase implemented in 67 towns on Nov. 1, 1996, which affects about 200,000 of the company's 312,000 customers in West Texas. Under a settlement with the municipalities, the company agreed to wait until June 1998 before seeking another increase in the area.

Our employees found countless ways to operate efficientiy.

Operating efficiently is an ongoing part of the way we conduct our business to keep
our rates comperitive. We consider ourselves fortunate that so many ideas for managing expenses and doing things better come from our employees. For example, operating and maintenance expenses decreased 1 percent in 1996, even though our average customer count increased 2.5 percent. More figures demonstrating our efficiency are presented later in this report.

How does the future stack up?
Past performance is no guarantee of future results - every investment prospectus tells you so. But we think it's a pretty good indicator. We expect to continue to grow, and to continue our track record of delivering strong results.

## Strategies for growth.

Atmos will continue with its long-standing growth plan of expanding geographically through acquisitions. This allows the company to diversify its exposure to weather patterns, markets, economic conditions, and regulatory climates. The company is realizing the benefits of its 1993 acquisition of Greeley Gas Company. Atmos has increased the efficiency of Greeley Gas, which serves the city of Greeley, and high growth-rate ski and resort areas in Colorado, including Steamboat Springs,

Durango and Crested Butte, as well as parts of Kansas and Missouri. Since the acquisition in December 1993, customer growth has averaged 5 percent per year for Greeley Gas, compared with 2 percent annually for the three years prior to the acquisition.

## United Cities Merger.

Continuing that growth strategy, the company announced an agreement in July 1996 to combine with United Cities Gas Company of Brentwood, Tenn., with Atmos as the surviving entity. Atmos shareholders and United Cities shareholders approved the merger at separate meetings on Nov. 12, 1996, with 98 percent of Atmos shares present voting in favor of the merger. One share of Atmos stock will be exchanged for each share of United Cities stock. In addition to shareholder approval, the merger must be approved by certain federal and state regulatory bodies. Approval is required in 10 states.

Atmos has agreed to increase the indicated annual dividend from the current $\$ 1.00$ per share to not less than $\$ 1.02$ per share at the first board meeting following the closing of the transaction. All of the terms and conditions of the merger are defined in the proxy.

United Cities serves approximately 337,000 natural gas and propane customers and operates in 10 states. We believe the merger provides benefits for customers, employees and shareholders. Currently, United Cities' market penetration of the home heating market in its service area is about 37 percent, compared with 61 percent for Atmos, and the service area has high population growth. The merger reduces the impact of weather on Atmos, and enhances the stability and predictability of earnings, cash flows and dividends, in our opinion. We are diversifying our exposure to weather patterns by expanding operations into 13 states rather than the current six states. United Cities operates several unregulated businesses, which contributed $\$ 4.2$ million to net income in fiscal year 1995. We see this as a complement to our existing unregulated business activity.

We are proceeding to complete the merger, and expect to close the transaction by the end of March 1997.

## Internal Growih Opportunities.

Although business combinations like Greeley Gas and United Cities make dramatic contributions to our size and performance, adding customers in our
existing services areas is also a part of our growth plans. Kentucky and Colorado continue to show above average additions in customers. We have programs to add customers from new construction and to convert customers using other energy sources. We also added a dozen largevolume industrial customers in a highly competitive market in Kentucky.

We believe our strategy and our operating strengths add up to a bright future, and will make us successful in operating in an increasingly competitive environment, where residential customers may someday be able to choose their natural gas supplier. Already we are preparing to provide additional services to our customers, such as an appliance protection program using service providers and local contractors in Texas.

## Return to Shareholders.

We're especially proud of Amos' 1996 total return to shareholders of 23.7 percent. Atmos' five-year average annual total return is 15.6 percent. Our total return figures include reinvestment of dividends and exclude the effect of income taxes.

The company increased the quarterly devident to $\$ .25$ per share on Nov. 4, 1996, a 4.2 percent increase. The increase, payable with the dividend on Dec. 10, 1996, is our
ninth consecutive annual increase in the dividend rate.

Truly, our strengths are revealed in our numbers. We'll devote the rest of this report to the measures themselves.


Charles K. Vaughan
Chairman of the Board


Robert F. Stephens
President and Chief Operating Officer

November 12, 1996

## $S \mathbb{T} \mathbb{E} \mathbb{N} \mathbb{T} \mathbb{H} \mathbb{N} \mathbb{N} \mathbb{M} B \mathbb{E} \mathbb{R}$

Atmos reported record results in 1996. We believe our numbers add up to continued success in the future. Competition with other natural gas providers, and with other energy sources, will undoubtedly intensify. We're ready for it. We already compete on a daily basis to serve industrial customers. We act as if every customer is subject to competition. The fact of the matter is, customers already have choices in energy and may someday choose among multiple suppliers for their energy.

Atmos combines the strengths that industry analysts say are required to be a winner in the potentially more competitive environment: low gas costs, competitive rates, dedication to service and a growing customer base. We've got the figures to back up our confidence. 湤 滈

## LOW GAS cosis.

Gas costs are the largest component of a customer's bill. Atmos works hard to get the best priced and most reliable source of gas possible for our customers. We serve a number of natural gas-producing areas, and thus have access to many sources of supply. We look for ways to do an even better job of supplying our customers, and obtaining competitively priced gas supplies.

For example, the company added supply connections during 1996 in Paducah, Owensboro and Madisonville, Ky., to gain access to supplies from additional interstate pipelines. This access will lower gas costs for our customers and improve the reliability of service.

## Key Measures.

Atmos 1996 average cost of gas: $\$ 2.60$ per Mcf 1995 average cost of gas: $\$ 2.46$ per Mcf

Average cost of gas for our 14-company
peer group: $\$ 2.92$ per $\operatorname{Mcf}(1995)$

## Keeping rates low.

The other component of the customer's gas bill besides the cost of gas is our cost of


## Sources of Revenues

## 50.3\% RESIDENTIAL

$23.8 \%$ industrial \& agricultural
$18.7 \%$ COMMERCIAL
$5.5 \%$ OTHER SALES \& MISCELLANEOUS
$1.7 \%$ TRANSPORTATION


## Uses of Revenues

$63.5 \%$ PURCHASED GAS
$18.0 \%$ OPERATION \& MAINTENANCE
$6.2 \%$ TAXES
$5.0 \%$ COMMON DIVIDENDS \& RETAINED EARNINGS
4.3\% DEPRECIATION \& AMORTIZATION
$3.0 \%$ interest
providing service. Atmos is consistently among the most efficient providers of natural gas in the country. Being efficient results in lower rates for our customers. Even with the rate activity in the last few years, our rates remain among the lowest in the country, which keeps us ahead of the competition.

How do we maintain this record of efficiency year after year? We have 1,652 reasons: our employees.

Our employees continually make suggestions on better ways to do their jobs. These suggestions add up to impressive savings.

This year, our Kansas employees suggested improvements that reduced operating expenses per customer from the previous year. In Texas, employees developed an improved procedure which reduced uncol-

We are pleased that 90 percent of our SHAREHOLDERS OF RECORD DEMONSTRATE thetr support for Atmos by reinvesting their dividends. This number illustrates the loyalty of our shareholders as well as their confidence in the company's PROSPECTS. ATMOS CUSTOMERS HOLD 12.5 PERCENT OF SHARES OUTSTANDING; 21.5 PerCENT OF Atmos shareholders of record are customers.
"In May 1996, we entered into an agreement with Union Pacific Fuels to enhance the value of Western Kentucky Gas Company's natural gas storage and transportation rights. This alliance with Union Pacific should reduce costs and risks for our customers."

Gordon Roy, Vice President, Gas Suppiy
lectible accounts. In one district alone,

K'


ENEIRGAS COMPANY

HEADQUARTERS
Lubbock, Texas
district offices
Amarillo, Big Spring, Hereford, Littlefield, Lubbock, Midland, Odessa, Pampa, and Plainview, Texas

MLES OF PIPE 13,163

NUMBER OF EMPLOYEES
size of service area 30,000 square miles POPULATION IN SERVICE AREA

950,000
average customers served
311,713

COMMUNITIES SERVED

DEGREE DAYS, 1996
3,331
(NORMAL 3,528)
REGULATORY AGENCIES
Municipalities Served
Railroad Commission of Texas

PRESIDENT
Eugene A. Ehler
uncollectible accounts were cut $\$ 385,000$ compared to the previous year. The company reduced labor expenses by using temporary employment services for staffing at seasonal peak times. Our employees think like business owners. They are nearly 93 percent of our employees are shareholders. Employees, including management, and the Board of Directors own 23 percent of Atmos stock. Our customers are shareholders as well: 21.5 percent of Atmos shareholders of record are customers, and customers hold 12.5 percent of shares outstanding.

Key Measures (Year End).
Meters served per employee: 408
Peer group average: 321 (1995)
Operation and maintenance expense
per meter: $\$ 129$
Peer group average O\&M expense
per meter: $\$ 236$ (1995)
Net plant investment per meter: $\$ 614$
Peer group average: $\$ 1,142$ (1995)

## Customer focus.

Low rates and low gas costs do not impress customers if good service is sacrificed. Our goal is to deliver superior customer service "the first time - every time." Our employees even created a lapel button with that slogan.

What constitutes superior service?
Scheduling appointments and providing service the same day the customer calls. Extending service hours to evenings and Saturdays in many areas to meet customer needs. Adding pay locations in convenience stores and other outside locations so our customers can choose the most convenient place to pay their bills. Allowing customers to pay their bills by credit card. These are only a few examples of services we've added for customers.

Customer focus also means helping our customers find the best energy solutions. We provide technical assistance to commercial and industrial customers on new gas equipment options that can reduce their total energy bills. Our 47 largest customers in Kentucky can monitor their gas usage with electronic flow measurement


GREELEY GAS COMPANY

## HEADQUARTERS

Denver, Colorado
district offices
Greeley, Colorado
Cañon City, Colorado
Bonner Springs, Kansas

MILES OF PIPE
3,817
NUMBER OF EMPLOYEES
268
size of service area
1,650 square miles
POPULATION IN SERVICE AREA
228,000

AVERAGE CUSTOMERS SERVED
110,131

COMMUNITIES SERVED
123

DEGREE DAYS, 1996
5,912
( Normal 6,234)
regulatory agencies
Colorado Public Utilities Commission
Kansas Corporation Commission
Missouri Public Service Commission

PRESIDENT
Gary L. Schlessman


Amos pursues an aggressive growth STRATEGY THAT SETS THE COMPANY APART FROM OTHERS IN OUR INDUSTRY. THROUGH INTERNAL GROWTH AND ACQUISITIONS, Athos has achieved an average anNual CUSTOMER GROWTH RATE OF 7.8 PERCENT FOR THE PAST 10 YEARS.
"We supplied gas to a new lakeside development between Lake Barkley and Kentucky Lake near Paducah, Ky., making gas available to 160 lots, with a target of 600 lots. The lake resort community weill nearly double the size of the town. The builder recognized the desirability of natural gas for heating and water heating."

Gary Milligan, Director of Residential Marketing,
Owensboro, Ky.


A GROWING CUSTOMER BASE.
Our numbers add up to an above average growth rate among our peers. In 1996, we increased average customers served to a record 672,517 customers, up 2.5 percent from 1995. We added 9,200 customers with the acquisition of the Oceana Heights Gas Company in southeastern Louisiana in

November 1995. The rest was through internal growth in our service areas.

In our first 10 years as a public company, we more than doubled the number of customers. In our second decade, we are on track to repeat that performance, with the agreement to merge with United Cities Gas Company. A part of our corporate development strategy is to acquire natural gas distribution properties across the United States. This strategy has allowed us to

Efficiency is crucial to our success in a competitive environment. One way Atmos measures efficiency is by the number of CUSTOMERS SERVED PER EMPLOYEE. IN 1996, each Atmos employee served an average OF 408 CUSTOMERS - A SIGNIFICANTIY HIGHer number than our peer group average OF 321.
> "One of our largest expenses is surveying for gas line leaks. Until now, many man-hours were required for walking surveys. For less than \$10,000, we developed the MULE, or Maximum Utilization Leakage Equipment, using a four-wheel all-terrain vehicle. We customized the machine to meet our needs. Five suction funnels are mounted on the front bumper to absorb samples. The MULE is sensitive. It can pick up a leak inside a six-foot-tall wooden fence, 20 feet away."

Jerry Neeley, district superintendent, Lubbock, Texas




TRANS LOUISIANA GAS COMPANY

headquarters<br>Lafayette, Louisiana<br>district offices<br>Lafayette, Natchitoches, and Pineville, Louisiana<br>MILES OF PIPE

NUMBER OF EMPLOYEES
size of service area 7,000 square miles

POPULATION IN SERVICE AREA
250,000
average customers served
79,826

COMMUNITIES SERVED

DEGREE DAYS, 1996
1,980
(NORMAL 1,760)
regulatory agency
Louisiana Public Service Commission

PRESIDENT
B. J. Hackler
diversify our exposure to weather patterns, regulatory climates, markets and economic conditions and become more efficient. We have proven our ability to effectively integrate these properties, and that has benefited shareholders, customers and employees.

We also seek smaller properties located near our service areas, such as Oceana Heights. The company sees many opportunities to increase market penetration in the Oceana Heights area, which is experiencing industrial growth in shipbuilding and residential growth as a bedroom community for New Orleans.

We are capitalizing on our opportunities for internal growth. We have programs to reach homebuilders to encourage them to use natural gas for heating, appliances and gas lights in new subdivisions and developments. The natural gas heat pump is attracting customers across our service area.

Our own use of the natural gas heat pump in several business offices has demonstrated impressive operating cost savings. Greeley

Gas Company continues to show the greatest number of customer additions, averaging

5 percent meter growth since Atmos acquired Greeley Gas in December 1993. The growth is primarily in ski and resort areas in Colorado, and the city of Greeley, where efficient and environmentally beneficial natural gas is in demand for new construction. Customer growth was over 8 percent in Steamboat Springs in 1996, for example. We also have been successful in offering natural gas service to existing homes in Colorado which were using other energy sources for heating. We are helping to identify the best ways to preserve the air quality in these beautiful areas by utilizing gas logs and natural gas vehicles. Greeley Gas has expanded its irrigation market in southeast Colorado and southwestern Kansas, and has been successful in converting farmers who had been using electricity and propane engines to natural gas equipment.

We continue to add industrial customers despite the highly competitive marketplace. We added a dozen new industrial customers in Kentucky, and began serving a manufacturing plant that had been


WESTERN KENTUCKY GAS COMPANY

## HEADQUARTERS

Owensboro, Kentucky
district offices
Bowling Green, Danville,
Madisonville, Owensboro, and Paducah, Kentucky

MILES OF PIPE
3,570

NUMBER OF EMPLOYEES
373
size of service area
12,000 square miles

POPULATION IN SERVICE AREA
680,000
average customers served
170,733

COMMUNITIES SERVED
163

DEGREE DAYS, 1996
4,610
( NORMAL 4,376)

## Regulatory agencies

Kentucky Public Service Commission

PRESIDENT
R. Earl Fischer


TOtal return for 1996 was 23.7 Percent. This number, which reflects all of the COMPANY'S STRENGTHS, IS OUR ULTIMATE MEASURE OF PERFORMANCE.
> "When we made a major system improvement in the Pleasanton area, we decided to establish a second shift. This not only helped customers by reducing the time they were without gas, it also cut our overtime expense. The mind set throughout our district is to find innovative ways to improve customer service and reduce expenses."

Roger Nash, Kansas district manager
using propane. Our employees serve on 15 industrial development boards in Kentucky, which are instrumental in attracting new industry. We also look for opportunities to serve industrial customers not directly attached to our natural gas system.

We continue to develop new markers for natural gas, such as natural gas vehicles.

We're targeting diesel fleet vehicles for conversion to natural gas in Kentucky. The number of vehicles using our natural gas fueling facilities continues to climb from converting both large and small fleets, because of the environmental benefits and lower operating and maintenance costs gained with natural gas.

Key Measures.
Atmos average customer growth rate for
the past 10 years: 7.8 percent, through internal growth and through acquisitions.


; 8177,000
(3) 8167,010
© 8168,237
\$163,109
(8) 8146,262



$: 810.75$
0810.20
89.78
88.39


Market Itformation

## (In thousands, except share data)

## Assets

Property, plant and equipment
Construction in progress

Less accumulated depreciation and amortization
Net property, plant and equipment
Current assets
Cash and cash equivalents
Accounts receivable, less allowance for doubtful
accounts of $\$ 716$ in 1996 and $\$ 916$ in 1995
Inventories
Gas stored underground
Prepayments
Total current assets
Deferred charges and other assets

## Capitalization and liabilities

Shareholders' equity
Common stock, no par value (stated at $\$ .005$ per share); authorized $75,000,000$ shares; issued and outstanding 1996-16,021,321 shares, 1995-15,519,112 shares
Additional paid-in capital
Retained carnings
Total shareholders' equity
Long-term debt
Total capitalization
Current liabilities
Current maturities of long-term debt
Notes payable to banks
Accounts payable
Taxes payable
Customers' deposits
Other current liabilities
Total current liabilities
Deferred income taxes
Deferred credits and other liabilities

September 30,

| 1996 | 1995 |
| :---: | :---: |
| \$654,571 | \$589,801 |
| 11,867 | 5,558 |
| 666,438 | 595,359 |
| 252,871 | 232,107 |
| 413,567 | 363,252 |
| 3,726 | 2,294 |
| 25,284 | 25,690 |
| 7,174 | 6,747 |
| 14,652 | 10,758 |
| 1,489 | 2,747 |
| 52,325 | 48,236 |
| 35,969 | 34,295 |
| \$501,861 | \$445,783 |


| $\$ 80$ |  |
| ---: | ---: |
| $\mathbf{1 1 1 , 2 0 6}$ | $\$ 78$ |
| 61,012 | 106,496 |
| 172,298 | 51,704 |
| $\mathbf{1 2 2 , 3 0 3}$ | 158,278 |
| 294,601 | 131,303 |
|  | 289,581 |
| 9,000 | 7,000 |
| 62,800 | 33,500 |
| 31,640 | 24,945 |
| 3,584 | 1,926 |
| 9,858 | 9,343 |
| 10,674 | 10,641 |
| 127,556 | 87,355 |
| $\mathbf{3 9 , 0 5 6}$ | 33,120 |
| 40,648 | 35,727 |
| $\$ 501,861$ |  |

[^0]| (ln thousands, except per share data) | Year ended September 30, |  |  |
| :---: | :---: | :---: | :---: |
|  | 1996 | 1995 | 1994 |
| Operating revenues | \$483,744 | \$435,820 | \$499,808 |
| Purchased gas cost | 306,744 | 268,810 | 331,571 |
| Gross profic | 177,000 | 167,010 | 168,237 |
| Operating expenses |  |  |  |
| Operation | 82,807 | 83,431 | 92,132 |
| Maintenance | 4,212 | 4,276 | 5,888 |
| Depreciation and amortization | 20,849 | 20,741 | 18,841 |
| Taxes, other than income | 16,879 | 16,611 | 16,808 |
| Income taxes | 13,310 | 9,574 | 8,102 |
| Total operating expenses | 138,057 | 134,633 | 141,771 |
| Operating income | 38,943 | 32,377 | 26,466 |
| Other income (expense) |  |  |  |
| Interest income | 113 | 459 | 168 |
| Other, net | (409) | (242) | 335 |
| Total other income (expense) | (296) | 217 | 503 |
| Interest charges | 14,698 | 13,721 | 12,290 |
| Net income | \$ 23,949 | \$ 18,873 | \$ 14,679 |
| Net income per share | \$ 1.51 | \$ 1.22 | \$ . 97 |
| Cash dividends per share | \$ . 96 | $\xlongequal{\$ \quad .92}$ | \$ .88 |
| Average shares outstanding | 15,892 | 15,416 | 15,195 |


| Common stock |  |  |  |  |
| :---: | :---: | :---: | :---: | :---: |
| (In thousands, except share data) | number of SHARES | stated vaiue | $\begin{aligned} & \text { ADDITIONAL } \\ & \text { PAID-IN } \\ & \text { CAPITAL } \\ & \hline \end{aligned}$ | retained <br> EARNINGS |
| Balance, September 30, 1993 | 14,868,902 | \$74 | \$ 94,279 | \$ 45,076 |
| Net income | - | - | - | 14,679 |
| Cash dividends ( $\$ .88$ per share) | - | - | - | $(12,612)$ |
| GGC distributions | - | - | - | (120) |
| Common stock issued |  |  |  |  |
| Restricted stock grant plan | 105,000 | 1 | 2,134 | - |
| Direct stock purchase plan | 173,801 | 1 | 3,037 | - |
| Employee stock ownership plan | 149,463 | 1 | 2,713 | - |
| Other | - | - | 293 | - |
| Balance, September 30, 1994 | 15,297,166 | 77 | 102,456 | 47,023 |
| Net income | - | - | - | 18,873 |
| Cash dividends (\$.92 per share) | - | - | - | $(14,192)$ |
| Common stock issued |  |  |  |  |
| Restricted stock grant plan | 7,000 | - | 119 | - |
| Employee stock ownership plan | 214,946 | 1 | 3,876 | - |
| Other | - | - | 45 | - |
| Balance, September 30, 1995 | 15,519,112 | 78 | 106,496 | 51,704 |
| Net income | - | - | - | 23,949 |
| Cash dividends (\$.96 per share) | - | - | - | $(15,235)$ |
| Common stock issued |  |  |  |  |
| Restricted stock grant plan | 24,800 | - | 493 | - |
| Outside directors stock-for-fee plan | 2,521 | - | 60 | - |
| Employee stock ownership plan | 161,477 | 1 | 3,641 | - |
| Oceana Heights acquisition | 313,411 | 1 | 304 | 594 |
| Other | - | - | 212 | - |
| Balance, September 30, 1996 | 16,021,321 | \$80 | \$111,206 | \$61,012 |

[^1](In thousands)

## Cash Flows From Operating Activities

Net income
Adjustments to reconcile net income to net cash provided by operating activities

Depreciation and amortization
Charged to depreciation and amortization
Charged to other accounts
Deferred income taxes
Other

Change in assets and liabilitics
(Increase) decrease in accounts receivable
(Increase) decrease in inventories
(Increase) decrease in gas stored underground
(Increase) decrease in prepayments
Decrease in deferred charges and other assets Increase (decrease) in accounts payable

Increase (decrease) in taxes payable
Increase in customers' deposits
Increase in other current liabilities
Increase in deferred credits and other liabilities
Net cash provided by operating activities

## Cash Flows From Investing Activities

Capital expenditures
Retirements of property, plant and equipment

Net cash used in investing activities

## Cash Flows From Financing Activities

Net increase (decrease) in notes payable
Proceeds from issuance of long-term debt
Repayment of long-term debt
Cash dividends and distributions paid
Issuance of common stock
Net cash provided by financing activities
Net increase (decrease) in cash and cash equivalents
Cash and cash equivalents at beginning of year
Cash and cash equivalents at end of year

See accompanying notes to consolidated financial statements.

## Summary of significant accounting policies

## Description of business - Atmos Energy Corporation

 and its subsidiaries ("Atmos" or the "Company") are in the business of distributing natural gas to residential, commercial, industrial and agricultural customers within service areas located in Texas, Louisiana, Kentucky, Colorado, Kansas and a small portion of Missouri. Such business is subject to federal and state regulation and/or regulation by local authorities in each of the six states in which the Company operates. The Company has no other material business segments.Principles of consolidation - The accompanying consolidated financial statements include the accounts of Atmos Energy Corporation and its subsidiaries. Each subsidiary is wholly-owned and all material intercompany items have been eliminated.

Revenue recognition - Sales of natural gas are billed on a monthly cycle basis; however, the billing cycle periods for certain classes of customers do not necessarily coincide with accounting periods used for financial reporting purposes. The Company follows the revenue accrual method of accounting for natural gas revenues whereby revenues applicable to gas delivered to customers but not yet billed under the cycle billing method are estimated and acerued and the related costs are charged to expense. Estimated losses due to credit risk are reserved at the time revenue is recognized.

## Property, plant and equipment - Property, plant and

 equipment is stated at original cost net of contributions in aid of construction. The cost of additions includes an allowance for funds used during construction and applicable overhead charges. Major renewals and betterments are capitalized, while the costs of maintenance and repairs are charged to expense as incurred. Property, plant and equipment is depreciated at various rates on a straight-line basis over the estimated useful lives of the assets. The composite rates were $3.8 \%$ and $4.1 \%$ for the years ended September 30, 1996 and 1995, respectively. The decrease in the composite rate in 1996 resulted from the decrease in Kentucky depreciation rates ordered by the Kentucky Public Service Commission as part of the rate case settlement in October 1995. At the time property, plant and equipment is retired, the cost, plus removal expenses and less salvage, is charged to accumulated depreciation.Inventories - Inventories consist of materials and supplies and merchandise held for resale. Inventories are stated at the lower of average cost or market.

Gas stored underground - Net additions of inventory gas to underground storage and withdrawals of inventory gas from storage are priced using the average cost method. Non-current gas in storage is classified as property, plant and equipment and is priced at cost.

Income taxes - The Company provides deferred income taxes for significant temporary differences in the recognition of revenues and expenses for tax and financial reporting purposes.
Cash and cash equivalents - The Company considers all highly liquid debt instruments purchased with a maturity of three months or less to be cash equivalents.

> Deferred charges and other assets - Deferred charges and other assets at September 30, 1996 and 1995 include assets of the Company's qualified defined benefit retirement plans in excess of the plans' obligations in the amounts of $\$ 9,970,000$ and $\$ 9,962,000$, respectively, and Company assets related to the nonqualified retirement plans at September 30, 1996 and 1995 of $\$ 17,808,000$ and $\$ 16,510,000$, respectively.

Deferred credits and other liabilities - Deferred credits and other liabilities include customer advances for construction of $\$ 8,458,000$ and $\$ 8,212,000$ at September 30, 1996 and 1995 , respectively; obligations under capital leases of $\$ 2,769,000$ and $\$ 2,882,000$ at September 30, 1996 and 1995, respectively; and obligations under the Company's nonqualified retirement plans of $\$ 18,759,000$ and $\$ 16,125,000$ at September 30, 1996 and 1995, respectively.

Earnings per share - The calculation of primary earnings per share is based on reported net income divided by weighted average common shares outstanding. The Company does not have other classes of stock or dilutive common stock equivalents.

Use of estimates - The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and revenues and expenses during the reporting period. Actual results could differ from those estimates.

## Business combination activity

## Agreement to merge with United Cities Gas Company -

In July 1996, the Company announced that it had reached a definitive agreement to merge with United Cities Gas Company ("United Cities") of Brentwood, Tennessee, by means of a tax-free reorganization. The Company will exchange approximately $\mathbf{1 3 . 1}$ million shares of its stock for all of the outstanding stock of United Cities. Atmos will be the surviving corporation. Atmos has agreed to increase the indicated annual dividend to not less than $\$ 1.02$ per share, for no less than four quarters, at the first Board meeting following the closing of the transaction. The transaction is expected to be accounted for by the pooling of interests method. The transaction is subject to approval by the United Cities and Atmos shareholders, which approvals were obtained on November 12, 1996. Approval by appropriate regulatory bodies will also be required among other conditions precedent to closing.

United Cities is a natural gas utility engaged in the distribution and sale of natural gas to approximately 310,000 customers in Tennessee, Illinois, Virginia, Kansas, Missouri, South Carolina, Georgia, and Iowa, and in the sale of propane to approximately 27,000 customers in Tennessee, Virginia and North Carolina. United Cities' assets consist principally of the property, plant and equipment used in its natural gas and propane sales and distribution businesses. Following consummation of the merger, Atmos intends to continue to operate the United Cities business as a division of Atmos, along with Atmos' Energas, Trans La, Western Kentucky, and Greeley divisions. The accompanying consolidated financial statements of the Company do not include the assets, liabilities, or operating results of United Cities.

On August 1, 1996, Southern Union Company filed a Schedule 13D with the Securities and Exchange Commission reporting that it owns $6: 5 \%$ of United Cities' outstanding common stock. Subsequently, various lawsuits and complaints were filed by Atmos, United Cities, and Southern Union relating to the purported ownership of the stock by Southern Union, the actions of the United Cities board of directors in approving the merger with Atmos, and certain other matters. On November 2, 1996, all of the parties entered into a settlement agreement that resolved the disputes and requires, among other things, the dismissal of all such lawsuits and complaints.

Acquisition of Greeley Gas Company - On December 22, 1993, Atmos acquired by means of a merger all of the assets and liabilities of Greeley Gas Company ("GGC") in accordance with the terms and provisions of an Agreement and Plan of Reorganization dated July 2, 1993. GGC is a natural gas utility engaged in the distribution and sale of natural gas to residential, commercial, industrial, agricultural, and other customers throughout Colorado, Kansas, and a small portion of Missouri. All of the shares of GGC's common stock were exchanged for a total of $3,493,995$ shares of Atmos common stock as adjusted for a 3 -for- 2 stock split ( $2,329,330$ shares on a pre-split basis). See Note 5 for information regarding the stock split in May 1994. This merger transaction was accounted for as a pooling of interests; therefore, all historical financial statements and notes thereto have been restated. Subsequent to the merger, the business of GGC has been operated through the Company's Greeley Gas Company division (the "Greeley Gas Division").

Results of operations and net income for the previously separate companies for the period prior to the merger are as follows:

| (ln thousands) | Quarter ended Decemb 1993 |
| :---: | :---: |
| Operating revenues |  |
| Atmos | \$119,223 |
| GGC | 26,278 |
|  | \$145,501 |
| Net income |  |
| Atmos | \$ 5,458 |
| GGC | 1,630 |
|  | \$ 7,088 |

The dividends per share presentation on the consolidated statements of income reflects Atmos dividends declared per share as adjusted for the 3 -for- 2 stock split in May 1994. The cash dividends per share reflect the per share dividend declared by Atmos Energy Corporation for the year ended September 30, 1994. The restated cash dividends and distributions per share reflect the total amounts paid by Atmos and GGC to their shareholders, divided by the total amount of weighted average shares outstanding as restated for the shares issued to effect the merger between Atmos and GGC and the 3-for-2 stock split in May 1994.

Restated cash dividends and distributions per share:

|  |  |
| :---: | :---: |
|  | Year ended September 30 , |
|  | 1994 |
| Cash dividends per share | \$.88 |
| Restated cash dividends and |  |
| distributions per share, |  |
| including GGC | \$.84 |

## LONG-term debt and notes payable

Long-term debt at September 30, 1996 and 1995 consisted of the following:
(In thousands)

| 1996 | 1995 |
| ---: | ---: |
| $\$ 10,000$ | $\$ 10,000$ |
| 20,000 | 20,000 |
| 27,000 | 30,000 |
|  |  |
| 1,000 | 3,000 |
| 14,000 | 16,000 |
| 17,000 | 17,000 |
| 2,303 | 2,303 |
| 20,000 | 20,000 |
| 20,000 | 20,000 |
| 131,303 | 138,303 |
| $(9,000)$ | $(7,000)$ |
| $\$ 122,303$ | $\$ 131,303$ |

The Company may prepay any of the Senior Notes in whole at any time, subject to a prepayment premium. The note agreements provide for certain cash flow requirements and restrictions on additional indebtedness, sale of assers and payment of dividends. Under the most restrictive of such covenants, cumulative cash dividends paid after September 30, 1988 may not exceed the sum of $75 \%$ of accumulated net income for periods after September 30, 1988 plus $\$ 12,000,000$ plus the proceeds from the sale of common stock after September 30, 1988. At September 30, 1996, approximately $\$ 52,626,000$ of shareholders' equity was not so restricted.

As of September 30, 1996, all of the Company's utility plant assets in Colorado, Kansas and Missouri with a net book value of approximately $\$ 74,486,000$ are subject to a lien under the $9.4 \%$ Series J First Mortgage Bonds assumed by the Company in the acquisition of GGC.

Based on the borrowing rates currently available to the Company for debt with similar terms and remaining average maturities, the fair value of long-term debt at September 30, 1996 and 1995 is estimated using discounted cash flow analysis to be $\$ 140,678,000$ and $\$ 153,049,000$, respectively. It is not currently advantageous for the Company to refinance its long-term debt because of prepayment costs set forth in the various debt agreements.

Maturities of long-term debt are as follows (in thousands):

| 1997 | $\$ 9,000$ |
| :--- | ---: |
| 1998 | 8,000 |
| 1999 | 8,000 |
| 2000 | 8,000 |
| 2001 | 8,000 |
| Thereafter | 90,303 |
|  | $\underline{\$ 131,303}$ |
|  |  |

Notes payable to banks - The Company has committed short-term, unsecured bank credit facilities totaling $\$ 90,000,000, \$ 80,000,000$ of which was unused at September 30, 1996. One facility of $\$ 80,000,000$ requires a commitment fee of $0.09 \%$ on the unused portion. A second facility for $\$ 10,000,000$ requires a commitment fee of $3 / 16$ of $1 \%$ on the unused portion. The committed lines are renewed or renegotiated at least annually.

The Company also had aggregate uncommitted credit lines of $\$ 165,000,000$, of which $\$ 112,200,000$ was unused as of September 30, 1996. The uncommitted lines have varying terms and the Company pays no fee for the availability of the lines. Borrowings under these lines are made on a when and as-available basis at the discretion of the banks.

The weighted average interest rates on short-term borrowings outstanding at September 30, 1996 and 1995 were $6.2 \%$ and $7.0 \%$, respectively.

## (3) Income taxes

The components of income tax expense for 1996, 1995 and 1994 are as follows:

| (In thousands) | $\underline{1996}$ |  | $\underline{1995}$ |
| :--- | ---: | ---: | ---: |
| Current | $\mathbf{\$ 7 , 3 6 6}$ |  | $\$ 6,765$ |
| $\mathbf{5 , 9 4 4}$ |  | $\underline{2,809}$ | $\underline{2458}$ |
| Deferred | $\underline{\$ 13,310}$ | $\underline{\$ 9,574}$ | $\underline{\$ 8,102}$ |
|  | $\underline{y}$ |  |  |

Included in the provision for income taxes are state income taxes of $\$ 1,134,000, \$ 506,000$, and $\$ 328,000$ for 1996,1995 , and 1994, respectively.

Deferred income taxes reflect the tax effect of differences between the basis of assets and liabilities for book and tax purposes. The tax effect of temporary differences that give rise to significant components of the deferred tax liabilities and deferred tax assets at September 30, 1996 and 1995 are as follows:

| (In thousands) | 1996 | 1995 |
| :---: | :---: | :---: |
| Deferred tax assets |  |  |
| Costs expensed for book purposes and capitalized for tax purposes | \$ 863 | \$ 872 |
| Accruals not currently deductible for tax purposes | 1,403 | 1,045 |
| Customer advances | 2,629 | 2,020 |
| Nonqualified benefit plans | 7,616 | 7,107 |
| Postretirement benefits | 3,184 | 2,187 |
| Other, net | 1,348 | 2,902 |
| Total deferred tax assets | 17,043 | 16,133 |
| Deferred tax liabilities |  |  |
| Difference in net book value and net tax value of assets | 50,799 | 43,549 |
| Prepaid pensions | 3,929 | 4,528 |
| Other, net | 1,371 | 1,176 |
| Total deferred tax liabilities | 56,099 | 49,253 |
| Net deferred tax liabilities | \$39,056 | \$33,120 |
| SFAS No. 109 deferred accounts for rate regulated entities (included in other deferred credits): |  |  |
| Liabilities | \$ 2,536 | \$ 2,580 |

Reconciliations of the provisions for income taxes computed at the statutory rate to the reported provisions for income taxes for 1996, 1995 and 1994 are set forth below:

| (In thousands) | Liatility Method |  |  |
| :---: | :---: | :---: | :---: |
|  | 1996 | 1995 | 1994 |
| Tax at statutory rate of $35 \%$ | \$13,041 | \$9,956 | \$7,992 |
| Financial expenses, not deductible for tax reporting | 63 | 35 | 503 |
| Common stock dividends deductible for tax reporting | (684) | (619) | (573) |
| State taxes | 900 | 261 | 328 |
| Other, net | (10) | (59) | (148) |
| Provision for income taxes | \$13,310 | \$9,574 | \$8,102 |

## Stock split

On February 9, 1994, the Board of Directors of Atmos approved a 3-for-2 split of its common stock implemented in the form of a stock dividend, which resulted in shareholders receiving one new share for every two shares held. Fractional shares were not issued but were paid in cash or credited to the accounts of participants of the Dividend Reinvestment and Stock Purchase Plan ("DRSPP") and Employee Stock Ownership Plan ("ESOP"). The record date for the split was May 4, 1994 and the payment date for mailing the new shares and
cash for fractional shares to shareholders was May 16, 1994. All share and per share amounts in the financial statements and notes thereto have been restated to reflect this split, unless otherwise noted.

## COMmON STOCK AND STOCK OPTIONS

At the annual meeting of shareholders on February 8, 1995, the shareholders approved an increase in the number of authorized shares of common stock from $50,000,000$ to $75,000,000$.

The Company issued 24,800 shares of its common stock in fiscal 1996 in connection with its Restricted Stock Grant Plan.

The Company has an Employee Stock Ownership Plan as discussed in Note 7. It issued 161,477 shares under the plan in 1996. The Company has registered $1,600,000$ shares for issuance under the plan, of which 713,353 shares were available for future issuance on September 30, 1996.

In August 1992, the Company announced a Direct Stock Purchase Plan ("DSPP") which was the successor to and replacement for the Dividend Reinvestment Plan ("DRP"). Members of the DRP were automatically enrolled in the DSPP. In November 1993, the Company amended the DSPP to remove the direct stock purchase feature of the plan and to rename the plan the Atmos Energy Corporation Dividend Reinvestment and Stock Purchase Plan. In January 1995, the direct stock purchase feature was reinstated and the name was changed back to the Direct Stock Purchase Plan. Participants in the DSPP may have all or part of their dividends reinvested at a $3 \%$ discount from market prices. DSPP participants may purchase additional shares of Company common stock as often as weekly with voluntary cash payments of at least $\$ 25$, up to an annual maximum of $\$ 100,000$. At September 30, 1996, 712,596 shares were available for future issuance under the plan.

On April 27, 1988, the Company adopted a Shareholders' Rights Plan and declared a dividend of one right (a "Right") for each outstanding pre-split share of common stock of the Company, payable to shareholders of record as of May 10, 1988. Each Right will entitle the holder thereof, until the earlier of May 10, 1998 or the date of redemption of the Rights, to buy one share of common stock of the Company at an exercise price of $\$ 30$ per share, subject to adjustment by the Board of Directors upon the occurrence of certain events. The Rights will be represented by the common stock certificates and are
not exercisable or transferable apart from the common stock until a "Distribution Date" (which is defined in the Rights Agreement between the Company and the Rights Agent as the date upon which the Rights become separate from the common stock).

At no time will the Rights have any voting rights. The exercise price payable and the number of shares of common stock or other securities or property issuable upon exercise of the Rights are subject to adjustment from time to time to prevent dilution. Until the Distribution Date, the Company will issue one Right with each share of common stock that becomes outstanding so that all shares of common stock will have attached Rights. After a Distribution Date, the Company may issue Rights when it issues common stock if the Board deems such issuance to be necessary or appropriate.

The Rights have certain anti-takeover effects and may cause substantial dilution to a person or entity that attempts to acquire the Company on terms not approved by the Board of Directors except pursuant to an offer conditioned upon a substantial number of Rights being acquired. The Rights should not interfere with any merger or other business combination approved by the Board of Directors because, prior to the time the Rights become exercisable or transferable, the Rights may be redeemed by the Company at $\$ .05$ per Right.

The Company's Restricted Stock Grant Plan for management and key employees of the Company, which became effective October 1, 1987, provides for awards of common stock that are subject to certain restrictions. The plan is administered by the Board of Directors. The members of the Board who are not employees of the Company make the final determinations regarding participation in the plan, awards under the plan, and restrictions on the restricted stock awarded. The restricted stock may consist of previously issued shares purchased on the open market or shares issued directly from the Company. The Company registered 600,000 shares ( 900,000 post-split shares) for issuance under the plan. Compensation expense of $\$ 795,000, \$ 1,015,000$ and $\$ 1,164,000$ was recognized in 1996, 1995 and 1994, respectively, in connection with the issuance of shares under the plan. At September 30, 1996, 352,500 shares were available for future award under the plan.

In November 1994, the Board adopted the Outside Directors Stock-for-Fee Plan, which plan was approved by the shareholders of the Company in February 1995. The plan permits non-employee directors to receive all
or part of their annual retainer and meeting fees in stock rather than in cash. The Company has registered 50,000 shares, 47,479 of which were available for future issuance under the plan as of September 30, 1996.

## Employee retirement and stock ownership plans

At September 30, 1996, the Company had three defined benefit pension plans. One covers the Western Kentucky Division employees, one covers the Greeley Gas Division employees, and the third covers all other Atmos employees. The plans provide essentially the same benefits to all employees. Benefits are based on years of service and the employee's compensation during the highest paid five consecutive calendar years within the last 10 years of employment. The Company's funding policy is to contribute annually an amount in accordance with the requirements of the Employee Retirement Income Security Act of 1974. Contributions are intended to provide not only for benefits attributed to service to date but also for those expected to be earned in the future.
The following table sets forth the Atmos plan's funded status at September 30, 1996 and 1995:

| (In thousands) | 1996 | 1995 |
| :---: | :---: | :---: |
| Actuarial present value of benefit obligations |  |  |
| Accumulated benefit obligation, including vested benefits of $\$ 77,089$ and $\$ 74,967$ in 1996 and 1995 , respectively | \$(77,513) | \$(75,529) |
| Projected benefit obligation | \$ 86,571 ) | \$(84,182) |
| Plan assets at fair valuc | 90,157 | 82,464 |
| Funded status | 3,586 | $(1,718)$ |
| Unrecognized net asset being recognized over 15 years | (198) | (416) |
| Unrecognized prior service cost | $(1,359)$ | $(1,812)$ |
| Unrecognized net (gain) loss | $(3,086)$ | 3,514 |
| Accrued pension cost | \$ $(1,057)$ | \$ (432) |

Net periodic pension cost for the Atmos plan for 1996, 1995 and 1994 included the following components:

| (In thousands) | 1996 | 1995 | 1994 |
| :---: | :---: | :---: | :---: |
| Service cost | \$ 2,235 | \$ 1,862 | \$1,846 |
| Interest cost on projected benefit obligation | 6,434 | 6,060 | 5,614 |
| Actual return on plan assers | $(11,342)$ | (12,200) | (955) |
| Net amortization and deferral | 3,298 | 5,007 | (5,778) |
| Net periodic pension cost | \$ 625 | \$ 729 | \$ 727 |

The following table sets forth the Western Kentucky Gas Division plan's funded status at September 30, 1996 and 1995:

| (In thousands) | 1996 | 1995 |
| :---: | :---: | :---: |
| Actuarial present value of benefit obligations |  |  |
| Accumulated benefit obligation, including vested benefits of $\$ 30,934$ and $\$ 27,236$ in 1996 and 1995 , respectively | \$(30,983) | \$(27,262) |
| Projected benefit obligation | \$(35,673) | \$(31,642) |
| Plan assets at fair value | 46,478 | 42,216 |
| Funded status | 10,805 | 10,574 |
| Unrecognized prior service cost | 4,829 | 2,855 |
| Unrecognized net gain | $(4,361)$ | $(2,468)$ |
| Prepaid pension cost | \$ 11,273 | \$ 10,961 |

Net periodic pension cost for 1996, 1995 and 1994 included the following components:

| (In thousands) | 1996 | 1995 | 1994 |
| :---: | :---: | :---: | :---: |
| Service cost | \$ 672 | \$ 706 | \$ 729 |
| Interest cost | 2,431 | 2,306 | 2,160 |
| Actual return on plan assets | $(5,771)$ | $(6,355)$ | 324 |
| Net amortization and deferral | 2,356 | 3,399 | $(3,097)$ |
| Net periodic pension cost (benefit) | \$ (312) | \$ 56 | \$ 116 |

The weighted-average discount rates used in determining the actuarial present value of the projected benefit obligations of the Atmos and WKG retirement plans was $7.5 \%$ at June 30,1996 and 1995. The rate of increase
in future compensation levels reflected in such determination was $4.0 \%$ for the years ended September 30,1996 and 1995. The expected long-term rate of return on plan assets was $9.5 \%, 10.0 \%$ and $9.5 \%$ for the years ended September 30, 1996, 1995 and 1994, respectively. The plan assets consist primarily of investments in common stocks, interest bearing securities and interests in commingled pension trust funds. Prepaid pension cost is included in deferred charges and other assets.

The following table sets forth the Greeley Gas Division plan's funded status at September 30, 1996 and 1995:

| (In thousands) | 1996 | 1995 |
| :---: | :---: | :---: |
| Actuarial present value of benefit obligations |  |  |
| Accumulated benefit obligation, including vested benefits of $\$ 15,110$ and $\$ 13,134$ in 1996 and 1995, respectively | \$(15,252) | \$(13,385) |
| Projected benefit obligation | \$(17,666) | \$ $(15,148)$ |
| Plan assets at fair value | 16,086 | 14,607 |
| Funded status | $(1,580)$ | (541) |
| Unrecognized net asset being recognized over 15 years | $(1,521)$ | $(1,810)$ |
| Unrecognized prior service cost | 1,480 | 419 |
| Unrecognized net loss | 1,375 | 1,370 |
| Accrued pension cost | \$ (246) | \$ (562) |

Net periodic pension cost (credit) for the Greeley Gas Division plan for 1996, 1995 and 1994 included the following components:

| (In thousands) | 1996 | 1995 | 1994 |
| :---: | :---: | :---: | :---: |
| Service cost | \$ 453 | \$ 328 | \$ 486 |
| Interest cost on projected benefit obligation | 1,185 | 1,208 | 1,039 |
| Actual return on plan assets | (2,390) | $(2,530)$ | 441 |
| Net amortization and deferral | 810 | 1,217 | $(1,795)$ |
| Net periodic pension cost | \$ 58 | \$ 223 | \$ 171 |

Accumulated plan benefits were computed using the Projected Unit Credit funding method. The discount rate and rate of increase in future compensation levels used in determining the actuarial present value of the projected benefit obligations were $7.5 \%$ and $4.0 \%$ in both 1996 and 1995. The expected long-term rate of
return on plan assets was $9.5 \%, 10.0 \%$ and $9.5 \%$ in 1996 , 1995 and 1994, respectively. Plan assets consist primarily of corporate bonds, equity securities, mutual funds, partnership interests, and other miscellaneous investments. The actual return on plan assets in 1994 resulted in a loss of $\$ 441,000$ due to writedowns of certain plan assets to reflect current market value.

Effective October 1, 1987, the Company adopted a nonqualified Supplemental Executive Benefits Plan ("Supplemental Plan") which provides additional pension, disability and death benefits to the officers and certain other employees of the Company. Expense recognized in connection with the Supplemental Plan during fiscal 1996, 1995 and 1994 was $\$ 2,708,000, \$ 2,158,000$ and $\$ 2,062,000$, respectively.

The Company sponsors an Employee Stock Ownership Plan. Full time employees who have completed one year of service, as defined in the plan, are eligible to participate. Each participant enters into a salary reduction agreement with the Company pursuant to which the participant's salary is reduced by an amount not less than $2 \%$ nor more than $10 \%$. Taxes on the amount by which the participant's salary is reduced are deferred pursuant to Section 401(k) of the Internal Revenue Code. The amount of the salary reduction is contributed by the Company to the ESOP for the account of the participant. The Company may make a matching contribution for the account of the participant in an amount determined each year by the Board of Directors, which amount must be at least equal to $25 \%$ of all or a portion of the participant's salary reduction. For the 1996 plan year, the Board of Directors elected to match $100 \%$ of each participant's salary reduction contribution up to $4 \%$ of the participant's salary. Matching contributions to the ESOP amounted to $\$ 1,944,000, \$ 1,977,000$, and $\$ 1,780,000$ for 1996,1995 and 1994, respectively. The Directors may also approve discretionary contributions, subject to the provisions of the Internal Revenue Code of 1986 and applicable regulations of the Internal Revenue Service. The Company recorded a charge of $\$ 1,500,000$ for a discretionary contribution in the year ended September 30, 1996. Company contributions to the plan are expensed as incurred.
Effective January 1, 1988, the Greeley Gas Division adopted a $401(\mathrm{k})$ plan that covered substantially all the Greeley Gas Division employees. Total employer contributions to the $401(\mathrm{k})$ plan were $\$ 141,000$ for the period ended September 30, 1994. Contributions to
the plan were discontinued on March 31, 1994 and participants were enrolled in the Atmos ESOP on April 1, 1994.

## Other postretirement benefits

In addition to providing pension benefits, the Company provides certain other postretirement benefits for retired employees, the major benefit being health care. Prior to 1994, the cost of other postretirement benefits was recognized by expensing claims and annual insurance premiums as incurred.

Effective October 1, 1993, the Company adopted Financial Accounting Standards No. 106 ("SFAS No. 106"), "Employers' Accounting for Postretirement Benefits Other Than Pensions". SFAS No. 106 focuses principally on postretirement health care benefits and significantly changed the practice of accounting for postretirement benefits on a pay-as-you-go basis by requiring accrual of such benefit costs on an actuarial basis from the date each employee reaches age 45 until the date of full eligibility for such benefirs. The Company is amortizing on a straight line basis the initial transition obligation of $\$ 33,354,000$ over 20 years. The effect of adopting the new rules increased net periodic postretirement benefits cost for the year ended September 30,1994 by $\$ 3,789,000$ and decreased net income by $\$ 2,440,000$. Approximately $\$ 746,000$ of this increased cost was recovered through rates during 1994.

Atmos sponsors two defined benefit postretirement plans other than pensions. One plan provides medical, dental, and vision benefits to retired employees of Greeley Gas Company. The other offers medical benefits to all other retired Atmos employees. Substantially all of the Company's employees may become eligible for these benefits if they reach retirement age while working for the Company and attain 10 consecutive years of service after age 45. Participant contributions are required under these plans. Prior to June 1994, the plans were not funded. In June 1994, the Company made its first quarterly payment to the external trust set up to fund SFAS No. 106 costs in excess of the pay-as-you-go cost in Kansas in accordance with an order of the Kansas Corporation Commission. In April, 1995 it began external funding in Colorado in accordance with an order of the Colorado Public Utility Commission. The amount of funding will ultimately depend upon the ratemaking treatment allowed in the Company's various rate jurisdictions.

The components of net periodic postretirement benefits cost for each of the years ended September 30, 1996, 1995 and 1994 are as follows:

| (In thousands) | 1996 | 1995 | 1994 |
| :---: | :---: | :---: | :---: |
| Service cost | \$1,469 | \$1,497 | \$1,817 |
| Interest cost | 2,224 | 2,322 | 2,269 |
| Actual return on plan assets | (39) | (18) |  |
| Amortization of transition obligation | 1,550 | 1,549 | 1,668 |
| Net amortization and deferral | (80) | (150) |  |
| Net periodic postretirement benefits cost | \$5,124 | \$5,200 | \$5,754 |

The following is a reconciliation of the funded status of the plans to the net postretirement benefits liability on the balance sheet as of September 30, 1996 and 1995:

| (In thousands) | 1996 | 1995 |
| :---: | :---: | :---: |
| Accumulated postretirement |  |  |
| benefits obligation |  |  |
| Retirees | \$(19,849) | \$(20,402) |
| Fully eligible employees | $(6,426)$ | $(5,906)$ |
| Other employees | $(4,644)$ | $(4,468)$ |
|  | $(30,919)$ | $(30,776)$ |
| Plan assets | 927 | 594 |
| Accumulated postretirement |  |  |
| benefits obligation in excess of plan assets | $(29,992)$ | $(30,182)$ |
| Unrecognized net gain | $(4,775)$ | $(3,807)$ |
| Unrecognized transition |  |  |
| obligation | 26,342 | 27,892 |
| Accrued postretirement |  |  |
| benefits liability | \$ 8 (8,425) | \$ $(6,097)$ |

In the latest actuarial calculation of the accrued postretirement benefits liability, the assumed health care cost trend rate used to estimate the cost of postretirement benefits was $8.0 \%$ for $1996,7.5 \%$ for 1997 and is assumed to decrease gradually to $5.0 \%$ by 2000 and remain at that level thereafter. Similarly, the dental trend rate was $7.0 \%$ for 1996 at which time dental benefits were discontinued. The trend for vision benefits is assumed to remain level for all years at $4.5 \%$. The effect of a $1 \%$ increase in the assumed health care cost trend rate for each future year is $\$ 344,000$ and $\$ 353,000$ on the annual aggregate of the service and interest cost components of net periodic postrerirement benefit costs and $\$ 2,377,000$ and $\$ 2,355,000$ on the accumulated postretirement benefits obligation
as of September 30, 1996 and 1995, respectively. The assumed discount rate, the rate at which liabilities could be settled, was $7.5 \%$ as of September 30, 1996 and 1995.

The Company is currently recovering other postretirement benefits ("OPEB") costs through its regulated rates under SFAS No. 106 accrual accounting in Colorado, Kansas, the majority of its Texas service area and in Kentucky (effective November 1, 1995). It receives rate treatment as a cost of service item for OPEB costs on the pay-as-you-go basis in Louisiana. Management believes that accrual accounting in accordance with SFAS No. 106 is appropriate and will continue to seek rate recovery of accrual-based expenses in its ratemaking jurisdictions that have not yet approved the recovery of these expenses.

## Postemployment benefits

The Company also provides postemployment benefits, primarily workers' compensation, to former or inactive employees after employment but before retirement. Effective October 1, 1994, the Company adopted Statement of Financial Accounting Standards No. 112, "Employers Accounting for Postemployment Benefits" ("SFAS No. 112"). SFAS No. 112 requires that certain benefits provided to former or inactive employees, after employment but before retirement, such as workers' compensation, disability benefits and health care continuation coverage be accrued if attributable to the employees' prior service. Prior to October 1, 1994, such postemployment benefit costs were recorded and recovered in rates on the pay-as-you-go basis. Both the cumulative effect of adopting SFAS No. 112, as well as the effect of the new standard upon the recurring expense being recognized for these benefits in 1996 and 1995, were not material.

## Contingencies

On March 15, 1991, suit was filed in the 15th Judicial District Court of Lafayette Parish, Louisiana, by the "Lafayette Daily Adverriser" and others against the Trans La Division, Trans Louisiana Industrial Gas Company, Inc. ("TLIG"), a wholly owned subsidiary of the Company, and Louisiana Intrastate Gas Corporation and certain of its affiliates ("LIG"). LIG is the Company's primary supplier of natural gas in Louisiana and is not otherwise affiliated with the Company.

The plaintiffs purported to represent a class consisting of all residential and commercial gas customers in the Trans La Division's service area. Among other things, the lawsuit alleged that the defendants violated antitrust laws of the state of Louisiana by manipulating the cost-of-gas component of the Trans La Division's gas rate to the purported customer class, thereby causing such purported class members to pay a higher rate. The plaintiffs made no specific allegation of an amount of damages.

The defendants brought an appeal to the Louisiana Supreme Court of rulings by the trial court and the Third Circuit Court of Appeal which denied defendants' exceptions to the jurisdiction of the trial court. It was the position of the defendants that the plaintiffs' claims amount to complaints about the level of gas rates and should be within the exclusive jurisdiction of the Louisiana Commission.

On January 19, 1993, the Louisiana Supreme Court issued a decision reversing in part the lower courts' rulings, dismissing all of plaintiffs' claims against the defendants which seek damages due to alleged overcharges and further ruling that all such claims are within the exclusive jurisdiction of the Louisiana Commission. Any claims which seek damages other than overcharges were remanded to the trial court but were stayed pending the completion of the Louisiana Commission proceeding referred to below.

The Company has reached a tentative settlement with the plaintiffs in the context of the Louisiana Commission proceeding referred to below, which settlement will resolve all outstanding issues relating to the Company, subject to certain procedural conditions.

On July 14, 1995, the Louisiana Commission entered an order approving a settlement with the Company and TLIG in connection with its investigation of the costs included in the Trans La Division's purchased gas adjustment component in its rates. The order exonerated the Company of any wrongdoing or manipulation of the cost of gas component of its gas rate to residential and commercial customers. In the settlement, the Company agreed to refund approximately $\$ 541,000$ plus interest to the Trans La Division's customers over a two-year period due to certain issues related to the calculation of the weighted average cost of gas. The refund totaling approximately $\$ 1,016,000$, which includes interest calcu-
lated through October 1, 1995, began in September 1995 and will be credited to customer bills along with interest that accrues after October 1, 1995. The Company refunded $\$ 533,000$ under the settlement for the twelve months ended September 30, 1996. Most of the issues that generated the refunds arose before Trans Louisiana Gas Company was acquired by the Company in 1986.

The Greeley Gas Company Division of the Company is a defendant in several lawsuits filed as a result of a fire in a building in Steamboat Springs, Colorado on February 3, 1994. The plaintiffs claim that the fire resulted from a leak in a severed gas service line owned by the Greeley Division. On January 12, 1996, the jury awarded the plaintiffs approximately $\$ 2.5$ million in compensatory damages and approximately $\$ 2.5$ million in punitive damages. The jury assessed the Company with liability for all of the damages awarded. The Company has filed a Notice of Appeal with the Colorado Court of Appeals with respect to this case. The Company has adequate insurance to cover the compensatory damages awarded. The Company's insurance carrier informed the Company that, based upon a recent Colorado Court ruling, the punitive damages awarded against the Company cannot be covered by the Company's insurance policy. The Company is reviewing the position of the insurance carrier with respect to coverage of punitive damages. The Company believes it has meritorious issues for an appeal but cannot assess, at this time, the likelihood of success in the appeal.

From time to time, claims are made and lawsuits are filed against the Company arising out of the ordinary business of the Company. In the opinion of the Company's management, liabilities, if any, arising from these actions are either covered by insurance, adequately reserved for by the Company or would not have a material adverse effect on the financial condition of the Company.

## Statement of cash flows

Supplemental disclosures of cash flow information for 1996, 1995 and 1994 are presented below:

| (In thousands) | $\mathbf{1 9 9 6}$ |  | 1995 |  |
| :--- | ---: | ---: | ---: | ---: |
|  |  |  |  |  |
| Cash paid for |  |  |  |  |
| Interest | $\mathbf{\$ 1 5 , 7 1 7}$ |  | $\$ 11,503$ |  |
| Income taxes | $\mathbf{6 , 6 7 9}$ | $10,12,756$ | 6,352 |  |

## Leases

The Company has entered into noncancelable leases involving office space and warehouse space. The remaining lease terms range from one to 20 years and generally provide for the payment of taxes, insurance and maintenance by the lessee. Net property, plant and equipment included amounts for capital leases of $\$ 2,511,000$ and $\$ 2,694,000$ at September 30, 1996 and 1995 , respectively.

The related future minimum lease payments at September 30, 1996 were as follows:

| (In thousands) | capital LEASES | operating <br> LEASES |
| :---: | :---: | :---: |
| 1997 | \$ 568 | \$ 7,725 |
| 1998 | 568 | 7,216 |
| 1999 | 568 | 7,190 |
| 2000 | 568 | 7,178 |
| 2001 | 568 | 7,050 |
| Thereafter | 2,847 | 52,314 |
| Total minimum lease payments | 5,687 | \$88,673 |
| Less amount representing interest | $(2,918)$ |  |
| Present value of net minimum lease payments | \$2,769 |  |

Consolidated rent expense amounted to $\$ 7,448,000$, $\$ 6,643,000$ and $\$ 6,490,000$ for fiscal 1996,1995 and 1994, respectively. Rents for the regulated business are expensed and the Company receives rate treatment as a cost of service on a pay-as-you-go basis.

## Management's Responsibility for Financial Statements

Management is responsible for the preparation, presenration and integrity of the financial statements and other financial information in this report. The accompanying financial statements have been prepared in accordance with generally accepted accounting principles, and include estimates and judgments made by management that were necessary to prepare the statements in accordance with such accounting principles.

The Company maintains a system of internal accounting controls designed to provide reasonable assurance that assets are safeguarded from loss and that transactions are executed and recorded in accordance with established procedures. The concept of reasonable assurance is based on the recognition that the cost of maintaining a system of internal accounting controls should not exceed related benefits. The system of internal accounting controls is supported by written policies and guidelines, internal auditing and the careful selection and training of qualified personnel.

The financial statements have been audited by the Company's independent auditors. Their audit was made in accordance with generally accepted auditing standards, as indicated in the Report of Independent Auditors, and included a review of the system of internal accounting controls and tests of transactions to the extent they considered necessary to carry out their responsibilities for the audit.

Management has considered the internal auditors' and the independent auditors' recommendations concerning the Company's system of internal control and has taken actions that we believe are cost-effective in the circumstances to respond appropriately to these recommendations. The Audit Committee of the Board of Directors meets periodically with the internal auditors and the independent auditors to discuss the Company's internal accounting controls, auditing and financial reporting matters.

## Report of Ernst \& Young lip, Independent Auditors

Board of Directors
Atmos Energy Corporation
We have audited the accompanying consolidated balance sheets of Atmos Energy Corporation at September 30, 1996 and 1995, and the related consolidated statements of income, shareholders' equity and cash flows for each of the three years in the period ended September 30, 1996. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with generally accepted auditing standards. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examinning, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the consolidated financial position of Atmos Energy Corporation at September 30, 1996 and 1995, and its consolidated results of operations and its cash flows for each of the three years in the period ended September 30, 1996 in conformity with generally accepted accounting principles.

Dallas, Texas
Ernst + Young up
November 4, 1996

## Introduction

The Company distributes and sells natural gas to residential, commercial, industrial and agricultural customers in six states. Such business is subject to federal and state regulation and/or regulation by local authorities in each of the states in which the Company operates. In addition, the Company's business is affected by seasonal weather patterns, competitive factors within the energy industry, and economic conditions in the areas that the Company serves.

## Rate Activity

In May 1996, the Company filed to increase revenues by approximately $\$ 7.7$ million for a portion of its Energas Company service area, which includes approximately 200,000 customers inside the city limits of 67 cities in West Texas. All cities either approved, or took no action to reject, a settlement allowing a $\$ 5.3$ million increase in annual revenues to be effective for bills rendered on or after November 1, 1996. In October 1996, the Company filed to increase revenues by approximately $\$ .5$ million for the remaining rural customers in West Texas.

In February 1995, the Company filed with the Kentucky Commission for a rate increase for its Western Kentucky Division. In October 1995, the Kentucky Commission issued an order authorizing the Company to increase its rates by $\$ 2.3$ million annually effective November 1 , 1995, and by an additional $\$ 1.0$ million annually beginning in March 1996. The settlement included a decrease in depreciation rates, recovery of expenses related to adoption of SFAS No. 106 and included a provision for the Company to begin a three-year demand-side management pilot program for the 1996-97 heating season, which could cost up to $\$ 450,000$ annually, resulting in a total annual operating income increase of approximately $\$ 4.0$ million. The Company provides natural gas service to approximately 171,000 customers in Kentucky.

In September 1994, the Company filed to increase revenues by approximately $\$ 2.6$ million for a portion of its Energas Company service area, which includes approximately 217,000 customers both inside and outside of 67 cities in West Texas. The Company requested recovery of accrual accounting for postretirement benefits in accordance with SFAS No. 106. See Note 8 of the accompanying notes to consolidated financial statements for SFAS No. 106 information. In November

1994, the Company implemented an annual revenue increase of approximately $\$ 1.5$ million affecting approximately 195,000 customers located inside the city limits of towns in this portion of its Energas Division. Upon approval by the Railroad Commission of Texas in January 1995, the Company implemented an annual increase of approximately $\$ .2$ million relating to the 22,000 remaining rural customers.

Effective December 1, 1993, GGC received an annual rate increase of approximately $\$ 2.1$ million or $10.6 \%$ in its Kansas service area. The increase reflects recovery of SFAS No. 106 expenses with external funding and a moratorium on rate requests in Kansas until December 1, 1996.

GGC filed a request for an increase in annual revenues of $\$ 4.5$ million with the Colorado Public Utility Commission in September, 1993. On May 1, 1994, the Company implemented an annual increase of $\$ 3.2$ million or an increase in revenues of $6.9 \%$ in Phase I of this proceeding. The Phase I rates reflect recovery of SFAS No. 106 expenses with external funding, consistent with the recommended decision of the presiding administrative law judge. In October 1994, the Colorado Commission issued its order affirming the increase as set forth in Phase I. In March 1995, the Greeley Gas Division filed Phase II in the rate proceeding, which addressed rate structure. In September 1995 all parties to the proceeding entered into a stipulation and agreement which became final in November 1995 upon the recommendation by an administrative law judge of the Colorado Commission.

In September 1992, the Louisiana Commission issued a rate order for the Company's Louisiana service area, which included a rate stabilization clause ("RSC") for three years that provided for an annual adjustment to the Company's rates to reflect changes in expenses, revenues and invested capital following an annual review. The RSC provided an opportunity for a return on jurisdictional common equity of between $11.75 \%$ and $12.25 \%$. As a result of the Company's filings under the RSC, an increase of $\$ 730,000$ annually or $2 \%$ went into effect on March 1, 1993, an increase of $\$ 1.1$ million annually or $2.7 \%$ went into effect on March 1, 1994, and the third increase of $\$ 1.1$ million annually or $2.0 \%$ went into effect on March 6, 1995. In April 1996, the Company filed a request with the Louisiana Commission to extend the rate stabilization mechanism.

## Acquisitions and Mergers

The Company has expanded its customer base and sought to diversify the regulations, weather patterns and local economic conditions to which it is subject through acquisitions in fiscal years 1995, 1994, 1987, and 1986. The Company continues to consider and pursue, where appropriate, additional acquisitions of natural gas distribution properties and other business opportunities.

In July 1996, the Company entered into a definitive agreement with United Cities Gas Company of Brentwood, Tennessee providing for the merger of United Cities with and into the Company. Completion of the merger is dependent upon the approval of the shareholders and regulators of both companies, as well as other conditions precedent to closing. Shareholder approvals were obtained on November 12, 1996.

In November 1995, the Company acquired privately held Oceana Heights Gas Company ("Oceana") of Thibodaux, Louisiana. Oceana provides natural gas service to approximately 9,200 customers and is located adjacent to a system in LaFourche Parish that was acquired by Atmos in 1994. The transaction was accounted for as a pooling of interests. The outstanding shares of Oceana's capital stock were converted into shares of Atmos common stock having a market value equal to the $\$ 6.4$ million purchase price. Oceana was merged into the Trans La Division, bringing Trans La to nearly 80,000 customers.

In December 1993, the Company acquired Greeley Gas Company ("GGC") of Denver, Colorado in a merger transaction accounted for as a pooling of interests; therefore, all historical financial statements and notes thereto have been restated to retroactively reflect this merger. At that time, GGC was a privately held company providing natural gas service to nearly 100,000 customers in 122 communities in Colorado, Kansas and a small service area in Missouri. The transaction was structured to be a tax-free reorganization. The Company exchanged 2,329,330 shares of its common stock before the 3 -for-2 stock split ( $3,493,995$ shares on a post-split basis) for all of the outstanding stock of GGC. For further information regarding acquisition activity, see Note 2 of notes to consolidated financial statements.

## Results of Operations

## Year ended September 30, 1996 compared with year ended September 30, 1995

Operating revenues increased $11 \%$ to $\$ 483.7$ million in 1996 from $\$ 435.8$ million in 1995 due to weather that was $10 \%$ colder than in 1995 and a $6 \%$ increase in the average cost of gas per thousand cubic feet ("Mcf") sold. Average gas sales revenues per Mcf increased from 1995 by $\$ .16$ to $\$ 3.99$ in 1996 , while the average cost of gas per Mcf sold increased $\$ .14$ to $\$ 2.60$ in 1996. The number of meters in service increased to 674,058 at September 30,1996 compared with 658,114 at September 30, 1995. Sales to weather sensitive residential, commercial and public authority customers increased approximately 7.0 billion cubic feet ("Bcf") in 1996 while sales to industrial and agricultural customers increased approximately 1.6 Bcf . Total sales volumes increased $8 \%$ to 117.9 Bcf in 1996, as compared with 109.3 Bcf in 1995. Revenues from gas transported for others decreased $\$ 3.4$ million to approximately $\$ 8.3$ million in fiscal 1996 due to a decrease in volumes transported of 3.9 Bef to 26.5 Bef in 1996.

Gross profit increased by approximately $6 \%$ to $\$ 177.0$ million in 1996 from $\$ 167.0$ million in 1995 . The primary factor contributing to the higher gross profit was higher volumes sold due to colder weather. Operating expenses, excluding income taxes, decreased slightly to $\$ 124.7$ million in 1996 from $\$ 125.1$ million in 1995, due primarily to decreased operation expense. The Company also adopted Statement of Financial Accounting Standards No. 106, "Employers' Accounting for Postretirement Benefits Other Than Pensions" ("SFAS No. 106") in 1994. It has been successful in seeking recovery of SFAS No. 106 expenses in the majority of its service areas and will continue to seek recovery in its remaining service areas. See Note 8 of the accompanying notes to consolidated financial statements. Income taxes increased to $\$ 13.3$ million for 1996 from $\$ 9.6$ million for 1995 . The primary reason for the increase was higher pre-tax profits. The effective tax rate increased to $35.7 \%$ in 1996 from $33.7 \%$ in 1995 . This was primarily due to the decreased impact of permanent differences on the higher pre-tax profits in 1996. Operating income increased in 1996 by approximately $20 \%$ to $\$ 38.9$ million from $\$ 32.4$ million in 1995. The increase in operating income resulted primarily from the increase in 1996 gross profit, partially offset by increases in taxes, as discussed above.

Net income increased in 1996 by approximately $27 \%$ to $\$ 23.9$ million from $\$ 18.9$ million in the prior year. This increase in net income resulted primarily from the increase in operating income, which was partially offser by a $\$ 1.0$ million increase in interest expense. Net income per share increased to $\$ 1.51$ for 1996 from $\$ 1.22$ for 1995. Average shares outstanding increased $3 \%$ to $15,892,000$ in 1996 from 1995.

## Year ended September 30, 1995 compared with year ended September 30, 1994

Operating revenues decreased approximately $13 \%$ to $\$ 435.8$ million in 1995 from $\$ 499.8$ million in 1994 due to weather that was $9 \%$ warmer than in 1994 and a $14 \%$ decrease in the average cost of gas per Mcf sold. Average gas sales revenues per Mef decreased from 1994 by $\$ .31$ to $\$ 3.83$ in 1995 , while the average cost of gas per Mcf sold decreased $\$ .40$ to $\$ 2.46$ in 1995 . The number of meters in service increased to 658,114 at September 30 , 1995 compared with 649,319 at September 30, 1994. Sales to weather sensitive residential, commercial and public authority customers decreased approximately 6.3 Bef in 1995 while sales to industrial and agricultural customers decreased approximately . 5 Bcf . Total sales volumes decreased $5.8 \%$ to 109.3 Bcf in 1995, as compared with 1994. Revenues from gas transported for others decreased $\$ 2.4$ million to approximately $\$ 11.7$ million in fiscal 1995 due to a decrease in volumes transported of 4.8 Bcf to 30.5 Bcf in 1995.

Gross profit decreased by approximately $1 \%$ to $\$ 167.0$ million in 1995 from $\$ 168.2$ million in 1994. The primary factor contributing to the lower gross profit was lower volumes sold and transported due to warmer weather. The effect of warmer weather on gross profit was substantially reduced by implementing rate increases totaling $\$ 2.8$ million and $\$ 6.4$ million in 1995 and 1994 , respectively. Operating expenses, excluding income taxes, decreased $6 \%$ to $\$ 125.1$ million in 1995 from $\$ 133.7$ million in 1994 , due primarily to decreased operation and maintenance expense. Operation and maintenance expense decreased $\$ 10.3$ million due to decreased distribution expense, customer accounts expenses, employee welfare and pension expenses, rent expense, and outside services expense. In 1994 the GGC acquisition and assimilation costs were approximately $\$ 1.5$ million and the cost of an early retirement program was approximately $\$ 1.3$ million. ${ }^{\top}$ The acquisition and assimilation costs as well as the early retirement program were one-time costs associated with the GGC acquisition. Income taxes increased to
$\$ 9.6$ million for 1995 from $\$ 8.1$ million for 1994. The primary reason for the increase was higher pre-tax profits. The effective tax rate decreased to $33.7 \%$ in 1995 from $35.6 \%$ in 1994. This was primarily due to the impact of increased permanent differences on the higher pre-tax profits in 1995. Operating income increased in 1995 by approximately $22 \%$ to $\$ 32.4$ million from $\$ 26.5$ million in 1994. The increase in operating income resulted primarily from decreases in 1995 operating expenses as discussed above.

Net income increased in 1995 by approximately $29 \%$ to $\$ 18.9$ million from $\$ 14.7$ million in the prior year. This increase in net income resulted primarily from an increase in operating income, which was partially offset by a $\$ 1.4$ million increase in interest expense. Net income per share increased to $\$ 1.22$ for 1995 from $\$ .97$ for 1994. Average shares outstanding increased $1 \%$ to $15,416,000$ in 1995 from 1994.

The Company estimates that the impact of the weather being $10 \%$ warmer than normal for 1995 caused net income to be approximately $\$ 4.0$ million less than it would have been had the Company experienced normal temperatures in its respective service areas. Weather was approximately $1 \%$ warmer than normal for 1994.

## Capital Resources and Liquidity

(See "Consolidated Statements of Cash Flows")

## Cash Flows from Operating Activities

Cash flows from operating activities totaled $\$ 64.5$ million for 1996 compared with $\$ 58.5$ million for 1995 and $\$ 41.2$ million for 1994. In 1996 the Company experienced an increase in net income as compared with 1995 and 1994. Depreciation and deferred income taxes increased in 1996 and 1995 because of increasing capital expenditures. Gas stored underground increased in 1996 because of higher gas cost, but decreased in 1995 and 1994 because of substantially lower gas prices during the summers of 1995 and 1994 when the storage reservoirs were being refilled. See "Consolidated Statements of Cash Flows" for other changes in assets and liabilities.

## Cash flows from Investing Activities

Net cash used in investing activities totaled $\$ 73.8$ million in 1996 compared with $\$ 60.2$ million in 1995 and $\$ 48.4$ million in 1994. Capital expenditures in fiscal 1996 amounted to $\$ 77.6$ million compared with $\$ 62.9$ million in 1995 and $\$ 50.4$ million in 1994. Currently budgeted capital expenditures for 1997 total $\$ 63.8$ million and include major expenditures for mains, services, meters and vehicles. The Board of Directors in November 1996, also approved an additional $\$ 24.0$ million in capital expenditures in 1997 for a Customer Information System ("CIS") project. The CIS project includes application software, related technology infrastructure and business process changes. Capital expenditures will be financed from internally generated funds and financing activities, as discussed below.

## Cash flows from Financing Activities

Net cash provided by financing activities totaled $\$ 10.8$ million for 1996 compared with $\$ 1.2$ million for 1995 and $\$ 7.7$ million for 1994 . Financing activities during these periods included issuance of common stock, dividend payments, borrowings from banks, and issuance and repayments of long-term debt.

Cash dividends and distributions paid. The Company paid $\$ 15.2$ million in cash dividends during 1996 compared with $\$ 14.2$ million in 1995 and $\$ 12.7$ million in 1994. The $\$ 1.0$ million increase over 1995 primarily reflects an increase in the Company's quarterly dividend rate and
an increase in the number of shares of common stock outstanding in 1996. Including fiscal 1997, the Company has increased its dividend rate for nine consecutive years.

Short-term financing activities. At September 30, 1996, the Company had committed lines of credit totaling $\$ 90.0$ million, $\$ 80.0$ million of which was unused, in order to provide for short-term cash requirements. These credit facilities are negotiated at least annually. At September 30, 1996, the Company also had uncommitted short-term credit lines of $\$ 165.0$ million, of which $\$ 112.2$ million was unused. During 1996, notes payable increased $\$ 29.3$ million compared with a decrease of $\$ 24.6$ million during 1995 and an increase of $\$ 22.4$ million in 1994. The decrease in fiscal 1995 was primarily due to repayment of short-term debt with the proceeds from the issuance of long-term debt in November 1994.
Long-term financing activities. During the first quarter of fiscal 1997 the Company has been in the process of arranging to borrow $\$ 40.0$ million under a loan agreement with a bank and has been seeking the necessary regulatory approvals. The term of the loan will be one day less than two years and the rate will be set at current market rates. The proceeds will be used to refinance short-term debt. Pending regulatory approval, the Company expects to complete the transaction in November 1996. Longterm debt payments increased $\$ 3.0$ million to $\$ 7.0$ million for the year ended September 30, 1996 compared with the year ended September 30, 1995. Payments of long-term debt in 1996 consisted of a $\$ 2.0$ million installment on the Company's $9.75 \%$ Senior Notes due in December 1996, a $\$ 2.0$ million installment on the $11.2 \%$ Senior Notes and a $\$ 3.0$ million installment on the $9.76 \%$ Senior Notes. Payments of long-term debt in 1995 consisted of a $\$ 2.0$ million installment on the Company's $9.75 \%$ Senior Notes and a $\$ 2.0$ million installment on the $11.2 \%$ Senior Notes. In November 1994, the Company entered into note purchase agreements totaling $\$ 40.0$ million with two insurance companies and issued $\$ 20.0$ million of unsecured Senior Notes at $8.07 \%$ payable in annual installments of $\$ 4.0$ million beginning October 31, 2002 through October 31, 2006 with semiannual interest payments and $\$ 20.0$ million of unsecured Senior Notes at $8.26 \%$ payable in annual installments of $\$ 1,818,182$ beginning October 31, 2004 through October 31, 2014 with semiannual interest payments. No long-term debt was issued in 1996 or 1994. Payments of long-term debt during 1994 consisted of a $\$ 3.0$ million installment on the Company's $9.75 \%$ Senior Notes due in 1996, a $\$ 2.0$ million installment on the
$11.2 \%$ Senior Notes, the balance of $\$ 3.25$ million on the $13.75 \%$ Series I First Mortgage Bonds and the balance of $\$ 1.6$ million on the $13 \%$ Series G First Mortgage Bonds. The loan agreements pursuant to which all the Company's Senior Notes have been issued contain covenants by the Company with respect to the maintenance of certain debr-to-equity ratios and cash flows, and restrictions on the payment of dividends. Also see Note 3 of the accompanying notes to consolidated financial statements.

Issuance of common stock. The Company issued 502,209, 221,946 and 428,264 shares of common stock in 1996, 1995 and 1994, respectively, for its Direct Stock Purchase Plan ("DSPP"), Employee Stock Ownership Plan, Restricted Stock Grant Plan, Outside Directors Stock-for-Fee Plan and Oceana Heights acquisition. See the Consolidated Statements of Shareholders' Equity for the number of shares issued under each of the plans and for the Oceana Heights acquisition. No new shares were issued under the DSPP in 1996 or 1995. Shares purchased by participants in the DSPP in 1996 and 1995 were purchased by the plan on the open market. In 1994, 173,801 shares were issued under the plan, generating proceeds of $\$ 3.0$ million. At September 30, 1996, 712,596 shares were available for future issuance under the DSPP.

The Company believes that internally generated funds, its credit facilities and access to the debt and equity capital markets will provide necessary working capital and liquidity for capital expenditures and other cash needs for 1997.

## Seasonality

The Company's natural gas distribution business is seasonal due to weather conditions in the Company's service areas. Gas sales are affected by winter heating season requirements. Sales to agricultural customers (who use natural gas as fuel in the operation of irrigation pumps) during the period from April through September may be affected by rainfall amounts. These factors generally result in higher operating revenues and net income during the period from October through March of each year and lower operating revenues and either net losses or lower net income during the period from April through September of each year.
The following table sets forth, on an unaudited basis, the Company's quarterly operating revenues, quarterly operating revenues as a percentage of annual operating revenues, quarterly net income (loss) and quarterly net income (loss) as a percentage of annual net income for its past two fiscal years.

| (In thousands, except for percentages) | Quarter ended |  |  |  | Total |
| :---: | :---: | :---: | :---: | :---: | :---: |
|  | Decemaer 31 | MARCH 31 | JUNE 30 | SEPTEMEER 30 |  |
| 1996 |  |  |  |  |  |
| Operating revenues | \$130,468 | \$191,104 | \$93,571 | \$68,601 | \$483,744 |
|  | 27\% | 40\% | 19\% | 14\% | 100\% |
| Net income (loss) | \$ 9,233 | \$ 18,383 | \$ 316 | \$(3,983) | \$ 23,949 |
|  | 39\% | 77\% | 1\% | (17)\% | 100\% |
| 1995 |  |  |  |  |  |
| Operating revenues | \$ 117,848 | \$157,294 | \$84,685 | \$ 75,993 | \$435,820 |
|  | 27\% | 36\% | 19\% | 18\% | 100\% |
| Net income (loss) | \$ 6,476 | \$ 13,945 | \$ 82 | \$ (1,630) | \$ 18,873 |
|  | 34\% | 74\% | 1\% | (9)\% | 100\% |

## Inflation

The Company believes that inflation has caused and will continue to cause increases in certain operating expenses and has required and will continue to require assets to be replaced at higher costs. The Company continually reviews the adequacy of its gas rates in relation to the increasing cost of providing service and the inherent regulatory lag in adjusting those gas rates.

## Environmental Matters

From time to time, the Company receives inquiries regarding various environmental matters. The Company believes that its properties and operations substantially comply with and are operated in substantial conformity with all applicable environmental statutes and regulations. There are no administrative or judicial proceedings arising under environmental quality statutes pending or known to be contemplated by governmental agencies which, if adversely determined, would have a material adverse effect on the Company.

## "Safe Harbor" Statement under the Private Securities

 Litigation Reform Act of 1995The matters discussed or incorporated by reference in this Annual Report contain both historical and forwardlooking statements. The forward-looking statements involve risks and uncertainties that affect the Company's operations, markets, services, rates, recovery of costs, availability of gas supply, and other factors as discussed in the Company's filings with the Securities and Exchange Commission. These risks and uncertainties include, but are not limited to, economic, competitive, governmental, weather, and technological factors.

## Quarteriy Financial Dait (Unaudited)

Summarized unaudited quarterly financial data are presented below. The sum of net income per share by quarter may not equal the net income per share for the year due to variations in the weighted average shares outstanding used in computing such amounts.

| (In thousands, except per share data) | Quarter ended |  |  |  |  |  |  |  |
| :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: |
|  | December 31, |  | March 31, |  | June 30 , |  | September 30, |  |
|  | 1995 | 1994 | 1996 | 1995 | 1996 | 1995 | 1996 | 1995 |
| Operating revenues | \$130,468 | \$117,848 | \$191,104 | \$157,294 | \$93,571 | \$84,685 | \$68,601 | \$75,993 |
| Gross profit | 50,725 | 43,482 | 65,394 | 59,577 | 33,776 | 34,069 | 27,105 | 29,882 |
| Operating income (loss) | 12,945 | 9,786 | 22,172 | 17,689 | 4,059 | 2,987 | (233) | 1,915 |
| Net income (loss) | 9,233 | 6,476 | 18,383 | 13,945 | 316 | 82 | $(3,983)$ | (1,630) |
| Net income (loss) per share | . 59 | . 42 | 1.15 | . 91 | . 02 | . 01 | (.25) | (.11) |

## Market Information

The Company's stock trades on the New York Stock Exchange under the trading symbol "ATO". The high and low sale prices and dividends paid per share of the Company's common stock for fiscal 1996 and 1995 are listed below.

|  | 1996 |  |  | 1995 |  |  |
| :---: | :---: | :---: | :---: | :---: | :---: | :---: |
|  | HIGH | Low | $\begin{aligned} & \text { DIVIDENDS } \\ & \text { PAID } \end{aligned}$ | HiGH | Low | $\begin{aligned} & \text { DIVIDENDS } \\ & \text { PAID } \\ & \hline \end{aligned}$ |
| Quarter ended: |  |  |  |  |  |  |
| December 31 | \$23 | \$18 | \$ . 24 | \$18 | \$15\%/\% | \$ 23 |
| March 31 | 23 | 21 | . 24 | $181 / 2$ | $16^{1 / 8}$ | . 23 |
| June 30 | 31 | $22^{3 / 4}$ | . 24 | 20 1/4 | $171 / 2$ | . 23 |
| September 30 | 30 \% | 20 \% | . 24 | 20 \% | 19 | 23 |
|  |  |  | \$.96 |  |  | \$.92 |

See Note 3 of notes to consolidated financial statements for restriction on payment of dividends. The number of record holders of the Company's common stock on September 30, 1996 was 28,624.

## Selected Financial Data

The following table sets forth selected financial data with respect to the Company and should be read in conjunction with the consolidated financial statements included herein.

| (In thousands, except per share data) | Year ended September 30, |  |  |  |  |
| :---: | :---: | :---: | :---: | :---: | :---: |
|  | 1996 | 1995 | 1994 | 1993 | 1992 |
| Operating revenues | \$483,744 | \$435,820 | \$499,808 | \$459,641 | \$403,353 |
| Net income | \$ 23,949 | \$ 18,873 | \$ 14,679 | \$ 17,544 | \$ 10,998 |
| Net income per share | \$ 1.51 | \$ 1.22 | \$ $\quad .97$ | \$ 1.22 | \$ .80 |
| Cash dividends per share | . 96 | \$ .92 | \$ $\quad .88$ | \$ .85 | \$ .83 |
| Total assets at end of year | \$501,861 | \$445,783 | \$416,678 | \$391,618 | \$358,363 |
| Long-term debt at end of year | \$122,303 | \$131,303 | $\underline{\underline{\$ 138,303}}$ | \$105,853 | \$112,153 |
| Supplemental net income (1) |  |  |  | \$ 18,132 | \$ 10,570 |
| Supplemental net income per share (1) |  |  |  | \$ 1.26 | \$ $\quad .77$ |

Consolidated Five-Year Financial and Statistical Summary
lance Sheet Data at September 30
(In thousands)
Capital expenditures
Net property, plant and equipment
Working capital
Total assets
Shareholders' equity
Long-term debt, excluding current maturities
Total capitalization

| 1996 | 1995 | 1994 | 1993 | 1992 |
| :---: | :---: | :---: | :---: | :---: |
| \$ 77,597 | \$ 62,927 | \$ 50,355 | \$ 43,143 | \$ 42,169 |
| 413,567 | 363,252 | 327,407 | 299,275 | 276,924 |
| $(75,231)$ | $(39,119)$ | $(10,936)$ | $(28,524)$ | $(23,548)$ |
| 501,861 | 445,783 | 416,678 | 391,618 | 358,363 |
| 172,298 | 158,278 | 149,556 | 139,429 | 117,248 |
| 122,303 | 131,303 | 138,303 | 105,853 | 112,153 |
| 294,601 | 289,581 | 287,859 | 245,282 | 229,401 |

Income Statement Data
(In thousands, except per share data)
Operating revenues
Gross profit
Net income
Net income per share

Common Stock Data
Shares outstanding at end
Average shares outstanding
Cash dividends per share
Market price - high

$$
\begin{array}{l}\text { - low } \\ \text { - end of year }\end{array}
$$

Book value per share at end of year
Shareholders of record
Price/Earnings ratio at end of year
Market/Book ratio at end of year
Annualized dividend yield at end of year
$\$ 483,744$
177,00
23,94
1.5
$\$ 435,820$
167,010
18,873
122
$\$ 499,808$
168,237
14,679
.97

| $\$ 459,641$ | $\$ 403,353$ |
| ---: | ---: |
| 163,109 | 146,262 |
| 17,544 | 10,998 |
| 1.22 | .80 |


|  | $\mathbf{1 6 , 0 2 1}$ |  | 15,519 |
| ---: | ---: | ---: | ---: |
| 15,892 |  | 15,416 |  |
| $\$$ | .96 | $\$$ | .92 |
| $\$$ | 31.00 | $\$$ | 20.63 |
| $\$$ | 18.00 | $\$$ | 15.88 |
| $\$$ | 23.38 | $\$$ | 19.38 |
| $\$$ | 10.75 | $\$$ | 10.20 |
|  | 28,624 |  | 23,625 |
|  | 15.48 |  | 15.89 |
|  | 2.17 |  | 1.90 |
|  | $4.1 \%$ |  | $4.7 \%$ |


| 2 | 15,297 |
| ---: | ---: |
| 15,195 |  |
| $\$$ | .88 |
| $\$$ | 21.13 |
| $\$$ | 16.38 |
| $\$$ | 17.75 |
| $\$$ | 9.78 |
|  | 19,881 |
|  | 18.30 |
|  | 1.82 |
|  | $5.0 \%$ |


|  | 14,869 |
| ---: | ---: |
| 14,338 |  |
| $\$$ | .85 |
| $\$$ | 20.63 |
| $\$$ | 13.50 |
| $\$$ | 20.25 |
| $\$$ | 9.38 |
|  | 18,955 |
|  | 16.60 |
| 2.16 |  |
| $4.2 \%$ |  |


| 13,972 |
| :---: |
| $13,789$ |
| . 83 |
| 15.25 |
| 12.63 |
| 14.88 |
| 8.39 |
| 7,856 |
| 18.59 |
| 1.77 |
| 5.6 |

Volumes and Meters
(MMcf as metered)
Gas sales volumes
Gas transportation volumes
Total volumes handled
Meters in service at end of year
Average meters in service
Degree days (Heating)
Percent of normal
Average gas sales price per Mef sold
Average purchased gas cost per Mcf sold
Average transportation fee per Mcf

| 117,922 |  |
| ---: | ---: |
| 26,534 |  |
| 144,456 |  |
| 674,058 |  |
| 672,517 |  |
| 3,925 |  |
|  | $99 \%$ |
| $\$$ | 3.99 |
| $\$$ | 2.60 |
| $\$$ | .31 |


| 109,346 |  |
| :---: | :---: |
|  | 30,463 |
|  | 139,809 |
|  | 658,114 |
|  | 656,259 |
|  | 3,579 |
|  | 90\% |
| \$ | 3.83 |
| \$ | 2.46 |
| \$ | . 38 |


|  |  |
| :---: | :---: |
| $35,308$ |  |
|  | 151,395 |
|  | 649,319 |
|  | 646,165 |
|  | 3,953 |
|  | 99\% |
| \$ | 4.14 |
| \$ | 2.86 |
| \$ | . 40 |


| 109,405 | 99,720 |
| :---: | :---: |
| 39,782 | 32,203 |
| 149,187 | 131,923 |
| 636,159 | 630,365 |
| 635,074 | 631,130 |
| 4,046 | 3,676 |
| 102\% | 92\% |
| \$ 4.02 | \$ 3.86 |
| \$ 2.71 | \$ 2.58 |
| \$ . 38 | \$ . 42 |

[^2]|  | $14.5 \%$ |
| :---: | :---: |
|  | 1,652 |
| $\$$ | 614 |
| $\$$ | 129 |
|  | 408 |
|  | 3.51 |


|  | $12.3 \%$ |
| :---: | :---: |
|  | 1,646 |
| $\$$ | 552 |
| $\$$ | 133 |
|  | 400 |
|  | 3.01 |


|  | $10.2 \%$ |  | $13.7 \%$ |
| :---: | :---: | :---: | :---: |
|  | 1,709 |  | 1,756 |
| $\$$ | 504 | $\$$ | 470 |
| $\$$ | 151 |  | $\$$ |
|  | 380 |  | 139 |
|  | 2.84 |  | 362 |
|  |  |  |  |
|  |  |  |  |

$9.6 \%$
1,750
439
134
360
2.12

## $\mathbb{B} O \mathbb{R} \mathbb{D} O \mathbb{F} \mathbb{D} \mathbb{R} \mathbb{E} \mathbb{C} O \mathbb{R} S$

(pictured below from left to right)

## Travis W. Bain II

President,
Bain Enterprises, Inc.
Plano, Texas
Board member since 1988
Commitrees:
Work Session/Annual Meeting
(Chairman), Audit,
Human Resources

## Dan Busbee

Attorney and Shareholder, Locke Purnell Rain Harrell (A Professional Corporation)
Dallas, Texas
Board member since 1988
Committees:
Audit (Chairman), Human
Resources

## Dr. Thomas C. Meredith

President,
Western Kentucky University
Bowling Green, Ky.
Board member since 1995
Committees:
Audit, Nominating

## Phillip E. Nichol

Senior Vice President and Branch
Manager,
Paine Webber Incorporated
Fort Worth, Texas
Board member since 1985
Committees:
Nominating (Chairman),
Human Resources,
Work Session/Annual Meeting

## James F. Purser

Executive Vice President and Chief
Financial Officer,
Atmos Energy Corporation
Datlas, Texas
Board member since 1995

## Carl S. Quinn

General Partner,
Quinn Oil Company, Led.
New York, New York
Board member since 1994
Committecs:
Human Resources, Nominating

## Lee E. Schlessman

President,
Dolo Investment Company
Denver, Colo.
Board member since 1994
Commitrees:
Audit, Nominating

## Robert F. Stephens

President and Chief Operating
Officer,
Atmos Energy Corporation
Dallas, Texas
Board member since 1995
Committecs:
Executive

## Charles K. Vaughan

Chairman of the Board,
Atmos Energy Corporation
Dallas, Texas
Board member since 1983
Commitrees:
Executive (Chairman)

## Richard Ware II

President,
Amarillo National Bank
Amarillo, Texas
Board member since 1994
Committees:
Audit, Nominating,
Work Session/Annual Mecting


## $\mathbb{C} O \mathbb{R} \mathbb{P} \mathbb{O} A \mathbb{T} \mathbb{E} O \mathbb{F} \mathbb{F} \mathbb{C} \mathbb{E} \mathbb{R}$

Robert F. Stephens
President and
Chief Operating Officer
$(48,12)^{*}$

## James F. Purser

Executive Vice President and Chief Financial Officer $(46,10)$
J. Charles Goodman

Executive Vice President, Operations
$(35,12)$
Glen A. Blanscet
Vice President,
General Counsel and
Corporate Secretary
$(39,11)$
H.f. Harber

Senior Vice President,
Corporate Services
$(54,12)$

## Donald E. James

Senior Vice President, Public Affairs
$(49,15)$
Mary S. Lovell
Senior Vice President, Utility Services
$(45,8)$
David L. Bickerstaff
Vice President and Controller $(40,11)$
O. Carl Brown

Vice President,
Financial and
Strategic Planning
$(49,7)$
Lee A. Everett
Vice President,
Rates and Regulatory Affairs
$(44,11)$
Jack W. Eversull
Vice President,
Investor Relations
$(53,32)$
Cleaburne H. Fritz
Vice President,
Information Services
(50, 28)

Dan L. Lindsey
Vice President,
Technical Services
$(46,7)$
Wynn D. McGregor
Vice President,
Human Resources
$(43,8)$
R. Eugene Mattingly

Vice President,
Marketing
$(48,25)$
Gordon J. Roy
Vice President,
Gas Supply
(47, 26)
Carl W. Weller
Treasurer
$(62,32)$

## Atmos Energy Corporation Shareholder Services

Please send me more information on:

O Direct deposit of cash dividends
O Direct Stock Purchase Plan (DSPP)
O Individual Retirement Account (IRA) or SEP IRA with Atmos Stock
O Transfer of stock certificatesReplacement of lost or destroyed stock certificatesReplacement of lost or destroyed dividend checks
O Gifts of Atmos stock
O Safekeeping of Atmos stock certificates
O Automatic monthly investment

Please print clearly:

NAME OF SHAREHOLDER

MAILING ADDRESS

GITY, STATE, ZIP
B100-10-
SHAREHOLDER ACCOUNT NUMBER
OR SOCIAL SECURITY NUMBER
Oheck if new mailing address
O Delete duplicate mailings to the following names at the above address:


```
NO POSTAGE NECESSARY IF MAILED

\title{
BUSINESS REPLY MAIL \\ FIRST-CLASS MAIL PERMIT NO. 2342 DALLAS, TX
}

POSTAGE WILL BE PAID BY ADDRESSEE


Shareholder Relations
Atmos Energy Corporation
P.O. Box 650205

Dallas, Texas 75265-9639

\author{

}

\section*{Common Stock Listing}

New York Stock Exchange

Trading Symbol
ATO
\(\frac{\text { ATO }}{\text { Lisiel }}\)


\section*{Stock Transfer Agent and Registrar}

Shareholder inquiries on stock transfers may be directed to Boston EquiServe, L.P., Mail Stop 45-02-64, P.O. Box 644, Boston, MA 02102-0644. You may call the Interactive Voice Response System 24 hours a day ot 1-800-543-3038, or to speak to a customer service representative, call between 9 a.m. and 6 p.m. EST Monday through Friday.

\section*{independent Auditors}

Ernst and Young LLP
2121 San Jacinto, Suite 500
Dallas, Texas 75201
(214) 969-8000

\section*{Form 10-K}

The Atmos Energy Corporation Annual Report on Form 10-K is available on request from Investor Relations, Atmos Energy Corporation, P.O. Box 650205, Dallas, Texas 75265-0205, 1-800-38-ATMOS (382-8667) 7:30 a.m. - 4:30 p.m. CST.

Annual Meeting
The Annual Meeting of Shareholders will be held at the Four Seasons Regent Hotel, 57 E. 57th St., New York City, N.Y., at 11 a.m. EST on Feb. 12, 1997.

\section*{Direct Stock Purchase Plan}

Atmos Energy Corporation's Direct Stock Purchase Plan features:
, Initial investment of \(\mathbf{\$ 2 0 0}\), up to \(\$ 100,000\)
- Voluntary cash payments of as little as \(\$ 25\), up to \(\$ 100,000\) annually

Purchase Atmos shares and pay no brokerage fees or commissions

3 percent discount on stock purchased with reinvested dividends

No-fee IRA or SEP IRA
Deposit share cerificates for safekeeping

Automatic monthly investing
For an Initial Investment Form or Enrollment Authorization Form and Plan Prospectus, please call Atmos Shareholder Relations at 1-800-38-ATMOS (382-8667) 7:30 a.m. - 4:30 p.m. CST; Boston EquiServe, L.P. at 1-800-543-3038, or use the postage-paid card included in this report. The Prospectus is also available on the Internet, at the address listed.

Atmos Information by Phone or Internet

Almos Energy Corporation shareholder information is available by phone seven days a week, 24 hours a day through the Boston EquiServe, L.P. Interactive Voice Response System. To perform stock transfer inquiries, listen to current company information and access daily stock quotes without the assistance of a customer service representative, call 1-800-543-3038, and have your Almos Energy shareholder account number and Social Security or taxpayer ID number ready.

Atmos financial information also may be obtained free of charge over the Internet and from a fax on demand servise. The World Wide Web address on the Internet is hitp://www.atmosenergy.com. For fax on demand, call (614) 844-3860.

\section*{Atmos Energy Corporation CONTACTS}

Shareholder and Direct Stock Purchase Plan Information: Michele Barnes 1-800-38-ATMOS (382-8667), 7:30 a.m. - 4:30 p.m. CST

Financial Information for Securities Analysts and Investment Managers: Jack Eversull
(972) 788-3729

General Information:
Don James
(972) 788-3720


1995 / ANNUAL REPORT

Atmos Energy Corporation, based in Dallas, Texas, provides natural gas service to more than 656,000 customers in Texas, Colorado, Kansas, Missouri, Louisiana and Kentucky through its operating companies - Energas Company, Greeley Gas Company, Trans Louisiana Gas Company and Western Kentucky Gas Company.
hat's in the pipeline for natural gas distribution
companies? Competition, and plenty of it. How is Atmos responding? With energy. In 1995, we did more than
maintain our customer base in the fiercely competitive industrial sector. We increased it. Nor are we complacent
in the residential and commercial markets. Here too, we are serving more customers than ever before. After all, we are at home in a competitive state. In point of fact, we are at home in six competitive states - Texas, Colorado,

Kansas, Missouri, Louisiana and Kentucky. This year's annual report details the management strengths and unrivaled service that keep Atmos competitive in these markets. Along the way, you'll also see some of the distinctive events and contests that keep the competitive fires burning in the states we call home.

headquarters Dallas, Tx. / MILES OF PIPE 22,212 / NUMBER OF EMPLOYEES 1,646 / SIZE OF SERVICE AREA 50,650 square miles / POPULATION IN SERVICE AREA 2.1 million / AVERAGE CUSTOMERS SERVED 656,259 / COMMUNITIES SERVED 414 / DEGREE DAYS, 1995 3,579 (NORMAL 3,983) / CHAIRMAN OF THE BOARD Charles K. Vaughan / PRESIDENT AND CHIEF OPERATING Officer Robert F. Stephens

Operating revenues
Gross profit
Net income
Assets
Total capitalization
Total volumes handled (MMcf as metered)
Heating degree days
Percent of normal
Meters in service (average)
Net income per share
Cash dividends per share
Book value per share at end of year
Return on average common shareholders' equity
Shareholders' equity as a percentage of total capitalization at end of year Shareholders of record
Average shares outstanding
\begin{tabular}{ccc}
\multicolumn{3}{c}{ Year ended September 30.} \\
\hline 1995 & 1994 & Percent Change
\end{tabular}
(Dollar amounts in thousands, except per share data)
\begin{tabular}{ccc}
\(\$ 435,820\) & \(\$ 499,808\) & \((12.8) \%\) \\
167,010 & 168,237 & \((.7) \%\) \\
18,873 & 14,679 & \(28.6 \%\) \\
445,783 & 416,678 & \(7.0 \%\) \\
289,581 & 287,859 & \(.6 \%\) \\
139,809 & 151,395 & \((7.7) \%\) \\
3,579 & 3,953 & \((9.5) \%\) \\
\(90 \%\) & \(99 \%\) & \((9.1) \%\) \\
656,259 & 646,165 & \(1.6 \%\) \\
\(\$ 1.22\) & \(\$ .97\) & \(25.8 \%\) \\
\(\$ .92\) & \(\$ .88\) & \(4.5 \%\) \\
\(\$ 10.20\) & \(\$ 9.78\) & \(4.3 \%\) \\
\(12.3 \%\) & \(10.2 \%\) & \(20.6 \%\) \\
\(55 \%\) & \(52 \%\) & \(5.8 \%\) \\
23,625 & 19,881 & \(18.8 \%\) \\
15,416 & 15,195 & \(1.5 \%\)
\end{tabular}

GROSS PROFIT / In thousands

\[
\begin{aligned}
& \$ 137,87 / / 91 \\
& \$ 146,262 / 92 \\
& \$ 163,109 / 93 \\
& \$ 168,237 / 94 \\
& \$ 167,010 / 95
\end{aligned}
\]

TOTAL ASSETS / in thousands


BOOK VALUE PER SHARE



\section*{WERE PROUD OF OUR RESULTS FOR THE YEAR.}

The company increased earnings in a year when the weather was not in our favor. We were able to do this because of expense management and the absence of one-time expenses we had in 1994, good irrigation sales during the summer months, rate increases and an increase in the number of customers served.

\section*{IMPACT OF WEATHER.}

Winter weather was 10 percent warmer than normal, one of the warmest years we've experienced since we became a public company in 1983. The warm winter reduced heating sales to residential customers, a core market. However, sales were strong to farmers in West Texas, Colorado and Kansas who use natural gas-fueled engines to drive irrigation pumps. This partially offset the effects of the winter weather. The weather in 1994, by comparison, was just slightly warmer than normal.

\section*{EXPENSE MANAGEMENT AND CAPITAL BUDGET.}

We cant control the weather, but we can and do manage our expenses. In 1995, we reduced our operation and maintenance expenses by \(\$ 10.3\) million, or 10.5 percent, compared with 1994. The expense reductions were due to our expense management programs and efficiencies gained throughout the company, as well as the absence of Greeley Gas Company acquisition expenses that affected 1994 earnings.

For the eighth consecutive year, the company increased its capital budget. Capital expenditure increases translate into rate base growth, and over time into growth in earnings, cash flows and dividends.

\section*{RATE INCREASES.}

During 1995, Atmos received about \(\$ 2.8\) million in annual rate increases across its service areas. In

November 1994, the company implemented a rate increase totaling \(\$ 1.7\) million, affecting about 90 percent of the customers in a portion of its West Texas service area. A \(\$ 1.1\) million increase was implemented in Louisiana in March 1995, under the company's three-year rate stabilization mechanism. The company also benefited from rate increases granted in Colorado, Kansas and Louisiana in 1994, totaling approximately \(\$ 6.4\) million, of which only \(\$ 2.8\) million was recognized in 1994 revenues.

Our 1996 results will be positively affected by a settlement of a rate request in Kentucky, providing an annual net operating income benefit of approximately \(\$ 4.0\) million. New rates were effective in November 1995.

Our rates remain among the lowest in the nation, an important factor in attracting new customers.

\section*{INTERNAL GROWTH.}

Atmos served a record 656,259 average number of customers in 1995. The company experienced a net increase of 10,094 new customers from internal growth, through its aggressive programs to attract customers from new construction and customers switching from other fuels. The company added 38 new large volume industrial customers and increased the gas volumes delivered in what has become a competitive market.

The largest growth in customers is in the Colorado service area, which continues to experience significant immigration of new residents from other states. Durango, Steamboat Springs and Greeley, Colo., showed above average growth.

Recently designated a single metropolitan statistical area with a combined population of more than 200,000, neighboring cities Midland and Odessa, Texas, are attracting a significant increase in new retail and restaurant establishments. Our Kentucky service area also continues to show strong customer increases and industrial expansion, particularly in Bowling Green. Industrial throughput increased in Louisiana during the year.

\section*{GROWTH BY ACQUISITION.}

Atmos continues its long-term corporate development strategy, a strategy which sets it apart from others in the industry. A part of this strategy is pursuing natural gas utility properties throughout the U.S. to acquire and operate, which will bring a degree of diversity in weather, economic conditions and regulatory climates to the company.

With this strategy, the company has more than doubled its customer base since 1983, and increased its net plant investment eight-fold to \(\$ 363.3\) million. The
growth has brought real financial rewards to shareholders: equity has more than quintupled, the stock price has nearly quadrupled, the dividend has more than doubled.

Market capitalization, or the stock price multiplied by the number of shares outstanding, has increased from \(\$ 31\) million in 1983 , to \(\$ 301\) million in 1995 .

The company also seeks utility properties near its existing service areas. In November 1995, the company acquired Oceana Heights Gas Company, which serves 9,200 customers in south Louisiana. This acquisition adjoins the Lafourche Parish system acquired by Atmos in 1994, and increases our Louisiana customer base by 13 percent.

For the past 10 years, the company's customer compound growth rate has averaged approximately 8 percent per year including internal growth and acquisitions.

\section*{financial achievements.}

Atmos' Board of Directors increased the quarterly dividend in November 1995 by \(\$ .01\) cent per share, for an indicated annual dividend of \(\$ .96\) per share, a 4.3 percent increase. The dividend was increased for the eighth consecutive year.

Atmos' stock price increased 9.2 percent to \(\$ 19.375\) at our Sept. 30, 1995, year-end. Total return for the year was 14.0 percent, including reinvestment of dividends. For the last 10 years, the annual total return has averaged 14.3 percent.

The number of shareholders of record increased to 23,625 in 1995, up from approximately 8,000 in 1992, when the company first established its Direct Stock Purchase Plan. Currently, 87.2 percent of our shareholders of record reinvest their dividends - the highest rate of reinvestment we know of in any industry.

\section*{OUTLOOK.}

The long-term prospects for natural gas and for Atmos Energy Corporation are bright. Natural gas is being accepted as the environmental fuel of choice, and many new commercial equipment offerings make it the economic fuel of choice more than ever before.

We are preparing ourselves to operate in an everchanging and increasingly competitive marketplace. The company will continue its expense management programs, but we expect a return to more normal expense levels in 1996 compared with 1995, because of inflationary pressures and general increases in the cost of doing business.

The rest of this report is devoted to our view of competition. Whatever changes and competition that lie ahead, were confident that we have the talented people in place to meet them successfully. Our track record gives us that confidence. Atmos is a low-cost provider foçused on satisfying customer needs for energy. We believe our focus will also ensure satisfaction for our shareholders and for our employees, 98 percent of whom are shareholders.

\section*{chases K. Vaughan}

\section*{Charles K. Vaughan}

Chairman of the Board


\author{
Robert F. Stephens \\ President and Chief Operating Officer
}


Robert F. Stephens was named president and chief operating officer in February 1995. Mr. Stephens, who joined the company in 1983, previously was executive vice president, operations.
atmos competes in Texas by knowing and meeting customers' needs. Our Energas division recently completed a customer satisfaction survey in Texas. As a result, we have pinpointed new ways to improve service even further. When Atmos competes for agricultural, commer-


headquarters Lubbock, Tx. / district offices Amarillo, Big Spring, Hereford, Littlefield, Lubbock, Midland, Odessa, Pampa, Plainview / MILES OF PIPE 13,090 / NUMBER OF EMPLOYEES 610 / SIZE OF SERVICE AREA 30,000 square miles / POPULATION IN SERVICE AREA 950,000 / AVERAGE CUSTOMERS SERVED 310,669 / COMMUNITIES SERVED 92 / DEGREE DAYS, 1995 3, I52 (NORMAL 3,528) / ReguLatory agencies Municipalities Served, Railroad Commission of Texas / president Eugene A. Ehler


\section*{WHO'S AFRAID OF A LITTLE COMPETITION?}

\section*{Not Atmos.}

Although a regulated utility, Atmos is no stranger to competition. We've always competed with other energy sources: electricity, propane, butane, fuel oil, solar, wood chips, even cow chips. To win customers, we've had to be the best in terms of the cost of our product, our reliability and availability to the customer, the quality of the service we provide, the fuel efficiency and cost of natural gas-burning equipment, and more recently, the environmental benefits of natural gas itself.

With the federal restructuring of interstate pipelines during the late 1980s and early 1990s, Atmos has successfully competed with other natural gas providers to serve large industrial customers. We even serve customers that are located outside of our service areas.

The competition is keen for large volume customers, and we often bid against dozens of energy providers. We win contracts by concentrating on providing the best price and service for our customers, which may not necessarily be the lowest price. We look for ways to provide services that are highly valued by the customer and that are not available from a bidder focused solely on price.

The next wave of restructuring on the horizon is expected at the state level, which could allow competition within the city limits so that even residential customers could choose their natural gas supplier. Even in this scenario, local distribution companies like Atmos have a competitive advantage by having in place distribution pipeline facilities serving existing customers.

No legislation is presently pending in the six states
re serve to deregulate, or "unbundle," natural gas service to the retail level. But we're prepared to compete, and in fact already compete with other gas utilities in several areas. Restructuring of electric utilities to foster competition also is the subject of much discussion, and could mean additional competition for natural gas utilities. For Atmos, electric restructuring represents more opportunity than concern. We already compete in our service areas against some of the lowest cost electric utilities in the country, which do not operate nuclear plants. And, we are exploring avenues for providing one-stop energy shopping for our customers.

We've taken a light-hearted approach to competition in the design of this report. But make no mistake, Atmos is serious about competition. We have found that our low gas prices and efficient operations, combined with our known reliability and quality of service, are difficult to beat.

\section*{ATMOS IS A LOW-COST PROVIDER.}

Our costs are low because Atmos is one of the most efficient operators in the industry. In 1995, each of our employees served an average of 400 customers, compared with the industry average of 380 customers served per employee. Our operation and maintenance expense per meter is \(\$ 133\), compared with \(\$ 221\) per meter for the industry. Atmos' net plant investment per meter is \(\$ 552\), compared with the industry average of \(\$ 959\).

Our organization has been ahead of the industry in making sure that its operations are streamlined and organized for efficiency - Atmos has not had to undertake major restructuring that other companies have faced. Administrative functions are handled by a centralized staff at the Atmos corporate headquarters. This leaves our field staff free to focus on customers and operations. Many of our efficiencies are due to our
> "Q.tmos has done an excellent job of managing the often competing issues of growth and efficient, low cost operations."
- Larry Crowley, Natural Gas Analyst, Rauscher Pierce Refsnes, Inc.

Atmos competes in Colorado, Kansas, and Missouri through unrivaled customer service and employee initiative. Example: Greeley Gas employees converted an entire subdivision in Colorado from electricity by going door to door, educating consumers on the benefits of natural gas. Of course, our customers appreciate the competitive spirit, because they share it.


headquarters Denver, Co. / district offices Greeley, Co., Cañon City, Co., Bonner Springs, Ks. / Miles of pipe 3,750 / NUMBER OF EMPLOYEES 269 / SIZE OF SERVICE AREA I,650 square miles / POPULATION IN SERVICE AREA 228,000 / AVERAGE CUSTOMERS SERVED 107,029 / COMMUNITIES SERVED 122 / DEGREE DAYS, 19955,978 (NORMAL 6,234) / REGULATORY agencies Colorado Public Utilities Commission, Kansas Corporation Commission, Missouri Public Service Commission / president Gary L. Schlessman

\title{
" The easiest way to retain market share is simply to be the low cost provider. Atmos has proven to be an extremely efficient operator."
}

\author{
- Ronald J. Barone, Dan Barcelo, Natural Gas Analysts, PaineWebber
}
employees, who are just plain hard-working, and eager to contribute ideas for improving our work methods. For example, a technical standards committee with representatives from each operating division evaluates equipment, materials and work practices to determine the best practices for the company as a whole.

Our employees have a vested interest in the company's performance. More than 98 percent of Atmos employees are shareholders, and along with the Board, hold about 23 percent of the company's stock. So they are rewarded when the company performs well.

\section*{ATMOS HAS LOW GAS COSTS.}

The actual cost of the gas we provide is passed through to our customers. The most important figure to customers, of course, is the combined price of gas and service at the bottom of the bill. Atmos strives to
provide the best priced gas possible to its customers. The best price combines the quality service and reliability customers demand with the lowest possible price.

Atmos' gas cost was \(\$ 2.46\) per Mcf in 1995, down from \(\$ 2.86\) per Mcf in 1994. The average gas cost for its 13-company peer group was \(\$ 3.66\) per Mcf in 1994.

Serving several major natural gas producing areas, the company has access to numerous sources of supply. The company also has some very valuable assets in its six underground storage fields in Kentucky, as well as off-system storage capabilities on the interstate pipelines that supply the company. These storage facilities allow the company to buy gas at seasonal lows and hold it until peak usage during the winter.

To further enhance its gas supply advantage, the company plans to upgrade its gathering systems in

Colorado and Kansas to increase the reliability of service and gain access to additional supplies of economicallypriced gas. In Kentucky, the company will make investments in its gas supply system to add connections to additional pipelines. These new interstate pipeline interconnections will directly result in lower gas costs for our customers and enhance our competitiveness.

\section*{BECOMING PARTNERS WITH OUR CUSTOMERS.}

Low prices and low-cost, reliable gas supplies are just table stakes to stay in the game in the increasingly competitive environment. The winning difference is that Atmos brings additional value to its customers in the services it offers. Adding value requires the creativity and flexibility to find new ways to meet customer needs, and the ability to offer more choices to customize service. No one buys a drill bit just to own one what they want is a hole. Our role is to help customers get the heat, the reliable industrial energy or the lower
energy costs they want, and to provide a service, not just to deliver a commodity.

In the competitive industrial market in Kentucky, about 60 percent of our gas deliveries are to large industrial customers. The company has begun offering electronic flow measurement to its largest customers so that they can know with a keystroke on a computer exactly how much gas they are using, and avoid penalties for consumption above their contracted amount. The company also amended its tariffs in Kentucky to lower. the volume threshold needed for transportation services, allowing smaller customers more service options.

Atmos offers engineering and consultation services for customers on energy-saving options in equipment, and performs cost-benefit analyses of installing efficient new gas-driven equipment that can lower the customer's overall energy costs.
"While many local distribution companies (LDCs) talk about acquisitions, Atmos has ... purchased significant properties. Through these acquisitions, Atmos' earnings sensitivity to weather patterns and changes in the economies of one area have been lessened."

\author{
- Joanne Fairechio, Natural Gas Analyst, Salomon Brothers
}


In Louisiana, Atmos wins industrial customers by making a winning case for natural gas. A hospital in Lafayette recently decided to switch from electrically-run chillers to chillers powered by natural gas. The reason: long-term energy savings. All our customers in Louisiana are always ready to win, in any number of ways.


headeuarters Lafayette, La. / district offices Lafayette, Natchitoches, Pineville / MILES OF PIPE I, 863 / NUMBER OF employees 161 / SIZE OF SERVICE AREA 7,000 square miles / POPULATION IN SERVICE AREA 250,000 / average CusTOMERS SERVED 70,585 / COMMUNITIES SERVED 37 / DEGREE DAYS, 1995 1,448 (NORMAL I,760) / REGULATORY AGENCY Louisiana Public Service Commission / president B. J. Hackler

For example, a large hospital complex in Louisiana will save substantially on operating expenses by installing natural gas engine-driven chillers to replace electric chillers for cooling. Wal-Mart stores we serve in Texas and Louisiana are using gas refrigeration equipment in their supermarket sections that remove the humidity to keep food packaging frost-free. In Colorado, the company serves a large cogeneration facility that uses gas to produce both electricity and steam. The company continues to explore the feasibility of cogeneration in several applications in other areas we serve. In fact, Atmos sees abundant opportunities in all of its service areas to show hospitals, office buildings, printers, food processors, agricultural and other commercial customers the varied applications for natural gas cooling and natural gas engine-driven equipment.

The company offered new contracts to its agricultural customers this year who use natural gas engines to drive irrigation pumps, with more options than ever
before. To expand its irrigation market, Atmos has set up a model farm in West Texas to demonstrate a new gas generating unit that produces electricity for irrigation pumps more cost effectively than the electric utility. A farmer in Ralls, Texas, has experienced energy cost savings of 35 percent or more with a natural gas engine and generator producing electricity on-site. He expects a five-year payback on his equipment investment.

Residential customers have more choices in service and more payment options, as well. Customer service calls are routinely scheduled on a next-day basis, and in many cases can be completed on the same day. In some areas we now provide Saturday service. In addition, customers will be able to pay their bills by phone using a credit card. The company is testing the use of payment centers at convenience stores in Texas. Atmos' Energas division has just completed a customer survey in Texas conducted by Texas Tech University, and is considering extending, office hours and other ser-
> "What does the ideal local distribution company (LDC) look like and what characteristics are needed in the now more competitive environment? We see several in our universe that 'fit the mold,' which include Atmos Energy."

\author{
- Donato Eassey, Natural Gas Analyst, Merrill Lynch
}

\title{
"Qitmos Energy Corporation is already one of the fastest growing utilities in terms of asset growth."
}

\author{
- Subash Chandra, Natural Gas Analyst, Edward Jones
}
vice modifications in order to meet customer needs pinpointed by the survey.

We recognize that we have to know our customers' needs and exceed their expectations in order to gain new customers and retain existing customers.

\section*{SUCCESS STORIES.}

Atmos has numerous success stories in gaining new customers, converting customers from other energy sources and expanding use of gas by existing customers. The company has won business because of its combination of attractive prices, proven reliability and ingenuity in developing services that add value to the customer. Here are just a few examples.
- Won a contract for a university in Louisiana located off our system by securing the best-priced supply and providing full customer service.
- Worked with a consortium of state and local officials in the development of a resort with convention center and golf course at Toledo Bend Reservoir in Louisiana. Atmos is building a distribution system to serve the resort, which includes condominiums. Located along the new system are a large number of existing residences to be converted to natural gas - one of the largest conversion projects in the history of our Louisiana service area.
- Won a five-year supply contract with West Texas A\&M University in Canyon by building a natural gas vehicle fueling facility on campus for the university's fleet and public use.
- Won the right to provide natural gas for three new subdivisions with up to 500 customers in Bonner Springs, Kan., over local propane and electric companies.
atmos competes to win in Kentucky. In the fiercely competitive industrial sector, we stand out by providing electronic flow management and other up-to-the-minute technology
to help our customers achieve peak energy efficiency. And how do Kentuckians compete? In every way, all over the state.


- Initiated service to an asphalt plant in Kentucky and a hospital in Louisiana which had been using fuel oil, after demonstrating the cost and environmental benefits of natural gas.
- Won contracts for three state prisons in West Texas over competitors, including state-owned royalty gas.

One facility includes 1,200 tons of natural gas cooling.
- Piped an existing subdivision of over 200 homes in Durango, Colo., which had been served by propane and electricity, after five Durango employees conducted a door-to-door survey to determine residents' interest in converting to natural gas.

\section*{the next step.}

Atmos will continue to operate as if we had to compete every day to keep every customer. The fact of the matter is, we do. Competition brings opportunities for a lean, low-cost and efficient provider like Atmos to enter new regions that have been served by higher cost gas providers. The prospect is exciting. We're not afraid of a little competition. Or even a lot of it.


\section*{SOURCES OF REVENUES}
48.2\% / Residential
25.4\% / Industrial \& Agricultural
18.3\% / Commercial
5.4\% / Other Sales \& Miscellaneous
2.7\% / Transportation

USES OF REVENUES
Purchased Gas / 61.7\%
Operation \& Maintenance / 20.1\%
Taxes / 6.0\%
Depreciation \& Amortization / 4.8\%
Common Dividends \& Retained Earnings / 4.3\%
Interest / 3.1\%



CONTENTS / PAGE 24 Consolidated Balance Sheets / PAGE 25 Consolidated Statements of Income / PAGE 26 Consolidated Statements of Shareholders' Equity / PAGE 27 Consolidated Statements of Cash Flows / PAGE 28 Notes to Consolidated Financial Statements / PAGE 38 Management's Responsibility for Financial Statements / PAGE 38 Report of Independent Auditors / PAGE 39 Management's Discussion \& Analysis of Financial Condition \& Results of Operations / PAGE 44 Quarterly Financial Data / PAGE 44 Market Information / PAGE 44 Selected Financial Data / PAGE 45 Consolidated Five-Year Financial \& Statistical Summary

\section*{CONSOLIDATED BALANCE SHEETS}
\begin{tabular}{|c|c|c|}
\hline \multirow[t]{3}{*}{} & \multicolumn{2}{|c|}{September 30,} \\
\hline & 1995 & 1994 \\
\hline & \multicolumn{2}{|c|}{(In thousands, except share data)} \\
\hline ASSETS & & \\
\hline \multicolumn{3}{|l|}{Property, plant and equipment} \\
\hline Utility plant & \$589,801 & \$537,834 \\
\hline \multirow[t]{2}{*}{Construction in progress} & 5,558 & 5,858 \\
\hline & 595,359 & 543,692 \\
\hline Less accumulated depreciation and amortization & 232,107 & 216,285 \\
\hline Net property, plant and equipment & 363,252 & 327,407 \\
\hline \multicolumn{3}{|l|}{Current assets} \\
\hline Cash and cash equivalents & 2,294 & 2,766 \\
\hline \multicolumn{3}{|l|}{Accounts receivable, less allowance for doubtful accounts} \\
\hline Inventories & 6,747 & 5,888 \\
\hline Gas stored underground & 10,758 & 12,657 \\
\hline Prepayments & 2,747 & 2,309 \\
\hline Total current assets & 48,236 & 53,298 \\
\hline Deferred charges and other assets & 34,295 & 35,973 \\
\hline & \$445,783 & \$416,678 \\
\hline
\end{tabular}

\section*{CAPITALIZATION AND LIABILITIES}

Shareholders' equity
Common stock, no par value (stated at \(\$ .005\) per share);
authorized 75,000,000 shares; issued and outstanding \(1995-15,519,112\) shares, \(1994-15,297,166\) shares
Additional paid-in capital
Retained earnings
Total shareholders' equity
Long-term debt
Total capitalization
\begin{tabular}{|c|c|}
\hline \$ 78 & \$ 77 \\
\hline 106,496 & 102,456 \\
\hline 51,704 & 47,023 \\
\hline 158,278 & 149,556 \\
\hline 131,303 & 138,303 \\
\hline 289,581 & 287,859 \\
\hline 7,000 & 4,000 \\
\hline 33,500 & 18,100 \\
\hline 24,945 & 21,975 \\
\hline 1,926 & 4,864 \\
\hline 9,343 & 8,257 \\
\hline 10,641 & 7,038 \\
\hline 87,355 & 64,234 \\
\hline 33,120 & 30,184 \\
\hline 35,727 & 34,401 \\
\hline \$445,783 & \$416,678 \\
\hline
\end{tabular}
\begin{tabular}{lr} 
Current liabilities & 7,000 \\
Current maturities of long-term debt & 33,500 \\
Notes payable to banks & 24,945 \\
Accounts payable & 1,926 \\
Taxes payable & 9,343 \\
Customers' deposits & 10,641 \\
Other current liabilities & 87,355 \\
\(\quad\) Total current liabilities & 33,120 \\
Deferred income taxes & \(\underline{35,727}\) \\
Deferred credits and other liabilities & \(\underline{\$ 445,783}\)
\end{tabular}
\begin{tabular}{cc}
1995 & 1994 \\
& \\
(In thousands, except per share data) & \\
\hline
\end{tabular}
\begin{tabular}{|c|c|c|c|}
\hline Operating revenues & \$435,820 & \$499,808 & \$459,641 \\
\hline Purchased gas cost & 268,810 & 331,571 & 296,532 \\
\hline Gross proft & 167,010 & 168,237 & 163,109 \\
\hline \multicolumn{4}{|l|}{Operating expenses} \\
\hline Operation & 83,43I & 92,132 & 82,185 \\
\hline Maintenance & 4,276 & 5,888 & 6,335 \\
\hline Depreciation and amortization & 20,74I & 18,841 & 17,433 \\
\hline Taxes, other than income & 16,611 & 16,808 & 16,806 \\
\hline Income taxes & 9,574 & 8,102 & 10,073 \\
\hline Total operating expenses & 134,633 & 141,771 & 132,832 \\
\hline Operating income & 32,377 & 26,466 & 30,277 \\
\hline \multicolumn{4}{|l|}{Other income (expense)} \\
\hline Interest income & 459 & 168 & 327 \\
\hline Other, net & (242) & 335 & 239 \\
\hline Total other income & 217 & 503 & 566 \\
\hline Interest charges & 13,721 & 12,290 & 13,299 \\
\hline Net income & \$ 18,873 & \$ 14,679 & \$ 17,544 \\
\hline Net income per share & \$ 1.22 & \$ . 97 & \$ 1.22 \\
\hline Cash dividends per share & \$ \(\quad .92\) & \$ . 88 & \$ 8.85 \\
\hline Average shares outstanding & 15,416 & 15,195 & 14,338 \\
\hline
\end{tabular}

See accompanying notes to consolidated financial statements.


See accompanying notes to consolidated financial statements.
\(1995 \quad \frac{1994}{(\text { In thousands) }} \quad 1993\)

CASH FLOWS FROM OPERATING ACTIVITIES
Net income
Adjustments to reconcile net income to net cash provided by operating activities

Depreciation and amortization Charged to depreciation and amortization Charged to other accounts
Deferred income taxes
Other

\section*{Change in assets and liabilities}
(Increase) decrease in accounts receivable
(Increase) decrease in inventories
(Increase) decrease in gas stored underground
(Increase) decrease in prepayments
Decrease in deferred charges and other assets
Increase (decrease) in accounts payable
Increase (decrease) in taxes payable
Increase (decrease) in customers' deposits
Increase in other current liabilities
Increase in deferred credits and other liabilities
Net cash provided by operating activities

CASH FLOWS FROM INVESTING ACTIVITIES
Capital expenditures
Retirements of property, plant and equipment

Net cash used in investing activities

\section*{CASH FLOWS FROM FINANCING ACTIVITIES}
Net increase (decrease) in notes payable
Proceeds from issuance of long-term debt
Repayment of long-term debt
Cash dividends and distributions paid
Issuance of common stock
Net cash provided by financing activities
Net increase (decrease) in cash and
cash equivalents
Cash and cash equivalents at beginning of year
Cash and cash equivalents at end of year
See accomponying notes to consolidated financial statements.
\(\$ 18,873\)

20,741
3,592
2,809
2,011

48,026

3,988
(859)

1,899
(438)
(333)

2,970
\((2,766)\)
1,086
3,603
1,326

58,502
\(\begin{array}{r}(62,927) \\ 2,749 \\ \hline\end{array}\)
\((60,178)\)
\begin{tabular}{|c|c|c|}
\hline \((24,600)\) & 22,400 & 2,563 \\
\hline 40,000 & - & - \\
\hline \((4,000)\) & \((9,850)\) & \((4,500)\) \\
\hline \((14,192)\) & \((12,732)\) & \((10,155)\) \\
\hline 3,996 & 7,887 & 15,742 \\
\hline 1,204 & 7,705 & 3,650 \\
\hline (472) & 480 & (1,413) \\
\hline 2,766 & 2,286 & 3,699 \\
\hline \$ 2,294 & \$ 2,766 & \$ 2,286 \\
\hline
\end{tabular}
\((43,143)\)
935
\((42,208)\)
\((48,449)\)
(6,176)
1,873
\((10,908)\)
(58)

37,145
\begin{tabular}{cc}
\begin{tabular}{c}
\((50,355)\) \\
1,906
\end{tabular} & \begin{tabular}{c}
\((43,143)\) \\
\((48,449)\)
\end{tabular} \\
\hline\((42,208)\)
\end{tabular}

2,563
\((4,500)\)
\((10,155)\)
15,742
\$2,286

\section*{NOTES TO CONSOLIDATED FINANCIAL STATEMENTS}

\section*{I. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES}

Description of business - Atmos Energy Corporation and its subsidiaries ("Atmos" or the "Company") are in the business of distributing natural gas to residential, commercial, industrial and agricultural customers within service areas located in Texas, Louisiana, Kentucky, Colorado, Kansas and a small portion of Missouri. Such business is subject to federal and state regulation and/or regulation by local authorities in each of the six states in which the Company operates. The Company has no other material business segments.

Principles of consolidation - The accompanying consolidated financial statements include the accounts of Atmos Energy Corporation and its subsidiaries. Each subsidiary is wholly-owned and all material intercompany items have been eliminated.

Revenue recognition - Sales of natural gas are billed on a monthly cycle basis; however, the billing cycle periods for certain classes of customers do not necessarily coincide with accounting periods used for financial reporting purposes. The Company follows the revenue accrual method of accounting for natural gas revenues whereby revenues applicable to gas delivered to customers but not yet billed under the cycle billing method are estimated and accrued and the related costs are charged to expense. Estimated losses due to credit risk are reserved at the time revenue is recognized.

Property, plant and equipment - Property, plant and equipment is stated at original cost net of contributions in aid of construction. The cost of additions includes an allowance for funds used during construction and applicable overhead charges. Major renewals and betterments are capitalized, while the costs of maintenance and repairs are charged to expense as incurred. Property, plant and equipment is depreciated at various rates on a straight-line basis over the estimated useful lives of the assets. In the first quarter of fiscal 1993, the Company changed the estimated average useful lives used to compute depreciation for certain utility plant assets. These changes resulted from revised estimates of the projected economic life of the affected assets based on recent orders received from regulatory bodies having jurisdiction over the Company and independently performed depreciation service life studies. The effect of this change on net income for the year ended September 30, 1993 was an increase of \(\$ 1,104,000\). The composite rates were \(4.1 \%\) and \(3.5 \%\) for the years ended September 30, 1995 and 1994, respectively. At the time property, plant and equipment is retired, the cost, plus removal expenses and less salvage, is charged to accumulated depreciation.

Inventories - Inventories consist of materials and supplies and merchandise held for resale. Inventories are stated at the lower of average cost or market.

Gas stored underground - Net additions of inventory gas to underground storage and withdrawals of inventory gas from storage are priced using the average cost method. Non-current gas in storage is classified as property, plant and equipment and is priced at cost.

Income taxes - The Company provides deferred income taxes for significant temporary differences in the recognition of revenues and expenses for tax and financial reporting purposes.

Cash and cash equivalents - The Company considers all highly liquid debt instruments purchased with a maturity of three months or less to be cash equivalents.

Deferred charges and other assets - Deferred charges and other assets at September 30, 1995 and 1994 include assets of the Company's qualified defined benefit retirement plans in excess of the plans' obligations in the amounts of \(\$ 9,962,000\) and \(\$ 12,275,000\), respectively, and Company assets related to the nonqualified retirement plans at September 30, 1995 and 1994 of \(\$ 16,510,000\) and \(\$ 15,735,000\), respectively.

Deferred credits and other liabilities - Deferred credits and other liabilities include customer advances for construction of \(\$ 8,212,000\) and \(\$ 8,428,000\) at September 30, 1995 and 1994, respectively; obligations under capital leases of \(\$ 2,882,000\) and \(\$ 6,294,000\) at September 30, 1995 and 1994, respectively; and obligations under the Company's nonqualified retirement plans of \(\$ 16,125,000\) and \(\$ 11,151,000\) at September 30, 1995 and 1994, respectively. At September 30, 1994, a payable of \(\$ 1,300,000\) was recorded for expenses related to an early retirement program under Greeley Gas Company's qualified defined benefit retirement plan.

Earnings per share - The calculation of primary earnings per share is based on reported net income divided by weighted average common shares outstanding. The Company does not have other classes of stock or dilutive common stock equivalents. See Note 2 for a discussion of supplemental net income per share.

\section*{/ GREELEY GAS COMPANY ACQUISITION}

On December 22, 1993, Atmos acquired by means of a merger all of the assets and liabilities of Greeley Gas Company ("GGC") in accordance with the terms and provisions of an Agreement and Plan of Reorganization dated July 2, 1993. GGC is a natural gas utility engaged in the distribution and sale of natural gas to residential, commercial, industrial, agricultural, and other customers throughout Colorado, Kansas, and a small portion of Missouri. All of the shares of GGC's common stock were exchanged for a total of \(3,493,995\) shares of Atmos common stock as adjusted for a 3 -for- 2 stock split ( \(2,329,330\) shares on a pre-split basis). See Note 5 for information regarding the stock split in May 1994. This merger transaction was accounted for as a pooling of interests; therefore, all historical financial statements and notes thereto have been restated. Subsequent to the merger, the business of GGC has been operated through the Company's Greeley Gas Company division (the "Greeley Gas Division").

GGC prepared its financial statements on a December 31 fiscal year end. GGC's fiscal year has been changed to September 30 to conform to the Company's year end. The restated consolidated statement of income for the year ended September 30, 1993 includes Atmos and GGC operations for the twelve months then ended. As a result, GGC's operations for the three months ended December 31, 1992 (operating revenue of \(\$ 18,322,842\) and net income of \(\$ 950,185\) ) are included in both the 1993 and 1992 restated statements of income, and the GGC net income for this period has been deducted in calculating the shareholders' equity. balances at September 30, 1993 and cash flows for the year then ended.

In 1987, GGC elected classification as an S Corporation (small business corporation) under the provisions of the Internal Revenue Code. Normally, income taxes are not reported in the financial statements of S Corporations as the liability for payment of federal and state income taxes is the direct responsibility of the shareholders. However, during 1991, as part of the settlement of rate cases filed in the states of Colorado and Kansas, GGC was ordered to begin providing for current and deferred income taxes. Accordingly, the Company's restated 199। financial statements include a one-time charge to income of \(\$ 1,081,202\) to reinstate deferred income taxes for GGC. Supplemental net income and earnings per share of the Company are presented below to eliminate the one-time charge and to reflect income tax expense in periods prior to 1994 as if GGC had not made the \(S\) Corporation election in 1987.
\begin{tabular}{lr} 
& Year ended September \\
(In thousands. except per \\
Supplemental net income & \(\$ 18,132\) \\
Supplemental net income per share & \(\$\)\begin{tabular}{l} 
\$1.26 \\
\hline
\end{tabular}
\end{tabular}

Results of operations and net income for the previously separate companies for periods prior to the merger are as follows:


The dividends per share presentation on the consolidated statements of income reflects Atmos dividends declared per share as adjusted for the 3 -for-2 stock split in May 1994. The cash dividends per share reflect the per share dividends declared by Atmos Energy Corporation for the years ended September 30, 1994 and 1993. The restated cash dividends and distributions per share reflect the total amounts paid by Atmos and GGC to their shareholders in each of those two years, divided by the total amount of weighted average shares outstanding in those periods as restated for the shares issued to effect the merger between Atmos and GGC and the 3 -for-2 stock split in May 1994.
\begin{tabular}{lll} 
& \multicolumn{2}{l}{ Year ended September 30, } \\
& \(\underline{1994}\) & \(\underline{1993}\) \\
Cash dividends per share & \(\xlongequal{\$ .88}\) & \(\xlongequal{\$ .85}\) \\
\begin{tabular}{lll} 
Restated cash dividends and \\
distributions per share, including GGC
\end{tabular} & \(\underline{\$ .84}\) & \(\underline{\$ .71}\)
\end{tabular}
\[
\mathfrak{y}
\]

\section*{3. / LONG-TERM DEBT AND NOTES PAYABLE}

Long-term debt at September 30, 1995 and 1994 consisted of the following:

Unsecured 7.95\% Senior Notes, payable in annual installments of \(\$ 1,000,000\) beginning August 31, 1997 through August 31, 2006 with semiannual interest payments Unsecured \(9.57 \%\) Senior Notes, payable in annual installments of \(\$ 2,000,000\) beginning September 30, 1997 through September, 30, 2006 with semiannual interest payments
Unsecured \(9.76 \%\) Senior Notes, payable in annual installments of \(\$ 3,000,000\) beginning December 30, 1995 through December 30, 2004 with semiannual interest payments
Unsecured \(9.75 \%\) Senior Notes, payable in varying annual installments through December 30, 1996
Unsecured \(11.2 \%\) Senior Notes, payable in annual installments of \(\$ 2,000,000\) beginning December 30, 1993 through December 30, 2002 with semiannual interest payments
First Mortgage Bonds, \(9.4 \%\) Series J, due May 1, 2021
Unsecured 10\% Notes, due December 31, 2011
Unsecured \(8.07 \%\) Senior Notes, payable in annual installments of \(\$ 4,000,000\) beginning October 31, 2002 through October 31, 2006 with semiannual interest payments
Unsecured \(8.26 \%\) Senior Notes, payable in annual installments of \(\$ 1,818,182\) beginning October 31, 2004 through October 31, 2014 with semiannual interest payments

Less amounts classified as current
\begin{tabular}{|c|c|}
\hline 1995 & 1994 \\
\hline \multicolumn{2}{|c|}{(In thousands)} \\
\hline \$ 10,000 & \$ 10,000 \\
\hline 20,000 & 20,000 \\
\hline 30,000 & 30,000 \\
\hline 3,000 & 5,000 \\
\hline 16,000 & 18,000 \\
\hline 17,000 & 17,000 \\
\hline 2,303 & 2,303 \\
\hline 20,000 & 20,000 \\
\hline 20,000 & 20,000 \\
\hline 138,303 & 142,303 \\
\hline \((7,000)\) & \((4,000)\) \\
\hline \$131,303 & \$138,303 \\
\hline
\end{tabular}

In November 1994, the Company entered into note purchase agreements with two insurance companies and issued at par \(\$ 20,000,000\) of unsecured Senior Notes at \(8.07 \%\) and \(\$ 20,000,000\) of unsecured Senior Notes at \(8.26 \%\). As a result of this financing, \(\$ 40,000,000\) of notes payable to banks was classified as long-term at September 30, 1994.

During the quarter ended December 31, 1994, the Company paid installments due of \(\$ 2,000,000\) on its \(9.75 \%\) Senior Notes and \(\$ 2,000,000\) on its \(11.2 \%\) Senior Notes.

The Company may prepay any of the Senior Notes in whole at any time, subject to a prepayment premium. The note agreements provide for certain cash flow requirements and restrictions on additional indebtedness, sale of assets and payment
of dividends. Under the most restrictive of such covenants, cumulative cash dividends paid after September 30, 1988 may not exceed the sum of \(75 \%\) of accumulated net income for periods after September 30, 1988 plus \(\$ 12,000,000\) plus the proceeds from the sale of common stock after September 30, 1988. At September 30, 1995, approximately \(\$ 48,451,000\) of shareholders' equity was not so restricted.

As of September 30, 1995, all of the Company's utility plant assets in Colorado, Kansas and Missouri with a net book value of approximately \(\$ 66,170,000\) are subject to a lien under the \(9.4 \%\) Series J First Mortgage Bonds assumed by the Company in the acquisition of GGC.

Maturities of long-term debt are as follows (in thousands):
\begin{tabular}{lr}
1996 & \(\$ 7,000\) \\
1997 & 9,000 \\
1998 & 8,000 \\
1999 & 8,000 \\
2000 & 8,000 \\
Thereatter & 98,303 \\
& \(\underline{\$ 138,303}\)
\end{tabular}

Notes payable to banks
The Company has committed short-term, unsecured bank credit facilities totaling \(\$ 90,000,000\), all of which was unused at September 30, 1995. One facility of \(\$ 80,000,000\) requires a commitment fee of \(1 / 10\) of \(1 \%\) on the unused portion. A second facility for \(\$ 10,000,000\) requires a commitment fee of \(3 / 16\) of \(1 \%\) on the unused portion. The committed lines are renewed or renegotiated at least annually.

The Company also had aggregate uncommitted credit lines of \(\$ 140,000,000\), of which \(\$ 106,500,000\) was unused as of September 30, 1995. The uncommitted lines have varying terms and the Company pays no fee for the availability of the lines. Borrowings under these lines are made on a when and as-available basis at the discretion of the banks.

The weighted average interest rate on short-term borrowings outstanding at September 30, 1995 and 1994 were \(7.0 \%\) and \(5.6 \%\), respectively.

\section*{4. / INCOME TAXES}

The components of income tax expense for 1995, 1994 and 1993 are as follows:
\begin{tabular}{|c|c|c|c|}
\hline & 1995 & 1994 & 1993 \\
\hline & & (In thousands) & \\
\hline Current & \$6,765 & \$7,858 & \$ 7,340 \\
\hline Deferred & 2,809 & 244 & 2,733 \\
\hline & \$9,574 & \$8,102 & \$10,073 \\
\hline
\end{tabular}

Included in the provision for income taxes are state income taxes of \(\$ 506,000, \$ 328,000\), and \(\$ 890,000\) for 1995, 1994, and 1993, respectively.

Effective October I, 1993, the Company adopted Statement of Financial Accounting Standards No. 109, "Accounting for Income Taxes" ("SFAS No. 109") and, as permitted under these rules, prior years' financial statements have not been restated. Adoption of the new standard in 1994 had no significant effect on net income.

This standard changes the Company's method of accounting for income taxes from the deferred method (APB II) to the liability method. Previously the Company deferred the past tax effects of timing differences between financial reporting and
taxable income. Under the liability method of SFAS No. 109, deferred tax assets and liabilities are recognized for the estimated future tax effects of differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases.

Deferred income taxes reflect the tax effect of differences between the basis of assets and liabilities for book and tax purposes. The tax effect of temporary differences that give rise to significant components of the deferred tax liabilities and deferred tax assets at September 30, 1995 and 1994 are presented below.


During 1993, deferred income taxes were provided for significant timing differences in recognition of revenues and expenses for tax and financial reporting purposes. The effects of these timing differences at September 30, 1993 were as follows:
\begin{tabular}{lr}
\(\frac{1993}{(\text { (n thousands) }}\) \\
\begin{tabular}{l} 
Excess of tax over financial \\
depreciation and amortization
\end{tabular} & \(\$ 1,754\) \\
\begin{tabular}{l} 
Items capitalized for financial reporting and \\
recognized currently for tax reporting
\end{tabular} & 416 \\
\begin{tabular}{l} 
Deferred gas service revenue recognized \\
currently for tax reporting
\end{tabular} & 1,464 \\
\begin{tabular}{l} 
Other, net
\end{tabular} & \(\underline{(901)}\) \\
Total deferred income taxes & \(\underline{\underline{\$ 2,733}}\)
\end{tabular}

Reconciliations of the provisions for income taxes computed at the statutory rate to the reported provisions for income taxes for 1995, 1994 and 1993 are set forth below:
\begin{tabular}{|c|c|c|c|}
\hline \multirow[t]{3}{*}{} & \multicolumn{2}{|l|}{Liability Method} & Deferred Method \\
\hline & 1995 & 1994 & 1993 \\
\hline & & (In thousands) & \\
\hline Tax at statutory rate of \(34 \%\) through December 31, 1992 and \(35 \%\) thereafter & \$9,956 & \$7,992 & \$ 9,603 \\
\hline Financial expenses, not deductible for tax reporting & 35 & 503 & 680 \\
\hline Common stock dividends deductible for tax reporting & (619) & (573) & (462) \\
\hline State taxes & 261 & 328 & 682 \\
\hline Other, net & (59) & (148) & \((430)\) \\
\hline Provision for income taxes & \$9,574 & \$8,102 & \$10,073 \\
\hline
\end{tabular}

\section*{5. / STOCK SPLIT}

On February 9, 1994, the Board of Directors of Atmos approved a 3 -for- 2 split of its common stock implemented in the form of a stock dividend, which resulted in shareholders receiving one new share for every two shares held. Fractional shares were not issued but were paid in cash or credited to the accounts of participants of the Dividend Reinvestment and Stock Purchase Plan ("DRSPP") and ESOP. The record date for the split was May 4, I 994 and the payment date for mailing the new shares and cash for fractional shares to shareholders was May 16, 1994. All share and per share amounts in the financial statements and notes thereto have been restated to reflect this split, unless otherwise noted.

\section*{6. / COMMON STOCK AND STOCK OPTIONS}

At the annual meeting of shareholders on February 8, 1995, the shareholders approved an increase in the number of authorized shares of common stock from \(50,000,000\) to \(75,000,000\).

The Company issued 221,946 shares of its common stock in fiscal 1995 in connection with its Restricted Stock Grant Plan and Employee Stock Ownership Plan.

The Company has an Employee Stock Ownership Plan as discussed in Note 7. The Company has registered 1,600,000 shares for issuance under the plan, of which 874,830 shares were available for future issuance on September 30, 1995.

In August 1992, the Company announced a Direct Stock Purchase Plan ("DSPP") which was the successor to and replacement for the Dividend Reinvestment Plan ("DRP"). Members of the DRP were automatically enrolled in the DSPP. In

November 1993, the Company amended the DSPP to remove the direct stock purchase feature of the plan and to rename the plan the Atmos Energy Corporation Dividend Reinvestment and Stock Purchase Plan ("DRSPP"). In January 1995, the direct stock purchase feature was reinstated and the name was changed back to the Direct Stock Purchase Plan. Participants in the DSPP may have all or part of their dividends reinvested at a \(3 \%\) discount from market prices. DSPP participants may purchase additional shares of Company common stock as often as weekly with voluntary cash payments of at least \(\$ 25\), up to an annual maximum of \(\$ 100,000\). At September 30, 1995, 712,596 shares were available for future issuance under the plan.

On April 27, 1988, the Company adopted a Shareholders' Rights Plan (the "Rights Plan") and declared a dividend of one right (a "Right") for each outstanding pre-split share of common stock of the Company, payable to shareholders of record as of May 10 , 1988. Each Right will entitle the holder thereof, until the earlier of May 10, 1998 or the date of redemption of the Rights, to buy one share of common stock of the Company at an exercise price of \(\$ 30\) per share, subject to adjustment by the Board of Directors upon the occurrence of certain events. The Rights will be represented by the common stock certificates and are not exercisable or transferable apart from the common stock until a "Distribution Date" (which is defined in the Rights Agreement between the Company and the Rights Agent as the date upon which the Rights become separate from the common stock).
At no time will the Rights have any voting rights. The exercise price payable and the number of shares of common stock or other securities or property issuable upon exercise of the Rights are subject to adjustment from time to time to prevent dilution. Until the Distribution Date, the Company will issue one Right with each share of common stock that becomes outstanding so that all shares of common stock will have attached Rights. After a Distribution Date, the Company may issue Rights when it issues common stock if the Board deems such issuance to be necessary or appropriate.
The Rights have certain anti-takeover effects and may cause substantial dilution to a person or entity that attempts to acquire the Company on terms not approved by the Board of Directors except pursuant to an offer conditioned upon a substantial number of Rights being acquired. The Rights should not interfere with any merger or other business combination approved by the Board of Directors because, prior to the time the Rights become exercisable or transferable, the Rights may be redeemed by the Company at \(\$ .05\) per Right.

The Company had an Incentive Stock Option Plan for key employees covering an aggregate of 100,000 shares of common
tock. The plan provided for options to be granted at prices not ess than the fair market value of the stock on the date of grant and to be exercisable over ten years from such date in cumulative annual installments of \(25 \%\) of the aggregate shares granted, commencing one year after the date of grant. At September 30 , 1993, no options were outstanding under the plan. The Company allowed the plan to expire in October 1993 without granting additional options.
The following table summarizes the status of the expired Incentive Stock Option Plan as of September 30, 1993:
\begin{tabular}{|c|c|c|}
\hline & \multicolumn{2}{|c|}{1993} \\
\hline & Shares & Price per share \\
\hline Outstanding options at beginning of year & 6,000 & \$9.25-10.63 \\
\hline Exercised & (6,000) & 9.25-10.63 \\
\hline Outstanding options at end of year & - & \\
\hline Exercisable options at end of year & - & \\
\hline Options available for future grants (pre-split) & 8,150 & \\
\hline
\end{tabular}

The Company's Restricted Stock Grant Plan for management and key employees of the Company, which became effective October 1, 1987, provides for awards of common stock that are subject to certain restrictions. The plan is administered by the Board of Directors. The members of the Board who are not employees of the Company make the final determinations regarding participation in the plan, awards under the plan, and restrictions on the restricted stock awarded. The restricted stock may consist of previously issued shares purchased in the open market or shares issued directly from the Company. The Company registered 600,000 shares ( 900,000 post-split shares) for. issuance under the plan. Compensation expense of \(\$ 1,015,000\), \(\$ 1,164,000\) and \(\$ 735,000\) was recognized in 1995, 1994 and 1993, respectively, in connection with issuance of shares under the plan. At September 30, 1995, 377,300 shares were available for future award under the plan.
In November 1994, the Board adopted the Outside Directors Stock-for-Fee Plan, which plan was approved by the shareholders of the Company in February 1995. The plan permits nonemployee directors to receive all or part of their annual retainer and meeting fees in stock rather than in cash. The Company has registered 50,000 shares, all of which were available for future issuance under the plan as of September 30, 1995.

\section*{7. / EMPLOYEE RETIREMENT AND STOCK OWNERSHIP PLANS}

At September 30, 1995, the Company had three defined benefit pension plans. One covers the Western Kentucky Division employees, one covers the Greeley Gas Division employees, and the third covers all other Atmos employees. The plans provide essentially the same benefits to all employees. Benefits are based on years of service and the employee's compensation during. the highest paid five consecutive calendar years within the last 10 years of employment. The Company's funding policy is to contribute annually an amount in accordance with the requirements of the Employee Retirement Income Security Act of 1974. Contributions are intended to provide not only for benefits attributed to service to date but also for those expected to be earned in the future.

The following table sets forth the Atmos plan's funded status at September 30, 1995 and 1994:
\begin{tabular}{|c|c|c|}
\hline & 1995 & 1994 \\
\hline & \multicolumn{2}{|c|}{(in thousands)} \\
\hline \multicolumn{3}{|l|}{Actuarial present value of benefit obligations} \\
\hline Accumulated benefit obligation, including vested benefits of \(\$ 74,967\) and \(\$ 63,658\) in 1995 and 1994, respectively & \$(75,529) & \$(64,805) \\
\hline Projected beneft obligation & \$(84,182) & \$(73,895) \\
\hline Plan assets at fair value & 82,464 & 73,454 \\
\hline Funded status & (1,718) & (441) \\
\hline Unrecognized net asset being recognized over 15 years & (416) & (633) \\
\hline Unrecognized prior service cost & \((1,812)\) & \((1,955)\) \\
\hline Unrecognized net loss & 3,514 & 3,326 \\
\hline (Accrued) prepaid pension cost & \$ (432) & \$ 297 \\
\hline
\end{tabular}

Net periodic pension cost for the Atmos plan for 1995, 1994 and 1993 included the following components:
\begin{tabular}{|c|c|c|c|}
\hline \multirow[t]{2}{*}{} & 1995 & 1994 & 1993 \\
\hline & \multicolumn{3}{|c|}{(in thousands)} \\
\hline Service cost & \$ 1,862 & \$1,846 & \$1,543 \\
\hline Interest cost on projected benefit obligation & 6,060 & 5,614 & 5,242 \\
\hline Actual return on plan assets & \((12,200)\) & (955) & \((9,445)\) \\
\hline Net amortization and deferral & 5,007 & (5,778) & 3,206 \\
\hline Net periodic pension cost & \$ 729 & \$ 727 & \$ 546 \\
\hline
\end{tabular}

The following table sets forth the Western Kentucky Gas Division plan's funded status at September 30, 1995 and 1994:
\begin{tabular}{|c|c|c|}
\hline & 1995 & 1994 \\
\hline & \multicolumn{2}{|c|}{(In thousands)} \\
\hline \multicolumn{3}{|l|}{Actuarial present value of benefit obligations} \\
\hline Accumulated benefit obligation, including vested benefits of \(\$ 27,236\) and \(\$ 24,247\) in 1995 & & \\
\hline and 1994, respectively & \$(27,262) & \$(24,874) \\
\hline Projected benefit obligation & \$(31,642) & \$(28,328) \\
\hline Plan assets at fair value & 42,216 & 37,409 \\
\hline Funded status & 10,574 & 9,081 \\
\hline Unrecognized prior service cost & 2,855 & 3,378 \\
\hline Unrecognized net gain & \((2,468)\) & \((1,442)\) \\
\hline Prepaid pension cost & \$ 10,961 & \$ 11,017 \\
\hline
\end{tabular}

Net periodic pension cost for 1995, 1994 and 1993 included the following components:

Service cost
Interest cost
Actual return on plan assets
Net amortization and deferral
Net periodic pension cost
\begin{tabular}{|c|c|c|}
\hline 1995 & 1994 & 1993 \\
\hline \multicolumn{3}{|c|}{(in thousands)} \\
\hline \$ 706 & \$ 729 & \$. 639 \\
\hline 2,306 & 2,160 & 2,016 \\
\hline \((6,355)\) & 324 & \((5,604)\) \\
\hline 3,399 & \((3,097)\) & 3,110 \\
\hline \$ 56 & \$ 116 & \$ 161 \\
\hline
\end{tabular}

The weighted-average discount rates used in determining the actuarial present value of the projected benefit obligations of the Atmos and WKG retirement plans were \(7.5 \%\) and \(8.375 \%\) at June 30, 1995 and 1994, respectively. The rate of increase in future compensation levels reflected in such determination was \(4.0 \%\) and \(4.5 \%\) for the years ended September 30, 1995 and 1994, respectively. The expected. long-term rate of return on plan assets was \(10.0 \%, 9.5 \%\) and \(8.5 \%\) for the years ended September 30, 1995, 1994 and 1993, respectively. The plan assets consist primarily of investments in common stocks, interest bearing securities and interests in commingled pension trust funds. Prepaid pension cost is included in deferred charges and other assets.

The following table sets forth the Greeley Gas Division plan's funded status at September 30, 1995 and 1994:
\begin{tabular}{|c|c|c|}
\hline & 1995 & 1994 \\
\hline & \multicolumn{2}{|c|}{(In thousands)} \\
\hline Actuarial present value of benefit obligations & & \\
\hline Accumulated benefit obligation, including vested benefits of \(\$ 13,134\) and \(\$ 12,849\) in 1995 & & \\
\hline and 1994, respectively & \$(13,385) & \$(13,206) \\
\hline Projected benefit obligation & \$(15,148) & \$(15,020) \\
\hline Plan assets at fair value & 14,607 & 13,140 \\
\hline Funded status & (54I) & \((1,880)\) \\
\hline Unrecognized net asset being recognized over 15 years & (1,810) & \((2,100)\) \\
\hline Unrecognized prior service cost & 419 & 455 \\
\hline Unrecognized net loss & 1,370 & 3,186 \\
\hline Accrued pension cost & \$ (562) & \$ (339) \\
\hline
\end{tabular}

Net periodic pension cost (credit) for the Greeley Gas Division plan for 1995, 1994 and 1993 included the following components:
\begin{tabular}{|c|c|c|c|}
\hline & 1995 & 1994 & 1993 \\
\hline & & (In thousands) & \\
\hline Service cost & \$ 328 & \$ 486 & \$ 374 \\
\hline Interest cost on projected benefit obligation & 1,208 & 1,039 & 954 \\
\hline Actual return on plan assets & \((2,530)\) & 441 & \((1,180)\) \\
\hline Net amortization and deferral & 1,217 & \((1,795)\) & (257) \\
\hline Net periodic pension cost (credit) & \$ 223 & \$ 171 & \$ (109) \\
\hline
\end{tabular}

Accumulated plan benefits were computed using the Projected Unit Credit funding method. The discount rate and rate of increase in future compensation levels used in determining the actuarial present value of the projected benefit obligations were \(7.5 \%\) and \(4.0 \%\), respectively, in 1995 and \(8.375 \%\) and \(4.5 \%\), respectively, in 1994. The expected long-term rate of return on plan assets was 10.0\%, 9.5\% and 9.0\% in 1995, 1994 and 1993, respectively. Plan assets consist primarily of corporate bonds, equity securities, mutual funds, partnership interests, and other miscellaneous investments. The actual return on plan assets in 1994 resulted in a loss of \(\$ .4\) million due to writedowns of certain plan assets to reflect current market value.

Effective October I, 1987, the Company adopted a nonqualified supplemental Executive Benefits Plan ("Supplemental Plan") which provides additional pension, disability and death benefits to the officers and certain other employees of the Company. Expense recognized in connection with the Supplemental Plan during fiscal 1995, 1994 and 1993 was \(\$ 2,158,000, \$ 2,062,000\) and \(\$ 1,492,000\), respectively.

The Company sponsors an Employee Stock Ownership Plan ("ESOP'). Full time employees who have completed one year of service, as defined in the plan, are eligible to participate. Each participant enters into a salary reduction agreement with the Company pursuant to which the participant's salary is reduced by an amount not less than \(2 \%\) nor more than \(10 \%\). Taxes on the amount by which the participant's salary is reduced are deferred pursuant to Section \(401(k)\) of the Internal Revenue Code. The amount of the salary reduction is contributed by the Company to the ESOP for the account of the participant. The Company may make a matching contribution for the account of the participant in an amount determined each year by the Board of Directors, which amount must be at least equal to \(25 \%\) of all or a portion of the participant's salary reduction. For the 1995 plan year, the Board of Directors elected to match \(100 \%\) of each participant's salary reduction contribution up to \(4 \%\) of the participant's salary. These matching percentages have also been approved for the 1996 plan year. Matching contributions to the ESOP amounted to \(\$ 1,977,000, \$ 1,780,000\), and \(\$ 1,413,000\) for 1995 , 1994 and 1993, respectively. The Directors may also approve discretionary contributions, subject to the provisions of the Internal Revenue Code of 1986 and applicable regulations of the Internal Revenue Service. The Company recorded a charge of \(\$ 1,000,000\) for a discretionary contribution in the year ended September 30, 1993. Company contributions to the plan are expensed as incurred.

Effective January 1, 1988, the Greeley Gas Division adopted a 401 ( \(k\) ) plan that covers substantially all the Greeley Gas Division employees. Employee contributions were limited to \(6 \%\) of base compensation. The Company matched \(50 \%\) of employee contributions. Total employer contributions to the \(401(\mathrm{k})\) plan were \(\$ 141,000\) and \(\$ 230,000\) for the periods ended September 30, 1994 and 1993 respectively. Contributions to the plan were discontinued on March 31, 1994 and participants were enrolled in the Atmos ESOP on April I, 1994.

\section*{8. / OTHER POSTRETIREMENT BENEFITS}

In addition to providing pension benefits, the Company provides certain other postretirement benefits for retired employees, the major benefit being health care. To be eligible for these benefits, an employee must retire under the terms
of the Company's retirement plans. Prior to 1994, the cost of other postretirement benefits was recognized by expensing claims and annual insurance premiums as incurred. In fiscal 1993, these costs totaled \(\$ 1,453,000\).

Effective October I, 1993, the Company adopted Financial Accounting Standards No. 106 ("SFAS No. 106"), "Employers' Accounting for Postretirement Benefits Other Than Pensions". SFAS No. 106 focuses principally on postretirement health care benefits and significantly changed the practice of accounting for postretirement benefits on a pay-as-you-go basis by requiring accrual of such benefit costs at Atmos on an actuarial basis from the date each employee reaches age 45 until the date of full eligibility for such benefts. The Company is amortizing on a straight line basis the initial transition obligation of \(\$ 33,354,000\) over 20 years. The effect of adopting the new rules increased net periodic postretirement benefit cost for the year ended September 30 , 1994 by \(\$ 3,789,000\) and decreased net income by \(\$ 2,440,000\). Approximately \(\$ 746,000\) of this increased cost was recovered through rates during 1994.

Atmos sponsors two defined benefit postretirement plans other than pensions. One plan provides medical, dental, and vision benefits to retired employees of Greeley Gas Company. The other offers medical benefits to all other retired Atmos employees. Substantially all of the Company's employees may become eligible for these benefits if they reach retirement age while working for the Company and attain 10 consecutive years of service. Participant contributions are required under these plans. Prior to June 1994, the plans were not funded. In June 1994, the Company made its first quarterly payment to the external trust set up to fund SFAS No. 106 costs in excess of the pay-as-you-go cost in Kansas in accordance with an order of the Kansas Corporation Commission. In April, 1995 it began external funding in Colorado in accordance with an order of the Colorado Public Utility Commission. The amount of funding will ultimately depend upon the ratemaking treatment allowed in the Company's various rate jurisdictions. The components of net periodic postretirement benefit cost for each of the years ended September 30, 1995 and I994 are as follows:
\begin{tabular}{lcr} 
& \multicolumn{1}{c}{1995} & \multicolumn{1}{c}{1994} \\
\cline { 3 - 3 } & \multicolumn{2}{c}{ (in thousands) } \\
Service cost & \(\$ 1,497\) & \(\$ 1,817\) \\
Interest cost & 2,322 & 2,269 \\
Actual return on plan assets & \((18)\) & - \\
Amortization of transition obligation & 1,549 & 1,668 \\
Net amortization and deferral & \((150)\) & - \\
Net periodic postretirement benefit cost & \(\$ 5,200\) & \(\$ 5,754\) \\
\hline
\end{tabular}

\section*{}

The following is a reconciliation of the funded status of the plans to the net postretirement benefits liability on the balance sheet as of September 30, 1995 and 1994:
\begin{tabular}{|c|c|c|}
\hline \multirow[t]{2}{*}{} & 1995 & 1994 \\
\hline & \multicolumn{2}{|c|}{(In thousands)} \\
\hline \multicolumn{3}{|l|}{Accumulated postretirement benefit obligation} \\
\hline Retirees & \$(20,402) & \$(18,083) \\
\hline Fully eligible employees & \((5,906)\) & \((6,827)\) \\
\hline Other employees & \((4,468)\) & \((4,206)\) \\
\hline & \((30,776)\) & (29,116) \\
\hline Plan assets & 594 & 274 \\
\hline Accumulated postretirement benefit obligation in excess of plan assets & \((30,182)\) & (28,842) \\
\hline Unrecognized prior service cost & & \((2,256)\) \\
\hline Unrecognized net gain & \((3,807)\) & \((4,105)\) \\
\hline Unrecognized transition obligation & 27,892 & 31,686 \\
\hline Accrued postretirement benefits liability & \$(6,097) & \$(3,517) \\
\hline
\end{tabular}

In the latest actuarial calculation of the accrued postretirement benefits liability, the assumed health care cost trend rate used to estimate the cost of postretirement benefits was \(9.5 \%\) for 1995 , \(8.5 \%\) for 1996 and is assumed to decrease gradually to \(5.0 \%\) for 2000 and remain at that level thereafter. Similarly, the dental trend rate is \(7.5 \%\) for 1995 and decreases to \(7.0 \%\) for 1996 at which time dental benefits will be discontinued. The trend for vision benefits is assumed to remain level for all years at 4.5\%. The effect of a \(1 \%\) increase in the assumed health care cost trend rate for each future year is \(\$ 353,000\) and \(\$ 410,000\) on the annual aggregate of the service and interest cost components of net periodic postretirement benefit costs and \(\$ 2,355,000\) and \(\$ 2,279,000\) on the accumulated postretirement benefit obligation as of September 30, 1995 and 1994, respectively. The assumed discount rate, the rate at which liabilities could be settled, was \(7.5 \%\) and \(8.25 \%\) as of September 30, 1995 and 1994, respectively.

The Company is currently recovering other postretirement benefit ("OPEB") costs through its regulated rates under SFAS No. 106 accrual accounting in Colorado, Kansas, the majority of its Texas service area and in Kentucky (effective November 1, 1995). It recovers OPEB costs on the pay-as-you-go basis in Louisiana. Management believes that accrual accounting in accordance with SFAS No. 106 is appropriate and will continue to seek rate recovery of accrual-based expenses in its ratemaking jurisdictions that have not yet approved the recovery of these expenses. The ultimate impact of the adoption of SFAS No. 106 on the Company's financial position and results of operations will not be
known with certainty until the regulatory treatment that will be allowed in each of the Company's ratemaking jurisdictions is determined.

\section*{9. / POSTEMPLOYMENT BENEFITS}

The Company also provides postemployment benefits, primarily workers' compensation, to former or inactive employees after employment but before retirement. Effective October 1. 1994, the Company adopted Statement of Financial Accounting Standards No. 112 , "Employers Accounting for Postemployment Benefits" ("SFAS No. 112"). SFAS No. 112 requires that certain benefits provided to former or inactive employees, after employment but before retirement, such as workers' compensation, disability benefits and health care continuation coverage be accrued if attributable to the employees' prior service. Prior to October I, 1994, such postemployment benefit costs were recorded and recovered in rates on the pay-as-you-go basis. Both the cumulative effect of adopting SFAS No. 112, as well as the effect of the new standard upon the recurring expense being recognized for these benefits in 1995, were not material.

\section*{10./ CONTINGENCIES}

On March 15, 1991, suit was filed in the 15th Judicial District Court of Lafayette Parish, Louisiana, by the "Lafayette Daily Advertiser" and others against the Trans La Division, Trans Louisiana Industrial Gas Company, Inc. ("TLIG"), a wholly owned subsidiary of the Company, and Louisiana Intrastate Gas Corporation and certain of its affiliates ("LIG"). LIG is the Company's primary supplier of natural gas in Louisiana and is not otherwise affiliated with the Company.

The plaintiffs purported to represent a class consisting of all residential and commercial gas customers in the Trans La Division's service area. Among other things, the lawsuit alleged that the defendants violated antitrust laws of the state of Louisiana by manipulating the cost-of-gas component of the Trans La Division's gas rate to the purported customer class, thereby causing such purported class members to pay a higher rate. The plaintiffs made no specific allegation of an amount of damages.

The defendants brought an appeal to the Louisiana Supreme Court of rulings by the trial court and the Third Circuit Court of Appeal which denied defendants' exceptions to the jurisdiction of the trial court. It was the position of the defendants that the plaintiffs' claims amount to complaints about the level of gas rates and should be within the exclusive jurisdiction of the Louisiana Commission.

On January 19, 1993, the Louisiana Supreme Court issued a decision reversing in part the lower courts' rulings, dismissing all
of plaintiffs' claims against the defendants which seek damages due to alleged overcharges and further ruling that all such claims are within the exclusive jurisdiction of the Louisiana Commission. Any claims which seek damages other than overcharges were remanded to the trial court but were stayed pending the completion of the Louisiana Commission proceeding referred to below.
The Company has reached a tentative settlement with the plaintiffs in the context of the Louisiana Commission proceeding referred to below, which settlement will resolve all outstanding issues relating to the Company, subject to certain procedural conditions.

On July 14, 1995, the Louisiana Commission entered an order approving a settlement with the Company and TLIG in connection with its investigation of the costs included in the Trans La Division's purchased gas adjustment component in its rates. The order exonerated the Company of any wrongdoing or manipulation of the cost of gas component of its gas rate to residential and commercial customers. In the settlement, the Company agreed to refund approximately \(\$ 541,000\) plus interest to the Trans La Division's customers over a two-year period due to certain issues related to the calculation of the weighted average cost of gas. The refund totalling approximately \(\$ 1,016,000\), which includes interest calculated through October I, 1995, began in September 1995 and will be credited to customer bills along with interest that accrues after October 1, 1995. Most of the issues that generated the refunds arose before Trans Louisiana Gas Company was acquired by the Company in 1986. The Greeley Gas Company Division of the Company is a defendant in several lawsuits filed as a result of a fire in a building in Steamboat Springs, Colorado on February 3, 1994. The plaintiffs claim that the fire resulted from a leak in a severed gas service line owned by the Greeley Division. The Company believes that the evidence shows that any damage to the line was caused by a third party or parties and occurred prior to the Company's acquisition of Greeley Gas Company in 1993. The Company has adequate insurance and/or reserves to cover any potential damages that may be awarded against the Company in this matter, and has been informed by its insurance carrier that the Company's insurance policy will cover punitive damages. The Company believes that the allegations against it are without merit and will vigorously protect its interest in this matter.

From time to time, claims are made and lawsuits are filed against the Company arising out of the ordinary business of the Company. In the opinion of the Company's management,
liabilities, if any, arising from these actions are either covered by insurance, adequately reserved for by the Company or would not have a material adverse effect on the financial condition of the Company.

\section*{II. STATEMENT OF CASH FLOWS}

Supplemental disclosures of cash flow information for 1995, 1994 and 1993 are presented below:
\begin{tabular}{lrrrr} 
& \multicolumn{1}{c}{1995} & & 1994 & 1993 \\
& & & \\
(In thousands) \()\) & \\
Cash paid for & \(\$ 11,503\) & \(\$ 12,756\) & \(\$ 13,436\) \\
\(\quad\) interest & 10,123 & 6,352 & 8,190
\end{tabular}

\section*{12./ LEASES}

The Company has entered into noncancelable leases involving office space and warehouse space. The remaining lease terms range from one to 20 years and generally provide for the payment of taxes, insurance and maintenance by the lessee. Net property, plant and.equipment included amounts for capital leases of \(\$ 2,694,000\) and \(\$ 5,664,000\) at September 30, 1995 and 1994, respectively.
The related future minimum lease payments at September 30 , 1995 were as follows:
\begin{tabular}{lrr} 
& \begin{tabular}{c} 
Capital \\
leases
\end{tabular} & \begin{tabular}{c} 
Operating \\
(leases thousands)
\end{tabular} \\
\hline 1996 & \(\$ 568\) & \(\$ 7,163\) \\
1997 & 568 & 7,118 \\
1998 & 568 & 6,951 \\
1999 & 568 & 6,905 \\
2000 & 568 & 6,827 \\
Thereafter & \(\underline{3,415}\) & \(\underline{45,399}\) \\
\multicolumn{2}{c}{} \\
Total minimum lease payments & 6,255 & \(\underline{\$ 80,363}\)
\end{tabular}

Less amount representing interest
\((3,373)\)
Present value of net minimum lease payments
\(\$ 2,882\)

Consolidated rent expense amounted to \(\$ 6,643,000, \$ 6,490,000\) and \(\$ 5,277,000\) for fiscal 1995, 1994 and 1993, respectively. Rents are expensed and recovered in rates on a pay-as-you-go basis.

\section*{MANAGEMENTS RESPONSIBILITY FOR FINANCIAL} STATEMENTS

Management is responsible for the preparation, presentation and integrity of the financial statements and other financial information in this report. The accompanying financial statements have been prepared in accordance with generally accepted accounting principles, and include estimates and judgments made by management that were necessary to prepare the statements in accordance with such accounting principles.

The Company maintains a system of internal accounting controls designed to provide reasonable assurance that assets are safeguarded from loss and that transactions are executed and recorded in accordance with established procedures. The concept of reasonable assurance is based on the recognition that the cost of maintaining a system of internal accounting controls should not exceed related benefits. The system of internal accounting controls is supported by written policies and guidelines, internal auditing and the careful selection and training of qualified personnel.

The financial statements have been audited by the Company's independent auditors. Their audit was made in accordance with generally accepted auditing standards, as indicated in the Report of Independent Auditors, and included a review of the system of internal accounting controls and tests of transactions to the extent they considered necessary to carry out their responsibilities for the audit.
Management has considered the internal auditors' and the independent auditors' recommendations concerning the Company's system of internal control and has taken actions that we believe are cost-effective in the circumstances to respond appropriately to these recommendations. The Audit Committee of the Board of Directors meets periodically with the internal auditors and the independent auditors to discuss the Company's internal accounting controls, auditing and financial reporting matters.

\section*{REPORT OF ERNST \& YOUNG LLD, INDEPENDENT AUDITORS}

\author{
Board of Directors \\ Atmos Energy Corporation
}

We have audited the accompanying consolidated balance sheets of Atmos Energy Corporation at September 30, 1995 and 1994,. and the related consolidated statements of income, shareholders' equity and cash flows for each of the three years in the period ended September 30, 1995. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with generally accepted auditing standards. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the consolidated financial position of Atmos Energy Corporation at September 30, 1995 and 1994, and its consolidated results of operations and its cash flows for each of the three years in the period ended September 30, 1995 in conformity with generally accepted accounting principles.

\section*{Eunst + Young LLP}

Dallas, Texas
November 8, 1995

\section*{RANAGEMENT'S DISCUSSION AND ANALYSIS}

\section*{OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS}

\section*{INTRODUCTION}

The Company distributes and sells natural gas to residential, commercial, industrial and agricultural customers in six states. Such business is subject to federal and state regulation and/or regulation by local authorities in each of the states in which the Company operates. In addition, the Company's business is affected by seasonal weather patterns, competitive factors within the energy industry, and economic conditions in the areas that the Company serves.

\section*{RATE ACTIVITY}

On February 10, 1995, the Company filed with the Kentucky Commission for a rate increase for its Western Kentucky Gas Company Division. The filing requested an annual revenue increase of approximately \(\$ 7.7\) million, or 5.5 percent. In July 1995 a settlement agreement was filed with the Kentucky Commission. The Company withdrew from the settlement on August 31, 1995, after the Kentucky Commission issued an order that made modifications which the Company found unacceptable. The Company and all intervenors filed a revised settlement, which was approved by the Kentucky Commission without modifications on October 20, 1995, effective November 1, 1995. The order issued by the Kentucky Commission authorizes the Company to increase its rates by \(\$ 2.3\) million annually, and by an additional \(\$ 1.0\) million annually beginning in March 1996. The settlement includes a decrease in depreciation rates, recovery of expenses related to adoption of SFAS No. 106 and includes a provision for the Company to begin a three-year demand-side management pilot program for the 1996-97 heating season, which could cost up to \(\$ 450,000\) annually, resulting in a total operating income increase of approximately \(\$ 4.0\) million. The Company provides natural gas service to approximately 168,000 customers in Kentucky.

In September 1994, the Company filed to increase revenues by approximately \(\$ 2.6\) million for a portion of its Energas Company service area, which includes approximately 217,000 customers. The Company requested recovery of accrual accounting for postretirement benefits in accordance with SFAS No. 106. See Note 8 of the accompanying notes to consolidated financial statements for SFAS No. 106 information. In November 1994, the Company implemented an annual revenue increase of approximately \(\$ 1.5\) million affecting approximately 195,000 customers located inside the city limits of towns in this portion of its Energas Division. Upon approval of the Railroad

Commission of Texas in January 1995, the Company implemented an annual increase of approximately \(\$ .2\) million relating to the 22,000 remaining rural customers.

GGC filed a request for an increase in annual revenues of \(\$ 4.5\) million with the Colorado Public Utility Commission in September, 1993. On May I. 1994, the Company implemented an annual increase of \(\$ 3.2\) million or \(6.9 \%\) in Phase I of this proceeding. The Phase I rates reflect recovery of SFAS No. 106 expenses with external funding, consistent with the recommended decision of the presiding administrative law judge. In October 1994, the Colorado Commission issued its order affirming the increase as set forth in Phase I. In March 1995, the Greeley Gas Division filed Phase II in the rate proceeding, which addressed rate structure. In September 1995 all parties to the proceeding entered into a stipulation and agreement which became final in November 1995 upon the recommendation by an administrative law judge of the Colorado Commission.

Effective December I, I993, GGC received an annual rate increase of approximately \(\$ 2.1\) million or \(10.6 \%\) in its Kansas service area. The increase reflects recovery of SFAS No. 106 expenses with external funding and a moratorium on rate requests in Kansas until December 1, 1996.

On February 11, 1992, the Company filed a rate case with the city of Amarillo, Texas seeking to increase annual revenues by approximately \(\$ 4.4\) million, or \(12 \%\). In June 1992 the city denied the Company's request for rate relief and the Company appealed to the Railroad Commission. In November 1992, the Railroad Commission issued its decision resulting in a total annual increase of \(\$ 2.1\) million. The Company and the city requested a rehearing of the Order. On January 11, 1993, the Railroad Commission denied rehearing to both parties. In February 1993, the city appealed the Railroad Commission's rate order to the District Court of Travis County, Texas. In January 1994, the District Court denied the city's appeal. The city appealed to the Court of Appeals. On March I, 1995 the Austin Court of Appeals issued its decision affirming the Railroad Commission's 1993 Amarillo Rate Order in all respects. The Texas Supreme Court has declined to review the case.

During the period of 1991 through 1993, the Company also filed for and received other rate increases in certain other rate jurisdictions in its Energas Division totaling approximately \(\$ .3\) million annually.

In September 1992, the Louisiana Commission issued a rate order for the Company's Louisiana service area, which included. a rate stabilization clause ("RSC') for three years that provides for an annual adjustment to the Company's rates to reflect changes in expenses, revenues and invested capital following an annual
review. The RSC provides an opportunity for a return on jurisdictional common equity of between \(11.75 \%\) and \(12.25 \%\). As a result of the Company's fliings under the RSC, an increase of \(\$ 730,000\) annually or \(2 \%\) went into effect on March 1, 1993, an increase of \(\$ 1.1\) million annually or \(2.7 \%\) went into effect on March 1,1994 , and the third increase of \(\$ 1.1\) million annually or \(2.0 \%\) went into effect on March 6,1995 . The Company expects to have a hearing before the Louisiana Commission on extending the rate stabilization mechanism.

\section*{ACQUISITIONS}

The Company has expanded its customer base and sought to diversify the regulations, weather patterns and local economic conditions to which it is subject through acquisitions in 1986, 1987 and 1993. The Company continues to consider and pursue, where appropriate, additional acquisitions of natural gas distribution properties and other business opportunities.
In December 1993, the Company acquired Greeley Gas Company ("GGC") of Denver, Colorado in a merger transaction accounted for as a pooling of interests; therefore, all historical financial statements and notes thereto have been restated to retroactively reflect this merger. At that time, GGC was a privately held company providing natural gas service to nearly 100,000 customers in 122 communities in Colorado, Kansas and a small service area in Missouri. The transaction was structured to be a tax-free reorganization. The Company exchanged \(2,329,330\) shares of its common stock before the 3 -for- 2 stock split ( \(3,493,995\) shares on a post-split basis) for all of the outstanding stock of GGC. For further information regarding the merger, see Note 2 of notes to consolidated financial statements.
Subsequent to September 30, 1995, the Company acquired privately held Oceana Heights Gas Company ("Oceana") of Thibodaux, Louisiana. Oceana provides natural gas service to approximately 9,200 customers and is located adjacent to a system in Lafourche Parish that was acquired by Atmos in 1994. The transaction will be accounted for as a pooling of interests. The outstanding shares of Oceana Heights capital stock were converted into shares of Atmos common stock having a market value equal to the \(\$ 6.4\) million purchase price. The Louisiana Commission's approval included regulatory and rate making terms acceptable to Atmos. Although significant for the Trans La Division's operations which currently serve over 70,000 customers in Louisiana, the transaction is not expected to have a material impact on the Company's financial condition and results of operations. The acquisition is consistent with the Company's long-standing corporate development strategy.

\section*{RESULTS OF OPERATIONS}

Year ended September 30, 1995 compared with year ended September 30, 1994
Operating revenues decreased \(13 \%\) to \(\$ 435.8\) million in 1995 from \(\$ 499.8\) million in 1994 due to weather that was \(9 \%\) warmer than in 1994 and a \(14 \%\) decrease in the average cost of gas per thousand cubic feet ("Mcf") sold. Average gas sales revenues per Mcf decreased from 1994 by \(\$ .31\) to \(\$ 3.83\) in 1995 , while the average cost of gas per Mcf sold decreased \(\$ .40\) to \(\$ 2.46\) in 1995 . The number of meters in service increased to 658,114 at September 30, 1995 compared with 649,319 at September 30, 1994. Sales to weather sensitive residential, commercial and public authority customers decreased approximately 6.3 billion cubic feet ("Bcf") in 1995 while sales to industrial and agricultural customers decreased approximately 5 Bcf. Total sales volumes decreased \(5.8 \%\) to 109.3 Bcf in 1995 , as compared with 1994. Revenues from gas transported for others decreased \(\$ 2.4\) million to approximately \(\$ 11.7\) million in fiscal 1995 due to a decrease in volumes transported of 4.8 Bcf to 30.5 Bcf in 1995.

Gross profit decreased by approximately \(1 \%\) to \(\$ 167.0\) million in 1995 from \(\$ 168.2\) million in 1994. The primary factor contributing to the lower gross profit was lower volumes sold and transported due to warmer weather. The effect of warmer weather on gross profit was substantially reduced by implementing rate increases totaling \(\$ 2.8\) million and \(\$ 6.4\) million in 1995 and 1994 , respectively. Operating expenses, excluding income taxes, decreased \(6 \%\) to \(\$ 125.1\) million in 1995 from \(\$ 133.7\) million in 1994, due primarily to decreased operation and maintenance expense. Operation and maintenance expense decreased \(\$ 10.3\) million due to decreased distribution expense, customer accounts expenses, employee welfare and pension expenses, rent expense, and outside services expense. In 1994 GGC acquistion and assimilation costs were approximately \(\$ 1.5\) million and the cost of an early retirement program was approximately \(\$ 1.3\) million. The acquisition and assimilation costs as well as the early retirement program were one-time costs associated with the GGC acquisition. The Company also adopted Statement of Financial Accounting Standards No. 106, "Employers' Accounting for Postretirement Benefits Other Than Pensions" in 1994. It has been successful in seeking recovery of SFAS No. 106 expenses in the majority of its service areas in 1994 and 1995 and will continue to seek recovery in its remaining service areas (Note 8). Income taxes increased to \(\$ 9.6\) million for 1995 from \(\$ 8.1\) million for 1994 . The primary reason for the increase was higher pre-tax profits. The effective tax rate decreased to \(33.7 \%\) in 1995 from \(35.6 \%\) in 1994. This was primarily due to the impact of permanent differences on the higher pre-tax profits in 1995. Operating income increased in 1995 by approximately \(22 \%\) to \(\$ 32.4\) million from \(\$ 26.5\) million in 1994 .

The increase in operating income resulted primarily from decreases in 1995 operating expenses as discussed above. The Company expects to see operating expenses return to a more normal level in 1996.

Net income increased in 1995 by approximately \(29 \%\) to \(\$ 18.9\) million from \(\$ 14.7\) million in the prior year. This increase in net income resulted primarily from an increase in operating income, which was partially offset by a \(\$ 1.4\) million increase in interest expense. Net income per share increased to \(\$ 1.22\) for 1995 from \(\$ .97\) for 1994.

The Company estimates that the impact of the weather being 10\% warmer than normal for 1995 caused net income to be approximately \(\$ 4.0\) million less than it would have been had the Company experienced normal temperatures in its respective service areas. Weather was approximately \(1 \%\) warmer than normal for 1994.

Year ended September 30, 1994 compared with year ended September 30, 1993 ~

Operating revenues increased to \(\$ 499.8\) million in 1994 from \(\$ 459.6\) million in 1993 due to rate increases implemented in Kansas, Colorado and Louisiana, an increase in the number of customers, changes in cost of gas and increased volumes sold. Average gas sales revenues per Mcf increased from 1993 by \(\$ .12\) to \(\$ 4.14\) in 1994, while the average cost of gas per Mcf sold increased \(\$ .15\) to \(\$ 2.86\) in 1994. The number of meters in service increased to 649,319 at September 30, 1994 compared with 636,159 at September 30, 1993. Although the weather was \(2 \%\) warmer in 1994 than in 1993, it was only slightly warmer than normal. Sales to residential, commercial and public authority customers decreased approximately 5 Bcf in 1994, but sales to industrial and agricultural customers increased approximately 7 Bcf. Total sales volumes increased 6.7 Bcf to 116.1 Bcf in 1994, as compared with 1993. Revenues from gas transported for others decreased \(\$ .9\) million to approximately \(\$ 14.1\) million in fiscal 1994 due to a decrease in volumes transported of 4.5 Bcf to 35.3 Bcf in 1994.

Gross profit increased by approximately \(3 \%\) to \(\$ 168.2\) million in 1994 from \(\$ 163.1\) million in 1993. The primary factors contributing to the higher gross profit were increased prices and volumes, as discussed above. Operating expenses, excluding income taxes, increased to \(\$ 133.7\) million in 1994 from \(\$ 122.8\) million in 1993 due to increased operation expense and depreciation. Operation expense increased \(\$ 9.9\) million due to increased distribution expense, employee welfare expenses including adoption of SFAS No. 106, GGC acquisition and assimilation costs, and the cost of an early retirement program in the Greeley Gas

Division in the fourth quarter. SFAS No. 106 expenses in excess of pay-as-you-go expenses were approximately \(\$ 3.8\) million in 1994. The Company has been successful in seeking recovery of SFAS No. 106 expenses in a portion of its service areas and will continue to seek recovery in its remaining service areas (Note 8). GGC acquisition and assimilation costs were approximately \(\$ 1.5\) million in 1994 compared with approximately \(\$ .5\) million in 1993. The cost of the early retirement program was approximately \(\$ 1.3\) million in 1994. The acquisition and assimilation costs as well as the early retirement program are one-time costs associated with the GGC acquisition. Income taxes decreased to \(\$ 8.1\) million for 1994 from \(\$ 10.1\) million for 1993. The primary reasons for the decrease were lower pre-tax profits and a lower effective tax rate. The effective tax rate decreased to \(35.6 \%\) in 1994 from \(36.5 \%\) in 1993. This was primarily due to the impact of permanent differences on the lower pre-tax profits in 1994. Operating income decreased in 1994 by approximately \(13 \%\) to \(\$ 26.5\) million from \(\$ 30.3\) million in 1993 . The decrease in operating income resulted primarily from increased operating expenses as discussed above.

Net income decreased in 1994 by approximately \(16 \%\) to \(\$ 14.7\) million from \(\$ 17.5\) million in the prior year. This decrease in net income resulted primarily from a decrease in operating income, which was partially offset by a \(\$ 1.0\) million decrease in interest expense. Net income per share decreased to \(\$ .97\) for 1994 from \(\$ 1.22\) for 1993, reflecting the effects of an increase in average shares outstanding of approximately \(6 \%\). One-time acquisition costs, assimilation expenses and an early retirement program in Greeley Gas Company, as well as the effect of adopting SFAS No. 106, reduced earnings per share by approximately \(\$ .22\) in 1994.

\section*{CAPITAL RESOURCES AND LIQUIDITY}
(See "Consolidated Statements of Cash Flows")

\section*{CASH FLOWS FROM OPERATING ACTIVITIES}

Cash flows from operating activities totaled \(\$ 58.5\) million for 1995 compared with \(\$ 41.2\) million for 1994 and \(\$ 37.1\) million for 1993. In 1995 the Company experienced increases in both net income and in cash provided by changes in assets and liabilities as compared with 1994 and 1993. Depreciation increased in 1995 because of increasing capital expenditures. Gas stored underground decreased in 1995 and 1994 because of substantially lower gas prices during the summers of 1995 and 1994 when the storage reservoir was being refilled. The \(\$ 10.9\) million increase in deferred charges and other assets in 1993 related to the \(\$ 8.4\) million increase in deferred credits and other liabilities and recognized funding for the Supplemental Executive Benefits Plan. See "Consolidated Statements of Cash Flows" for other changes in assets and liabilities.

\section*{CASH FLOWS FROM INVESTING ACTIVITIES}

Net cash. used in investing activities totaled \(\$ 60.2\) million in 1995 compared with \(\$ 48.4\) million in 1994 and \(\$ 42.2\) million in 1993. Capital expenditures in fiscal 1995 amounted to \(\$ 62.9\) million compared with \(\$ 50.4\) million in 1994 and \(\$ 43.1\) million in 1993. Currently budgeted capital expenditures for 1996 total \(\$ 66.3\) million and include major expenditures for mains, services, meters, vehicles and computer software. Such expenditures will be financed from internally generated funds and financing activities, as discussed below.

\section*{CASH FLOWS FROM FINANCING ACTIVITIES}

Net cash provided by financing activities totaled \(\$ 1.2\) million for 1995 compared with \(\$ 7.7\) million for 1994 and \(\$ 3.7\) million for 1993. Financing activities during these periods included issuance of common stock, dividend payments, borrowings from banks, and issuance and repayments of long-term debt.

Cash dividends and distributions paid. The Company paid \(\$ 14.2\) million in cash dividends during 1995 compared with \(\$ 12.7\) million in 1994 and \(\$ 10.2\) million in 1993 . The \(\$ 1.5\) million increase over 1994 primarily reflects an increase in the Company's quarterly dividend rate and an increase in the number of shares of common stock outstanding in 1995. The Company has increased its historical dividend rate in each of the last seven years.

Short-term financing activities. At September 30, 1995, the Company had committed lines of credit totaling \(\$ 90.0\) million, all of which was unused, in order to provide for short-term cash requirements. These credit facilities are negotiated at least annually. At September 30, 1995, the Company also had uncommitted
short-term credit lines of \(\$ 140.0\) million, of which \(\$ 106.5\) million was unused. During 1995, notes payable decreased \(\$ 24.6\) million compared with increases of \(\$ 22.4\) million during 1994 and \(\$ 2.6\) million in 1993. The decrease in 1995 was primarily due to repayment of short-term debt with the proceeds from the issuance of long-term debt in November 1994. The increase in 1993 was less than the increase in 1994, partly because of funds provided in 1993 from stock issued under the Direct Stock Purchase Plan.
Long-term financing activities. Payments of long-term debt decreased \(\$ 5.85\) million to \(\$ 4.0\) million for the year ended September 30, 1995 compared with the year ended September 30, 1994. Payments of long-term debt in 1995 consisted of a \(\$ 2.0\) million installment on the Company's \(9.75 \%\) Senior Notes due in 1996 and a \(\$ 2.0\) million installment on the \(11.2 \%\) Senior Notes. In November 1994, the Company entered into note purchase agreements totaling \(\$ 40.0\) million with two insurance companies and issued at par \(\$ 20.0\) million of unsecured Senior Notes at \(8.07 \%\) payable in annual installments of \(\$ 4.0\) million beginning October 31, 2002 through October 31, 2006 with semiannual interest payments and \(\$ 20.0\) million of unsecured Senior Notes at \(8.26 \%\) payable in annual installments of \(\$ 1.8\) million beginning October 3I, 2004 through October 31, 2014 with semiannual interest payments. No long-term debt was issued in 1994 or 1993. Payments of long-term debt during fiscal 1994 consisted of a \(\$ 3.0\) million installment on the Company's \(9.75 \%\) Senior Notes due in 1996, a \(\$ 2.0\) million installment on the \(11.2 \%\) Senior Notes, the balance of \(\$ 3.25\) million on the \(13.75 \%\) Series I First Mortgage Bonds and the balance of \(\$ 1.6\) million on the \(13 \%\) Series G First Mortgage Bonds. The loan agreements pursuant to which all the Company's Senior Notes have been issued contain covenants by the Company with respect to the maintenance of certain debt-to-equity ratios and cash flows, and restrictions on the payment of dividends. Also see Note 3 of notes to consolidated financial statements.
Issuance of common stock. The Company issued 221,946, 428,264 and 897,089 shares of common stock in 1995, 1994 and 1993, respectively, for its Direct Stock Purchase Plan ("DSPP"), Employee Stock Ownership Plan, Restricted Stock Grant Plan, and Incentive Stock Option Plan. See the Consolidated Statements of Shareholders' Equity for the number of shares issued under each of the plans. The DSPP was implemented in August 1992. In 1993 the DSPP was amended to remove the direct stock purchase feature of the plan and the plan was renamed the Atmos Energy Corporation Dividend Reinvestment and Stock Purchase Plan ("DRSPP"). However, in January 1995 the direct stock purchase feature was reinstated and the name was

\section*{}
changed back to the Direct Stock Purchase Plan. Shares purthased under the DSPP in 1995 were purchased on the open market. No new shares were issued under the DSPP in 1995. In 1994 and 1993, 173,801 and 760,089 shares, respectively, were issued under the DRSPP, generating, proceeds of \(\$ 3.0\) million and \(\$ 13.4\) million, respectively. At September 30, 1995, 712,596 shares were available for future issuance under the DSPP.

The Company believes that internally generated funds, its short-term credit facilities and access to the debt and equity capital markets will provide necessary working capital and liquidity for capital expenditures and other cash needs for 1996.

\section*{SEASONALITY}

The Company's natural gas distribution business is seasonal due to weather conditions in the Company's service areas. Gas sales are affected by winter heating season requirements, and sales to agricultural customers (who use natural gas as fuel in the operation of irrigation pumps) during the period from April through September may be affected by rainfall amounts. These factors generally result in higher operating revenues and net income during the period from October through March of each year and lower operating revenues and either net losses or lower net income during the period from April through September of each year.

The table below sets forth, on an unaudited basis, the Company's quarterly operating revenues, quarterly operating revenues as a percentage of annual operating revenues, quarterly net income (loss) and quarterly net income (loss) as a percentage of annual net income for its past two fiscal years.

\section*{INFLATION}

The Company believes that inflation has caused and will continue to cause increases in certain operating expenses and has required and will continue to require assets to be replaced at higher costs. The Company continually reviews the adequacy of its gas rates in relation to the increasing cost of providing service and the inherent regulatory lag in adjusting those gas rates.

\section*{ENVIRONMENTAL MATTERS}

From time to time, the Company receives inquiries regarding various environmental matters. The Company believes that its properties and operations substantially comply with and are operated in substantial conformity with all applicable environmental statutes and regulations. There are no administrative or judicial proceedings arising under environmental quality statutes pending or known to be contemplated by governmental agencies which, if adversely determined, would have a material adverse effect on the Company.
\begin{tabular}{|c|c|c|c|c|c|}
\hline \multirow[t]{3}{*}{} & \multicolumn{4}{|c|}{Quarter ended} & \multirow[b]{2}{*}{Total} \\
\hline & December 31 & March 31 & June 30 & September 30 & \\
\hline & \multicolumn{4}{|c|}{(In thousands, except for percentages)} & \\
\hline \multicolumn{6}{|l|}{1995} \\
\hline \multirow[t]{2}{*}{Operating revenues} & \$117,848 & \$157,294 & \$84,685 & \$75,993 & \$435,820 \\
\hline & 27\% & 36\% & 19\% & 18\% & 100\% \\
\hline \multirow[t]{2}{*}{Net income (loss)} & \$ 6,476 & \$ 13,945 & \$ 82 & \$ \((1,630)\) & \$ 18,873 \\
\hline & 34\% & 74\% & 1\% & (9)\% & 100\% \\
\hline \multicolumn{6}{|l|}{1994} \\
\hline \multirow[t]{2}{*}{Operating revenues} & \$145,501 & \$186,944 & \$90,013 & \$77,350 & \$499,808 \\
\hline & 29\% & 37\% & 18\% & 16\% & 100\% \\
\hline \multirow[t]{2}{*}{Net income (loss)} & \$ 7,088 & \$ 13,242 & \$ \((1,224)\) & \$ \((4,427)\) & \$ 14,679 \\
\hline & 48\% & 90\% & (8)\% & (30)\% & 100\% \\
\hline
\end{tabular}

\section*{QUARTERLY FINANCIAL DATA (UNAUDITED)}

Summarized unaudited quarterly financial data are presented below. The sum of net income per share by quarter may not equal the net income per share for the year due to variations in the weighted average shares outstanding used in computing such amounts.
\begin{tabular}{|c|c|c|c|c|c|c|c|c|}
\hline \multirow[t]{4}{*}{} & \multicolumn{8}{|c|}{Quarter ended} \\
\hline & \multicolumn{2}{|r|}{December 31,} & \multicolumn{2}{|c|}{March 31,} & \multicolumn{2}{|c|}{June 30 ,} & \multicolumn{2}{|l|}{September 30,} \\
\hline & 1994 & 1993 & 1995 & 1994 & 1995 & 1994 & 1995 & 1994 \\
\hline & \multicolumn{8}{|c|}{(In thousands, except per share data)} \\
\hline Operating revenues & \$117,848 & \$145,501 & \$157,294 & \$186,944 & \$84,685 & \$90,013 & \$75,993 & \$77,350 \\
\hline Gross profit & 43,482 & 48,421 & 59,577 & 59,366 & 34,069 & 31,790 & 29,882 & 28,660 \\
\hline Operating income (loss) & 9,786 & 10,302 & 17,689 & 16,345 & 2,987 & 1,433 & 1,915 & \((1,614)\) \\
\hline Net income (loss) & 6,476 & 7,088 & 13,945 & 13,242 & 82 & \((1,224)\) & \((1,630)\) & \((4,427)\) \\
\hline Net income (loss) per share & . 42 & . 47 & .91 & . 87 & . 01 & (.08) & (.11) & (.29) \\
\hline
\end{tabular}

\section*{MARKET INFORMATION}

The Company's stock trades on the New York Stock Exchange under the trading symbol "ATO". The high and low sale prices and dividends paid per share of the Company's common stock, as adjusted for the 3-for-2 stock split in May 1994, for fiscal 1995 and 1994 are listed below.
\begin{tabular}{|c|c|c|c|c|c|c|}
\hline \multirow[t]{2}{*}{} & \multicolumn{3}{|c|}{1995} & \multicolumn{3}{|c|}{1994} \\
\hline & High & Low & Dividends paid & High & Low & Dividends paid \\
\hline \multicolumn{7}{|l|}{Quarter ended:} \\
\hline December 31 & \$18 & \$15\% & \$ 23 & \$21 \% & \$163/4 & \$ 22 \\
\hline March 31 & \(181 / 2\) & \(16 \%\) & . 23 & 20 & \(173 / 4\) & . 22 \\
\hline June 30 & \(201 / 4\) & 17 1/2 & . 23 & \(201 / 4\) & 18 & . 22 \\
\hline September 30 & 20 \% & 19 & . 23 & 19 & \(16^{3 / 8}\) & . 22 \\
\hline & & & \$.92 & & & \$ 88 \\
\hline
\end{tabular}

Prior to its acquisition, GGC made distributions to its shareholders in fiscal 1994 of \(\$ 120,000\). The "Dividends paid" information above has not been restated for the pooling of interests in December 1993, but reflects historical cash dividends paid per share of Atmos common stock as restated for the 3-for-2 stock split in May 1994.

See Note 3 of notes to consolidated financial statements for restriction on payment of dividends. The number of record holders of the Company's common stock on September 30, 1995 was 23,625.

\section*{SELECTED FINANCIAL DATA}

The following table sets forth selected financial data with respect to the Company and should be read in conjunction with the consolidated financial statements included herein.
\begin{tabular}{|c|c|c|c|c|c|}
\hline \multirow[t]{3}{*}{} & \multicolumn{5}{|c|}{Year ended September 30,} \\
\hline & 1995 & 1994 & 1993 & 1992 & 1991 \\
\hline & \multicolumn{5}{|c|}{(In thousands, except per share data)} \\
\hline Operating revenues & \$435,820 & \$499,808 & \$459,641 & \(\underline{\$ 403,353}\) & \$399,667 \\
\hline Net income & \$ 18,873 & \$ 14,679 & \$ 17,544 & \$ 10,998 & \$ 9,612 \\
\hline Net income per share & \$ 1.22 & \$ . 97 & \$ 1.22 & \$ . 80 & \$ . 71 \\
\hline Cash dividends per share & \$ \(\quad .92\) & \$ 8.88 & \$ 8.85 & \$ .83 & \$ .80 \\
\hline Total assets at end of year & \$445,783 & \$416,678 & \$391,618 & \$358,363 & \$338,714 \\
\hline Long-term debt at end of year & \$131,303 & \$138,303 & \(\underline{\text { \$105,853 }}\) & \(\underline{\$ 112,153}\) & \$116,461 \\
\hline Supplemental net income (1) & & & \$ 18,132 & \$ 10,570 & \$ 10,130 \\
\hline Supplemental net income per share (1) & & & \$ 1.26 & \$ 77 & \$ 75 \\
\hline
\end{tabular}

\footnotetext{
(1) Supplemental net income reflects results if GGC had not made on S Corporotion election in 1987
}

\begin{tabular}{|c|c|c|c|c|c|}
\hline & 1995 & 1994 & 1993 & 1992 & 1991 \\
\hline \multicolumn{6}{|l|}{BALANCE SHEET DATA AT SEPTEMBER 30 (In thousands)} \\
\hline Capital expenditures & \$ 62,927 & \$ 50,355 & \$ 43,143 & \$ 42,169 & \$ 37,630 \\
\hline Net property, plant and equipment & 363,252 & 327,407 & 299,275 & 276,924 & 259,187 \\
\hline Working capital & (39,119) & (10,936) & \((28,524)\) & \((23,548)\) & \((5,740)\) \\
\hline Total assets & 445,783 & 416,678 & 391,618 & 358,363 & 338,714 \\
\hline Shareholders' equity & 158,278 & 149,556 & 139,429 & 117,248 & 110,958 \\
\hline Long-term debt, excluding current maturities & 131,303 & 138,303 & 105,853 & I 12,153 & 116,46| \\
\hline Total capitalization & 289,581 & 287,859 & 245,282 & 229,401 & 227,419 \\
\hline \multicolumn{6}{|l|}{INCOME STATEMENT DATA (In thousands, except per share data)} \\
\hline Operating revenues & \$435,820 & \$499,808 & \$459,641 & \$403,353 & \$399,667 \\
\hline Gross profit & 167,010 & 168,237 & 163,109 & 146,262 & 137,871 \\
\hline Net income & 18,873 & 14,679 & 17,544 & 10,998 & 9,612 \\
\hline Net income per share & 1.22 & . 97 & 1.22 & . 80 & . 71 \\
\hline \multicolumn{6}{|l|}{COMMON STOCK DATA} \\
\hline Shares outstanding at end of year (000's) & 15,519 & 15,297 & 14,869 & 13,972 & 13,665 \\
\hline Average shares outstanding (000's) & 15,416 & 15,195 & 14,338 & 13.789 & 13,486 \\
\hline Cash dividends per share & \$ . 92 & \$ . 88 & \$ . 85 & \$ . 83 & \$ . 80 \\
\hline Market price - high & \$ 20.63 & \$ 21.13 & \$ 20.63 & \$ 15.25 & . \$ 14.13 \\
\hline - low & \$ 15.88 & \$ 16.38 & \$ 13.50 & \$ 12.63 & \$ 10.38 \\
\hline - end of year & \$ 19.38 & \$ 17.75 & \$ 20.25 & \$ 14.88 & \$ 14.00 \\
\hline Book value per share at end of year & \$ 10.20 & \$ 9.78 & \$ 9.38 & \$ 8.39 & \$ 8.12 \\
\hline Shareholders of record & 23,625 & 19,881 & 18,955 & 7.856 & 7.015 \\
\hline Price/Earnings ratio at end of year & 15.89 & 18.30 & 16.60 & 18.59 & 19.72 \\
\hline Market/Book ratio at end of year & 1.90 & 1.82 & 2.16 & 1.77 & 1.72 \\
\hline Annualized dividend yield at end of year & 4.7\% & 5.0\% & 4.2\% & 5.6\% & 5.7\% \\
\hline \multicolumn{6}{|l|}{VOLUMES AND METERS (MMCF AS METERED)} \\
\hline Gas sales volumes & 109,346 & 116,087 & 109,405 & 99,720 & 101,435 \\
\hline Gas transportation volumes & 30,463 & 35,308 & 39,782 & 32,203 & 35,201 \\
\hline Total volumes handled & 139,809 & 151,395 & 149,187 & 131,923 & 136,636 \\
\hline Meters in service at end of year & 658,114 & 649,319 & 636,159 & 630,365 & 619,111 \\
\hline Average meters in service & 656,259 & 646,165 & 635,074 & 631,130 & 618,736 \\
\hline Degree days (Heating) & 3,579 & 3,953 & 4,046 & 3,676 & 3,583 \\
\hline Percent of normal & 90\% & 99\% & 102\% & 92\% & 90\% \\
\hline Average gas sales price per Mcf sold & \$ 3.83 & \$ 4.14 & \$ 4.02 & \$ 3.86 & \$ 3.74 \\
\hline Average purchased gas cost per Mcf sold & \$ 2.46 & \$ 2.86 & \$ 2.71 & \$ 2.58 & \$ 2.58 \\
\hline Average transportation fee per Mcf & \$ . 38 & \$ . 40 & \$ . 38 & \$ . 42 & \$ . 46 \\
\hline \multicolumn{6}{|l|}{STATISTICS} \\
\hline Return on average shareholders' equity & 12.3\% & 10.2\% & 13.7\% & 9.6\% & 9.0\% \\
\hline Number of employees & 1,646 & 1,709 & 1,756 & 1,750 & 1,770 \\
\hline Net plant per meter & \$ 552 & \$ 504 & \$ 470 & \$ 439 & \$ 419 \\
\hline Operating and maintenance expense per meter & \$ 133 & \$ 151 & \$ 139 & \$ 134 & \$ 130 \\
\hline Number of meters per employee & 400 & 380 & 362 & 360 & 350 \\
\hline Times interest earned before income taxes & 3.01 & 2.84 & 3.06 & 2.12 & 2.10 \\
\hline
\end{tabular}

\section*{}
(top row from left to right)

TRAVIS W. BAIN II
President,
Bain Enterprises, Inc.
Plano, Texas
Board member since 1988
Committees: Audit, Nominating

\section*{DAN BUSBEE}

Attorney and Shareholder, Locke Purnell Rain Harrell (A Professional Corporation)
Dallas, Texas
Board member since 1988
Committees: Audit (Chairman),
Human Resources
DR. THOMAS C. MEREDITH
President,
Western Kentucky University
Bowling Green, Ky.
Board member since 1995

PHILLIP E. NICHOL
Senior Vice President and Branch Manager,
PaineWebber Incorporated
Cleveland, Ohio
Board member since 1985
Committees: Nominating
(Chairman), Human Resources
JOHN W. NORRIS, JR.
Chairman of the Board and Chief Executive Officer, Lennox International, Inc. Dallas, Texas
Board member since 1987
Committees: Human Resources
(Chairman), Executive

\section*{JAMES F. PURSER}

Executive Vice President and
Chief Financial Officer,
Atmos Energy Corporation
Dallas, Texas
Board member since 1995
(bottom row from left to right)

\section*{CARL S. QUINN}

General Partner,
Quinn Oil Company, Ltd.
Houston, Texas
Board member since 1994
Committees: Human Resources
LEE E. SCHLESSMAN
President,
Dolo Investment Company
Denver, Colo.
Board member since 1994
Committees: Audit, Nominating


ROBERT F. STEPHENS
President and Chief
Operating Officer,
Atmos Energy Corporation
Dallas, Texas
Board member since 1995
Committees: Executive
CHARLES K. VAUGHAN
Chairman of the Board,
Atmos Energy Corporation
Dallas, Texas
Board member since 1983
Committees: Executive
(Chairman), Human Resources
RICHARD WARE II
President,
Amarillo National Bank
Amarillo,Texas
Board member since 1994
Committees: Audit, Nominating



ROBERT F. STEPHENS
President and Chief Operating Officer

JAMES F. PURSER
Executive Vice President and Chief Financial Officer
J. CHARLES GOODMAN

Executive Vice President,
Corporate Operations
GLEN A. BLANSCET
Vice President, General Counsel and Corporate Secretary

\section*{H.F. HARBER}

Senior Vice President, Corporate Services

\section*{DONALD E. JAMES}

Senior Vice President, Public Affairs

MARY S. LOVELL
Senior Vice President, Utility Services

DAVID L. BICKERSTAFF
Vice President and Controller

\section*{O. CARL BROWN}

Vice President, Financial and
Strategic Planning

\section*{LEE A. EVERETT}

Vice President, Rates and
Regulatory Affairs
JACK W. EVERSULL
Vice President, Investor Relations
CLEABURNE H. FRITZ
Vice President, Information Services

DAN L. LINDSEY
Vice President, Technical Services

\section*{WYNN D. McGREGOR}

Vice President, Human
Resources
R. EUGENE MATTINGLIY

Vice President, Marketing
TOBY A. PRIOLO
Vice President, Intrastate Gas Supply

GORDON J. ROY
Vice President, Gas Supply
CARL W. WELLER
Treasurer


\section*{COMMON STOCK LISTING}

New York Stock Exchange
TRADING SYMBOL ATO

\section*{STOCK TRANSFER AGENT} AND REGISTRAR
Shareholder inquiries on stock transfers may be directed to the First National Bank of Boston, in care of Boston EquiServe, LP., Mail Stop 45-02-64, p.O. Box 644, Boston, MA 02102-0644. You may call the Interactive Voice Response System 24 hours a day at 1-800-543-3038, or to speak to a customer service representative, call between 9 a.m. and 6 p.m. EST Monday through Friday.

\section*{INDEPENDENT AUDITORS}

Ernst and Young LLP
2121 San Jacinto
Suite 500
Dallas, Texas 75201
(214) 969-8000

\section*{FORM 10-K}

The Atmos Energy Corporation Annual Report on Form 10-K is available on request from Investor Relations, Atmos Energy Corporation, P.O. Box 650205, Dallas, Texas 75265-0205, 1-800-38-ATMOS (382-8667) 7:30 a.m. - 4:30 p.m. CST.

\section*{ANNUAL MEETING}

The Annual Meeting of Shareholders will be held at the Westin Hotel, Tabor Center Denver, 1672 Lawrence St., Denver, Colo., at II a.m. Mountain Time on Feb. 14, 1996.

\section*{DIRECT STOCK PURCHASE} PLAN

Atmos Energy Corporation's Direct Stock Purchase Plan features:
- Initial investment of \(\$ 200\), up to \(\$ 100,000\)
- Optional cash payments of as little as \(\$ 25\), up to \(\$ 100,000\) annually
- Purchase Atmos shares and pay no brokerage fees or commissions
- 3 percent discount on stock purchased with reinvested dividends
- No-fee IRA or SEPIRA
- Deposit share certificates for safekeeping
- Automatic monthly investing

For an Initial Investment Form or Enrollment Authorization Form and Plan Prospectus, please call Atmos Shareholder

Relations at \(1-800-38-A T M O S\) (382-8667) 7:30 a.m. - 4:30 p.m. CST; Boston EquiServe, L.P. at I-800-543-3038, or use the postage-paid card included in this report. The Prospectus is also available on the Internet, at the address listed below.

\section*{ATMOS INFORMATION BY PHONE OR INTERNET}

Atmos Energy Corporation shareholder information is available by phone seven days a week, 24 hours a day through the Boston EquiServe, L.P. Interactive Voice Response System. To perform stock transfer inquiries, listen to current company information and access daily stock quotes without the assistance of a customer service representative, call 1-800-543-3038, and have your Atmos Energy shareholder account number and Social Security or taxpayer ID number ready.
Atmos financial information also may be obtained free of charge from InvestQuest over the Internet and a fax on demand service. The World Wide Web address on the Internet is http://invest.questcolumbus.oh.us/. For fax on demand, call (614) 844-3860.

\section*{ATMOS ENERGY CORPORATION CONTACTS}

Shareholder and Direct Stock
Purchase Plan Information:
Michele Barnes
1-800-38-ATMOS (382-8667),
7:30 a.m. - 4:30 p.m. CST
Financial Information for Securities Analysts and Investment Managers:
Jack Eversull
(214) 788-3729

General Information: Margaret Watson
(214) 450-4050
\(\cdots\)

\section*{ATMOS ENERGY CORPORATION 1994 ANNUAL REPORT}

 tell you where we are: whore our company operates, what our pesition is in the markotplace. But a complete report must tell you not Just where we mave hese in the year past, in torme of rovenue generated or Income oarned. It also must effor a map of where we are soling: plans to reach a new destination over the coming years, and strategles that will sulde us on our way. \(>\) In this year's annual ropart, we provide our readors - Investors, analysts, omployess, customars ant irlends of Atmos who are Interested in the company - with the map of eur husinese. >

FINARCIAL HIGHLIGMTS

Operating revenues
Gross profit
\begin{tabular}{|c|c|c|}
\hline \multicolumn{3}{|c|}{Year ended September 30,} \\
\hline 1994 & 1993 & 1992 \\
\hline \multicolumn{3}{|l|}{(Dollar amounts in thousands, except per share data)} \\
\hline \$499,808 & \$459,641 & \$403,353 \\
\hline 168,237 & 163,109 & 146,262 \\
\hline 14,679 & 17,544 & 10,998 \\
\hline 416,678 & 391,618 & 358,363 \\
\hline 287,859 & 245,282 & 229,401 \\
\hline 151,395 & 149,187 & 131,923 \\
\hline 3,953 & 4,046 & 3,676 \\
\hline 99\% & 102\% & 92\% \\
\hline 649,319 & 636,159 & 630,365 \\
\hline \$ . 97 & \$ 1.22 & \$ . 80 \\
\hline \$ . 88 & \$ . 85 & \$ . 83 \\
\hline \$ 9.78 & \$ 9.38 & \$ 8.39 \\
\hline 10.2\% & 13.7\% & 9.6\% \\
\hline 52\% & 57\% & 51\% \\
\hline
\end{tabular}

Net income
At end of year
Assets
Total capitalization
Total gas sales and gas transported for others (MMcf as metered)
Heating degree days
Percent of normal
Meters in service
Net income per share
Atmos dividends deciared per share
Book value per share at end of year
Return on average common shareholders' equity
Shareholders' equity as a percentage of total capitalization at end of year


SIZE OF SERVIGE
AREA - 50.650 SQuARE MILES
population
in SERVICE AREA -
2.1 MILLION

CUSTOMERS
SERVE[ • 649,519


We completed an eventful year.

Not only was significant progress made toward our long-term goal of building a premier natural gas utility, but we set a number of records. Some of the year's accomplishments:
\(>\) Record throughput of 151.4 Bcf.
\(>\) Record number of 649,319 customers served.
\(>\) A 2.2 Bcf, or 9.2 percent, increase in industrial throughput in the company's Kentucky interstatesupplied system, in a competitive post-FERC Order 636 environment.
\(>\) Three rate cases approved, totaling \(\$ 6.4\) million in annual revenues, of which \(\$ 2.8\) million was included in 1994 revenues.
\(>\) Completion of the acquisition of Greeley Gas Company in December 1993.
\(>\) Three-for-two stock split in May 1994.
- A 4.5 percent annual increase in the dividend approved by the Board of Directors on Nov. 9, 1994, the company's seventh consecutive annual dividend increase.
\(>81\) percent participation in the Dividend Reinvestment and Stock Purchase Plan by shareholders of record.

In terms of our long-term strategy for growth and geographic diversity, we are on

Retail Store Owner
Scott Phister, Crested
Butte, Colo. Market-
ing efforts at Greeley
Gas Company have
been retocused on gain-
ing new customers
rather than appliance
merchandising.
track. The acquisition of Greeley Gas Company increased our customer base by approximately 20 percent. The new areas served include suburban Kansas City and fast-growing resort areas of Colorado.

We have met our goal of substantially completing the assimilation of Greeley Gas into Atmos within one year. We implemented a new streamlined structure and leaner staffing levels in Greeley Gas which we believe will meet the company's needs now and into the future, while continuing the company's excellent level of customer service. We found opportunities to introduce some economies of scale and
increase efficiency. As a part of Atmos, Greeley Gas has increased access to capital for plant investment, and will benefit from Atmos' expertise in areas such as gas supply, marketing and safety and training. As expected, acquisition costs and expenses for assimilating Greeley's operations affected the company's results for the year.

Atmos has kept its debt to equity ratio at about 48 percent. The company recently completed a \(\$ 40\) million long-term financing with private placements at two insurance companies. The funds were used to pay down short-term debt

Despite Atmos' many important achievements, the company's stock performance was affected by concerns about rising interest rates, although less than many other gas utilities.

Earningss for 1994 were down from the previous record year. One-time acquisition costs, assimilation expenses and an early retirement program in Greeley Gas Company, as well as accrual accounting related to implementing SFAS 106 for post-retirement medical benefits, reduced earnings per share by about \(\$ .22\) per share. The company earned \(\$ 14.7\) million for the year ended Sept. 30, 1994, or \(\$ .97\) per share, on operating revenues of \(\$ 499.8\) million. The average number of shares outstanding increased by 6 percent. In 1993, the company had earnings of \(\$ 17.5\) million, or \(\$ 1.22\) per share, on operating revenues of \(\$ 459.6\) million. The prior period results have been restated to account for the acquisition of Greeley Gas Company as a pooling of interests, and for a three-for-two stock split completed in May 1994.
 customer hase. Greeley Gas serves the Golorado resort areas of Durango, Steamboat Springs and Crested Butte, which have year-round recreational activities and growth rates of 8-10 percent annually. The suburban Kansas City area also has significant growth potential.

GREELEY, COLO.
CAMON CITY. COLO BONNER SPRINGS
KAN.
MIIES OF PIPE

NUMBER OF
EMPLOYEES U
297
SIZE OF
SERVICE AREA
1.650

SQUARE MILES
POPULATION IN
SERVICE AREA \(\cup\)
228000

SERVED , 122
ACTUAL DEGREE DAYS, 1994 , 5.883

NORMAL DEGREE
DAYS , 6.234
REGULATORY
AGENCIES ? COLORADO
PUBLIC UTILITIES
COMMISSION
KANSAS
CORPORATION
COMMISSION.
MISSOURI PUBLIP'
SERVICL.
COMMISSION

The weather was just slightly warmer than normal overall in the past year, and about 2 percent warmer than in 1993, reducing heating sales. Our geographic diversity proved to be a strength as the 1994 winter weather was 9 percent colder than normal in Louisiana, and about normal in West Texas, Kansas, Missouri and Kentucky. The weather averaged about 7 percent warmer than normal in Colorado.

Volumes of natural gas sold to farmers for fueling irrigation pumps increased 14 percent compared with 1993 sales due to drier weather. This unique market provides spring

and summer revenues when heating sales are low. The company has a large irrigation market
in West Texas, and also serves farmers in western Kansas and eastern Colorado.
Rate increases in Colorado, Kansas and Louisiana added revenues of \(\$ 6.4\) million in annual revenues, of which \(\$ 2.8\) million was reflected in 1994. In November 1994,
the company implemented an annual revenue increase of \(\$ 15\) million affecting 90 percent of about 216,500 customers in a portion of its West Texas service area, in time for the winter heating season.

During 1994, the company successfully completed the restructuring of its interstate natural gas supply in Kentucky, Colorado and Kansas to meet the demands of Federal Energy Regulatory Commission (FERC) Order 636. FERC Order 636 deregulated interstate natural gas pipelines and required companies to take on new responsibilities for their own gas supply. In Kentucky, the company experienced record peak demand during a period of extremely cold weather - the company's supply arrangements met the test with flying colors. About 70 percent of the Greeley Gas service area is supplied by intrastate sources which were not affected by Order 636. The company's Texas and Louisiana service areas are supplied almost exclusively from
intrastate sources.

Although FERC Order 636 increases competition for large industrial customers, we are experienced in handling competition. The company is maintaining its edge in the industrial market by working with state regulators to meet market demand, and using its flexibility, commitment to customer service and energy expertise to
attract new customers.

\section*{}

Two new directors were elected to serve on the Board in February 1994: Carl S. Quinn, chairman of the board, president and chief executive officer of Interstate Natural Gas Company, Houston, Texas, and Richard Ware II, president, Amarillo National Bank, Amarillo, Texas. Additionally, Lee E. Schlessman, former chairman of

Greeley Gas Company, of Denver, Colo., was appointed to the board in February 1994.
We note with sadness the death of Paul Bell, and remember his accomplishments since he joined the Board in 1989.


Looking ahead to 1995, we expect to see an additional financial contribution from Greeley Gas Company. The rate increases granted in 1994 and the West Texas increase

Charles K. Vaughan


Ronald L. Fancher granted in November 1994 will add to revenues. We continue to seek acquisitions that will add value over the long term, primarily in natural gas distribution. Our attention to financial management is unwavering.

The rest of this report is devoted to how we expect to add to our customer base and our bottom line.

Our basic values and goals remain constant as we head into the future: continuing our record of rewarding our shareholders through market value and dividend growth; attention to expense management and timely rate requests; commitment to quality and integrity in our operations for our employees and customers. We manage the business for the long term, and we expect to be successful.


Charles K. Vaughan
Chairman of the Board


Ronald L. Fancher
President and Chief Executive Officer

November 9, 1994
Charles Vaughan elected to take early retirement October 1, 1994, although he remains chairman of the Board of Directors. Ronald L. Fancher, who has served as president since March 1993, became chief executive officer in June 1994, and was appointed to the Board of Directors in November 1994. The company has an ongoing management succession plan to ensure a smooth transition occurs with management changes.

\section*{}
where we are... Atmos made significant progress during 1994 on its long-term goals of increasing customers, revenues and the long-term value of the company. Industrial throughput in the company's Kentucky interstate-supplied system increased by 9.2 percent. Irrigation sales volumes increased 14 percent. We gained 13,160 customers through internal growth. With the acquisition of Greeley Gas, Atmos became the country's 24th largest natural gas distribution company. Atmos was included in the 18

new Standard \& Poor's SmallCap 600 stock index. The assimilation of Greeley Gas
into Atmos was virtually completed. New rates were implemented in three states,
and a rate increase was implemented in November 1994.

\section*{}

The business environment in which we operate contains both opportunities and challenges.

The weather is the single most important force affecting our results in any
given year. When the winter weather is warmer than normal, heating sales are reduced.

\section*{Irans Lousfana bas bompany nas fiternal growti potental moin new constrictoin and} from conversions from other fuels. Industrial throughput increased in 1994, and an off-system plant became one of the company's largest customers in Louisiana. A 1,352customer system in Lafourche Parish was acquired in May.


HEADOUARTERS •
CUSTOMERS
LAFAYETTE, LA.
SERVED • 70.361
DISTRICT OFFICES •
LAFAYETTE
COMMUNITIES
NATCHITOCHES
PINEVILLE
MILES OF PIPE •
1,815
NUMBER OF
EMPLOYEES •
166
SIZE OF
SERVICE AREA •
I R


ACTUAL
DEGREE DAYS
1994•1.922
NORMAL DEGREE
DAYS •1.760
REGULATORY
AGENCY•
LOUISIANA
PUBLIC
SERVICE
SOUARE MIL ES
COMMISSION
POPIULATION IN
PRESIDENT •
SERVICE AREA •
J. CHARIES

250,000

The amount of rainfall affects the company's sales of natural gas for irrigation pumps to farmers in West Texas and parts of Colorado and Kansas during the spring and summer months. Irrigation sales fill in the valley in natural gas demand in the summer, when heating sales are low.

Other outside forces impact how we operate our business and our ability to prosper. We face competition from other energy sources for customers, as well as other natural gas suppliers. Regulatory agencies set our rates and influence operating practices. Local economic conditions can positively or adversely affect internal growth potential. In our favor, environmental concerns and legislation have made natural gas a preferred fuel. Technological advances have improved our operating tools. New gas appliances are more energy efficient. New markets are emerging for natural gas, such as vehicles. WHERE WE'RE HEADED....

Chet Fred Carmouche Charley G's Seafood Grill, Lafayette, La. Chefs prefer the infinite control of natural gas, and owners favor its efficiency and the avail ability of labor-saving equipment.

\section*{}

Where we are now has literally been driven by the company's corporate development strategy of expanding geographically. In the face of limited growth potential in the company's original West Texas service area, the company developed an external growth strategy to acquire additional service areas. The idea is to diversify the company's risk exposure to weather patterns, regulatory climates and economic conditions.

The company has expanded into Louisiana, Kentucky and, with the 1993 acquisition of Greeley Gas Company, into Colorado, Kansas and Missouri. Atmos
continues to seek utility properties nationwide with a focus on natural gas.

The company's strategy also includes making acquisitions of natural gas distribution systems adjacent to existing service areas, and pursuing agreements to operate municipal systems near our service areas. In May 1994, for example, the company completed the acquisition of a 1,352-customer system in Lafourche Parish, Louisiana. OMTEPMAI GROMTM OPPORTUMOTDES

For the last five years, Atmos' annual customer growth rate was over 4 percent, including internal growth and acquisitions. For the 10-year period, the annual growth rate was over 8 percent, from internal customer additions and acquisitions.

Our internal customer growth comes from construction of new homes and businesses, as well as conversions from other energy sources, such as electricity, propane, butane, coal and fuel oil. The company offers financing for customers who replace selected competing fuel appliances with natural gas appliances, and repayment through the customer gas bill is a popular option.

All of our employees are encouraged to be a part of the effort to identify potential customers. Employees look for residential customers, and even whole neighborhoods, not currently using gas, and make presentations on the benefits of natural gas. Our consumer service specialists target homebuilders, contractors and commercial customers, such as restaurants and retail stores.

We see good economic conditions throughout our service areas to support internal

Tife Eicrigas tompany service area has seen a resurgence in homebuilding in Lubbock, Midiand/Odessa and Amarillo. Large volume customers adied include several facilities converted from other fuels. The company operates a network of three public retail fueling facilities for natural gas vehicles, as well as providing service for natural gas school bus fleets in Pampa and Amarillo, and numerous private fleets.


HEADQUARTERS •
LUBBOCK, TEXAS
POPULATION
IN SERVICE
DISTRICT OFFICES •
AMARILLO
BIG SPRINGS
HEREFORD
LITTLEFIELD
LUBBOCK
MIDLAND
ODESSA
PAMPA
PLAINVIEW
MILES OF PIPE •
13,007


COMMUNITIES
SERVED • 92
ACTUAL
DEGREE DAYS
1994
- 3.561

NORMAL DEGREE
DAY\$ • 3.528
REGULATORY
NUMBER OF
AGENCIES •
MUNICIPALITIES
EMPLOYEES •
635
SIZE OF
SERVICE AREA •
RAILROAD
COMMISSION
QF TEXAS
30,000
SQUARE MILES
customer growth. Kentucky continues to attract new industry as well as plant expansions. The resort areas of Colorado and the suburban Kansas City area served by the company also are experiencing strong growth. Homebuilding in West Texas has been on the upswing, especially in Lubbock, Midland/Odessa and Amarillo. Lafayette, La., is promoting itself as an international port, and the Natchitoches area has attracted important new industrial facilities, such as an air conditioning manufacturer that will employ 500 people.

Atmos sees opportunity to gain new industrial customers, both in our service area and off-system. The competition is keen among natural gas suppliers for industrial customers. Atmos offers significant expertise, flexibility in providing gas supplies and an emphasis on customer service which have proven effective in gaining and retaining large volume customers. For example, Atmos is implementing automated meter reading for 40 of its largest customers in Kentucky. The computerized measurement allows customers to monitor their own usage at will, and avoid penalties
for using more gas than they contracted for.
The company pursues contracts with large volume gas customers located outside its existing service territory. For example, an off-system plywood manufacturing plant served by the company has become one of our largest customers in Louisiana.

\section*{}

Natural gas has been called the fuel of the future because it helps protect the environment and is economical to use. Federal clean air legislation and some state legislation promote the use of clean-burning natural gas to help reduce air pollution.

Many new markets for natural gas are opening today, and new technologies are
helping to make natural gas even easier to use.
natural gas vehicles. One of the most promising uses for natural gas in the future
is as a vehicle fuel. The company currently operates three public natural gas
fueling facilities in West Texas, and one in Lafayette, La., which primarily serve fleet vehicles. Natural gas is clean-burning in vehicles and reduces engine maintenance, which helps make the cost of conversion economical.

The company also provides natural gas for several private fueling facilities, such as the Pantex facility in Amarillo, Texas, and the Amarillo Independent School District, serving 65 school buses. West Texas A\&M University in Canyon also is developing a private fueling facility which will be supplied by the company. Atmos is working with partners to develop a public fueling facility in Greeley, Colo., and one in \(\mathrm{O}_{\text {wensboro, }} \mathrm{Ky}\).
natural gas heat pump. The residential natural gas heat pump is a new technology which became commercially available in August 1994. The York Triathlon natural gas heat pump provides both cooling and heating, and offers many advantages over electric heat pumps and most heating and cooling systems: lower operating costs, superior heating capacity in winter and uniform temperature distribution. Atmos has tested the heat pump in several homes in Lubbock, Texas, and in Owensboro, Ky., and will install the heat pump in one of its business offices in Texas.

COGENERATION. Cogeneration is gaining more interest, using natural gas as a "two for one" energy source. With cogeneration, a natural gas turbine or engine fuels a generator which produces electricity. At the same time, exhaust heat which would normally be lost is recovered and used to produce steam or hot water.

In many cases, the overall cost of generating electricity and recovering heat is less than that of purchasing electricity and producing process steam or hot water for an industrial process separately on-site. Atmos serves a cogeneration facility and is working with industrial customers in its service areas to study the feasibility of cogeneration applications.
 do not use \(C_{F C s}\) (chlorofluorocarbons), are gaining in popularity. In addition to the economy and convenience of natural gas, heightened awareness of the environment has increased interest by industrial customers in the benefits of natural gas in the control of harmful emissions.
flemible piping. Flexible stainless steel natural gas tubing is now available to make
it even easier to install natural gas in homes. The bright yellow plastic-coated
pipe can be installed through walls and around obstructions as easily as electric wiring.
Though flexible piping costs more than traditional pipe, the labor savings make
up for the extra expense. Atmos has installed flexible piping in several of its own offices.

The city building code in Lubbock, Texas, recently approved the use of flexible pipe.

The piping will likely be advantageous in retrofitting existing homes.



Managing costs and expenses is part of our formula for success in gaining new markets
and customers. Being an efficient operator is critical in meeting and beating the
competition on price. Regulators are more demanding than ever in justifying rate
increases. Atmos continues to be among the most efficient operators and lowest
cost providers in the industry. In 1994, each Atmos employee served an average of 380
customers, compared with an industry average of approximately 367 . Our operating

Western Kentucky fas serves a large industrial market, incuang amminuii lifar ufacturing, chemicals, plastics, rubber and food processing. The company experienced a 8.2 percent increase in industrial throughput in 1894 because of new customers and plant expansions. Homebuilding continues to be strong as well in Owenshoro, Paducah, Bowling Green and Danville.


HEADQLARTERS \(\quad\) r
POPULATION
OWENSBORO,KY.
in SERVICE
AREA • 680,000
DISTRICT OFFICES r
CUSTOMERS
BOWLING GREEN
ERVED •164,828
DANVILLE
COMMUNITIES
SERVED • 163
ENSBORO
PADUCAH
MILES OF PIPE r
3,425
NUMBER OF
EMPLOYEES r
387
SIZE OF
SERVICE AREA
12.000

SQUARE MILES

and maintenance expense per meter in 1994 was \(\$ 151\)-the industry average was approximately \(\$ 216\) per meter. The company expects to show improvements in 1995 , with the completion of the Greeley Gas assimilation.

The company works hard to manage its business by looking for better work methods and new technologies that can reduce costs or improve service. An example is a new directional boring unit that the company is using in Louisiana. This new technology allows pipe to be snaked around trees and shrubs without disturbing the surface.

Atmos has increased its capital budget for the past five years, with an annual growth in capital expenditures of about 18 percent per year. The 1995 capital budget is \(\$ 56\) million. More than half of the capital budget is financed internally.

About 98 percent of Atmos employees are shareholders-they understand that their efforts determine the profitability of the company. Their dedication allows Atmos

Industrial customer, Ohio Valley Aluminum Co., Shelbyville, Ky. Atmos is structured to compete in the industrial market,
offering flexible and innovative approaches to serve the needs of large volume users. to remain an industry leader.

\section*{}
vital statistics. Greeley Gas Company, acquired by Atmos in December 1993, serves approximately 105,000 customers in 122 communities. About three-quarters of these are in Colorado, with the remainder in Kansas and a small area of Missouri. The service area is diverse, ranging from mountain ski resorts to the plains. With a population of 65,000 , Greeley, Colo., is the largest city in the service area. The company headquarters are in Denver. The company gathers and transports natural gas in
southwestern Kansas and southeastern Colorado for use by irrigation customers.
growit potential. Greeley Gas serves a number of areas that are experiencing growth and increased natural gas demand. We expect the growth to continue as more people migrate to the Rocky Mountain states from California and other states.

The ski and resort areas of Crested Butte, Steamboat Springs and Durango are seeing growth rates of 8 to 10 percent per year. The central Colorado area is the site of major federal and state prisons. Greeley Gas also serves a suburban Kansas City area along the Kansas State Highway 10 corridor, which offers some of the best potential growth for residential, commercial and light industry in Kansas.

Colorado residents are very concerned about maintaining a pristine environment, and we are seeing increased demand for natural gas logs in fireplaces to combat air pollution. The company expects to expand its natural gas vehicle program to Greeley's service area as well, which will help reduce air pollution from auto emissions.
hate increases. In December 1993, Greeley Gas Company was granted a \(\$ 2.1\) million annual increase in its Kansas service area. A \(\$ 3.2\) million annual increase was implemented in May 1994 in Colorado.
assimilation. The assimilation of Greeley Gas Company's operations into Atmos has largely been completed. The staffing and organizational structure of Greeley Gas Company have been streamlined to enhance efficiency and to support its strategies for growth. Greeley Gas' operations have been consolidated from seven districts
into three. Staffing has decreased from 357 employees when the merger agreement was reached in March 1993 to about 280 employees at the completion of the restructuring. A total of 38 employees accepted early retirement in September 1994. The company also has transferred many administrative functions to the Atmos headquarters in Dallas to gain economies of scale, and to allow field employees to focus on customer service and system operations.

Marketing efforts at Greeley Gas had been centered on appliance merchandising, but have been redirected to increasing sales of natural gas to residential, commercial and large volume customers. We believe the new marketing direction will enhance the robust growth rate in many areas.
adding value. Atmos believes that Greeley Gas Company will add to its long-term value. The service area has significant growth potential, and Greeley Gas Company has sound operations which can provide substantial revenues to the company.
financtal review

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\section*{COMsOLDOATETBARAREE SNEETS}
\begin{tabular}{|c|c|c|}
\hline \multirow[t]{3}{*}{} & \multicolumn{2}{|c|}{September 30,} \\
\hline & 1994 & 1993 \\
\hline & \multicolumn{2}{|l|}{(In thousands, except per share data)} \\
\hline \multicolumn{3}{|l|}{ASSETS} \\
\hline \multicolumn{3}{|l|}{Property, plant and equipment} \\
\hline Utility plant & \$537,834 & \$496,153 \\
\hline Construction in progress & 5,858 & 5,359 \\
\hline & 543,692 & 501,512 \\
\hline Less accumulated depreciation and amortization & 216,285 & 202,237 \\
\hline Net property, plant and equipment & 327,407 & 299,275 \\
\hline \multicolumn{3}{|l|}{Current assets} \\
\hline Cash and cash equivalents & 2,766 & 2,286 \\
\hline Accounts receivable, less allowance for doubtful accounts of \(\$ 787\) in 1994 and \(\$ 963\) in 1993 & 29,678 & 29,200 \\
\hline Inventories & 5,888 & 6,064 \\
\hline Gas stored underground & 12,657 & 17,603 \\
\hline Prepayments & 2,309 & 4,240 \\
\hline Total current assets & 53,298 & 59,393 \\
\hline Deferred charges and other assets & 35,973 & 32,950 \\
\hline & \$416,678 & \$391,618 \\
\hline
\end{tabular}
\begin{tabular}{|c|c|c|}
\hline \multicolumn{3}{|l|}{Capitalization and liabilities} \\
\hline \multicolumn{3}{|l|}{Shareholders' equity} \\
\hline \multicolumn{3}{|l|}{Common stock, no par value (stated at \(\$ .005\) per share); authorized \(50,000,000\) shares; issued and outstanding} \\
\hline 1994-15,297,166 shares, 1993-14,868,902 shares & \$ 77 & \$ 74 \\
\hline Additional paid-in capital & 102,456 & 94,279 \\
\hline Retained earnings & 47,023 & 45,076 \\
\hline Total shareholders' equity & 149,556 & 139,429 \\
\hline Long-term debt & 138,303 & 105,853 \\
\hline Total capitalization & 287,859 & 245,282 \\
\hline \multicolumn{3}{|l|}{Current liabilities} \\
\hline Current maturities of long-term debt. & 4,000 & 6,300 \\
\hline Notes payable to banks & 18,100 & 35,700 \\
\hline Accounts payable & 21,975 & 27,803 \\
\hline Taxes payable & 4,864 & 3,797 \\
\hline Customers' deposits & 8,257 & 7,862 \\
\hline Other current liabilities & 7,038 & 6,455 \\
\hline Total current liabilities & 64,234 & 87,917 \\
\hline Deferred income taxes & 30,184 & 32,614 \\
\hline Deferred credits and other liabilities & 34,401 & 25,805 \\
\hline & \$416,678 & \(\underline{\text { \$391,618 }}\) \\
\hline
\end{tabular}

\footnotetext{
See accompanying notes to consolidated financial statements.
}

Year ended September 30,
\begin{tabular}{|c|c|c|c|}
\hline \multirow[t]{3}{*}{} & \multicolumn{3}{|c|}{Year ended September 30,} \\
\hline & 1994 & 1993 & 1992 \\
\hline & \multicolumn{3}{|c|}{(In thousands, except per share data)} \\
\hline Operating revenues & \$499,808 & \$459,641 & \$403,353 \\
\hline Purchased gas cost & 331,571 & 296,532 & 257,091 \\
\hline Gross profit & 168,237 & 163,109 & 146,262 \\
\hline \multicolumn{4}{|l|}{Operating expenses} \\
\hline Operation & 92,132 & 82,185 & 78,642 \\
\hline Maintenance & 5,888 & 6,335 & 5,695 \\
\hline Depreciation and amortization & 18,841 & 17,433 & 17,205 \\
\hline Taxes, other than income & 16,808 & 16,806 & 16,398 \\
\hline Income taxes & 8,102 & 10,073 & 4,753 \\
\hline Total operating expenses & 141,771 & 132,832 & 122,693 \\
\hline Operating income & 26,466 & 30,277 & 23,569 \\
\hline \multicolumn{4}{|l|}{Other income (expense)} \\
\hline Interest income & 168 & 327 & 376 \\
\hline Other, net & 335 & 239 & 876 \\
\hline Total other income & 503 & 566 & 1,252 \\
\hline Interest charges & 12,290 & 13,299 & 13,823 \\
\hline Net income & \$ 14,679 & \$ 17,544 & \$ 10,998 \\
\hline Net income per share & \$ . 97 & \$ 1.22 & \$ . 80 \\
\hline Atmos dividends declared per share (Note 2) & \$ . 88 & \$ . 85 & \$ . 83 \\
\hline Average shares outstanding & 15,195 & 14,338 & 13,789 \\
\hline
\end{tabular}

\footnotetext{
See accompanying notes to consolidated financial statements.
}
\begin{tabular}{|c|c|c|c|c|}
\hline & & & Caplal & \\
\hline \multicolumn{5}{|l|}{Balance at September 30, 1991, as adjusted for} \\
\hline Adjustment for pooling of interests with GGC (Note 2) & 3,493,995 & 17 & 941 & 19,690 \\
\hline Balance, September 30, 1991, as restated & 13,664,933 & 68 & 74,333 & 36,557 \\
\hline Net income & - & - & & 10,998 \\
\hline Cash dividends (\$.83 per share) & - & - & - & \((8,516)\) \\
\hline GGC distributions & - & - & - & (402) \\
\hline \multicolumn{5}{|l|}{Common stock issued} \\
\hline Stock option plan & 6,750 & - & 71 & - \\
\hline Direct stock purchase plan & 132,249 & 1 & 1,849 & - \\
\hline Employee stock ownership plan & 167,881 & 1 & 2,288 & - \\
\hline Balance, September 30, 1992 & 13,971,813 & 70 & 78,541 & 38,637 \\
\hline Net income & & - & - & 17,544 \\
\hline Cash dividends (\$.85 per share) & - & - & - & \((9,262)\) \\
\hline GGC distributions & - & - & - & (893) \\
\hline \multicolumn{5}{|l|}{Common stock issued} \\
\hline Stock option plan & 6,000 & - & 60 & - \\
\hline Direct stock purchase plan & 760,089 & 3 & 13,401 & - \\
\hline Employee stock ownership plan & 131,000 & 1 & 2,2i7 & - \\
\hline \multicolumn{5}{|l|}{Less: GGC net income for the quarter ended} \\
\hline Balance, September 30, 1993 & 14,868,902 & 74 & 94,279 & 45,076 \\
\hline Net income & - & - & - & 14,679 \\
\hline Cash dividends (\$.88 per share) & - & - & - & \((12,612)\) \\
\hline GGC distributions & - & - & - & (120) \\
\hline \multicolumn{5}{|l|}{Common stock issued} \\
\hline Restricted stock grant plan & 105,000 & 1 & 2,134 & - \\
\hline Direct stock purchase plan & 173,801 & 1 & 3,037 & - \\
\hline Employee stock ownership plan & 149,463 & 1 & 2,713 & - \\
\hline Other & - & - & 293 & - \\
\hline Balance, September 30, 1994 & \(\underline{\underline{15,297,166}}\) & \$77 & \$102,456 & \$47,023 \\
\hline
\end{tabular}

\footnotetext{
See accompanying notes to consolidated financial statements.
}
\begin{tabular}{|c|c|c|c|}
\hline \multirow[t]{3}{*}{} & \multicolumn{3}{|c|}{Year ended September 30,} \\
\hline & \multicolumn{2}{|l|}{\multirow[b]{2}{*}{\(\underline{1994} \frac{195}{\left(\begin{array}{l}\text { Inhousands })\end{array}\right.}\)}} & 1992 \\
\hline & & & \\
\hline CASH FLOWS FROM OPERATING ACTIVITIES & & & \\
\hline Net income & \$14,679 & \$16,594 & \$10,998 \\
\hline \multicolumn{4}{|l|}{Adjustments to reconcile net income to net cash provided} \\
\hline \multicolumn{4}{|l|}{by operating activities} \\
\hline \multicolumn{4}{|l|}{Depreciation and amortization} \\
\hline Charged to depreciation and amortization & 18,841 & 16,480 & 17,205 \\
\hline Charged to other accounts & 1,476 & 3,377 & 4,598 \\
\hline Deferred income taxes & 244 & 2,733 & 349 \\
\hline \multirow[t]{2}{*}{Other} & 2,101 & 622 & 281 \\
\hline & 37,341 & 39,806 & 33,431 \\
\hline \multicolumn{4}{|l|}{Change in assets and liabilities} \\
\hline (Increase) decrease in accounts receivable & (478) & 1,564 & \((2,202)\) \\
\hline (Increase) decrease in inventories & 176 & 708 & (84) \\
\hline (Increase) decrease in gas stored underground & 4,946 & \((6,176)\) & (14) \\
\hline (Increase) decrease in prepayments & 1,931 & 1,873 & (287) \\
\hline (Increase) decrease in deferred charges and other assets & \((3,824)\) & \((10,908)\) & 586 \\
\hline Increase (decrease) in accounts payable & \((7,128)\) & (58) & 1,196 \\
\hline Increase (decrease) in taxes payable & \((1,314)\) & 195 & 930 \\
\hline Increase (decrease) in customers' deposits & 395 & (61) & 322 \\
\hline Increase in other current liabilities & 583 & 1,804 & 803 \\
\hline Increase (decrease) in deferred credits and other liabilities & 8,596 & 8,398 & \((3,269)\) \\
\hline Net cash provided by operating activities & 41,224 & 37,145 & 31,412 \\
\hline \multicolumn{4}{|l|}{CASH FLOWS From investing activities} \\
\hline Capital expenditures & \((50,355)\) & \((43,143)\) & \((42,169)\) \\
\hline Retirements of property, plant and equipment & 1,906 & 935 & 2,629 \\
\hline Net cash used in investing activities & \((48,449)\) & \((42,208)\) & \((39,540)\) \\
\hline \multicolumn{4}{|l|}{CASH FLOWS from financing activities} \\
\hline Net increase in notes payable & 22,400 & 2,563 & 18,636 \\
\hline Proceeds from issuance of long-term debt & - & - & 10,000 \\
\hline Cash dividends and distributions paid & \((12,732)\) & \((10,1.55)\) & \((8,918)\) \\
\hline Repayment of long-term debt & \((9,850)\) & \((4,500)\) & \((15,608)\) \\
\hline Issuance of common stock & 7,887 & 15,742 & 4,210 \\
\hline Net cash provided by financing activities & 7,705 & 3,650 & 8,320 \\
\hline Net increase (decrease) in cash and cash equivalents & 480 & \((1,413)\) & 192 \\
\hline Cash and cash equivalents at beginning of year & 2,286 & 3,699 & 3,507 \\
\hline Cash and cash equivalents at end of year & \$ 2,766 & \$ 2,286 & \$3,699 \\
\hline
\end{tabular}

\footnotetext{
See accompanying notes to consolidated financial statements.
}

\section*{notes to consolidated financial statements}

\section*{1. summary of sigraflcant accoumtarg policieg}

Description of business - Atmos Energy Corporation and its subsidiaries ("Atmos" or the "Company") are in the business of distributing natural gas to residential, commercial, industrial and agricultural customers within service areas located in Texas, Louisiana, Kentucky, Colorado, Kansas and a small portion of Missouri. Such business is subject to federal and state regulation and/or regulation by local authorities in each of the six states in which the Company operates. The Company has no other material business segments.

Principles of consolidation - The accompanying consolidated financial statements include the accounts of Atmos Energy Corporation and its subsidiaries. Each subsidiary is whollyowned and all material intercompany items have been eliminated.

Revenue recognition - Sales of natural gas are billed on a monthly cycle basis; however, the billing cycle periods for certain classes of customers do not necessarily coincide with accounting periods used for financial reporting purposes. The Company follows the revenue accrual method of accounting for natural gas revenues whereby revenues applicable to gas delivered to customers but not yet billed under the cycle billing method are estimated and accrued and the related costs are charged to expense. Estimated losses due to credit risk are reserved at the time revenue is recognized.

Property, plant and equipment - Property, plant and equipment is stated at original cost net of contributions in aid of construction. The cost of additions includes an allowance for funds used during construction and applicable overhead charges. Major renewals and betterments are capitalized, while the costs of maintenance and repairs are charged to expense as incurred. Property, plant and equipment is depreciated at various rates on a straight-line basis over the estimated useful lives of the assets. In the first quarter of fiscal 1993, the Company changed the estimated average useful lives used to compute depreciation for certain utility plant assets. These changes resulted from revised estimates of the projected economic life of the affected assets based on recent orders received from regulatory bodies having jurisdiction over the Company and independently performed depreciation service life studies. The effect of this change on net income for the year ended September 30, 1993 was an increase of \(\$ 1,104,000\). The composite rates were \(3.5 \%\) and \(3.7 \%\) for the years ended September 30, 1994 and 1993, respectively. At the time property, plant and equipment is retired, the cost, plus removal expenses and less salvage, is charged to accumulated depreciation.

Inventories - Inventories consist of materials and supplies and merchandise held for resale. Inventories are stated at the lower of average cost or market.

Gas stored underground - Net additions of inventory gas to underground storage and withdrawals of inventory gas from storage are priced using the average cost method. Non-current gas in storage is classified as property, plant and equipment and is priced at cost.

Income taxes - The Company provides deferred income taxes for significant temporary differences in the recognition of revenues and expenses for tax and financial reporting purposes.

Cash and cash equivalents - The Company considers all highly liquid debt instruments purchased with a maturity of three months or less to be cash equivalents.

Deferred charges and other assets - Deferred charges and other assets at September 30, 1994 and 1993 include assets of the Company's qualified defined benefit retirement plans in excess of the plans' obligations in the amounts of \(\$ 12,275,000\) and \(\$ 13,289,000\), respectively, and Company assets related to the nonqualified retirement plans at September 30, 1994 and 1993 of \(\$ 15,735,000\) and \(\$ 12,758,000\), respectively. At September 30 , 1994, a payable of \(\$ 1,300,000\) was recorded for expenses related to an early retirement program under Greeley Gas Company's qualified defined benefit retirement plan.

Deferred credits and other liabilities - Deferred credits and other liabilities include customer advances for construction of \(\$ 8,428,000\) and \(\$ 7,769,000\) at September 30, 1994 and 1993, respectively; obligations under capital leases of \(\$ 6,294,000\) and \(\$ 6,389,000\) at September 30, 1994 and 1993, respectively; and obligations under the Company's nonqualified retirement plans of \(\$ 11,151,000\) and \(\$ 8,317,000\) at September 30, 1994 and 1993, respectively.

Earnings per share - The calculation of primary earnings per share is based on reported net income divided by weighted average common shares outstanding. The Company does not have other classes of stock or dilutive common stock equivalents. See Note 2 for a discussion of supplemental net income per share.

\section*{2. GREELEY GAS GOMPAMY ACQUISITION}

On December 22, 1993, Atmos acquired by means of a merger all of the assets and liabilities of Greeley Gas Company ("GGC") in accordance with the terms and provisions of an Agreement and Plan of Reorganization dated July 2,1993 . GGC is a natural gas utility engaged in the distribution and sale of natural gas to residential, commercial, industrial, agricultural and other customers throughout Colorado, Kansas and a small portion of Missouri. All of the shares of GGC's common stock were exchanged for a total of \(3,493,995\) shares of Atmos common stock as adjusted for a 3 -for- 2 stock split ( \(2,329,330\) shares on a pre-split basis). See Note 5 for information regarding the stock split in May 1994. This merger transaction was accounted for as a pooling of interests; therefore, all historical financial statements and notes thereto have been restated. Subsequent to the merger, the business of GGC has been operated through the Company's Greeley Gas Company division (the "Greeley Gas Division").

GGC prepared its financial statements on a December 31 fiscal year end. GGC's fiscal year has been changed to September 30 to conform to the Company's year end. The restated September 30 , 1993 balance sheet, as presented, is the combined balance sheets of Atmos and GGC as of September 30, 1993. The restated consolidated statements of income and cash flows for the year ended September 30, 1992 include Atmos operations for the year then ended and GGC operations for the year ended December 31, 1992. The restated consolidated statement of income for the year ended September 30, 1993 includes Atmos and GGC operations for the twelve months then ended. As a result, GGC's operations for the three months ended December 31, 1992 (operating revenue of \(\$ 18,322,842\) and net income of \(\$ 950,185\) ) are included in both the 1993 and 1992 restated statements of income, the GGC net income for this period has been deducted in calculating the shareholders' equity balances at September 30, 1993 and cash flows for the year then ended.

In 1987, GGC elected classification as an S Corporation (small business corporation) under the provisions of the Internal Revenue Code. Normally, income taxes are not reported in the financial statements of \(S\) Corporations as the liability for payment of federal and state income taxes is the direct responsibility of the shareholders. However, during 1991, as part of the settlement of rate cases filed in the states of Colorado and Kansas, GGC was ordered to begin providing for current and deferred income taxes. Accordingly, the Company's restated 1991 financial statements include a one-time charge to income of \(\$ 1,081,202\) to reinstate deferred income taxes for GGC. Supplemental net income and
earnings per share of the Company are presented below to eliminate the one-time charge and to reflect income tax expense in periods prior to 1994 as if GGC had not made the S Corporation election in 1987.


Supplemental net income -Supplemental net income per share


Results of operations and net income for the previously separate companies for periods prior to the merger are as follows:
\begin{tabular}{|c|c|c|c|}
\hline \multirow[t]{3}{*}{} & \multirow[t]{2}{*}{Quarter ended December 31, 1993} & \multicolumn{2}{|r|}{Year ended September 30,} \\
\hline & & 1993 & 1992 \\
\hline & & (In thousands) & \\
\hline \multicolumn{4}{|l|}{Operating revenues} \\
\hline Atmos & \$119,223 & \$ 388,495 & \$340,117 \\
\hline GGC & 26,278 & 71,146 & 63,236 \\
\hline & \$145,501 & \$459,641 & \$403,353 \\
\hline \multicolumn{4}{|l|}{Net income} \\
\hline Atmos & \$ 5,458 & \$ 15,712 & \$ 10,031 \\
\hline GGC & 1,630 & 1,832 & 967 \\
\hline & \$ 7,088 & \$ 17,544 & \$10,998 \\
\hline
\end{tabular}

The dividends per share presentation on the consolidated statements of income reflects Atmos dividends declared per share as adjusted for the 3 -for-2 stock split in May 1994. The dividends declared by Atmos reflect the per share dividends declared by Atmos Energy Corporation for each of the three years ended September 30, 1994. The restated cash dividends and distributions per share reflect the total amounts paid by Atmos and GGC to their shareholders in each of those three years, divided by the total amount of weighted average shares outstanding in those periods as restated for the shares issued to effect the merger between Atmos and GGC and the 3-for-2 stock split in May 1994.
\begin{tabular}{|c|c|c|c|}
\hline & \multicolumn{3}{|c|}{Year ended September 30,} \\
\hline & 1994 & \(\underline{1993}\) & 1992 \\
\hline Atmos dividends declared per share & \$.88 & \$.85 & \$.83 \\
\hline Restated cash dividends and distributions per share, including GGC & \$.84 & \$.71 & \$.65 \\
\hline
\end{tabular}

\section*{8. LONE-TERM REBT ANT HOTES PAYARLE}

Long-term debt at September 30, 1994 and 1993 consisted of the following:

Unsecured 7.95\% Senior Notes, payable in annual installments of \$1,000,000 beginning August 31, 1997 through August 31, 2006 with semiannual interest payments
\begin{tabular}{rr}
\(\$ 10,000\) & \(\$ 10,000\) \\
20,000 & 20,000 \\
& \\
30,000 & 30,000 \\
5,000 & 8,000 \\
& \\
18,000 & 20,000 \\
17,000 & 17,000 \\
- & 1,600 \\
2,303 & 2,303 \\
- & 3,250 \\
40,000 & - \\
\hline 142,303 & 112,153 \\
\hline\((4,000)\) & \((6,300)\) \\
\hline\(\$ 138,303\) & \(\$ 105,853\) \\
\hline
\end{tabular}

Subsequent to September 30, 1994, the Company obtained commitments to enter into new note purchase agreements with two insurance companies to issue at par \(\$ 20,000,000\) of unsecured Senior Notes at \(8.07 \%\) payable in annual installments of \$4;000,000 beginning October 31, 2002 through October 31, 2006 with semiannual interest payments and \(\$ 20,000,000\) of unsecured Senior Notes at \(8.26 \%\) payable in annual installments of \(\$ 1,818,182\) beginning October 31, 2004 through October 31, 2014 with semiannual interest payments. At September 30, 1994, \(\$ 40,000,000\) of notes payable to banks were classified as long-term.

The Company entered into a note purchase agreement with an insurance company in August 1992, for a private placement of \(\$ 10,000,000\) of unsecured Senior Notes at \(7.95 \%\). The net proceeds from the sale of the Senior Notes were used primarily to refinance an \(8.4 \%\) note in the amount of \(\$ 9.8\) million.

The Company may prepay any of the Senior Notes in whole at any time, subject to a prepayment premium. The note agreements provide for certain cash flow requirements and restrictions on additional indebtedness, sale of assets and payment of dividends. Under the most restrictive of such covenants, cumulative cash dividends paid after September 30, 1988 may not exceed the sum of \(75 \%\) of accumulated net income for periods after September 30,1988 plus \(\$ 12,000,000\) plus the proceeds from the sale of common stock after September 30, 1988. At September 30, 1994, approximately \(\$ 44,492,000\) of shareholders' equity was not so restricted.

As of September 30, 1994, all of the Company's utility plant assets in Colorado, Kansas and Missouri with a book value of approximately \(\$ 59,173,000\) are subject to a lien under the \(9.4 \%\) Series J First Mortgage Bonds assumed by the Company in the acquisition of GGC.

Maturities of long-term debt are as follows (in thousands):
\begin{tabular}{|c|c|}
\hline 1995 & \$ 4,000 \\
\hline 1996 & 7,000 \\
\hline 1997 & 9,000 \\
\hline 1998 & 8,000 \\
\hline 1999 & 8,000 \\
\hline Thereafter & 106,303 \\
\hline & \$142,303 \\
\hline
\end{tabular}

\section*{NOTES PAYABLE TO BANKS}

The Company has committed short-term, unsecured bank credit facilities totaling \(\$ 72,000,000\), all of which was unused at September 30, 1994. One facility of \(\$ 60,000,000\) requires a commitment fee of \(1 / 8\) of \(1 \%\) on the unused portion. A second facility for \(\$ 12,000,000\) requires a commitment fee of \(3 / 16\) of \(1 \%\) on the unused portion. The committed lines are renewed or renegotiated at least annually.

The Company also had aggregate uncommitted credit lines of \(\$ 130,000,000\), of which \(\$ 71,900,000\) was unused as of September 30, 1994. The uncommitted lines have varying terms and the Company pays no fee for the availability of the lines. Borrowings under these lines are made on a when and as-available basis at the discretion of the banks.

Information related to notes payable to banks follows:

\begin{tabular}{|c|c|c|c|}
\hline Notes outstanding at September 30 prior to long-term financing & \$58,100 & \$35,700 & \$32,600 \\
\hline Reclassification for long-term financing subsequent to year end & \((40,000)\) & - & - \\
\hline Notes outstanding at September 30 & \$18,100 & \$35,700 & \$32,600 \\
\hline Weighted average interest rate at September 30 & 5.6\% & 4.1\% & 4.7\% \\
\hline Maximum amount outstanding during the year & \$58,100 & \$50,300 & \$36,800 \\
\hline Daily average amount outstanding during the year & \$26,597. & \$19,801 & \$12,078 \\
\hline Weighted average interest rate during the year computed on a daily basis & 4.3\% & 4.2\% & 5.3\% \\
\hline
\end{tabular}

\section*{NOTES PAYABLE TO SHAREHOLDERS AND EMPLOYEES}

Notes payable to shareholders and employees of GGC were outstanding at times prior to September 30, 1993. They were for six-month terms and bore interest at rates ranging from \(4.0 \%\) to \(4.5 \%\). Interest incurred on such notes aggregated \(\$ 11,326\) and \(\$ 28,593\) for 1993 and 1992 , respectively.

\section*{a. DUCOME TAME}

The components of income tax expense for 1994, 1993 and 1992 are as follows:


Included in the provision for income taxes are state income taxes of \(\$ 328,000, \$ 890,000\) and \(\$ 403,000\) for 1994, 1993 and 1992, respectively.

Effective October 1, 1993, the Company adopted Statement of Financial Accounting Standards No. 109, "Accounting for Income Taxes" ("SFAS No. 109") and, as permitted under the new rules, prior years' financial statements have not been restated. Adoption of the new standard in 1994 had no significant effect on net income.

This standard changes the Company's method of accounting for income taxes from the deferred method (APB 11) to the liability method. Previously the Company deferred the past tax effects of timing differences between financial reporting and taxable income. Under the liability method of SFAS No. 109, deferred tax assets and liabilities are recognized for the estimated future tax effects of differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases.

Deferred income taxes reflect the tax effect of differences between the basis of assets and liabilities for book and tax purposes. The tax effect of temporary differences that give rise to significant components of the deferred tax liabilities and deferred tax assets at September 30, 1994 and October 1, 1993 are presented below (in thousands):
\begin{tabular}{|c|c|c|}
\hline \multirow[t]{2}{*}{} & 1994 & 1993 \\
\hline & \multicolumn{2}{|c|}{(In thousands)} \\
\hline \multicolumn{3}{|l|}{Deferred tax assets} \\
\hline Costs expensed for book purposes and capitalized for tax purposes & \$ 914 & \$ 744 \\
\hline Accruals not currently deductible for tax purposes & 1,929 & 689 \\
\hline Customer advances & 2,365 & 2,128 \\
\hline Nonqualified benefit plans & 5,074 & 2,740 \\
\hline Postretirement benefits & 1,442 & - \\
\hline Other, net & 1,198 & 1,407 \\
\hline Total deferred tax assets & 12,922 & 7,708 \\
\hline \multicolumn{3}{|l|}{Deferred tax liabilities} \\
\hline Tax and book basis of utility plant & 37,316 & 31,949 \\
\hline Prepaid pensions & 4,640 & 5,134 \\
\hline Other, net & 1,150 & 565 \\
\hline Total deferred tax liabilities & 43,106 & 37,648 \\
\hline Net deferred tax liabilities & \$30,184 & \$29,940 \\
\hline
\end{tabular}

SFAS No. 109 deferred accounts for rate regulated entities (included in other deferred credits): Liabilities
\(\$ 2,647\)
\(\$ 2,673\)

During 1993 and 1992, deferred income taxes were provided for significant timing differences in recognition of revenues and expenses for tax and financial reporting purposes. The effects of these timing differences at September 30, 1993 and 1992 were as follows:


Reconciliations of the provisions for income taxes computed at the statutory rate to the reported provisions for income taxes for 1994, 1993 and 1992 are set forth below:
\begin{tabular}{|c|c|c|c|}
\hline \multirow[t]{3}{*}{} & Liability Method & \multicolumn{2}{|c|}{Deferred Method} \\
\hline & 1994 & 1993 & 1992 \\
\hline & & (In thousands) & \\
\hline \multicolumn{4}{|l|}{Tax at statutory rate of \(34 \%\)} \\
\hline through December 31, 1992 & & & \\
\hline and 35\% thereafter & \$7,992 & \$ 9,603 & \$5,356 \\
\hline \multicolumn{4}{|l|}{Financial expenses, not} \\
\hline deductible for tax reporting & 503 & 680 & 218 \\
\hline \multicolumn{4}{|l|}{Common stock dividends} \\
\hline deductible for tax reporting & (573) & (462) & (446) \\
\hline State taxes & 328 & 682 & 244 \\
\hline Other, net & (148) & (430) & (619) \\
\hline Provision for income taxes & \$8,102 & \$10,073 & \$4,753 \\
\hline
\end{tabular}

\section*{5. STOCK 8 PRIT}

On February 9, 1994, the Board of Directors of Atmos approved a 3 -for-2 split of its common stock implemented in the form of a stock dividend, which resulted in shareholders receiving one new share for every two shares held. Fractional shares were not issued but were paid in cash or credited to the accounts of participants of the Dividend Reinvestment and Stock Purchase Plan ("DRSPP") and ESOP. The record date for the split was May 4, 1994 and the payment date for mailing the new shares and cash for fractional shares to shareholders was May 16, 1994. All share and per share amounts in the financial statements and notes thereto have been restated to reflect this split, unless otherwise noted.

\section*{3. COMMOM STOCK ARD STOCK OPTIONS}

The Company issued 428,264 shares of its common stock in fiscal 1994 in connection with its Direct Stock Purchase Plan, Restricted Stock Grant Plan and Employee Stock Ownership Plan. It also issued common stock in connection with the GGC merger (Note 2) and the stock split (Note 5).

The Company has an Employee Stock Ownership Plan as discussed in Note 7. The Company has registered 600,000 shares for issuance under the plan, of which 134,776 shares were available for future issuance on September 30, 1994.

In August 1992 the Company announced a Direct Stock Purchase Plan ("DSPP") which was the successor to and replacement for the Dividend Reinvestment Plan ("DRP"). Members of the DRP were automatically enrolled in the DSPP. In November 1993, the Company amended the DSPP to remove the direct stock purchase feature of the plan and to rename the plan the Atmos Energy Corporation Dividend Reinvestment and Stock Purchase Plan ("DRSPP"). The DRSPP is now available to shareholders of record only. Participants in the DRSPP may have all or part of their dividends reinvested at a \(3 \%\) discount from market prices. DRSPP participants may purchase additional shares of Company common stock as often as weekly with optional cash payments of at least \(\$ 25\), up to an annual maximum of \(\$ 60,000\). At September \(30,1994,712,596\) shares were available for future issuance under the plan.

On April 27, 1988, the Company adopted a Shareholders' Rights Plan (the "Rights Plan") and declared a dividend of one right (a "Right") for each outstanding pre-split share of common stock of the Company, payable to shareholders of record as of May 10, 1988. Each Right will entitle the holder thereof, until the earlier of May 10, 1998 or the date of redemption of the Rights, to buy one share of common stock of the Company at an exercise price of \(\$ 30\) per share, subject to adjustment by the Board of Directors upon the occurrence of certain events. The Rights will be represented by the common stock certificates and are not exercisable or transferable apart from the common stock until a "Distribution Date" (which is defined in the Rights Agreement between the Company and the Rights Agent as the date upon which the Rights become separate from the common stock).

At no time will the Rights have any voting rights. The exercise price payable and the number of shares of common stock or other securities or property issuable upon exercise of the Rights are subject to adjustment from time to time to prevent dilution. Until the Distribution Date, the Company will issue one Right with each share of common stock that becomes outstanding so that all shares of common stock will have attached Rights. After a Distribution Date, the Company may issue Rights when it issues common stock if the Board deems such issuance to be necessary or appropriate.

The Rights have certain anti-takeover effects and may cause substantial dilution to a person or entity that attempts to acquire
the Company on terms not approved by the Board of Directors except pursuant to an offer conditioned upon a substantial number of Rights being acquired. The Rights should not interfere with any merger or other business combination approved by the Board of Directors because, prior to the time the Rights become exercisable or transferable, the Rights may be redeemed by the Company at \(\$ .05\) per Right.
The Company has had an Incentive Stock Option Plan for key employees covering an aggregate of 100,000 shares of common stock. The plan provided for options to be granted at prices not less than the fair market value of the stock on the date of grant and to be exercisable over ten years from such date in cumulative annual installments of \(25 \%\) of the aggregate shares granted, commencing one year after the date of grant. At September 30 , 1993, no options were outstanding under the plan. The Company allowed the plan to expire in October 1993 without granting additional options.

The following table summarizes the status of the expired Incentive Stock Option Plan as of September 30, 1993 and 1992:
\begin{tabular}{|c|c|c|c|c|}
\hline \multirow[t]{2}{*}{} & \multicolumn{2}{|r|}{1993} & \multicolumn{2}{|r|}{1992} \\
\hline & Shares & Price per share & Shares & \[
\begin{gathered}
\text { Price } \\
\text { per share }
\end{gathered}
\] \\
\hline Outstanding options at beginning of year & 6,000 & \$9.25-10.63 & 12,750 & \$9.25-10.63 \\
\hline Exercised & \((6,000)\) & 9.25-10.63 & (6,750) & 9.25-10.63 \\
\hline Outstanding options at end of year & \(-\) & & \(\underline{6,000}\) & 9.25-10.63 \\
\hline Exercisable options at end of year & - & & 6,000 & \\
\hline Options available for future grants (pre-split) & 8,150 & & 8,150 & \\
\hline
\end{tabular}

The Company's Restricted Stock Grant Plan for management and key employees of the Company, which became effective October 1, 1987, provides for awards of common stock that are subject to certain restrictions. The plan is administered by the Board of Directors. The members of the Board who are not employees of the Company make the final determinations regarding participation in the plan, awards under the plan and restrictions on the restricted stock awarded. The restricted stock may consist of previously issued shares purchased in the open market or shares issued directly from the Company. The total number of shares of restricted stock that may be awarded under the plan was increased to 600,000 shares ( 900,000 post-split shares) after receiving shareholder approval in 1993. During 1994, 1993 and 1992, 109,500, 25,500 and 51,750 shares, respectively, were awarded under the plan. Prior to 1992, 328,950 shares were awarded under the plan. Related compensation expense of \(\$ 1,164,000, \$ 735,000\) and \(\$ 673,000\) was recognized in 1994 , 1993 and 1992, respectively. At September 30, 1994, 384,300 shares were available for award.

\section*{7. EMPLOYEE RETUREMEMT AMD STOCK OUMERSHIP PLAMS}

At September 30, 1994, the Company had three defined benefit pension plans. One covers the Western Kentucky Division employees, one covers the Greeley Gas Division employees and the third covers all other Atmos employees. The plans provide essentially the same benefits to all employees. Benefits are based on years of service and the employee's compensation during the highest paid five consecutive calendar years within the last 10 years of employment. The Company's funding policy is to contribute annually. an amount in accordance with the requirements of the Employee Retirement Income Security Act of 1974. Contributions are intended to provide not only for benefits attributed to service to date but also for those expected to be earned in the future.

The following table sets forth the combined funded status of the Company's defined benefit retirement plans at June 30, 1994 and 1993 and amounts recognized in the Company's balance sheets at September 30, 1994 and 1993 for the plans covering all employees except for employees of the Greeley Gas Division:
\begin{tabular}{|c|c|c|}
\hline \multirow[t]{2}{*}{} & 1994 & 1993 \\
\hline & \multicolumn{2}{|r|}{(In thousands)} \\
\hline \multicolumn{3}{|l|}{Actuarial present value of benefit obligations} \\
\hline \multicolumn{3}{|l|}{Accumulated benefit obligation, including} \\
\hline in 1994 and 1993, respectively & \$ (89,680) & \$ \((87,006)\) \\
\hline Projected benefit obligation & \$(102,223) & \$(100,214) \\
\hline Plan assets at fair value & 110,864 & 114,772 \\
\hline Funded status & 8,641 & 14,558 \\
\hline Unrecognized net asset being recognized & & \\
\hline over 13 years & (633) & (851) \\
\hline Unrecognized prior service cost & 1,423 & 482 \\
\hline Unrecognized net (gain)/loss & 1,883 & \((2,032)\) \\
\hline Prepaid pension cost & \$ 11,314 & \$ 12,157 \\
\hline
\end{tabular}

Net periodic pension cost for 1994, 1993 and 1992 included the following components:
\begin{tabular}{|c|c|c|c|c|c|c|}
\hline \multirow[t]{2}{*}{} & & 1994 & & 1993 & & 1992 \\
\hline & \multicolumn{6}{|c|}{(In thousands)} \\
\hline Service cost & \$ & 2,575 & & 2,182 & \$ & 2,117 \\
\hline Interest cost & & 7,774 & & 7.258 & & 6,783 \\
\hline Actual return on plan assets & & (631) & & \((15,049)\) & & \((12,534)\) \\
\hline Net amortization and deferral & & \((8,875)\) & & 6,316 & & 3,981 \\
\hline Net periodic pension cost & \$ & 843 & \$ & 707 & \$ & 347 \\
\hline
\end{tabular}

The weighted-average discount rates used in determining the actuarial present value of the projected benefit obligation were \(8.375 \%\) and \(7.75 \%\) at June 30, 1994 and 1993, respectively. The rate of increase in future compensation levels reflected in such determination was \(4.5 \%\) and \(5.0 \%\) for the years ended September 30, 1994 and 1993, respectively. The expected long-term rate of return on assets was \(9.5 \%, 8.5 \%\) and \(9.0 \%\) for the years ended September 30, 1994, 1993 and 1992, respectively. The plan assets consist primarily of investments in common stocks, interest bearing securities and interests in commingled pension trust funds. Prepaid pension cost is included in deferred charges and other assets.

The following table sets forth the Greeley Gas Division plan's funded status at September 30, 1994 and 1993:
\begin{tabular}{|c|c|c|}
\hline & 1994 & 1993 \\
\hline & \multicolumn{2}{|r|}{(In thousands)} \\
\hline \multicolumn{3}{|l|}{Actuarial present value of benefit obligations} \\
\hline \multicolumn{3}{|l|}{Accumulated benefit obligation, including} \\
\hline \multicolumn{3}{|l|}{vested benefits of \$12,849 and \$9,959 in} \\
\hline 1994 and 1993, respectively & \$(13,206) & \$(10,088) \\
\hline Projected benefit obligation & \$(15,020) & \$(13,359) \\
\hline Plan assets at fair value & 13,140 & 14,204 \\
\hline Funded status & \((1,880)\) & 845 \\
\hline Unrecognized net asset being & & \\
\hline recognized over 15 years & \((2,100)\) & \((2,390)\) \\
\hline Unrecognized prior service cost & 455 & - \\
\hline Unrecognized net loss & 3,186 & 2,677 \\
\hline (Accrued) prepaid pension cost & \$ (339) & \$ 1,132 \\
\hline
\end{tabular}

Net periodic pension cost (credit) for the Greeley Gas Division plan for 1994, 1993 and 1992 included the following components:
\begin{tabular}{|c|c|c|c|}
\hline & 1994 & 1993 & 1992 \\
\hline & & (In thousands) & \\
\hline Service cost & \$ 486 & \$ 374 & \$ 385 \\
\hline Interest cost on projected benefit obligation & 1,039 & 954 & 952 \\
\hline Actual return on plan assets & 441. & \((1,180)\) & \((1,146)\) \\
\hline Net amortization and deferral & \((1,795)\) & (257) & (218) \\
\hline Net periodic pension cost (credit) & \$ 171 & \$ (109) & \$ (27) \\
\hline
\end{tabular}

Accumulated plan benefits were computed using the Projected Unit Credit funding method. The discount rate and rate of increase in future compensation levels used in determining the actuarial present value of the projected benefit obligations were \(8.375 \%\) and \(4.5 \%\), respectively, in 1994 and \(7.75 \%\) and \(6.25 \%\), respectively, in 1993. The expected long-term rate of return on plan assets was \(9.5 \%\) and \(9.0 \%\) in 1994 and 1993, respectively.

Plan assets consist primarily of corporate bonds, equity securities, mutual funds, partnership interests and other miscellaneous investments. The actual return on plan assets in 1994 resulted in a loss of \(\$ .4\) million due to writedowns of certain plan assets to reflect current market value.

Effective October 1, 1987, the Company adopted a nonqualified Supplemental Executive Benefits Plan ("Supplemental Plan") which provides additional pension benefits to the executive officers and certain other employees of the Company. Expense recognized in connection with the Supplemental Plan during fiscal 1994, 1993 and 1992 was \(\$ 2,062,000, \$ 1,492,000\) and \(\$ 872,000\), respectively.

The Company sponsors an Employee Stock Ownership Plan ("ESOP"). Full time employees who have completed one year of service, as defined in the plan, are eligible to participate. Each participant enters into a salary reduction agreement with the Company pursuant to which the participant's salary is reduced by an amount not less than \(2 \%\) nor more than \(10 \%\). Taxes on the amount by which the participant's salary is reduced are deferred pursuant to Section 401(k) of the Internal Revenue Code. The amount of the salary reduction is contributed by the Company to the ESOP for the account of the participant. The Company may make a matching contribution for the account of the participant in an amount determined each year by the Board of Directors, which amount must be at least equal to \(25 \%\) of all or a portion of the participant's salary reduction. For the 1994 plan year, the Board of Directors elected to match \(100 \%\) of each participant's salary reduction contribution up to \(4 \%\) of the participant's salary. These matching percentages have also been approved for the 1995 plan year. Matching contributions to the ESOP amounted to \(\$ 1,780,000, \$ 1,413,000\) and \(\$ 1,324,000\) for 1994, 1993 and 1992, respectively. The Directors may also approve discretionary contributions, subject to the provisions of the Internal Revenue Code of 1986 and applicable regulations of the Internal Revenue Service. The Company recorded a charge of \(\$ 1,000,000\) for a discretionary contribution in the year ended September 30, 1993. Company contributions to the plan are expensed as incurred.

Effective January 1, 1988, the Greeley Gas Division adopted a 401 (k) plan that covers substantially all the Greeley Gas Division employees. Employee contributions are limited to \(6 \%\) of base compensation. The Company matches \(50 \%\) of employee contributions. Total employer contributions to the 401 (k) plan were \(\$ 141,000, \$ 230,000\) and \(\$ 288,000\) for the periods ended September 30, 1994, 1993 and 1992, respectively. Contributions to the plan were discontinued on March 31, 1994 and participants were enrolled in the Atmos ESOP on April 1, 1994.

\section*{8. OTMET POSTMETMERAENT RENEFTS}

In addition to providing pension benefits, the Company provides certain other postretirement benefits for retired employees, the major benefit being health care. To be eligible for these benefits, an employee must retire under the terms of the Company's retirement plans. Prior to 1994, the cost of other postretirement benefits was recognized by expensing claims and annual insurance premiums as incurred. In fiscal 1993 and 1992, these costs totaled \(\$ 1,453,000\) and \(\$ 1,626,000\), respectively.

Effective October 1, 1993, the Company adopted Financial Accounting Standards No. 106 ("SFAS No. 106"), "Employers' Accounting for Postretirement Benefits Other Than Pensions". SFAS No. 106 focuses principally on postretirement health care benefits and significantly changed the practice of accounting for postretirement benefits on a pay-as-you-go basis by requiring accrual of such benefit costs at Atmos on an actuarial basis from the date each employee reaches age 45 until the date of full eligibility for such benefits. The Company is amortizing on a straight line basis the initial transition obligation of \(\$ 33,354,000\) over 20 years. The effect of adopting the new rules increased net periodic postretirement benefit cost for the year ended September 30, 1994 by \(\$ 3,789,000\) and decreased net income for the period by \(\$ 2,440,000\). Approximately \(\$ 746,000\) of this increased cost was recovered through rates during 1994.

Atmos sponsors two defined benefit postretirement plans other than pensions. One plan provides medical, dental, vision and life insurance benefits to retired employees of Greeley Gas Company. The other offers medical benefits to all other retired Atmos employees. Substantially all of the Company's employees may become eligible for these benefits if they reach retirement age while working for the Company and attain 10 consecutive years of service. Participant contributions are required under these plans. Prior to June 1994, the plans were not funded. In June 1994, the Company made its first quarterly payment to the external trust set up to fund SFAS No. 106 costs in excess of the pay-as-you-go cost in Kansas in accordance with an order of the Kansas Corporation Commission. The amount of funding will ultimately depend upon the ratemaking treatment allowed in the Company's various rate jurisdictions.

The components of net periodic postretirement benefit cost for the year ended September 30, 1994 are as follows (in thousands):
\begin{tabular}{lr} 
Service cost & \(\$ 1,817\) \\
Interest cost & 2,269 \\
Amortization of transition obligation & \(\underline{1,668}\) \\
& \(\underline{\$ 5,754}\) \\
\hline
\end{tabular}

The following is a reconciliation of the funded status of the plans to the net postretirement benefits liability on the balance sheet as of September 30, 1994 and October 1, 1993 (in thousands):
\begin{tabular}{|c|c|c|}
\hline & 1994 & 1993 \\
\hline \multicolumn{3}{|l|}{Accumulated postretirement benefit obligation} \\
\hline Retirees & \$(18,083) & \$(18,237) \\
\hline Fully eligible employees & \((6,827)\) & \((8,596)\) \\
\hline Other employees & \((4,206)\) & \((6,521)\) \\
\hline & \((29,116)\) & \((33,354)\) \\
\hline Plan assets & 274 & - \\
\hline Accumulated postretirement benefit obligation in excess of plan assets & \((28,842)\) & \((33,354)\) \\
\hline Unrecognized prior service cost & \((2,256)\) & \\
\hline Unrecognized net (gain) or loss & \((4,105)\) & - \\
\hline Unrecognized transition obligation & 31,686 & 33,354 \\
\hline Accrued postretirement benefits liability & \$ (3,517) & \$ \\
\hline
\end{tabular}

In the latest actuarial calculation of the accrued postretirement benefits liability, the assumed health care cost trend rate used to estimate the cost of postretirement benefits was \(10.5 \%\) for the 1993-1994 year, \(9.5 \%\) for the 1994-1995 year, and is assumed to decrease gradually to \(5.0 \%\) for 1999-2000 and remain at that level thereafter. Similarly, the dental trend rate is \(8.0 \%\) for the 1993-1994 year and gradually decreases to \(7.0 \%\) for 1995-1996 at which time dental benefits will be discontinued. The trend for vision benefits is assumed to remain level for all years at \(4.5 \%\). The effect of a \(1 \%\) increase in the assumed health care cost trend rate for each future year is \(\$ 410,000\) on the annual aggregate of the service and interest cost components of net periodic postretirement benefit costs and \(\$ 2,279,000\) on the accumulated postretirement benefit obligation as of September 30, 1994. The assumed discount rate, the rate at which liabilities could be settled, was \(8.25 \%\) and \(7.0 \%\) as of September 30, 1994 and 1993, respectively.

The Company is currently recovering other postretirement benefit ("OPEB") costs through its regulated rates on a pay-as-you-go basis in a majority of its service areas in Texas, Kentucky and Louisiana. It is allowed to recover OPEB costs in its remaining service areas under SFAS No. 106 accrual accounting. The rate recovery of SFAS No. 106 cost by jurisdiction is discussed below. Management believes that accrual accounting in accordance with SFAS No. 106 is appropriate and will seek rate recovery of accrualbased expenses in all of its ratemaking jurisdictions.

In May 1993, the Louisiana Commission issued an order for all utilities under its jurisdiction to continue to use the pay-as-yougo accounting method for rate treatment of SFAS No. 106 costs. Utilities may apply to the Louisiana Commission for authority to recognize a regulatory asset to be amortized on à pay-as-you-go basis to bridge the gap between ratemaking and accounting. The Louisiana Commission retains the flexibility to examine individual companies' accounting for SFAS No. 106 costs to determine if special exceptions to this order are warranted. Recovery of SFAS No. 106 costs were not allowed in the Company's Rate Stabilization Clause increase implemented March 1, 1994.

In June 1992, the Kentucky Public Service Commission ("Kentucky Commission") declined a request by a group of utilities to grant a blanket commitment for the future recovery of SFAS No. 106 costs in excess of pay-as-you-go costs for all utilities. The Kentucky Commission's order stated that each utility could file an individual application to seek recovery of such costs. At a rehearing held in December 1992, the Kentucky Commission affirmed its initial order.

In May 1993, the Company filed rate requests which included SFAS No. 106 costs in Fritch and Sanford, Texas and for the surrounding environs. The rates for the environs are subject to the jurisdiction of the Railroad Commission of Texas ("Railroad Commission"). In its order of August 30, 1993, the Railroad Commission approved recovery of SFAS No. 106 costs and internal funding.

In September 1994 the Company filed for a rate increase with its West Texas cities. The rate case, which included SFAS No. 106 costs, was settled with these cities subsequent to September 30, 1994.

In September 1993, GGC filed a rate request for its Colorado service area which included SFAS No. 106 costs. In May 1994, the Company began implementing new rates in its Colorado service area. The new rates increased annual revenues by \(\$ 3,200,000\) and included recovery of accrual-based SFAS No. 106 costs. By order issued in October 1994, the Colorado Public Utility Commission approved recovery of SFAS No. 106 costs with the condition of external funding of the difference between SFAS No. 106 expense and pay-as-you-go expense.

By order issued in November 1993, the Kansas Corporation Commission approved recovery of SFAS No. 106 expenses beginning in December 1993 with the condition that the difference between amounts computed as SFAS No. 106 expense and pay-as-you-go expense shall be remitted quarterly to an external trust fund.

The Company will seek rate recovery of accrual based SFAS No. 106 expenses in its ratemaking jurisdictions that have not yet approved the recovery of these expenses. The portion of this additional expense in excess of the pay-as-you-go amount in these ratemaking jurisdictions that will immediately or ultimately be allowed in rates cannot presently be determined. The ultimate impact of the adoption of SFAS No. 106 on the Company's financial position and results of operations will not be known with certainty until the regulatory treatment that will be allowed in each of the Company's ratemaking jurisdictions is determined.

\section*{8. POSTEMPLOYMERT BEMEFITS}

The Company also provides postemployment benefits, primarily workers' compensation, to former or inactive employees after employment but before retirement. The Financial Accounting Standards Board has issued Statement of Financial Accounting Standards No. 112, "Employers' Accounting for Postemployment Benefits" ("SFAS No. 112"), which applies to such benefits and will be effective for the Company's 1995 fiscal year. Under SFAS No. 112, employers are required to recognize the obligation to provide postemployment benefits if certain conditions are met. Postemployment benefit costs are currently recorded and recovered in rates on the pay-as-you-go basis. The rate treatment of SFAS No. 112 accrual based costs has not been determined at this time. The reduction in future earnings, if any, that would result from this accrual would be offset to the extent that it is approved to be recovered in rates. Based on a preliminary actuarial study, the Company currently estimates that the cumulative effect of implementation of SFAS No. 112 and the increase in future annual costs will not have a material adverse effect on earnings.

\section*{10. SUPPLEMENTARY GAFORMATHON}

Taxes, other than income taxes for 1994, 1993 and 1992 consisted of the following:
\begin{tabular}{|c|c|c|c|}
\hline & 1994 & 1993 & 1992 \\
\hline & & (an thousands) & \\
\hline Gross receipts & \$ 7,252 & \$ 7,312 & \$ 7,393 \\
\hline Ad valorem & 5,124 & 4,992 & 4,618 \\
\hline Payroll & 3,475 & 3,353 & 3,322 \\
\hline Other & 957 & 1,149 & 1,065 \\
\hline & \$16,808 & \$16,806 & \$16,398 \\
\hline
\end{tabular}

\section*{11. COMTHGENCIES}

On March 15, 1991, suit was filed in the 15th Judicial District Court of Lafayette Parish, Louisiana, by the "Lafayette Daily Advertiser" and others against the Trans La Division, Trans Louisiana Industrial Gas Company, Inc. ("TLIG"), a wholly owned subsidiary of the Company, and Louisiana Intrastate Gas Corporation and certain of its affiliates ("LIG"). LIG is the Company's primary supplier of natural gas in Louisiana and is not otherwise affiliated with the Company.

The plaintiffs purported to represent a class consisting of all residential and commercial gas customers in the Trans La Division's service area. Among other things, the lawsuit alleged that the defendants violated antitrust laws of the state of Louisiana by manipulating the cost-of-gas component of the Trans La Division's gas rate to the purported customer class, thereby causing such purported class members to pay a higher rate. The plaintiffs made no specific allegation of an amount of damages.

The defendants brought an appeal to the Louisiana Supreme Court of rulings by the trial court and the Third Circuit Court of Appeal which denied defendants' exceptions to the jurisdiction of the trial court. It was the position of the defendants that the plaintiffs' claims amount to complaints about the level of gas rates and should be within the exclusive jurisdiction of the Louisiana Commission.

On January 19, 1993, the Lovisiana Supreme Court issued a decision reversing in part the lower courts' rulings, dismissing all of plaintiffs' claims against the defendants which seek damages due to alleged overcharges and further ruling that all such claims are within the exclusive jurisdiction of the Louisiana Commission. Any claims which seek damages other than overcharges were remanded to the trial court but were stayed pending the completion of the Louisiana Commission proceeding referred to below.

The Louisiana Commission has instituted a docketed proceeding for the purpose of investigating the costs included in the Trans La Division's purchased gas adjustment component of its rates. Both the Trans La Division and LIG are parties to the proceeding. Much of the discovery in this proceeding has been conducted and a procedural schedule has been established. The Company believes the allegations as they relate to the Company, whether brought in court or at the Louisiana Commission, are without merit, and that the chances of a material adverse outcome are remote. The Company will continue to vigorously protect its interest in this matter.

From time to time, claims are made and lawsuits are filed against the Company arising out of the ordinary business of the Company. In the opinion of the Company's management, liabilities, if any, arising from these actions are either covered by
insurance, adequately reserved for by the Company or would not have a material adverse effect on the financial condition of the Company.

\section*{12. Statement of cash flows}

Supplemental disclosures of cash flow information for 1994, 1993 and 1992 are presented below:
\begin{tabular}{|c|c|c|c|}
\hline & 1994 & 1993 & 1992 \\
\hline & & (In thousands) & \\
\hline \multicolumn{4}{|l|}{Cash paid for} \\
\hline Interest & \$12,756 & \$13,436 & \$14,496 \\
\hline Income taxes & 6,352 & 8,190 & 3,754 \\
\hline
\end{tabular}

\section*{18. LEASE8}

The Company has entered into noncancelable leases involving office space and warehouse space. The remaining lease terms range from one to 20 years and generally provide for the payment of taxes, insurance and maintenance by the lessee. Net property, plant and equipment included amounts for capital leases of \(\$ 5,664,000\) and \(\$ 6,029,000\) at September 30, 1994 and 1993, respectively.

The related future minimum lease payments at September 30, 1.994 were as follows:
\begin{tabular}{|c|c|c|}
\hline \multirow[t]{2}{*}{} & Capital leases & Operating leases \\
\hline & \multicolumn{2}{|r|}{(In thousands)} \\
\hline 1995 & \$ 1,716 & \$ 5,071 \\
\hline 1996 & 1,717 & 4,817 \\
\hline 1997 & 1,683 & 3,808 \\
\hline 1998 & 1,628 & 2,958 \\
\hline 1999 & 1,504 & 3,036 \\
\hline Thereatter & 11,297 & 23,335 \\
\hline Total minimum lease payments & 19,545 & 43,025 \\
\hline Less amount representing contingent payments from increases in the Consumer Price Index & \[
(946)
\] & (20) \\
\hline Net minimum lease payments & 18,599 & \$43,005 \\
\hline Less amount representing interest & \((12,305)\) & \\
\hline Present value of net minimum lease payments & \$ 6,294 & \\
\hline
\end{tabular}

Consolidated rent expense amounted to \(\$ 6,490,000, \$ 5,277,000\) and \(\$ 5,395,000\) for fiscal 1994, 1993 and 1992, respectively. Rents are expensed and recovered in rates on a pay-as-you-go basis.

\section*{MANAGEMENTS RESPONSIBILITY FOR FINANCIAL STATEMENTS}

Management is responsible for the preparation, presentation and integrity of the financial statements and other financial information in this report. The accompanying financial statements have been prepared in accordance with generally accepted accounting principles, and include estimates and judgments made by management that were necessary to prepare the statements in accordance with such accounting principles.

The Company maintains a system of internal accounting controls designed to provide reasonable assurance that assets are safeguarded from loss and that transactions are executed and recorded in accordance with established procedures. The concent of reasonable assurance is based on the recognition that the cost of maintaining a system of internal accounting controls should not exceed related benefits. The system of internal accounting controls is supported by written policies and guidelines, internal auditing and the careful selection and training of qualified personnel.

The financial statements have been audited by the Company's independent auditors. Their audit was made in accordance with generally accepted auditing standards, as indicated in the Report of Independent Auditors, and included a review of the system of internal accounting controls and tests of transactions to the extent they considered necessary to carry out their responsibilities for the audit.

Management has considered the internal auditors' and the independent auditors' recommendations concerning the Company's system of internal control and has taken actions that we believe are cost-effective in the circumstances to respond appropriately to these recommendations. The Audit Committee of the Board of Directors meets periodically with the internal auditors and the independent auditors to discuss the Company's internal accounting controls, auditing and financial reporting matters.

\section*{report of ernst a young lip, independent auditors}

Board of Directors

\section*{Atmos Energy Corporation}

We have audited the accompanying consolidated balance sheets of Amos Energy Corporation at September 30, 1994 and 1993, and the related consolidated statements of income, shareholders' equity and cash flows for each of the three years in the period ended September 30, 1994. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with generally accepted auditing standards. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above prosent fairly, in all material respects, the consolidated financial position of Atmos Energy Corporation at September 30, 1994 and 1993, and its consolidated results of operations and its cash flows for each of the three years in the period ended September 30 , 1994 in conformity with generally accepted accounting principles.

Dallas, Texas
November 9, 1994

Ernst + Young LLP

\section*{MANAGEMENT'S DISCUS8ION AND ANALY8IS OF FINANEIAL CONDITION AND RESULIS OF OPERATIONS}

\section*{INTRODUCTION}

The Company distributes and sells natural gas to residential, commercial, industrial and agricultural customers in six states. Such business is subject to federal and state regulation and/or regulation by local authorities in each of the states in which the Company operates. In addition, the Company's business is affected by seasonal weather patterns, competitive factors within the energy industry and economic conditions in the areas that the Company serves.

A consolidated five-year financial and statistical summary is included elsewhere herein.

\section*{ACQUISITION OF GREELEY GAS COMPANY THROUGH MERGER}

The Company has expanded its customer base and sought to diversify the regulations, weather patterns and local economic conditions to which it is subject through acquisitions in 1986, 1987 and 1993. The Company continues to consider and pursue, where appropriate, additional acquisitions of natural gas distribution properties and other business opportunities.

In December 1993, the Company acquired Greeley Gas Company ("GGC") of Denver, Colorado in a merger transaction accounted for as a pooling of interests; therefore, all historical financial statements and notes thereto have been restated to retroactively reflect this merger. At that time, GGC was a privately held company providing natural gas service to nearly 100,000 customers in 122 communities in Colorado, Kansas and a small service area in Missouri. The transaction was structured to be a tax-free reorganization. The Company exchanged 2,329,330 shares of its common stock before the 3 -for-2 stock split ( \(3,493,995\) shares on a post-split basis) for all of the outstanding stock of GGC. For further information regarding the merger, see Note 2 of notes to consolidated financial statements.

The Company believes that, while the merger may result in some dilution during the short term, it is expected to be nondilutive over the long term with respect to earnings per share. The Company believes this transaction is consistent with its continuing long-term corporate development strategy of increasing the value of the Company through external growth. The Company believes this acquisition will help to further diversify both the geographic scope of its markets and the mix of its customer profile, thereby reducing its exposure to changes in the economic conditions in any given segment of its service area and will add to diversification in the areas of weather, regulatory environment,
and economic environment. Over the longer term, the Company expects this combination to contribute to the stability and predictability of earnings and cash flow.
rate activity
In September 1994, the Company filed to increase revenues by approximately \(\$ 2.6\) million for a portion of its Energas Company service area ("Energas Division"). The proposed rates would produce an overall increase of approximately \(1.9 \%\) of current annual revenues generated from approximately 217,000 customers and reflects recovery of accrual accounting of postretirement benefits in accordance with SFAS No. 106. See Note 8 of the accompanying notes to consolidated financial statements. In November 1994, the Company implemented an annual revenue increase of approximately \(\$ 1.5\) million affecting about \(90 \%\) of the customers in this portion of its Energas Division.

GGC filed a request for an increase in annual revenues of \(\$ 4.5\) million with the Colorado Public Utility Commission ("Colorado Commission") in September, 1993. On May 1, 1994, the Company implemented an annual increase of \(\$ 3.2\) million or \(6.9 \%\) in Phase I of this proceeding. The Phase I rates reflect recovery of SFAS No. 106 expenses with external funding, consistent with the recommended decision of the presiding administrative law judge. In October 1994, the Colorado Commission issued its order affirming the increase as set forth in Phase I. The next step in the rate proceeding will be Phase II, which will address rate redesign issues.

Effective December 1, 1993, GGC received an annual rate increase of approximately \(\$ 2.1\) million or \(10.6 \%\) in its Kansas service area. The increase reflects SFAS No. 106 expenses with external funding and a moratorium on rate requests in Kansas until December 1, 1996.

On February 11, 1992, the Company filed a rate case with the city of Amarillo, Texas seeking to increase annual revenues by approximately \(\$ 4.4\) million, or \(12 \%\). In November 1992, the Railroad Commission issued its decision, resulting in a total annual increase of \(\$ 2.1\) million. The Company and the city requested a rehearing of the Order. On January 11, 1993, the Railroad Commission denied rehearing to both parties. In February 1993, the city appealed the Railroad Commission's rate order to the District Court of Travis County, Texas. In January 1994, the District Court denied the city's appeal. The city has appealed to the Court of Appeals.

During the period of 1991 through 1993, the Company also filed for and received small rate increases in certain other rate jurisdictions in its Energas Division totaling approximately \(\$ .3\) million annually.

The Company filed for a rate increase with the Louisiana Public Service Commission (the "Louisiana Commisstion") in November 1991 for its Louisiana service area ("Trans La Division"). The proposed rates would produce approximately \(\$ 3.4\) million per year in additional revenues, or an overall increase of approximately \(9.8 \%\) for the Trans La Division. Effective September 3, 1992, the Louisiana Commission granted an increase of approximately \(\$ 1.0\) million per year in additional revenues, or an overall increase of approximately \(2.8 \%\). The rate order also allowed the Company to collect franchise taxes as a line item on the Company's bills which will reduce taxes, other than income taxes, by approximately \(\$ 800,000\) per year. The rate order also approved a rate stabilization clause for three years that provides for an annual adjustment to the Company's rates to reflect changes in expenses, revenues and invested capital following an annual review. The rate stabilization clause provides an opportunity for a return on jurisdictional common equity of between \(11.75 \%\) and \(12.25 \%\). As a result of the Company's filings under the rate stabilization clause, an increase of \(\$ 730,000\) annually or \(2 \%\) went into effect on March 1,1993 , and an increase of \(\$ 1.1\) million or \(2.7 \%\) went into effect on March 1, 1994.

In September 1990, the Kentucky Public Service Commission ( the "Kentucky Commission") issued an order that increased annual revenues approximately \(\$ 1.0\) million for the Company's Kentucky service area. In May 1991, the Kentucky Commission issued an Order on Rehearing increasing allowed revenues an additional \(\$ 2.6\) million. In connection with this rate case the Company filed a Notice of Appeal with the Kentucky Court of Appeals in July 1993. The Company's appeal in Kentucky relates solely to the determination of the appropriate effective date of its last rate increase in Kentucky. The Kentucky Public Service Commission made the increase effective in May 1991, while the Company believes it should have become effective in September 1990. The Company lost the issue at the trial court level: If the Company is successful, it could recover approximately \(\$ 1\) million in additional revenue; if it is unsuccessful, there would be no impact on its revenue. Subsequent to September 30, 1994, the Kentucky Court of Appeals denied the Company's appeal. The Company is currently assessing its options for further appeals.

\section*{RECENTLY ISSUED ACCOUNTING STANDARDS NOT YET ADOPTED}

The Company has not adopted Statement of Financial Accounting Standards No. 112, "Employers' Accounting for Postemployment Benefits". See Note 9 of notes to consolidated financial statements. The rate treatment of SFAS No. 112 costs has not been determined at this time. Such costs are currently recorded and recovered in rates on the pay-as-you-go basis. The Company does not expect the adoption of this standard to have a material impact on its financial condition or results of operations.

\section*{MESULTS ©F © © PERATHOR\&}
year ended september 30,1994 Compared with year ended SEPTEMBER 30, 1993

Operating revenues increased to \(\$ 499.8\) million in 1994 from \(\$ 459.6\) million in 1993 due to rate increases received in Kansas, Colorado and Louisiana, an increase in the number of customers, changes in cost of gas and increased volumes sold. Average gas sales revenues per thousand cubic feet ("Mcf") increased from 1993 by \(\$ .12\) to \(\$ 4.14\) in 1994, while the average cost of gas per Mcf sold increased \(\$ .15\) to \(\$ 2.86\) in 1994. The number of meters in service increased to 649,319 at September 30, 1994 compared with 636,159 at September 30, 1993. Although the weather was \(2 \%\) warmer in 1994 than in 1993, it was only slightly warmer than normal. Sales to residential, commercial and public authority customers decreased approximately 0.5 billion cubic feet ("Bcf") in 1994, but sales to industrial and agricultural customers increased approximately 7 Bcf. Total sales volumes increased 6.7 Bcf to 116.1 Bcf in 1994, as compared with 1993. Revenues from gas transported for others decreased \(\$ .9\) million to approximately \(\$ 14.1\) million in fiscal 1994 due to a decrease in volumes transported of 4.5 Bcf to 35.3 Bct in 1994.

Gross profit increased by approximately \(3 \%\) to \(\$ 168.2\) million in 1994 from \(\$ 163.1\) million in 1993. The primary factors contributing to the higher gross profit were increased prices and volumes, as discussed above. Operating expenses, excluding income taxes, increased to \(\$ 133.7\) million in 1994 from \(\$ 122.8\) million in 1993 due to increased operation expense and depreciation.

Operation expense increased \(\$ 9.9\) million due to increased distribution expense, employee welfare expenses including adoption of SFAS No. 106, GGC acquisition and assimilation costs, and the cost of an early retirement program in the Greeley Gas Division in the fourth quarter. SFAS No. 106 expenses in excess of pay-as-you-go expenses were approximately \(\$ 3.8\) million in 1994. The company has been successful in seeking recovery of SFAS No. 106 expenses in a portion of its service areas and will continue to seek recovery in its remaining service areas (Note 8). GGC acquisition and assimilation costs were approximately \(\$ 1.5\) million in 1994 compared with approximately \(\$ .5\) million in 1993. The cost of the early retirement program was approximately \(\$ 1.3\) million in 1994. The acquisition and assimilation costs as well as the early retirement program are one-time costs associated with the GGC acquisition. Income taxes decreased to \(\$ 8.1\) million for 1994 from \(\$ 10.1\) million for 1993. The primary reasons for the decrease were lower pre-tax profits and a lower effective tax rate. The effective tax rate decreased to \(35.6 \%\) in 1994 from \(36.5 \%\) in 1993. This was primarily due to the impact of permanent differences on the lower pre-tax profits in 1994. Operating income decreased in 1994 by approximately \(13 \%\) to \(\$ 26.5\) million from \(\$ 30.3\) million in 1993. The decrease in operating income resulted primarily from increased operating expenses as discussed above.

Net income decreased in 1994 by approximately \(16 \%\) to \(\$ 14.7\) million from \(\$ 17.5\) million in the prior year. This decrease in net income resulted primarily from a decrease in operating income, which was partially offset by a \(\$ 1.0\) million decrease in interest expense. Net income per share decreased to \(\$ .97\) for 1994 from \(\$ 1.22\) for 1993, reflecting the effects of an increase in average shares outstanding of approximately \(6 \%\). One-time acquisition costs, assimilation expenses and an early retirement program in Greeley Gas Company as well as the effect of adopting SFAS No. 106 reduced earnings per share by approximately \(\$ .22\) in 1994.
year ended september 30, 1993 Compared with year ended SEPTEMBER 30, 1992

Operating revenues increased to \(\$ 459.6\) million in 1993 from \(\$ 403.4\) million in 1992 due to colder weather, increased sales volumes and revenues for every customer type, rate increases received in Texas and Louisiana and an increased number of customers in fiscal 1993. Total sales volumes increased 9.7 Bcf to 109.4 Bcf in 1993, as compared with 1992. Average gas sales revenues per Mct increased \(\$ .16\) to \(\$ 4.02\) in fiscal 1993 from 1992, while the average cost of gas per Mct sold increased \$. 13
to \(\$ 2.71\). The number of meters in service increased to 636,159 at September 30, 1993 compared with 630,365 at September 30, 1992. Weather was \(10 \%\) colder in 1993 than 1992, and was \(2 \%\) colder than normal. Because of this colder weather, sales volumes to weather sensitive residential, commercial and public authority customers increased 5.8 Bcf , or \(8 \%\), to 78.0 Bcf in 1993, as compared with 1992. Sales volumes to industrial and agricultural customers increased 3.9 Bcf , or \(14 \%\), because of increased irrigation fuel demand in the Company's West Texas service area. Revenues from gas transported for others increased \(\$ 1.3\) million to approximately \(\$ 15.0\) million in 1993 . Average transportation fees decreased from \(\$ .42\) per Mcf to \(\$ .38\) per Mcf, while transportation volumes increased 7.6 Bcf to 39.8 Bcf in 1993 as compared with 1992. Average transportation fees decreased in 1993 because of increased competition for large volume customers in Kentucky.

Gross profit increased by approximately \(12 \%\) to \(\$ 163.1\) million in 1993 from \(\$ 146.3\) million in 1992 . The primary factors contributing to the higher gross profit were increased rates and colder weather, as discussed above. Operating expenses, excluding income taxes, increased to \(\$ 122.8\) million in 1993 from \(\$ 117.9\) million in 1992 due to increased operating activity. Operation expense increased \(\$ 3.5\) million due to increased distribution expenses, outside services, wages and benefits expense. Income taxes increased to \(\$ 10.1\) million for 1993 from \(\$ 4.8\) million for 1992. The primary reasons for the increase were higher pre-tax profits and a higher effective tax rate. The effective tax rate increased to \(36.5 \%\) in 1993 from \(30.2 \%\) in 1992 because of reduced significance of permanent differences due to higher pretax profits and a one percent increase in the statutory rate to \(35 \%\), effective January 1, 1993. Operating income increased in 1993 by approximately \(28 \%\) to \(\$ 30.3\) million. The increase in operating income resulted primarily from increased gross profit.

Net income increased in 1993 by approximately \(60 \%\) to \(\$ 17.5\) million from \(\$ 11.0\) million in 1992. This increase in net income resulted primarily from the increase in operating income. Also, interest expense decreased \(\$ .5\) million in 1993, as compared with 1992, due to lower weighted average interest rates. Net income per share increased approximately \(53 \%\) to \(\$ 1.22\) for 1993 compared with 1992, including the effects of an increase in average shares outstanding of approximately \(4 \%\).
capatal mesoumers and luquidry
(See "Consolidated Statements of Cash Flows")

\section*{CASH FLOWS FROM OPERATING ACTIVITIES}

Cash flows from operating activities totaled \(\$ 41.2\) million for 1994 compared with \(\$ 37.1\) million for 1993 and \(\$ 31.4\) million for 1992. The decrease in net income in 1994 as compared with 1993 was more than offset by the net changes in assets and liabilities. Gas stored underground decreased in 1994 because of substantially lower gas prices during the summer of 1994 when the storage reservoir was being refilled. The \(\$ 10.9\) million increase in deferred charges and other assets in 1993 related to the \(\$ 8.4\) million increase in deferred credits and other liabilities and recognized funding for the Supplemental Executive Benefits Plan. See "Consolidated Statements of Cash Flows" for other changes in assets and liabilities.

\section*{CASH FLOWS FROM INVESTING ACTIVITIES}

Net cash used in investing activities totaled \(\$ 48.4\) million in 1994 compared with \(\$ 42.2\) million in 1993 and \(\$ 39.5\) million in 1992. Capital expenditures in fiscal 1994 amounted to \(\$ 50.4\) million compared with \(\$ 43.1\) million in 1993 and \(\$ 42.2\) million in 1992. Currently budgeted capital expenditures for 1995 total \(\$ 56.1\) million and include major expenditures for mains, services, meters, vehicles and computer software. Such expenditures will be financed from internally generated funds and financing activities, as discussed below.

\section*{CASH FLOWS FROM FINANCING ACTIVITIES}

Net cash provided by financing activities totaled \(\$ 7.7\) million for 1994 compared with \(\$ 3.7\) million for 1993 and \(\$ 8.3\) million in 1992. Financing activities during these periods included issuance of common stock, dividend payments, borrowings from banks, and issuance and repayments of long-term debt.

Cash dividends and distributions paid. The Company paid \(\$ 12.7\) million in cash dividends and distributions during 1994. The \(\$ 2.6\) million increase over 1993 primarily retlects an increase in the Company's quarterly dividend rate and an increase in the number of shares of common stock outstanding in 1994. The Company has increased its historical dividend rate in each of the last six years.

Short-term financing activities. At September 30, 1994, the Company had committed lines of credit totaling \(\$ 72.0\) million, all of which was unused, in order to provide for short-term cash requirements. . These credit facilities are negotiated at least annually. At September 30, 1994, the Company also had uncommitted short-term credit lines of \(\$ 130.0\) million, of which \(\$ 71.9\) million was unused. At September 30, 1994, \(\$ 40.0\) million of notes payable to banks were classified noncurrent and long-term financing was completed subsequent to September 30, 1994. During 1994, notes payable increased \(\$ 22.4\) million compared with increases of \(\$ 2.6\) million during 1993 and \(\$ 18.6\) million in 1992. The increases in 1994 and 1992 were primarily due to funding of capital expenditures and repayment of long-term debt. The increase in 1993 was less than the increases in 1994 and 1992, partly because of funds provided in 1993 from stock issued under the Direct Stock Purchase Plan.

Long-term financing activities. Payments of long-term debt increased \(\$ 5.4\) million to \(\$ 9.9\) million for the year ended September 30, 1994 compared with the year ended September 30, 1993. Payments of long-term debt consisted of a \(\$ 3.0\) million installment on the Company's \(9.75 \%\) Senior Notes due in 1996, a \(\$ 2.0\) million installment on the \(11.2 \%\) Senior Notes, the balance of \(\$ 3.25 \mathrm{mil}-\) lion on the \(13.75 \%\) Series I First Mortgage Bonds and the balance of \(\$ 1.6\) million on the \(13 \%\) Series G First Mortgage Bonds. At September 30, 1994, the Company was negotiating the private placement of \(\$ 40.0\) million of Senior Notes with two insurance companies. Scheduled payments of long-term debt in fiscal 1993 consisted of a \(\$ 3.5\) million installment on the Company's \(9.75 \%\) Senior Notes and a \(\$ 1.0\) million payment on the \(13.75 \%\) Series I First Mortgage Bonds. No long-term debt was issued in 1993. The Company entered into an agreement with an insurance company in August 1992, for a private placement of \(\$ 10.0\) million of unsecured Senior Notes due in annual installments of \(\$ 1.0\) million from 1997 through 2006, with interest to be paid semiannually at \(7.95 \%\). The net proceeds from the sale of the Senior Notes were used primarily to refinance an \(8.4 \%\) note in the amount of \(\$ 9.8\) million. The Company also made scheduled installments of \(\$ 4.5\) million on its \(9.75 \%\) Senior Notes, \(\$ 1.0\) million on the \(13.75 \%\) Series I First Mortgage Bonds and a \(\$ .3\) million installment on GGC's 13\% Series G First Mortgage Bonds in fiscal 1992. The loan agreements pursuant to which all the Company's Senior Notes have been issued contain covenants by the Company with respect to the maintenance of certain debt-to-equity ratios and cash flows, and restrictions on the payment of dividends. Also see Note 3 of notes to consolidated financial statements.

Issuance of common stock. The Company issued 428,264, 897,089 and 306,880 shares of common stock in 1994, 1993 and 1992, respectively, for its Direct Stock Purchase Plan ("DSPP"), Employee Stock Ownership Plan and Incentive Stock Option Plan. The DSPP was implemented in August 1992. The DSPP has been samended to remove the direct stock purchase feature of the plan and has been renamed the Atmos Energy Corporation Dividend Reinvestment and Stock Purchase Plan ("DRSPP"). In 1994, 1993 and 1992, 173,801, 760,089 and 132,249 shares, respectively, were issued under the plan, generating proceeds of \(\$ 3.0\) million, \(\$ 13.4\) million and \(\$ 1.9\) million, respectively. At September 30 , 1994, 712,596 shares were available for future issuance under the plan.

The Company believes that internally generated funds, its short-term credit facilities and access to the debt and equity capital markets will provide necessary working capital and liquidity for capital expenditures and other cash needs for 1995.

\section*{SEASORALOTV}

The Company's natural gas distribution business is seasonal due to weather conditions in the Company's service areas. Gas sales are affected by winter heating season requirements and sales to agricultural customers (who use natural gas as fuel in the operation of irrigation pumps) during the period from April through September may be affected by rainfall amounts. These factors generally result in higher operating revenues and net income during the period from October through March of each year and lower operating revenues and either net losses or lower net income during the period from April through September of each year.

The following table sets forth, on an unaudited basis, the Company's quarterly operating revenues, quarterly operating revenues as a percentage of annual operating revenues, quarterly net income (loss) and quarterly net income (loss) as a percentage of annual net income for its past two fiscal years.

\section*{opfeationd}

The Company believes that inflation has caused and will continue to cause increases in certain operating expenses and has required assets and will continue to require assets to be replaced at higher costs. The Company continually reviews the adequacy of its gas rates in relation to the increasing cost of providing service and the inherent regulatory lag in adjusting those gas rates.

\section*{EHUOBOOREETHL MATUERS}

From time to time, the Company receives inquiries regarding various environmental matters. The Company believes that its properties and operations substantially comply with and are operated in substantial conformity with all applicable environmental statutes and regulations. There are no administrative or judicial proceedings arising under environmental quality statutes pending or known to be contemplated by governmental agencies which, if adversely determined, would have a material adverse effect on the Company.
\begin{tabular}{|c|c|c|c|c|c|}
\hline \multirow{3}{*}{Year ended September 30,} & \multicolumn{5}{|c|}{Quarter ended} \\
\hline & December 31 & March 31 & June 30 & September 30 & Total \\
\hline & \multicolumn{5}{|c|}{(In thousands, except for percentages)} \\
\hline \multicolumn{6}{|l|}{1994} \\
\hline \multirow[t]{2}{*}{Operating revenues} & \$145,501 & \$186,944 & \$90,013 & \$77,350 & \$499,808 \\
\hline & 29\% & 37\% & 18\% & 16\% & 100\% \\
\hline \multirow[t]{2}{*}{Net income (loss)} & \$ 7,088 & \$ 13,242 & \$ \((1,224)\) & \$ \((4,427)\) & \$ 14,679 \\
\hline & 48\% & 90\% & (8)\% & (30)\% & 100\% \\
\hline \multicolumn{6}{|l|}{1993} \\
\hline \multirow[t]{2}{*}{Operating revenues} & \$ 130,700 & \$ 166,238 & \$91,219 & \$ 71,484 & \$ 459,641 \\
\hline & 28\% & 36\% & 20\% & 16\% & 100\% \\
\hline \multirow[t]{2}{*}{Net income (loss)} & \$ 6,765 & \$ 13,760 & \$ 831 & \$ \((3,812)\) & \$ 17,544 \\
\hline & \(39 \%\) & 78\% & 5\% & (22)\% & 100\% \\
\hline
\end{tabular}

\section*{}

Summarized unaudited quarterly financial data are presented below. The sum of net income per share by quarter may not equal
the net income per share for the year due to variations in the weighted average shares outstanding used in computing such amounts.
\begin{tabular}{|c|c|c|c|c|c|c|c|c|}
\hline \multirow[t]{3}{*}{} & \multicolumn{8}{|c|}{Quarter ended} \\
\hline & \multicolumn{2}{|c|}{December 31,} & \multicolumn{2}{|c|}{March 31.} & \multicolumn{2}{|c|}{June 30,} & \multicolumn{2}{|c|}{Sepitember 30,} \\
\hline & 1993 & 1992 & 1994 & 1993 & 1994 & 1993 & 1994 & 1993 \\
\hline & \multicolumn{8}{|c|}{(In thousands, except per share data)} \\
\hline Operating revenues & \$145,50.1 & \$130,700 & \$186,944 & \$166,238 & \$ 90,013 & \$ 91,219 & \$ 77,350 & \$ 71,484 \\
\hline Gross profit & 48,421 & 42,638 & 59,366 & 58,606 & 31,790 & 34,463 & 28,660 & 27,402 \\
\hline Operating income (loss) & 10,302 & 9,730 & 16,345 & 16,877 & 1,433 & 3,847 & \((1,614)\) & (177) \\
\hline Net income (loss) & 7,088 & 6,765 & 13,242 & 13,760 & \((1,224)\) & 831 & \((4,427)\) & \((3,812)\) \\
\hline Net income (loss) per share & . 47 & . 48 & . 87 & . 97 & (.08) & . 06 & (.29) & (.26) \\
\hline
\end{tabular}

\section*{}

The Company's stock trades on the New York Stock Exchange under the trading symbol "ATO". The high and low sale prices and
dividends paid per share of the Company's common stock, as adjusted for the 3-for-2 stock split in May 1994, for fiscal 1994 and 1993 are listed below.
\begin{tabular}{|c|c|c|c|c|c|c|}
\hline \multirow[t]{2}{*}{} & \multicolumn{3}{|c|}{1994} & \multicolumn{3}{|c|}{1993} \\
\hline & High & Low & Dividends paid & High & Low & \[
\begin{gathered}
\text { Dividends } \\
\text { paid }
\end{gathered}
\] \\
\hline \multicolumn{7}{|l|}{Quarter ended: - - - - - - -} \\
\hline December 31 & \$21 1/8 & \$163/4 & \$. 22 & \$157/8 & \$131/2 & \$. 2125 \\
\hline March 31 & 20 & \(173 / 4\) & . 22 & \(173 / 4\) & \(151 / 8\) & 2125 \\
\hline June 30 & \(201 / 4\) & 18 & . 22 & 19 3/4 & \(161 / 4\) & . 2125 \\
\hline September 30 & 19 & \(163 / 8\) & . 22 & \(205 / 8\) & 18 5/8 & 2125 \\
\hline & & & \$.88 & & & \(\stackrel{\$ 8500}{ }\) \\
\hline
\end{tabular}

Prior to its acquisition, GGC made distributions to its shareholders in fiscal 1994 and 1993 of \(\$ 120,000\) and \(\$ 893,000\), respectively. The "Dividends paid" information above has not been restated for the pooling of interests in December 1993, but reflects historical cash dividends paid per share of Atmos common
stock as restated for the 3-for-2 stock split in May 1994.
See Note 3 of notes to consolidated financial statements for restriction on payment of dividends. The number of record holders of the Company's common stock on September 30, 1994 was 19,881.

\section*{SECECTED FOMARGOAL DATA}

The following table sets forth selected financial data with respect
to the Company and should be read in conjunction with the consolidated financial statements included herein.
\begin{tabular}{|c|c|c|c|c|c|}
\hline \multirow[t]{3}{*}{} & \multicolumn{5}{|c|}{Year ended September 30,} \\
\hline & \multicolumn{4}{|l|}{\multirow[t]{2}{*}{}} & 1990 \\
\hline & & & & & \\
\hline Operating revenues & \$499,808 & \$459,641 & \$403, 353 & \$399,667 & \$409,975 \\
\hline Net income & \$ 14.679 & \$ 17,544 & \$ 10,998 & \$ 9,612 & \$ 7,653 \\
\hline Net income per share & \$ . 97 & \$ 1.22 & \$ . 80 & \$ . 71 & \$ \(\quad .60\) \\
\hline Atmos dividends declared per share & \$ 88 & \$ . 85 & \$ . 83 & \$. 8.80 & \$. 77 \\
\hline Total assets at end of year & \$416,678 & \$391,618 & \$358,363 & \$338,714 & \$330,477 \\
\hline Long-term debt at end of year & \$138,303 & \$105,853 & \$112,153 & \$116,461 & \$88.508 \\
\hline Supplemental net income (1) & & \$ 18.132 & \$ 10,570 & \$ 10,130 & \$ 9.497 \\
\hline Supplemental net income per share & & \$ 1.26 & \$ 77 & \$ 75 & \$ 8.75 \\
\hline
\end{tabular}

\footnotetext{
(1) Supplemental net income reflects results if GGC had not made an \(S\) Corporation election in 1987.
}

\section*{}

BALANCE SHEET DATA AT SEPTEMBER 30
(In thousands)
Capital expenditures
Net property, plant and equipment
Working capital
Total assets
Shareholders' equity
Long-term debt, excluding current maturities
Total capitalization
\(\qquad\)
\(\qquad\)
\(\qquad\)

INCOME STATEMENT DATA (YEAR ENDED SEPTEMBER 30)
(In thousands, except per share data)
Operating revenues
\begin{tabular}{rrr}
\(\$ 499,808\) & \(\$ 459,641\) \\
168,237 & & 163,109 \\
14,679 & & 17,544 \\
.97 & & 1.22
\end{tabular}
\(\$ 403,353\)
146,262
10,998
.80
\begin{tabular}{rr}
\(\$ 399,667\) & \(\$ 409,975\) \\
137,871 & 136,096 \\
9,612 & 7,653 \\
.71 & .60
\end{tabular}

COMMON STOCK DATA
Shares outstanding at end of year ( 000 's)
Average shares outstanding ( 000 's)
Atmos dividends declared per share
Market price - high
\[
\begin{aligned}
& - \text { low } \\
& \text { - end of year }
\end{aligned}
\]

Book value per share at end of year
Shareholders of record
\begin{tabular}{ccc}
\(\$ 50,355\) & & \(\$ 3,143\) \\
327,407 & & 299,275 \\
\((10,936)\) & & \((28,524)\) \\
416,678 & & 391,618 \\
149,556 & & 139,429 \\
138,303 & & 105,853 \\
287,859 & & 245,282
\end{tabular}
\(\$ 42,169\)
276,924
\((23,548)\)
358,363
117,248
112,163
229,401
\begin{tabular}{rrr}
\(\$ 37,630\) & & \(\$ 37,269\) \\
259,187 & & 245,191 \\
\((5,740)\) & & \((28,219)\) \\
338,714 & & 330,477 \\
110,958 & & 101,548 \\
116,461 & & 88,508 \\
227,419 & 190,056
\end{tabular}
Gross profit
Net income
\begin{tabular}{lrrr} 
& 15,297 & & 14,869 \\
& 15,195 & & 14,338 \\
\(\$\) & .88 & \(\$\) & .85 \\
\(\$\) & 21.13 & \(\$\) & 20.63 \\
\(\$\) & 16.38 & \(\$\) & 13.50 \\
\(\$\) & 17.75 & \(\$\) & 20.25 \\
\(\$\) & 9.78 & \(\$\) & 9.38 \\
& 19,881 & & 18,955 \\
& 18.30 & & 16.60 \\
& 1.82 & & 2.16 \\
& \(5.0 \%\) & & \(4.2 \%\)
\end{tabular}
\begin{tabular}{cr} 
& 13,972 \\
& 13,789 \\
\(\$\) & .83 \\
\(\$\) & 15.25 \\
\(\$\) & 12.63 \\
\(\$\) & 14.88 \\
\(\$\) & 8.39 \\
& 7,856 \\
& 18.59 \\
& 1.77 \\
& \(5.6 \%\)
\end{tabular}
\begin{tabular}{crrr} 
& 13,665 & & 12,743 \\
& 13,486 & & 12,739 \\
\(\$\) & .80 & \(\$\) & .77 \\
\(\$\) & 14.13 & \(\$\) & 12.50 \\
\(\$\) & 10.38 & \(\$\) & 10.50 \\
\(\$\) & 14.00 & \(\$\) & 11.25 \\
\(\$\) & 8.12 & \(\$\) & 7.97 \\
& 7,015 & & 6.712 \\
& 19.72 & & 18.75 \\
& 1.72 & & 1.41 \\
& \(5.7 \%\) & & \(6.8 \%\)
\end{tabular}

VOLUMES (MMCF AS METERED) AND METERS (YEAR ENDED SEPTEMBER 30)
Gas sales volumes
Gas transportation volumes
Total volumes handled

Total volumes handled

Meters in service at end of year
Degree days (Heating)
Percent of normal

Average gas sales price per Mci sold
Average purchased gas cost per Mcf sold
Average transportation fee per Mcf
\begin{tabular}{|c|c|}
\hline 116,087 & 109,405 \\
\hline 35,308 & 39,782 \\
\hline 151,395 & 149,187 \\
\hline 649,319 & 636,159 \\
\hline 3,953 & 4,046 \\
\hline 99\% & 102\% \\
\hline \$ 4.14 & \$ 4.02 \\
\hline \$ 2.86 & \$ 2.71 \\
\hline \$ . 40 & \$ . 38 \\
\hline
\end{tabular}
\(\left.\begin{array}{rr} & 99,720 \\ 32,203\end{array}\right]\)
\begin{tabular}{|c|c|c|c|}
\hline & 101,435 & & 106,424 \\
\hline & 35,201 & & 32,178 \\
\hline & 136,636 & & 138,602 \\
\hline & 619,111 & & 613,542 \\
\hline & 3,583 & & 3,751 \\
\hline & 90\% & & 94\% \\
\hline \$ & 3.74 & \$ & 3.65 \\
\hline \$ & 2.58 & \$ & 2.57 \\
\hline \$ & . 46 & \$ & . 53 \\
\hline
\end{tabular}

STATISTICS
Return on average shareholders' equity
Number of employees at end of year
Net plant per meter
Operating and maintenance expense per meter
Number of meters per employee
Times interest earned before income taxes
\begin{tabular}{cccc} 
& \(10.2 \%\) & & \(13.7 \%\) \\
& 1,709 & & 1,756 \\
\(\$\) & 504 & \(\$\) & 470 \\
& & & \\
\(\$\) & 151 & \(\$\) & 139 \\
& 380 & & 362 \\
& & & \\
& 2.84 & & 3.06
\end{tabular}
\begin{tabular}{cccccc} 
& \(9.6 \%\) & & \(9.0 \%\) & & \(7.6 \%\) \\
& 1.750 & & 1,770 & & 1,753 \\
\(\$\) & 439 & \(\$\) & 419 & \(\$\) & 400 \\
& & & & & \\
\(\$\) & 134 & \(\$\) & 130 & \(\$\) & 126 \\
& 360 & & & 350 & \\
& & & & & \\
& & & & & \\
& 2.12 & & & 2.10 & \\
& & & & & \\
& & & & & \\
& & & &
\end{tabular}

\section*{BOARD OF DIRECTORS}

TOP ROW FROM LEFT TO RIGHT
Travis W. Bain II
President, Bain Enterprises
Plano, Texas
Elected 1988
Committees: Audit, Nominating
Dan Busbee
Attorney and Shareholder
Locke Purnell Rain Harrell
Dallas, Texas
Elected 1988
Committees: Audit (Chairman),
Human Resources
Ronald L. Fancher
President and Chiet Executive Officer
Atmos Energy Corporation
Dallas, Texas
Appointed 1994

Phillip E. Nichol
Vice President and Branch Manager Kidder Peabody \& Co. Incorporated
Cleveland, Ohio
Elected 1985
Committees: Nominating (Chairman), Human Resources

John W. Norris Jr.
Chairman of the Board and
Chief Executive Officer
Lennox international Inc.
Dailas, Texas
Elected 1987
Committees: Human Resources,
Executive
bOITOM ROW FROM LEFT TO RIGHT Carl S. Quinn
Chairman of the Board, President and Chief Executive Officer
Interstate Natural Gas Company
Houston, Texas
Elected 1994
Committees: Human Resources

Lee E. Schlessman
President, Dolo Investment Company
Denver, Colo.
Appointed 1994
Committees: Nominating, Audit

Charles K. Vaughan
Chairman of the Board
Atmos Energy Corporation
Dallas, Texas
Elected 1983
Committee: Executive (Chairman)

Richard Ware II
President, Amarillo National Bank
Amarillo, Texas
Elected 1994
Committees: Nominating, Audit
Dewey G. Williams
President, Protective Assurance
General Agency
Dallas, Texas
Elected 1987
Committees: Executive, Human
Resources (Chairman)


\section*{OFFICERS}

Ronald L. Fancher
President and Chief Executive Officer

James F. Purser
Executive Vice President and Chief Financial Officer

Robert F. Stephens
Executive Vice President -
Corporate Operations

\section*{H.F. Harber}

Senior Vice President -
Corporate Services

Donald E. James
Senior Vice President and General Counsel

David L. Bickerstaff
Vice President and Controller

Glen A. Blanscet
Assistant General Counsel
and Corporate Secretary
O. Carl Brown

Vice President,
Financial Planning

Jack W. Eversull
Vice President,
Investor Relations
Cleaburne H. Fritz
Vice President,
Information and
Administrative Services
Dan L. Lindsey
Vice President,
Technical Services
Mary S. Lovell
Vice President,
Rates and
Regulatory Affairs

Wynn D. McGregor
vice President,
Human Resources
Toby A. Priolo
Vice President,
Intrastate Gas Supply
Gordon J. Roy
Vice President,
Gas Supply and
Large Volume Services
Carl W. Weller
Treasurer

\section*{Romponate imfonmation}

Common Stock Listing New York Stock Exchange

\section*{Trading Symbol}

Stock Transfer Agent and Registrar
Shareholder inquiries on stock transters may be directed to the First National Bank of Boston, Mail Stop 45-01-05, P.O. Box 644, Boston, MA 02102-0644. All other inquiries may be directed to First National Bank of Boston, Mail Stop 45-02-09, P.O. Box 644, Boston, MA 02102-01644. You can call Bank of Boston Investor Relations at 1-800-736-3001 between 9 a.m. and 6 p.m. EST Monday through Friday.

\section*{Independent Auditors} Ernst and Young LLP
2121 San Jacinto, Suite 500 Dallas, Texas 75201 (214) 969-8000

\section*{Form 10-K}

The Atmos Energy Corporation Annual Report on Form \(10-\mathrm{k}\) is available on request to: Investor Relations,
Atmos Energy Corporation, P.O. Box 650205 . Dallas, Texas 75265-0205, (214) 934-9227.

\section*{Annual Meeting}

The Annual Meeting of Shareholders will be held at the Loews Anatole Hotel, 2021 Stemmons Freeway, Dallas, Texas, al 11 a.m. CST on Feb. 8, 1995.

Dividend Reinvestment and Stock Purchase Plan
Atmos offers a Dividend
Reinvestment and Stock Purchase
Plan. Plan features:
- Optional cash payments
of as little as \(\$ 25\), up to \(\$ 60,000\) annually
- 3 percent discount on stock purchased with reinvested dividends
- IRA
- Deposit share certificates for salekeeping
- Automatic monthly investing

For more information, please call the Bank of Boston Investor Relations at 1-800-736-3001, or Atmos Shareholder Relations at 1-800-38-ATMOS (382-8667).
atmes emeray cenponation
contacts
Shareholder, Dividend, Dividend
Reinvestment and Stock
Purchase Plan Information:
Michele Barnes
1-800-38-ATMOS
Financial Information for Securities Analysts
and Investment Managers:
Jack Eversull
(214) 788-3729

General Information:
Margaret Watson
(214) 450-4050

\section*{気}

Atmos Energy Corporation P.O. B0x 650205 Dallas, Texas 75265-0205

6 This annual report is printed on recycled paper.

\title{
Western Kentucky Gas Company \\ Case No. 99-070 \\ Forecasted Test Period Filing Requirements FR10(9)(m)
}

\section*{Description of Filing Requirement:}

The current chart of accounts if more detailed than the Uniform System of Accounts chart prescribed by the commission.

Response:
The requested documents are enclosed. Please refer to the testimony of Mr. Donald Burman.

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* current liabilities-a/p


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& \text { IXG...GAS..MARKET.ING...CO. } \\
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NARUC X ELMT DETAIL
ATMOS ENERGY CORPORATION
REPORT: MAOO2




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EQUIP
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+ OTHER PLANT
OTHER EQUIPMENT.
* Distribution PLT
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+ CATHODIC
+ STEEL
+ MAINS - STEEL.
* DISTRIBUTION PLT
\(+\quad\) COMPRESSOR



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DESCRIPTION

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INC\＆EXP－COMPANY ALLOCA}


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NARUC X ELMT DETAIL

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* RET EARNINGS-DIV DECLARED
- DIV-COMMON STOCK
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* OP INC\&EXP-OTH OP REV-FRF
号

DI.SC-DIST-WT/TRANWS.
DISC-DIST-WT/ADOBE
* OP INC\&EXP-OTH OP REV-MSC
- MISC SERV REV
- MISC SERV REV-EFM CHARGES
- UCG GAS COST REFUNDS
* OP INC\&EXP-REV/TRANSPORT

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ATMOS ENERGY CORPORATION
REPORT: MAOO2
COMPANY CODE: A.
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ATMOS ENERGY CORPORATION
REPORT: MAOO2
CQMPANY CODE: ACCOUNT
NARUC X ELMT DETAIL
CHART OF ACCOUNTS - ACCOUNT LISTING
DESCRIPIION

* NG PROD-OP-GAS WELLS EXPE
+ NG PROD-OP-GAS WELLS EXPE
- LABOR - OPERATING
NG PROD-OP-FLD LINES EXP




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* NG PROD-MT-PURIF EQUIPMNT
+ NG PRQD-MT--PURI. EQUIPMNT.


* NG PRQD-OP-POWER.

\section*{* NG PROD-OP-GAS SHRINKAGE
+ NG PROD-OP--GAS SHRINKAGE
\(-\quad\) GAS}
NG PROD-OP-FUEL
NG PROD-OP-FUEL
UTILITIES


* NG STG. EXP-OP-COMP STA FU
+ NG STG EXP-OP-COMP STA FU
- UTILITIES
- REIMBURSEMENT.


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\& SUPPLIES
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A\＆G－OP ADMIN EXP TRSFD－CR}

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[^0]:    See accompanying notes to consolidated financial statements.

[^1]:    See accompanying notes to consoludated financial statements.

[^2]:    Statistics
    Return on average shareholders' equity
    Number of employees
    Net plant per meter
    Operating and maintenance expense per meter
    Number of meters per employee
    Times interest earned before income taxes

