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July 2, 2008

Honorable Stephanie Stumbo
Executive Director
Kentucky Public Service Commission
211 Sower Blvd.
PO Box 615
Frankfort, Kentucky 40602

RECEIVED
JUL 08 2008
PUBLIC SERVICE
COMMISSION

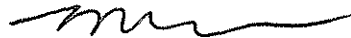
RE: CASE NO. 2008-00222
Atmos Energy Corporation
Application for Order Authorizing the Issuance of up to
1,000,000 additional Shares of Common Stock.

Dear Ms. Stumbo:

I am resubmitting Atmos' Application for an Order Authorizing the Issuance of up to 1,000,000 Shares of Common Stock. This Application includes the Exhibits which were inadvertently omitted from our original application. I apologize for any inconvenience this may have caused.

Attached is the original, plus eleven copies, for filing in your office. Please return a filed stamped copy to me. Thanks.

Very truly yours,



Mark R. Hutchinson

BEFORE THE
PUBLIC SERVICE COMMISSION OF KENTUCKY

FILED
JUL 03 2008
PUBLIC SERVICE
COMMISSION

IN THE MATTER OF THE APPLICATION)
OF ATMOS ENERGY CORPORATION)
FOR AN ORDER AUTHORIZING THE)
ISSUANCE OF UP TO 1,000,000)
SHARES OF COMMON STOCK)
THROUGH THE ATMOS ENERGY)
CORPORATION RETIREMENT SAVINGS)
PLAN)
)
)
)

CASE NO. 2008-00272

RECEIVED

JUL 03 2008
PUBLIC SERVICE
COMMISSION

APPLICATION

1. Pursuant to KRS 278.300, and all other applicable law, Atmos Energy Corporation ("Applicant" or "Atmos"), files its Application herein for an Order authorizing the issuance of up to 1,000,000 additional shares of Common Stock, no par value, of Applicant (the "Shares") through and pursuant to the Atmos Energy Corporation Retirement Savings Plan and Trust ("RSP").

2. Atmos seeks an Order of the Commission granting it the authority to issue up to 1,000,000 shares of no par value Common Stock of the Company pursuant to the RSP. The RSP is intended to meet the requirements of Sections 401(a) and 501(a) of the Internal Revenue Code of 1986, as amended, and was adopted by Applicant on October 18, 1983. Under the terms of the RSP, Applicant will match every dollar invested by an employee in the RSP up to a maximum of 4% of the employee's annual salary. The RSP therefore provides Applicant's employees with a systematic means of providing additional security for retirement or future financial needs and an opportunity to become stockholders in Applicant, thereby strengthening their direct interest in the progress and success of Applicant. The Commission previously authorized the issuance of shares pursuant to the RSP in Case No. 2006-00180.

3. The issuance of the shares is necessary for the routine operation of the RSP and will provide Applicant with additional sources of capital. Applicant will use the same to fund its capital expenditures, reduce debt, improve its capitalization ratios and preserve its credit ratings.

4. The issuance of the Shares will increase Applicant's equity to debt ratio and further strengthen Applicant's strong position as a financially sound public utility and lower its cost of capital. Therefore, approval of this Application is in the public interest because it will allow Applicant to obtain more favorable financing of its operations and allow it to continue to provide safe and adequate service to its customers.

5. The issuance of the Shares will be registered with the Securities and Exchange Commission ("SEC").

6. Applicant, a Virginia and Texas Corporation, is duly qualified under the laws of Kentucky to carry on its business in the Commonwealth of Kentucky. Applicant operates a public utility in the business of purchasing, transmitting and distributing natural gas to residential, commercial and industrial users in western and south central Kentucky.

7. Company's principal operating office and place of business in the state of Kentucky is located at 2401 New Hartford Road, Owensboro, Kentucky 42303. The post office address of Applicant is P.O. Box 650205, Dallas, Texas 75265-0205.

8. A certified copy of Applicant's Restated Articles of Incorporation as Amended, together with all amendments thereto, is attached hereto as Exhibit A

9. Correspondence and communications with respect to this Application should be directed to:

Mark Martin
Vice President, Rates and Regulatory Affairs
Atmos Energy Corporation
2401 New Hartford Road
Owensboro, Kentucky 42303

Douglas C. Walther
Associate General Counsel
Atmos Energy Corporation
P.O. Box 650205
Dallas, Texas 75265-0205

Mark R. Hutchinson
Attorney at Law
611 Frederica Street
Owensboro, Kentucky 42301

10. Pursuant to KRS 278.300, the Applicant respectfully requests expedited consideration of this Application so that the Shares may be issued at an early date.

11. To comply with the requirements of 807 KAR 5:001, Sections 6 and 11 of the Commission's Administrative Regulations, there is attached hereto and incorporated herein by reference, Exhibit B, which contains all of the financial information therein required. A copy of the Board of Directors Resolutions authorizing the issuance is attached as Exhibit C.

12. Pursuant to 807 KAR 5:001, Section 11(2)(b), true and correct copies of Applicant's outstanding deeds of trust and mortgages are on file in the records of the Commission and the same are incorporated herein by reference. *See, In Re The Matter of the Application of Atmos Energy Corporation for Authorization to Issue Additional Shares, Case No. 97-351.*


WHEREFORE, Atmos respectfully requests that the Commission authorize by appropriate order or certificate the issuance by Applicant of up to 1,000,000 shares of Common Stock through and pursuant to the RSP as herein requested.

Respectfully submitted on this 2nd day of July, 2008.

Douglas C. Walther
Associate General Counsel
Atmos Energy Corporation
P.O. Box 650205
Dallas, Texas 75265-0205

Mark R. Hutchinson
Attorney at Law
611 Frederica Street
Owensboro, Kentucky 42301

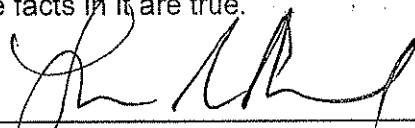
COUNSEL FOR ATMOS ENERGY CORPORATION

By: 

VERIFICATION

STATE OF TEXAS §
 §
COUNTY OF DALLAS §

The undersigned, being under oath, says that she is the Vice President and Treasurer of Atmos Energy Corporation, that she has read the above and foregoing Application, she has personal knowledge and that the facts in it are true.



Laurie M. Sherwood
Vice President and Treasurer
Atmos Energy Corporation

Subscribed and sworn to before me this 5 day of June, 2008, by Laurie M. Sherwood, as Vice President and Treasurer of Atmos Energy Corporation, on behalf of the said corporation.



Notary Public, State of Texas


EXHIBIT A

ARTICLES OF INCORPORATION

**CERTIFICATE OF CORPORATE SECRETARY
OF ATMOS ENERGY CORPORATION**

I, Dwala Kuhn, the duly elected, qualified and acting Corporate Secretary of Atmos Energy Corporation, a Texas and Virginia corporation (the "Company"), do hereby certify that attached hereto as Exhibit A are true, correct and complete copies of the restated Articles of Incorporation of the Company, and all subsequent amendments thereto. The respective Articles of Incorporation have not, except as otherwise reflected in the attached Exhibit A, been amended, modified or rescinded and are in full force and effect on the date hereof.

5th IN WITNESS WHEREOF, I have set my hand and seal of the Company hereto as of the
day of June, 2008.



Dwala Kuhn
Corporate Secretary

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
ATMOS ENERGY CORPORATION
(as of February 9, 2005)**

- A. After being proposed by the Board of Directors of Atmos Energy Corporation (the "Corporation") and submitted to the Corporation's shareholders in accordance with the provisions of Chapter 9 of the Virginia Stock Corporation Act, the following amendment to the Restated Articles of Incorporation, as Amended, was adopted by the shareholders of the Corporation at the Annual Meeting of Shareholders held on February 9, 2005, in conformity with the provisions of the Texas Business Corporation Act:

Section 1 of Article VII of the Restated Articles of Incorporation of Atmos Energy Corporation, as Amended, be amended to read as follows:

"The aggregate number of shares which the Corporation shall have the authority to issue is Two Hundred Million (200,000,000) shares of Common Stock having no par value."

- B. The number of shares of the Corporation outstanding as of the record date was 79,217,276 and the number of shares entitled to vote on the amendment was 79,217,276. The number of shares voting for the amendment to increase the number of authorized shares of common stock of the Corporation was 64,288,928, the number of shares voting against such amendment was 5,016,823, and the number of shares abstaining was 377,161.
- C. The Amended and Restated Articles of Incorporation reflect an accurate copy of the Restated Articles of Incorporation, as Amended, of the Corporation and all amendments thereto, as filed with the Secretary of State and in effect as of this date, with no other changes in any provision thereof, except for the names and addresses of the current registered agents for service, as well as the amendment discussed above, as reflected in the Amended and Restated Articles of Incorporation. The text of the entire Articles of Incorporation, as the Articles are now amended, reads as follows:

ARTICLE I.

The name of the corporation shall be Atmos Energy Corporation (the "Corporation").

ARTICLE II.

The purposes for which the Corporation is organized are the transaction of any or all lawful business for which corporations may be incorporated under the Texas Business Corporation Act, including, but not limited to, the transportation and distribution of natural gas by pipeline as a public utility, except that with respect to the Commonwealth of Virginia, the Corporation may only conduct such business as is permitted to be conducted by a public service company engaged in the transportation and distribution of natural gas by pipeline.

ARTICLE III.

The Corporation is incorporated in the State of Texas and the Commonwealth of Virginia. The post office address of the registered office of the Corporation in the State of Texas is 800 Brazos, Austin, Texas 78701, and the registered agent for service of the Corporation at the same address is Corporation Service Company, d/b/a CSC-Lawyers Incorporating Service Company. The post office address of the registered office of the Corporation in the Commonwealth of Virginia is Riverfront Plaza, East Tower, 951 East Byrd Street, Richmond, Virginia 23219-4074, and the registered agent for service of the Corporation at the same address is Allen C. Goolsby, III, such registered agent being a resident of the Commonwealth of Virginia and a member of the Virginia State Bar.

ARTICLE IV.

The period of the Corporation's duration shall be perpetual.

ARTICLE V.

The Corporation shall not commence business until it has received for the shares consideration of the value of One Thousand Dollars (\$1,000) consisting of money, labor done or property actually received.

ARTICLE VI.

1. Number of Directors. The number of directors constituting the present board of directors is twelve (12); however, thereafter the number of directors constituting the Board of Directors shall be fixed by the Bylaws of the Corporation. No director shall be removed during his term of office except for cause and by the affirmative vote of the holders of seventy-five percent (75%) of the shares then entitled to vote at an election of directors. The names and addresses of the persons who are to serve as directors until the next annual meeting of the shareholders or until their successors are duly elected and qualified are as follows:

| <u>Name</u> | <u>Address</u> |
|------------------------|------------------------|
| Travis W. Bain II | Plano, Texas |
| Robert W. Best | Dallas, Texas |
| Dan Busbee | Dallas, Texas |
| Richard W. Cardin | Nashville, Tennessee |
| Thomas J. Garland | Greeneville, Tennessee |
| Richard K. Gordon | Houston, Texas |
| Gene C. Koonce | Nashville, Tennessee |
| Dr. Thomas C. Meredith | Atlanta, Georgia |
| Phillip E. Nichol | Dallas, Texas |

| | |
|--------------------|------------------------|
| Nancy K. Quinn | East Hampton, New York |
| Charles K. Vaughan | Dallas, Texas |
| Richard Ware II | Amarillo, Texas |

2. Election and Term. The directors shall be divided into three classes, designated Class I, Class II and Class III. Each class shall consist, as nearly as may be possible, of one-third of the total number of directors constituting the entire Board of Directors. At each annual meeting of shareholders, successors to the class of directors whose term expires at that annual meeting shall be elected for a three-year term. Directors shall be elected by a majority vote of the shares of the Common Stock entitled to vote in the election of directors and represented in person or by proxy at a meeting of shareholders at which a quorum is present. If the number of directors is changed, any increase or decrease shall be apportioned among the classes so as to maintain the number of directors in each class as nearly equal as possible, and any additional director of any class elected by the shareholders to fill a vacancy resulting from an increase in such class shall hold office for a term that shall coincide with the remaining term of that class, but in no case will a decrease in the number of directors shorten the term of any incumbent director. A director shall hold office until the annual meeting for the year in which his term expires and until his successor shall be duly elected and qualified, subject, however, to prior death, resignation, retirement, disqualification or removal from office.

ARTICLE VII.

1. Capitalization.

The aggregate number of shares which the Corporation shall have the authority to issue is Two Hundred Million (200,000,000) shares of Common Stock having no par value.

2. Designation and Statement of Preferences, Limitations and Relative Rights of Common Stock.

2.01 Subject to the provisions of law, including the Texas Business Corporation Act and the Virginia Stock Corporation Act and to the conditions set forth in any law, including by resolution of the Board of Directors of the Corporation, such dividends (payable in cash, stock or otherwise) as may be determined by the Board of Directors may be declared and paid on the Common Stock from time to time out of any funds legally available therefor.

2.02 The holders of the Common Stock shall exclusively possess full voting power for the election of directors and for all other purposes. In the exercise of its voting power, the Common Stock shall be entitled to one vote for each share held.

3. Provisions Applicable to All Classes of Stock.

3.01 Subject to applicable law, the Board of Directors may in its discretion issue from time to time authorized but unissued shares for such consideration as it may determine. The shareholders shall have no pre-emptive rights, as such holders, to purchase any shares or securities of any class which may at any time be sold or offered for sale by the Corporation.

3.02 At each election for directors every shareholder entitled to vote at any meeting shall have the right to vote, in person or by proxy, the number of shares owned by him for as many persons as there are directors to be elected. Cumulative voting of shares of stock in the election of directors or otherwise is hereby expressly prohibited.

3.03 The Corporation shall be entitled to treat the person in whose name any share or other security is registered as the owner thereof, for all purposes, and shall not be bound to recognize any equitable or other claim to or interest in such shares or other security on the part of any other person, whether or not the Corporation shall have notice thereof.

4. Provisions Applicable to Certain Business Combinations.

4.01 The affirmative vote of the holders of not less than seventy-five percent (75%) of the outstanding shares of "Voting Stock" (as hereinafter defined) held by stockholders other than a "Substantial Shareholder" (as hereinafter defined) shall be required for the approval or authorization of any "Business Combination" (as hereinafter defined) of the Corporation with any Substantial Shareholder; provided, however, that the seventy-five percent (75%) voting requirement shall not be applicable if either:

(i) The "Continuing Directors" (as hereinafter defined) of the Corporation by the affirmative vote of at least a majority (a) have expressly approved in advance the acquisition of the outstanding shares of Voting Stock that caused such Substantial Shareholder to become a Substantial Shareholder, or (b) have expressly approved such Business Combination either in advance of or subsequent to such Substantial Shareholder's having become a Substantial Shareholder; or

(ii) The cash or fair market value (as determined by at least a majority of the Continuing Directors) of the property, securities or other consideration to be received per share by holders of Voting Stock of the Corporation in the Business Combination is not less than the "Highest Per Share Price" or the "Highest Equivalent Price" (as these terms are hereinafter defined) paid by the Substantial Shareholder in acquiring any of its holdings of the Corporation's Voting Stock.

4.02 For purposes of this paragraph 4 of Article VII:

(i) The term "Business Combination" shall include, without limitation: (a) any merger or consolidation of the Corporation, or any entity controlled by or under common control with the Corporation, with or into any Substantial Shareholder, or any entity controlled by or under common control with the Substantial Shareholder, (b) any merger or consolidation of a Substantial Shareholder, or any entity controlled by or under common control with the Corporation, (c) any sale, lease, exchange, transfer or other disposition of all or substantially all of the property and assets of the Corporation, or any entity controlled by or under common control with the Corporation, to a Substantial Shareholder, or any entity controlled by or under common control with the Substantial Shareholder, (d) any purchase, lease, exchange, transfer or other acquisition of all or substantially all of the property and assets of a Substantial Shareholder or any entity controlled by or under common control with the

Corporation, (e) any recapitalization of the Corporation that would have the effect of increasing the voting power of a Substantial Shareholder, and (f) any agreement, contract or other arrangement providing for any of the transactions described in this definition of Business Combination.

(ii) The term "Substantial Shareholder" shall mean and include any individual, corporation, partnership or other person or entity which, together with its "Affiliates" and "Associates" (as those terms are defined in Rule 12b-2 of the General Rules and Regulations promulgated under the Securities Exchange Act of 1934 (the "Exchange Act") as in effect at the date of the adoption hereof), "Beneficially Owns" (as defined in Rule 13d-3 of the Exchange Act) an aggregate of 10 percent or more of the outstanding Voting Stock of the Corporation, and any Affiliate or Associate of any such individual, corporation, partnership or other person or entity.

(iii) Without limitation, any share of Voting Stock of the Corporation that any Substantial Shareholder has the right to acquire at any time (notwithstanding that Rule 13d-3 of the Exchange Act deems such shares to be beneficially owned only if such right may be exercised within 60 days) pursuant to any agreement, or upon exercise of conversion rights, warrants or options, or otherwise, shall be deemed to be Beneficially Owned by the Substantial Shareholder and to be outstanding for purposes of clause (ii) above.

(iv) For the purposes of subparagraph 4.01(ii) of this paragraph 4 of Article VII, the term "other consideration to be received" shall include, without limitation, Common Stock or other capital stock of the Corporation retained by its existing stockholders other than Substantial Shareholders or other parties to such Business Combination in the event of a Business Combination in which the Corporation is the surviving corporation.

(v) The term "Voting Stock" shall mean all of the outstanding shares of Common Stock entitled to vote on each matter on which the holders of record of Common Stock shall be entitled to vote, and each reference to a proportion of shares of Voting Stock shall refer to such proportion of the votes entitled to be cast by such shares.

(vi) The term "Continuing Director" shall mean a Director who was a member of the Board of Directors of the Corporation immediately prior to the time that the Substantial Shareholder involved in a Business Combination became a Substantial Shareholder.

(vii) A Substantial Shareholder shall be deemed to have acquired a share of the Voting Stock of the Corporation at the time when such Substantial Shareholder became the Beneficial Owner thereof. With respect to the shares owned by Affiliates, Associates or other persons whose ownership is attributed to a Substantial Shareholder under the foregoing definition of Substantial Shareholder, if the price is paid by such Substantial Shareholder for such shares is not determinable by a majority of the Continuing Directors, the price so paid shall be deemed to be the higher of (a) the price paid upon the acquisition thereof by the Affiliate, Associate or other person or (b) the market

price of the shares in question at the time when the Substantial Shareholder became the Beneficial Owner thereof.

(viii) The terms "Highest Per Share Price" and "Highest Equivalent Price" as used in this paragraph 4 of Article VII shall mean the highest price that can be determined to have been paid at any time by the Substantial Shareholder for any share or shares of that class of capital stock. If there is more than one class of capital stock of the Corporation issued and outstanding, the Highest Equivalent Price shall mean with respect to each class and series of capital stock of the Corporation the amount determined by a majority of the Continuing Directors, on whatever basis they believe is appropriate, to be the highest per share price equivalent to the highest price that can be determined to have been paid at any time by the Substantial Shareholder for any share or shares of any class or series of capital stock of the Corporation. In determining the Highest Per Share Price and Highest Equivalent Price, all purchases by the Substantial Shareholder shall be taken into account regardless of whether the shares were purchased before or after the Substantial Shareholder became a Substantial Shareholder. The Highest Per Share Price and the Highest Equivalent Price shall include any brokerage commissions, transfer taxes and soliciting dealers' fees paid by the Substantial Shareholder with respect to the shares of capital stock of the Corporation acquired by the Substantial Shareholder. In the case of any Business Combination with a Substantial Shareholder, the Continuing Directors shall determine the Highest Per Share Price or the Highest Equivalent Price for each class and series of the capital stock of the Corporation.

4.03 The provisions set forth in this paragraph 4 of Article VII may not be amended, altered, changed or repealed in any respect unless such action is approved by the affirmative vote of the holders of not less than seventy-five percent (75%) of the outstanding shares of Voting Stock (as defined in this Article VII) of the Corporation at a meeting of the shareholders duly called for the consideration of such amendment, alteration, change or repeal; provided, however, that if there is a Substantial Shareholder (as defined in this Article VII), such action must also be approved by the affirmative vote of the holders of not less than seventy-five percent (75%) of the outstanding shares of Voting Stock held by the shareholders other than the Substantial Shareholder.

ARTICLE VIII.

The power to alter, amend or repeal the Corporation's bylaws, and to adopt new bylaws, is hereby vested in the Board of Directors, subject, however, to repeal or change by the affirmative vote of the holders of seventy-five percent (75%) of the outstanding shares entitled to vote thereon.

ARTICLE IX.

The Corporation shall indemnify, to the fullest extent permitted by law, any person who was, is, or is threatened to be made a named defendant or respondent in any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, arbitrative, or investigative, any appeal in such action, suit, or proceeding, and any inquiry or investigation that could lead to such an action, suit, or proceeding, by reason of the fact that such person is or was a director or officer of the Corporation, or, while such person was a director of the Corporation, is or was serving at the request of the Corporation as a director, officer, partner, venturer, proprietor, trustee, employee, agent, or similar functionary of another corporation, partnership, joint venture, sole proprie-

torship, trust, employee benefit plan, or other enterprise, against judgments, penalties (including excise and similar taxes), fines, settlements, and reasonable expenses (including attorney's fees) actually incurred by such person in connection with such action, suit, or proceeding. In addition to the foregoing, the Corporation shall, upon request of any such person described above and to the fullest extent permitted by law, pay or reimburse the reasonable expenses incurred by such person in any action, suit, or proceeding described above in advance of the final disposition of such action, suit, or proceeding.

ARTICLE X.

No director of the Corporation shall be personally liable to the Corporation or its shareholders for monetary damages for an act or omission in such director's capacity as a director, except for liability for (i) a breach of the director's duty of loyalty to the Corporation or its shareholders; (ii) an act or omission not in good faith or that involves intentional misconduct or a knowing violation of the law; (iii) a transaction from which the director received an improper benefit, whether or not the benefit resulted from an action taken within the scope of the director's office; (iv) an act or omission for which the liability of a director is expressly provided by statute; or (v) an act related to an unlawful stock repurchase or payment of a dividend. If the laws of the State of Texas or the Commonwealth of Virginia are hereafter amended to authorize corporate action further eliminating or limiting the personal liability of a director of the Corporation, then the liability of a director of the Corporation shall thereupon automatically be eliminated or limited to the fullest extent permitted by the laws of the State of Texas and the Commonwealth of Virginia. Any repeal or modification of this Article X by the shareholders of the Corporation shall not adversely affect any right or protection of a director existing at the time of such repeal or modification with respect to such events or circumstances occurring or existing prior to such time.

ATMOS ENERGY CORPORATION

By: /s/ ROBERT W. BEST

Robert W. Best

Chairman of the Board, President and
Chief Executive Officer

EXHIBIT "B"

KENTUCKY
EXHIBIT B

References preceding each subpart of this Exhibit pertain to subsections of Sections 6 and 11 of 807 KAR 5:001.

Atmos Energy Corporation operates in Kentucky through its Kentucky division. The following includes information for Atmos Energy Corporation (unless otherwise stated) since the Kentucky division does not have a separate capital structure or authorized stock.

6(1) Amount and kinds of stock authorized

As of March 31, 2008 Atmos Energy Corporation had 200,000,000 shares of common stock (no par value) authorized.

6(2) Amount and kinds of stock issued and outstanding

As of March 31, 2008 Atmos Energy Corporation had 80,922,830 shares of common stock issued and outstanding.

6(3) Terms of preference of preferred stock whether cumulative or participating, or on dividends or assets or otherwise.

Atmos Energy Corporation has no preferred stock.

6(4) Brief description of each mortgage on property of applicant, giving date of execution, name of mortgagor, name of mortgagee, or trustee, amount of indebtedness authorized to be secured thereby, and the amount of indebtedness actually secured, together with any sinking fund provisions.

Atmos has one mortgage related to bonds assumed in the merger with United Cities on July 31, 1997. A copy of the mortgage was submitted with the Application of Atmos Energy Corporation in Case No. 2007-00098.

| <u>First Mortgage Bonds</u> | <u>Original Issue</u> | <u>Bonds Outstanding 3/31/2008</u> | <u>Interest accrued for 12 months ended 3/31/2008</u> |
|----------------------------------|--------------------------|------------------------------------|---|
| 10.43% Series P, due 11/01/17 | \$25,000,000 10/01/87 | \$6,250,000 | \$ 727,927 |
| | | \$ 6,250,000 | \$ 727,927 |

Note that the Series P, first mortgage bond will be repaid on May 30, 2008.

6(5) Amount of bonds authorized, and amount issued, giving the name of the public utility which issued the same, describing each class separately, and giving date of issue, face value, rate of interest, date of maturity and how secured, together with amount of interest paid thereon during the last fiscal year.

Please refer to 6(4) above.

6(6) Each note outstanding, giving date of issue, amount, date of maturity, rate of interest, in whose favor, together with amount of interest paid thereon during the last fiscal year.

Outstanding Notes of Applicant are as follows:

| Description | Date of Issue | Amount Outstanding at 3/31/2008 | Date of Maturity | Rate of Interest | In favor of | Interest Accrued for 12 months ended 3/31/2008 |
|-------------|---------------|---------------------------------|------------------|------------------|----------------------|--|
| Sr. Notes | 10/18/04 | 0 * | 10/15/07 | 5.73% | Public | 10,170,474 |
| Sr. Notes | 10/18/04 | 400,000,000 | 10/15/09 | 4.000% | Public | 17,142,045 |
| Sr. Notes | 05/15/01 | 350,000,000 | 05/15/11 | 7.375% | Public | 26,811,789 |
| Note | 12/31/91 | 1,151,654 | 12/31/11 | 10.0% | Kingdom Foundation | 115,165 |
| Note | 12/31/91 | 1,151,654 | 12/31/11 | 10.0% | Michael D. Fredricks | 115,166 |
| Sr. Notes | 01/16/03 | 250,000,000 | 01/15/13 | 5.125% | Public | 13,526,278 |
| Sr. Notes | 10/18/04 | 500,000,000 | 10/15/14 | 4.950% | Public | 26,177,556 |
| Note | 12/15/95 | 10,000,000 | 12/15/25 | 6.67% | Cede & Co. | 667,000 |
| Note | 12/19/95 | 10,000,000 | 12/19/10 | 6.27% | Cede & Co. | 627,000 |
| Debentures | 07/15/98 | 150,000,000 | 07/15/28 | 6.75% | U.S. Bank as Trustee | 10,553,267 |
| Sr. Notes | 10/18/04 | 200,000,000 | 10/15/34 | 5.950% | Public | 12,471,022 |
| Sr. Notes | 6/14/07 | 300,000,000 | 6/15/07 | 6.35% | Public | 12,567,708 |
| | | <u>\$2,128,553,308</u> | | | | <u>\$131,672,397</u> |

* Amount was repaid on July 15, 2007.

6(7) Other indebtedness, giving same by classes and describing security, if any, with a brief statement of the devolution or assumption of any portion of such indebtedness upon or by person or corporation if the original liability has been

transferred, together with amount of interest paid thereon during the last fiscal year.

Other indebtedness of Atmos Energy Corporation is as follows:

| <u>Description</u> | <u>Lender</u> | <u>Amount Outstanding at 3/31/2008</u> | <u>Rate of Interest</u> | <u>Interest Accrued for 12 Months Ended 3/31/2008</u> |
|--|------------------------|--|---|---|
| Committed Lines of Credit: | | | | |
| One-year credit facility for up to \$18,000,000 renegotiated effective April 1, 2005 | Amarillo National Bank | \$ 0 | Short-term rate based upon option chosen at time of borrowing | \$ 14,338 |
| 364-Day Revolving Credit Agreement for up to \$300,000,000 and Three Year Revolver for up to \$600,000,000 | SunTrust Bank | \$ 0 | Short-term rate based upon option chosen at time of borrowing | 1,210,856 |
| TOTAL COMMITTED LINES | | <u>\$ 0</u> | | <u>\$1,225,194</u> |

| <u>Description</u> | <u>Lender</u> | <u>Amount Outstanding at 3/31/2008</u> | <u>Rate of Interest</u> | <u>Interest Accrued for 12 Months Ended 3/31/2008</u> |
|---|------------------------------------|--|---|---|
| Uncommitted Money Market Lines of Credit: | | | | |
| Credit facility for up to \$25,000,000 | KBC Bank | \$ 0 | Short-term rate based upon option chosen at time of borrowing | \$ 43,401 |
| \$600,000,000 Commercial Paper Program | Merrill Lynch JP Morgan as dealers | \$ 0 | Money market rate as quoted | \$ 3,414,308 |
| TOTAL UNCOMMITTED LINES | | <u>\$ 0</u> | | <u>\$ 3,457,709</u> |
| TOTAL LINES OF CREDIT | | <u>\$ 0</u> | | |

6(8) Rate and amount of dividends paid during the five (5) previous fiscal years and the amount of capital stock on which dividends were paid each year.

The following is Atmos Energy Corporation's dividend history for the past five fiscal years. The Atmos dividend rate, the amount of dividends paid and average shares have been restated to include United Cities distributions.

| <u>Fiscal Year Ended Sept 30</u> | <u>Atmos Dividend Rate</u> | <u>Amount of Dividends Paid</u> | <u>Average Shares For Each Fiscal Year</u> |
|--------------------------------------|------------------------------------|---|--|
| Fiscal 2003 | \$1.20 | \$55,290,637 | 46,496,000 |
| Fiscal 2004 | \$1.22 | \$66,736,243 | 54,416,000 |
| Fiscal 2005 | \$1.24 | \$98,977,652 | 79,012,000 |
| Fiscal 2006 | \$1.26 | \$102,275,352 | 81,390,000 |
| Fiscal 2007 | \$1.28 | \$111,663,654 | 87,745,000 |

6(9) Detailed income statement and balance sheet.

The following is the separate company income statement and balance sheet for the utility operations of Atmos Energy Corporation.

ATMOS ENERGY CORPORATION
STATEMENT OF INCOME
FOR THE TWELVE MONTHS ENDED
March 31, 2008
(Thousands of Dollars)
(Unaudited)

| | |
|--|------------------|
| Operating revenues | \$ 3,475,988 |
| Purchased gas cost | <u>2,327,620</u> |
| Gross profit | 1,148,368 |
| Operating expenses: | |
| Operation and maintenance | 451,014 |
| Depreciation and amortization | 193,072 |
| Taxes, other than income | 176,616 |
| Total operating expenses | <u>820,702</u> |
| Operating income | 327,666 |
| Other income | 12,787 |
| Interest charges and other expenses | 153,507 |
| Equity in earnings of unconsolidated non-regulated subsidiaries | <u>41,354</u> |
| Income before income taxes | 228,300 |

Income taxes

62,237

Net income

\$ 166,063

ATMOS ENERGY CORPORATION
BALANCE SHEET
March 31, 2008
(Thousands of Dollars)
(Unaudited)

ASSETS

| | |
|--|---------------------|
| Property, plant and equipment | \$ 5,441,606 |
| Less accumulated depreciation and amortization | <u>1,548,500</u> |
| Net property, plant and equipment | \$ 3,893,106 |
| Investments in and advances to subsidiaries | 353,945 |
| Current assets | |
| Cash and cash equivalents | 38,231 |
| Accounts receivable, net | 454,170 |
| Inventories | 4,826 |
| Gas stored underground | 220,297 |
| Other current assets | 38,752 |
| Deferred gas costs | 41,113 |
| Intercompany, net | <u>(29,341)</u> |
| Total current assets | 768,048 |
| Goodwill | 700,265 |
| Deferred charges and other assets | 218,859 |
| | <u>\$ 5,934,223</u> |

LIABILITIES AND SHAREHOLDERS' EQUITY

| | |
|--|---------------------|
| Shareholders' equity | |
| Common stock | \$ 451 |
| Additional paid-in capital | 1,722,056 |
| Retained earnings | 407,464 |
| Accumulated other comprehensive loss | <u>(3,978)</u> |
| Shareholders' equity | 2,125,993 |
| Long-term debt | <u>2,119,012</u> |
| Total capitalization | 4,245,005 |
| Current liabilities: | |
| Current maturities of long-term debt | 6,250 |
| Short-term debt | 16,100 |
| Accounts payable and accrued liabilities | 457,941 |
| Taxes payable | (891) |
| Customers' deposits | 81,901 |
| Deferred gas costs | 17,633 |
| Other current liabilities | <u>176,673</u> |
| Total current liabilities | 755,607 |
| Deferred income taxes | 410,033 |
| Deferred credits and other liabilities | 523,578 |
| | <u>\$ 5,934,223</u> |

11(a) The Applicant's property is comprised primarily of gas utility plant and related facilities of a local distribution company operating in Illinois, Iowa, Georgia, Tennessee, Virginia, Colorado, Kansas, Missouri, Kentucky, Texas, Mississippi and Louisiana and transmission plant of a regulated intra-state pipeline in Texas. At March 31, 2008, the cost to the Applicant was \$5,441,605.

11(b) Atmos Energy proposes to issue up to 1,000,000 in additional shares of Common Stock, no par value.

11(c) The shares are to be issued for Atmos Energy Corp's Retirement Savings Plan.

11(d) Please refer to 11(c) above.

11(e) Please refer to 11(c) above.

11(2) (a) Please refer to 6(1) through 6(9) above.

11(2) (b) The mortgage earlier described in 6(4) has previously been filed with the Commission in Case No. 2007-00098.

11(2) (c) Not applicable.

EXHIBIT C

CORPORATE RESOLUTION

ATMOS ENERGY CORPORATION

SECRETARY'S CERTIFICATE

The undersigned, being the Corporate Secretary of Atmos Energy Corporation, a Texas and Virginia corporation (the "Company"), does hereby certify that the following resolutions were duly adopted by Board of Directors of the Company at a meeting of the Board held on April 29, 2008, and such resolutions have not been altered, amended, rescinded, or repealed and are now in full force and effect:

RESOLVED, that the Board of Directors of the Company considers it desirable and in the best interests of the Company and its shareholders that the Company be, and it hereby is, authorized and empowered to issue, from time to time, up to 1,000,000 shares of Common Stock, no par value, of the Company (the "Shares") to the Atmos Energy Corporation Retirement Savings Ownership Plan and Trust (the "Plan") in addition to the shares of Common Stock currently authorized and registered for use by such Plan; and

FURTHER RESOLVED, that the proper officers and directors of the Company, or any of them, be, and they hereby are, authorized and directed, for and on behalf of the Company, to prepare, or cause to be prepared, and to execute, verify, and file, or cause to be filed, with the Securities and Exchange Commission (the "Commission"), a registration statement (the "1933 Act Registration Statement") on Form S-8, pursuant to the Securities Act of 1933, as amended, together with any and all exhibits and documents or supplemental information relating thereto, in connection with the proposed issuance and sale by the Company of the Shares pursuant to the Plan, and that the form of such 1933 Act Registration Statement shall be as approved by the officers and directors of the Company executing the same, the approval of such officers and directors to be conclusively evidenced by their execution thereof, and that any actions heretofore taken in connection therewith be, and they hereby are, ratified, approved, and confirmed in all respects; and

FURTHER RESOLVED, that the proper officers and directors of the Company, or any of them, be, and they hereby are, authorized and directed, for and on behalf of the Company, to notify the New York Stock Exchange (the "NYSE") of the foregoing registration and to take or cause to be taken any and all such actions as may be necessary, appropriate, or desirable to comply with the requirements of such organization; and

FURTHER RESOLVED, that the proper officers of the Company be, and each hereby is, authorized and directed to take, or cause to be taken, all actions necessary or advisable to effect the listing and trading of the Shares on the NYSE, including the preparation, execution, and filing of all necessary applications, documents, forms, and agreements with the NYSE and the Commission, the payment by the Company of filing, listing, or application fees, the preparation of certificates for the Shares, and the appearance of any such officer before NYSE officials; and

FURTHER RESOLVED, that the transfer agent and registrar for the Shares continue to be American Stock Transfer & Trust Company; and

FURTHER RESOLVED, that the proper officers and directors of the Company, or any of them, be, and they hereby are, authorized and directed, for and on behalf of the Company, to prepare and file, or cause to be prepared and filed, with the Commission such amendments (including, without limitation, post-effective amendments) and supplements to the 1933 Act Registration Statement and such other papers or documents in connection therewith as they may deem necessary, appropriate, or desirable, all in such form as may be approved by the proper officers and directors executing the same, the approval of such officers and directors to be conclusively evidenced by their execution thereof; and

FURTHER RESOLVED, that each officer and director of the Company who may execute the 1933 Act Registration Statement or any amendment or supplement thereto, be and hereby is, authorized to execute a power of attorney appointing Robert W. Best, as his true and lawful attorney for him and in his name and stead and in his capacity as an officer or director to sign such 1933 Act Registration Statement, any and all amendments and supplements thereto, and all instruments, papers, or documents in connection therewith, and to file the same with the Commission, with full power and authority granted to said attorney to do and perform in the name and on behalf of each of said officers or directors each and every act whatsoever necessary or appropriate in connection with the registration of the Shares to the same extent that such officer or director might or could do in person; and

FURTHER RESOLVED, that the proper officers and directors of the Company, or any of them, be, and they hereby are, authorized and directed, for and on behalf of the Company, to prepare and file, or cause to be prepared and filed, with all applicable state regulatory commissions, applications for approval of the issuance of the Shares, and other such documents in connection therewith, as they may deem necessary, appropriate, or desirable, all in such form as may be approved by the

proper officers and directors executing the same, the approval of such officers and directors to be conclusively evidenced by their execution thereof; and

FURTHER RESOLVED, that the Board of Directors of the Company further considers it desirable and in the best interests of the Company that the Shares be qualified or registered for sale in various states; that the President or any Vice President and the Corporate Secretary or any Assistant Corporate Secretary, be and hereby are, authorized to determine the states in which appropriate action shall be taken to qualify or register for sale all or such part of the Shares as said officers may deem advisable; that said officers be, and hereby are, authorized to perform on behalf of the Company or cause to be performed any and all such acts as they may deem necessary or advisable in order to comply with the applicable laws of any such states and in connection therewith to execute and file, or cause to be filed, all requisite papers and documents, including, but not limited to, applications, reports, surety bonds, irrevocable consents, and appointments of attorney for service of process, and to take any and all further action that they may deem necessary or advisable in order to maintain any such registration or qualification for so long as they deem necessary or as required by law; and that the execution by such officers of any such paper or document or the doing by them of any act in connection with the foregoing matters shall conclusively establish their authority therefor from the Company and the approval and ratification by the Company of the papers and documents as executed in the action so taken; and

FURTHER RESOLVED, that the form and substance of any resolutions required in connection with the registration or qualification of the Shares in any state, territory, or other jurisdiction be, and they hereby are, adopted, provided that the officers of the Company, or any of them, consider the adoption of such resolutions necessary or appropriate or desirable, in which case the Corporate Secretary or any Assistant Corporate Secretary of the Company is hereby directed to insert as an appendix to these Minutes a copy of such resolutions, which shall thereupon be deemed to have been adopted by the Board of Directors with the same force and effect as the other resolutions herein set forth; and


FURTHER RESOLVED, that Louis P. Gregory, Senior Vice President and General Counsel of the Company, be, and hereby is, designated as the Company's agent to receive any letters of comment to the 1933 Act Registration Statement; and

FURTHER RESOLVED, that the proper officers and directors, or any of them, be, and they hereby are, authorized to do or cause to be

done any and all acts and things and to execute and deliver any and all agreements, undertakings, consents, documents, instruments, and certificates as, in their opinion, may be necessary or appropriate or desirable in order to carry out the purposes and intent of the foregoing resolutions and to perform, or cause to be performed, the Plan, the 1933 Act Registration Statement, or any other agreement referred to herein and to cause the Shares to become listed and admitted to trading on the NYSE or cause to be filed, with all applicable state regulatory commissions, applications for approval of the issuance of the Shares; and

FURTHER RESOLVED, that all actions taken and expenses incurred by any officer or director heretofore in furtherance of any of the actions authorized by the foregoing resolutions hereby are expressly ratified, confirmed, and approved.

IN WITNESS WHEREOF, I have hereunto signed my name and affixed the seal of the Company this 5th day of June, 2008.



Dwala Kuhn
Corporate Secretary