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OCT 21 2015

PUBLIC SERVICE
COMMISSION

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October 20, 2015

Jeff R. DeRouen
Executive Director
Kentucky Public Service Commission
211 Sower Blvd.
PO Box 615
Frankfort, KY 40602

OVERNIGHT DELIVERY

Case No. 2015-00346

RE: Atmos Energy Corporation – Application for ORDER AUTHORIZING
Implementation of \$2,500,000,000 Universal Shelf Registration

Dear Mr. DeRouen:

Enclosed herewith please find an original, plus eleven (11) copies of Atmos' Application.
Also enclosed is an original, plus eleven (11) copies of a Motion For Deviation. Thanks.

Very Truly Yours,



Mark R. Hutchinson

MRH/dgp
Enclosures

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OCT 21 2015

PUBLIC SERVICE
COMMISSION

**BEFORE THE
PUBLIC SERVICE COMMISSION OF KENTUCKY**

IN THE MATTER OF THE APPLICATION)
OF ATMOS ENERGY CORPORATION)
FOR AN ORDER AUTHORIZING THE)
IMPLEMENTATION OF A \$2,500,000,000)
UNIVERSAL SHELF REGISTRATION)
)

CASE NO. 2015-00346

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 implementation of a \$2,500,000,000 universal shelf registration. The universal shelf registration will allow Atmos to offer, from time to time, senior debt securities and/or shares of its common stock, without par value, at prices and terms to be determined at the time of sale. The senior debt securities and/or common stock may be issued in one or more series of issuances. Atmos may sell the securities to or through underwriters, dealers or agents, or directly to one or more purchasers. The universal shelf registration will provide Atmos with greater flexibility in its financing options.

2. Atmos will file a registration statement with the Securities and Exchange Commission for the two billion five hundred million dollar (\$2,500,000,000) universal shelf registration. The aforesaid universal shelf registration will include the unused authority of approximately \$850,000,000 under the universal shelf approved by this Commission in Case No. 2012-00533, together with authority for additional issuances of up to approximately \$1,650,000,000, for a total of \$2,500,000,000. A period of three years for issuances under such a registration statement is currently the term of an SEC shelf filing.

3. Atmos cannot currently state how the \$2,500,000,000 will be divided between senior debt and equity securities. The Company's goal is to continue to maintain its debt to capitalization ratio within its 50-55% target range over the next few years as stated in its financing application filed in Case No. 2012-00533, and the Company does not plan to implement the universal shelf registration that is subject of this application in a manner that would materially change such target range. However, the Company believes that it is important to maintain the flexibility necessary to allow it to utilize the most favorable financing option available at a particular time.

4. Approval of this application is in the public interest because it will allow Atmos to obtain financing to continue the general corporate purposes of Applicant and to provide safe and adequate service to its customers. The universal shelf registration will allow Atmos the flexibility to expeditiously respond to favorable market conditions and to act quickly and decisively in financing capital each time a favorable market opportunity arises. The net proceeds may be used for one or more of the following purposes: for the refunding of debt as market conditions permit; for the purchase, acquisition and/or construction of additional properties and facilities, as well as improvements to the Company's existing utility plant; and for general corporate purposes. All of the foregoing are lawful purposes and are appropriate or consistent with the proper performance by Atmos of its service to the public and will not impair its ability to perform that service and is reasonable, necessary and appropriate for such purposes.

5. Applicant requests that upon the issuance of an order by the Commission approving this application, the remaining universal shelf authority granted to Petitioner in Case No. 2012-00533 continue until March 31, 2016 at which time it will be superseded by the universal shelf registration subject of this application.

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. Atmos

operates as 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. No transfer of ownership or control, or right to control, Applicant, by sale of assets, transfer of stock or otherwise, will occur as a result of this transaction.

7. Applicant's principal operating office and place of business in Kentucky is 3275 Highland Pointe Drive, 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 on file in the records of the Commission and the same are incorporated herein by reference. See Case No. 2012-00533.

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

Mark Martin
Vice President, Rates and Regulatory Affairs
Atmos Energy Corporation
3275 Highland Pointe Drive
Owensboro, Kentucky 42303
Mark.Martin@atmosenergy.com

Erikka L. Hise
Attorney
Atmos Energy Corporation
P.O. Box 650205
Dallas, Texas 75265-0205
Erikka.Hise@atmosenergy.com

Mark R. Hutchinson
Attorney at Law
611 Frederica St.
Owensboro, Kentucky 42301
randy@whplawfirm.com

10. Pursuant to KRS 278.300, the Applicant respectfully requests expedited consideration of this Application so that the universal shelf registration may be implemented. The universal shelf registration will allow Atmos the flexibility to respond expeditiously to favorable market conditions.

11. To comply with the requirements of 807 KAR 5:001, Sections 12 and 18 of the Commission's Administrative Regulations, there is attached hereto and incorporated herein by reference, Exhibit A, which contains all of the financial information therein required. A copy of Applicant's Board of Directors resolutions authorizing the universal shelf registration and issuances thereunder is attached as Exhibit B.

12. Pursuant to 807 KAR 5:001, Section 12(2)(d), Applicant has no outstanding deeds of trust or mortgages.

WHEREFORE, Atmos respectfully requests that the Commission authorize by appropriate order or certificate the implementation of the \$2,500,000,000 universal shelf effective as of March 31, 2016 as described herein, terminating the remaining universal shelf authority granted to Petitioner in Docket No. 2012-00533 effective as of March 31, 2013, and granting to Atmos such other, further and different relief in the premises as the Commission may deem appropriate.

Respectfully submitted on this 20 day of October, 2015.

Mark R. Hutchinson
Attorney at Law
611 Federica St.
Owensboro, Kentucky 42301
randy@whplawfirm.com
COUNSEL FOR ATMOS ENERGY CORPORATION

By:  _____

KENTUCKY
EXHIBIT A

References preceding each subpart of this Exhibit pertain to subsections of Sections 12 and 18 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. Section 12(2):

(a) **Amount and kinds of stock authorized**

As of June 30, 2015, Atmos Energy Corporation had 200,000,000 shares of common stock (no par value) authorized.

(b) **Amount and kinds of stock issued and outstanding**

As of June 30, 2015, Atmos Energy Corporation had 101,336,818 shares of common stock issued and outstanding.

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

Atmos Energy Corporation has no preferred stock.

(d) **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.**

Not applicable.

(e) **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 (d) above.

(f) **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:

<u>Description</u>	<u>Date of Issue</u>	<u>Amount Outstanding at 06/30/2015</u>	<u>Date of Maturity</u>	<u>Rate of Interest</u>	<u>In favor of</u>	<u>Interest Accrued for 12 months ended 06/30/2015</u>
Sr. Notes	03/26/09	450,000,000	03/15/19	8.50%	public	40,090,000
Sr. Notes	1/11/13	500,000,000	1/15/43	4.15%	public	21,882,000
Sr. Notes	10/15/14	500,000,000	10/15/44	4.125%	public	15,575,000
Sr. Notes	10/18/04	-	10/15/14	4.95%	public	7,150,000
Note	12/15/95	10,000,000	12/15/25	6.67%	Cede & Co.	682,000
Debentures	07/15/98	150,000,000	07/15/28	6.75%	U.S. Bank as Trustee	10,452,000
Sr. Notes	10/15/04	200,000,000	10/15/34	5.95%	public	12,202,000
Sr. Notes	6/14/07	250,000,000	6/15/17	6.35%	public	16,559,000
Sr. Notes	06/15/11	400,000,000	6/15/41	5.50%	public	22,790,000
		<u>\$2,460,000.000</u>				<u>\$147,382,000</u>

Note that the 4.95% Note was repaid in full on October 15, 2014.

(g) **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 06/30/2015</u>	<u>Rate of Interest</u>	<u>Interest Accrued for 12 Months Ended 06/30/2015</u>
Committed Lines of Credit:				
One-year credit facility for up to \$25,000,000	Amarillo National Bank	\$ 0	Daily negotiated rate	\$ 31,248
5-year credit facility For up to \$1,250,000,000	Royal Bank of Scotland	\$ 0	Prime or LIBOR plus margin	\$ 2,162,166
TOTAL COMMITTED LINES		<u>\$ 0</u>		<u>\$ 2,193,414</u>

<u>Description</u>	<u>Lender</u>	<u>Amount Outstanding at 06/30/2015</u>	<u>Rate of Interest</u>	<u>Interest Accrued for 12 Months Ended 06/30/2015</u>
Uncommitted Money Market Lines of Credit:				
\$1,250,000,000 Commercial Paper Program		\$ 251,977,147	Money market rate as quoted	\$ 729,950
Intercompany Borrowing from Atmos Energy Holdings		\$ 319,000,000	Money market rate	\$ 1,145,481
TOTAL UNCOMMITTED LINES		\$ 570,977,147		\$ 1,875,431
TOTAL LINES OF CREDIT		\$ 570,977,147		\$ 4,068,845

(h) **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 history of cash dividends paid for the past five fiscal years.

<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 2010	\$1.34	\$124,287,019	92,422,000
Fiscal 2011	\$1.36	\$124,010,562	90,652,000
Fiscal 2012	\$1.38	\$125,795,986	91,172,000
Fiscal 2013	\$1.40	\$128,114,732	91,711,000
Fiscal 2014	\$1.48	\$146,248,191	97,608,000

(i) **Detailed income statement and balance sheet.**

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

ATMOS ENERGY CORPORATION
STATEMENT OF INCOME
FOR THE TWELVE MONTHS ENDED
June 30, 2015
(Thousands of Dollars)
(Unaudited)

Operating revenues	\$ 2,900,135
Purchased gas cost	<u>1,309,959</u>
Gross profit	<u>1,590,176</u>
Operating expenses:	
Operation and maintenance	723,845
Depreciation and amortization	267,745
Income Taxes	<u>184,678</u>
Total operating expenses	<u>1,176,268</u>
Operating income	413,908
Other income	8,438
Interest charges and other expenses	132,061
Equity in earnings of unconsolidated non-regulated subsidiaries	24,988
Net income	<u>\$ 315,273</u>

ATMOS ENERGY CORPORATION
BALANCE SHEET
June 30, 2015
(Thousands of Dollars)
(Unaudited)

ASSETS

Property, plant and equipment	\$ 8,918,117
Less accumulated depreciation and amortization	<u>1,761,549</u>
Net property, plant and equipment	7,156,568
Investments in and advances to Subsidiaries	467,696
Current assets	
Cash and cash equivalents	34,559
Accounts receivable, net	212,319
Inventories and other current assets	44,024
Gas stored underground	141,115
Deferred gas costs	1,494
Intercompany receivables	<u>850,324</u>
Total current assets	1,283,835
Goodwill	707,318
Deferred charges and other assets	<u>274,756</u>
	<u>\$ 9,890,173</u>

LIABILITIES AND SHAREHOLDERS' EQUITY

Shareholders' equity	
Common stock	\$ 507
Additional paid-in capital	2,207,102
Retained earnings	1,092,887
Accumulated other comprehensive loss	<u>(62,241)</u>
Shareholders' equity	3,238,255
Long-term debt	<u>2,455,303</u>
Total capitalization	5,693,558
Current liabilities:	
Current maturities of long-term debt	-
Short-term debt	251,977
Intercompany loans	319,000
Accounts payable and accrued liabilities	211,336
Customers' deposits	64,200
Deferred gas costs	81,067
Other current liabilities	216,293
Intercompany payables	<u>786,492</u>
Total current liabilities	1,930,365
Deferred income taxes	1,429,697
Deferred credits and other liabilities	<u>836,553</u>
	<u>\$ 9,890,173</u>

18(b) The Applicant's property is comprised primarily of gas utility plant and related facilities of a local distribution company operating in Tennessee, Virginia, Colorado, Kansas, Kentucky, Texas, Mississippi and Louisiana and transmission plant of a regulated intra-state pipeline in Texas. At June 30, 2015, the cost to the Applicant was \$8,918,116,805.

18(c) Atmos Energy proposes to issue up to \$750,000,000 of Common Stock and \$1,750,000,000 in Long-term debt.

18(d) The shares are to be issued for Atmos Energy Corp's general corporate purposes.

18(e) Please refer to 18(d) above.

18(f) Please refer to 18(d) above.

18(2)(a) Please refer to 12(2)(a) through 12(2)(i) above.

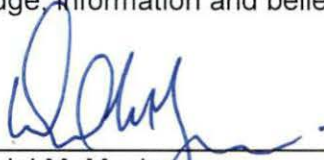
18(2)(b) Not applicable

18(2)(c) Not applicable.

VERIFICATION

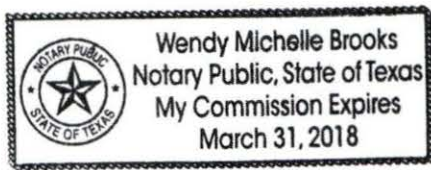
STATE OF TEXAS §
 §
COUNTY OF DALLAS §

The undersigned, being under oath, says that he is the Vice President and Treasurer of Atmos Energy Corporation, the Applicant named in the above and foregoing Application, that he has read said Application, knows the contents thereof and that the same is true to the best of his personal knowledge, information and belief.



Daniel M. Meziere
Vice President and Treasurer
Atmos Energy Corporation

Subscribed and sworn to before me this 28 day of September, 2015, by Daniel M. Meziere, as Vice President and Treasurer of Atmos Energy Corporation, on behalf of the said corporation.





Notary Public, State of Texas

ATMOS ENERGY CORPORATION

SECRETARY'S CERTIFICATE

The undersigned, being the Assistant Corporate Secretary of Atmos Energy Corporation, a Texas and Virginia corporation (the "Company"), does hereby certify that the following recitals and resolutions were duly adopted by the Board of Directors of the Company at a meeting of the Board held August 5, 2015 and such resolutions have not been altered, amended, rescinded, or repealed and are now in full force and effect:

WHEREAS, due to the need to preserve maximum financial flexibility and provide continued access to capital markets to fund planned and potential refinancing of existing long-term debt, and issue additional equity, if deemed necessary, during the next three fiscal years, as well as provide additional funds necessary for other general corporate purposes, including the financing of increasing capital expenditures, all as discussed with and presented to the Board of Directors this day, the Board now considers it desirable and in the best interests of the Company and its shareholders that the Company be authorized and empowered to register up to \$2.5 billion in debt and/or equity securities under a shelf registration statement, which is to be filed with the Securities and Exchange Commission (the "Commission") no later than March 28, 2016, under which the form of securities to be issued will be designated by the Board of Directors at the time of sale.

NOW, THEREFORE BE IT RESOLVED, that the Chief Executive Officer and President, Senior Vice President and Chief Financial Officer, Vice President and Treasurer, any other Vice President and the directors of the Company, or any of them, be, and they hereby are, authorized and directed, for and on behalf of the Company, with respect to the registration of the \$2.5 billion in debt and/or equity securities discussed this day, to negotiate the terms of and enter into any underwriting agreements as deemed necessary, any form of indenture with a third party financial institution as trustee and paying agent and any other agreement with a third party as may be necessary, appropriate, or desirable to cause the issuance and sale, from time to time over a three-year period, beginning with the date the registration statement on Form S-3 (the "1933 Act Registration Statement") is filed with the Commission, which will be effective automatically, of up to a total of \$2.5 billion in debt and/or equity securities of the Company, including without limitation, common stock, warrants, secured debt, unsecured debt, senior debt, senior subordinated debt, convertible debt and/or subordinated debt, hybrid securities or related types

of securities (the "Securities"), the form of which Securities is to be designated by the Board of Directors at the time of sale; and

FURTHER RESOLVED, that when any of such required agreements are executed and delivered, it shall be a valid and binding agreement of the Company; and

FURTHER RESOLVED, that the Chief Executive Officer and President, Senior Vice President and Chief Financial Officer, Vice President and Treasurer, any other Vice President and the 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 Commission, the 1933 Act Registration Statement, including a base prospectus (the "Prospectus"), pursuant to the Securities Act of 1933, as amended, together with any and all exhibits and documents or supplemental information relating thereto, including a prospectus supplement (the "Prospectus Supplement"), in connection with the proposed issuance and sale from time to time by the Company of any portion of the Securities in the form of security to be designated by the Board of Directors 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 Chief Executive Officer and President, Senior Vice President and Chief Financial Officer, Vice President and Treasurer, any other Vice President and the 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 filed, with the Commission such amendments (including, without limitation, post-effective amendments) and supplements to the 1933 Act Registration Statement and Prospectus Supplements 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 of the Chief Executive Officer and President, Senior Vice President and Chief Financial Officer, Vice President and Treasurer, any other Vice President and the directors 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 Kim R. Cocklin 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 debt and/or equity securities to the same extent that such officer or director might or could do in person; and

FURTHER RESOLVED, that the net proceeds to the Company from the issuance and sale of the Securities that are to be issued and sold from time to time shall be used by the Company in the manner set forth in the Prospectus and Prospectus Supplement forming a part of the 1933 Act Registration Statement; 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 Securities that are to be issued from time to time, 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 debt and /or equity securities be qualified or registered for sale in various states; that the Chief Executive Officer and President, Senior Vice President and Chief Financial Officer or any Vice President and the Corporate Secretary or any Assistant Corporate Secretary, or any of them, be, and they 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 debt and/or equity securities 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, the form and substance of any specific resolutions required in connection with the registration or qualification of the debt and/or equity securities 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, as Senior Vice President, General Counsel and Corporate Secretary 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 Chief Executive Officer and President, Senior Vice President and Chief Financial Officer, Vice President and Treasurer, any other Vice President and the 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 any offerings under the 1933 Act Registration Statement 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 Chief Executive Officer and President, Senior Vice President and Chief Financial Officer, Vice President and Treasurer, any other Vice President and the directors of the Company, or any of them be, and they hereby are, authorized and directed to take, or cause to be taken, all actions necessary or advisable to effect the listing and trading of the Securities 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 Securities, and the appearance of any such officer before NYSE officials; and

FURTHER RESOLVED, that the Chief Executive Officer and President, Senior Vice President and Chief Financial Officer, Vice President and Treasurer, any other Vice President and the directors of the Company, 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 1933 Act Registration Statement, or any other agreement referred to herein and to cause the Securities to

become listed and admitted to trading on the NYSE; 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 16th day of September 2015.



Phillip L. Allbritten
Associate General Counsel &
Assistant Corporate Secretary



RECEIVED

OCT 21 2015

PUBLIC SERVICE
COMMISSION

BEFORE THE
PUBLIC SERVICE COMMISSION OF KENTUCKY

IN THE MATTER OF THE APPLICATION)
OF ATMOS ENERGY CORPORATION)
FOR AN ORDER AUTHORIZING THE)
IMPLEMENTATION OF A \$2,500,000,000)
UNIVERSAL SHELF REGISTRATION)

CASE NO. _____

MOTION FOR DEVIATION

Comes now, Atmos Energy Corporation ("Atmos"), by counsel, and pursuant to 870 KAR 5:001(22), moves for an order granting a deviation from the requirements of 807 KAR 5:001(12)(a).

Atmos has filed an application for an order authorizing the implementation of a \$2,500,000,000 universal shelf registration. The requisite Financial Exhibit attached to the Application as Exhibit A, covers a twelve month period ending June 30, 2015, which is approximately three (3) weeks beyond the ninety (90) day period required by 807 KAR 5:001(12)(a). Atmos respectfully requests a deviation from the requirement that the Financial Exhibit cover a twelve (12) month period ending not more than ninety (90) days prior to the filing of the Application.

Although dated some three weeks earlier than that required by the regulation, the Financial Exhibit includes information from the most recently closed quarter and provides the Commission with all of the financial information needed to evaluate Atmos' Application. The application was filed following the approval of the board of directors and subsequent preparation of the financial exhibit. If supplemental or updated financial information is needed by the Commission, it can be provided by way of Data Requests.

Atmos' most recent financial reporting period ended September 30, 2015, which is also the end of Company's fiscal year. Because it is the end of the fiscal year, a longer period of time is needed to

close the accounting and preparation of a new financial exhibit would be unduly delayed. Atmos will release year end results for Fiscal 2015 on Wednesday, November 4, 2015, following the market close.

This Kentucky filing is one of three that have been filed in the states in which Atmos transacts business. To wait until a new financial exhibit can be prepared based on the end of the fiscal year will significantly delay Kentucky review and could create undue delay in being able to file the Shelf Registration with the Securities and Exchange Commission, as Atmos has already received approval from one state and anticipates having approval from the other state prior thereto.

Atmos respectfully submits that the June 30, 2015, financial exhibit attached to the Application substantially complies with the intent of the regulation – namely to provide reasonably current financial information.

Atmos accordingly requests the Commission for an Order granting it a deviation from the ninety (90) day ending period requirement of 807 KAR 5:001(12)(a) and permitting the use of the June 30, 2015, Financial Exhibit in this proceeding.

This 20 day of October, 2015.



Mark R. Hutchinson
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