The Law Offices of

WILSON, HUTCHINSON & POTEAT

611 Frederica Street
Owensboro, Kentucky 42301
Telephone (270) 926-5011
Facsimile (270) 926-9394

William L. Wilson, Jr. bill@whplawfirm.com
Mark R. Hutchinson randy@whplawfirm.com
T. Steven Poteat steve@whplawfirm.com

UNITED PARCEL SERVICE
OVERNIGHT DELIVERY

August 21, 2006

RECEIVED
AUG 22 2006
PUBLIC SERVICE COMMISSION

Beth O'Donnell
Executive Director
Kentucky Public Service Commission
211 Sower Boulevard
P.O. Box 615
Frankfort, Kentucky 40602

Case No. 2006-00387

RE: Application of Atmos Energy Corporation for an Order Authorizing the Implementation of a $900,000,000 Universal Shelf Registration

Dear Ms. O'Donnell:

I enclose herewith an original, plus eleven (11) copies, of an Application of Atmos Energy Corporation for an Order Authorizing the Implementation of a $900,000,000 Universal Shelf Registration. Please return one file stamped copy of the Application to me. Thanks.

Very truly yours,

Mark R. Hutchinson

MRH:bkk

Enclosures

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 $900,000,000 UNIVERSAL SHELF REGISTRATION

CASE NO. 2006-00387

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 $900,000,000 universal shelf registration. The universal shelf registration will allow Atmos to offer, from time to time, senior debt securities, hybrid 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, hybrid 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 nine hundred million dollar ($900,000,000) universal shelf registration. The aforesaid universal shelf registration will include the unused authority of approximately $401,500,000 under the universal shelf approved by this Commission in Case No. 2004-00300, together with authority for additional issuances of up to approximately $498,500,000, for a total of $900,000,000. A period of three years for issuances under such a registration statement is currently the term of an SEC shelf filing.

3. The hybrid securities which may be issued under the universal shelf are securities which have some characteristics of debt such as tax deductible interest payments and many equity-like characteristics such as very long maturities, deferrable interest payments and deep subordination relative to the Company's other obligations. As a result, credit rating agencies treat these securities as if they are a combination of debt and common equity

4. Atmos cannot currently state how the $900,000,000 will be divided between senior debt, hybrid and equity securities. The Company's goal is to continue to bring its debt to capitalization ratio closer to its 50-55% target range over the next few years as stated in its financing application filed in Case No. 2004-00300, 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.

5. 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 refinancing of approximately $300 million of the Applicant's floating rate notes due October 2007 (callable at par beginning April 2006); for the refinancing of approximately $10 million of the Applicant's 10.43% first mortgage bonds (callable in 2007), plus any required prepayment premium; for the refinancing of approximately $350 million of the Applicant's 7 3/8% notes due 2011, plus any required prepayment premiums; for the refunding of higher coupon long-term debt as market conditions permit; for the purchase,

acquisition and/or construction of additional properties and facilities, as well as improvements to the Applicant'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.

6. Applicant requests that the remaining universal shelf authority granted to Petitioner in Case No. 2004-00300 be superseded upon the issuance of an order by the Commission approving the universal shelf registration subject of this application.

7. 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.

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

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

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

Gary Smith
Vice President, Rates and Regulatory Affairs
Atmos Energy, Kentucky Division
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
611 Frederica St.
Owensboro, Kentucky 42301

11. 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.

12. To comply with the requirements of 807 KAR 5:001, Sections 6, 8 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.

13. 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 implementation of the $900,000,000 universal shelf plan as described herein, terminating the remaining universal shelf authority granted to Petitioner in Docket No. 2004-00300 upon the effective date approval of the universal shelf registration that is subject of this application, and granting to Atmos such other, further and different relief in the premises as the Commission may deem appropriate.

Respectfully submitted on this 21 day of August, 2006.

Douglas C. Walther
Senior Attorney
Atmos Energy Corporation
P.O. Box 650205
Dallas, Texas 75265-0205

Mark R. Hutchinson
611 Federica St.
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, the Applicant named in the above and foregoing Application, that she has read said Application, knows the contents thereof and that the same is true to the best of his personal knowledge, information and belief.

Laurie M. Sherwood
Vice President and Treasurer
Atmos Energy Corporation

Subscribed and sworn to before me this 10 day of August, 2006, by Laurie M. Sherwood, as Vice President and Treasurer of Atmos Energy Corporation, on behalf of the said corporation.

JEFFERY D PERRYMAN
NOTARY PUBLIC
State of Texas
Comm. Exp. 11-16-2008

Notary Public, State of Texas

ATMOS ENERGY CORPORATION
CERTIFICATE OF SECRETARY

I, Dwala Kuhn, hereby certify that I am the duly elected, qualified, and acting Secretary of Atmos Energy Corporation, a Texas and Virginia corporation (the "Company"), and that I am authorized to execute and deliver this certificate, and I do hereby further certify as follows:

1. Articles of Incorporation. Exhibit A-1 attached hereto is a true, correct and complete copy of the Amended and Restated Articles of Incorporation of the Company as in effect at the date hereof.

2. Resolutions. Exhibit A-2 attached hereto are true, correct and complete copies of resolutions adopted by the Company, in accordance with its Articles of Incorporation, Bylaws, and the Texas Business Corporation Act and the laws of the Commonwealth of Virginia, authorizing the actions referred to therein; none of such resolutions have been amended, annulled or revoked; and all such resolutions are in full force and effect on the date hereof.

IN WITNESS WHEREOF, I have duly executed this certificate effective as of the 16th day of August, 2006.

ATMOS ENERGY CORPORATION

Dwala Kuhn

Dwala Kuhn, Secretary

Exhibit A-1

Amended and Restated Articles of Incorporation

Corporations Section
P.O.Box 13697
Austin, Texas 78711-3697

Roger Williams
Secretary of State

Office of the Secretary of State

CERTIFICATE OF RESTATED ARTICLES OF

ATMOS ENERGY CORPORATION
54895300

The undersigned, as Secretary of State of Texas, hereby certifies that the Restated Articles for the above named entity have been received in this office and have been found to conform to law.

ACCORDINGLY the undersigned, as Secretary of State, and by virtue of the authority vested in the Secretary by law hereby issues this Certificate of Restated Articles.

Dated: 05/18/2005

Effective: 05/18/2005

Roger Williams
Secretary of State

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 701 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:

Name	Address
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 proposition 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: Robert W. Best

Robert W. Best
Chairman of the Board, President and
Chief Executive Officer

COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION

AT RICHMOND, MARCH 4, 2005

The State Corporation Commission has found the accompanying articles submitted on behalf of

Atmos Energy Corporation

to comply with the requirements of law, and confirms payment of all required fees. Therefore, it is ORDERED that this

CERTIFICATE OF AMENDMENT

be issued and admitted to record with the articles of amendment in the Office of the Clerk of the Commission, effective March 4, 2005.

The corporation is granted the authority conferred on it by law in accordance with the articles, subject to the conditions and restrictions imposed by law.

STATE CORPORATION COMMISSION

By Mark L. Christie

Commissioner

05-03-03-0649
AMENACPT
CIS0375

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 of the current registered agents for service, as well as the amendment discussed above, as reflected in the Amended and Restated Articles of Incorporation.

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.

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 proposition 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 proprietorship, 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: Robert W. Best

Robert W. Best
Chairman of the Board, President and
Chief Executive Officer

Exhibit A-2

Resolutions

WHEREAS, due to the need to preserve maximum financial flexibility and access to capital markets in order to fund planned and potential refinancing of existing long-term debt, especially during the next two years, as well as to provide additional funds necessary for other general corporate purposes, including the financing of capital expenditures associated with pipeline construction projects, 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 enter into a program for the issuance by the Company of up to $900 million in debt and/or equity securities (including the carryforward of approximately $402 million of unissued securities already registered under the Company's existing $2.2 billion shelf registration statement, which was declared effective by the Securities and Exchange Commission (the "Commission") on September 15, 2004), the form of which securities is to be designated by the Board of Directors at the time of sale.

NOW, THEREFORE BE IT RESOLVED, that the President, any Vice President, Treasurer, or 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 $900 million 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 generally 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 $900 million in debt and/or equity securities of the Company (including a carryforward of approximately $402 million of unissued securities already registered with the Commission under the Company's existing $2.2 billion shelf registration statement), including 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 President, any Vice President, Treasurer, 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 President, any Vice President, Treasurer, 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 President, any Vice President, Treasurer, and 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 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 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 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 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 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 President, any Vice President, or the Treasurer 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 President, any Vice President, or the Treasurer 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 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 President, any Vice President, Treasurer, and the 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 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.

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 June 30, 2006 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**
81,538,139 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 mortgages related to bonds assumed in the merger with United Cities on July 31, 1997, which are listed below:

First Mortgage Bonds	Original Issue	Bonds Outstanding 6/30/2006	Interest accrued for 12 months ended 6/30/2006
10.43% Series P, due 11/01/17	$25,000,000 10/01/87	$8,750,000	$990,322
9.75% Series Q, due 4/30/20	$20,000,000 4/01/90	$ --	$486,902
9.32% Series T, due 6/01/21	$18,000,000 6/01/91	$ --	$438,211

First Mortgage Bonds	Original Issue	Bonds Outstanding 6/30/2006	Interest accrued for 12 months ended 6/30/2006
8.77% Series U, due 5/01/22	$20,000,000 5/01/92	$ --	$486,902
7.50% Series V, due 12/01/07	$10,000,000 12/01/92	$ --	$243,451
		$8,750,000	$2,645,787

Note that all of these first mortgage bonds, except for Series P, were repaid in June 2005.

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 6/30/06	Date of Maturity	Rate of Interest	In favor of	Interest Accrued for 12 months ended 6/30/06
Sr. Notes	10/18/04	300,000,000	10/15/07	5.452%		15,761,455
Sr. Notes	10/18/04	400,000,000	10/15/09	4.000%		17,860,483
Sr. Notes	05/15/01	350,000,000	05/15/11	7.375%		26,185,933
Note	12/31/91	1,151,654	12/31/11	10.0%	Kingdom Foundation	115,166
Note	12/31/91	1,151,654	12/31/11	10.0%	Michael D. Fredricks	115,165
Sr. Notes	01/16/03	250,000,000	01/15/13	5.125%		13,885,877
Sr. Notes	10/18/04	500,000,000	10/15/14	4.950%		27,627,937
Note	12/15/95	10,000,000	12/15/25	6.67%	Cede & Co.	667,911
Note	12/19/95	10,000,000	12/19/10	6.27%	Cede & Co.	627,857
Debentures	07/15/98	150,000,000	07/15/28	6.75%	U.S. Bank as Trustee	10,231323
Sr. Notes	10/18/04	200,000,000	10/15/34	5.950%		13,283,737
		$2,172,303,308				$126,362,843

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:

Description	Lender	Amount Outstanding at 6/30/2006	Rate of Interest	Interest Accrued for 12 Months Ended 6/30/2006
Committed Lines of Credit:				
One-year credit facility for up to $18,000,000 renegotiated effective April 1, 2005	Amarillo National Bank	$15,200,000	Short-term rate based upon option chosen at time of borrowing	$ 31,198
364-Day Revolving Credit Agreement for up to $300,000,000 and Three Year Revolver for up to $600,000,000	Suntrust Bank	-	Short-term rate based upon option chosen at time of borrowing	4,185,997
TOTAL COMMITTED LINES		$15,200,000		$4,217,195

Description	Lender	Amount Outstanding at 6/30/2006	Rate of Interest	Interest Accrued for 12 Months Ended 6/30/2006
Uncommitted Money Market Lines of Credit:				
Credit facility for up to $25,000,000	KBC Bank	$ -	Short-term rate based upon option chosen at time of borrowing	$ 168,115
$600,000,000 Commercial Paper Program	Merrill Lynch & JP Morgan as dealers	281,900,000	Money market rate as quoted	6,614,336
TOTAL UNCOMMITTED LINES		281,900,000		6,782,451
TOTAL LINES OF CREDIT		$297,710,000		$10,996,646

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.

Fiscal Year Ended Sept 30	Atmos Dividend Rate	Amount of Dividends Paid	Average Shares For Each Fiscal Year
Fiscal 2001	$1.16	$44,111,974	38,247,000
Fiscal 2002	$1.18	$48,646,766	41,250,000
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

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
June 30, 2006
(Thousands of Dollars)
(Unaudited)

Operating revenues	$3,780,068
Purchased gas cost	2,717,946
Gross profit	1,062,121
Operating expenses:	
Operation and maintenance	415,628
Depreciation and amortization	179,284
Taxes, other than income	190,577
Total operating expenses	785,489
Operating income	276,633
Other expense	(6,481)
Interest charges	143,821
Equity in earnings of unconsolidated non-regulated subsidiaries	37,367
Income before income taxes	176,660
Income taxes	51,784
Net income	$ 124,876

ATMOS ENERGY CORPORATION
BALANCE SHEET
June 30, 2006
(Thousands of Dollars)
(Unaudited)

ASSETS

Property, plant and equipment	$4,922,023
Less accumulated depreciation and amortization	1,395,508
Net property, plant and equipment	3,526,515
Investments in and advances to subsidiaries	203,047
Current assets	
Cash and cash equivalents	1,426
Accounts receivable, net	302,645
Inventories	5,787
Gas stored underground	305,374
Deferred gas costs	24,645
Other current assets	54,626
Intercompany, net	16,905
Total current assets	711,408
Goodwill	683,779
Deferred charges and other assets	230,901
	$5,355,650

LIABILITIES AND SHAREHOLDERS' EQUITY

Shareholders' equity	
Common stock	$ 408
Additional paid-in capital	1,455,953
Retained earnings	244,034
Accumulated other comprehensive loss	(35,840)
Shareholders' equity	1,664,555
Long-term debt	2,176,362
Total capitalization	3,840,917
Current liabilities:	
Current maturities of long-term debt	1,250
Accounts payable and accrued liabilities	180,630
Short-term debt	297,087
Customers' deposits	104,849
Taxes payable	(985)
Other current liabilities	183,558
Total current liabilities	766,389
Deferred income taxes	290,523
Deferred credits and other liabilities	457,821
	$5,355,650

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. At June 30, 2006 the cost to the Applicant was $4,922,023.

11(b) Atmos Energy proposes to issue up to 13,807,387 in additional shares of Common Stock, no par value and $500 million in Long-term debt.

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

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.

11(2) (c) Not applicable.