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**OVERNIGHT DELIVERY**

February 3, 2009

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

**RECEIVED**

FEB 04 2009

PUBLIC SERVICE  
COMMISSION

2009-00046

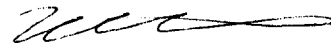
RE: Atmos Energy Corporation  
Application for Order Authorizing the Implementation of a  
\$900,000,000 Universal Shelf Registration

Dear Ms. Stumbo:

I am submitting herewith Atmos' Application for an Order Authorizing the Implementation of a \$900,000,000 Universal Shelf Registration, with attachments for filing in your office.

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

Very truly yours,



Mark R. Hutchinson

RECEIVED

FEB 04 2009

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 \$900,000,000 )  
UNIVERSAL SHELF REGISTRATION )  
)

CASE NO. 2009-00346

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 \$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 \$450,000,000 under the universal shelf approved by this Commission in Case No. 2006-00387, together with authority for additional issuances of up to approximately \$450,000,000, 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 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. 2006-00387, 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 \$400,000,000 of the Company's 4% notes due 2009 and/or approximately \$350 million of the Company's 7 3/8% notes due 2011, plus any required prepayment premiums; for the refunding of additional 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.

6. Applicant requests that the remaining universal shelf authority granted to Petitioner in Case No. 2006-00387 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 3275 Highland Pointe Drive, 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, is on file in the records of the Commission and the same are incorporated herein by reference. See Case No. 2008-00222.

10. 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

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

Mark R. Hutchinson  
Attorney at Law  
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 A, which contains all of the financial information therein required. A copy of Applicant's Board of Directors resolution authorizing the universal shelf registration and issuances thereunder is attached as Exhibit B.

13. Pursuant to 807 KAR 5:001, Section 11(2)(b), 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 \$900,000,000 universal shelf plan as described herein, terminating the remaining universal shelf authority granted to Petitioner in Docket No. 2006-00387 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 3 day of February, 2009.

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

Mark R. Hutchinson  
Attorney at Law  
611 Federica St.  
Owensboro, Kentucky 42301

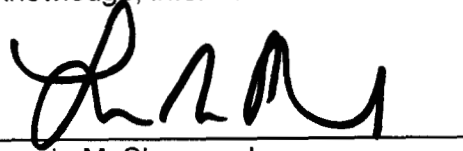
COUNSEL FOR ATMOS ENERGY CORPORATION

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.

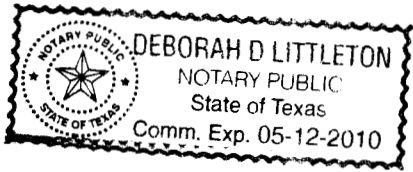


Laurie M. Sherwood  
Vice President and Treasurer  
Atmos Energy Corporation

Subscribed and sworn to before me this 31 day of December, 2008, by Laurie M. Sherwood, as Vice President and Treasurer of Atmos Energy Corporation, on behalf of the said corporation.



Notary Public, State of Texas



KENTUCKY  
EXHIBIT A

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

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

As of December 31, 2008 Atmos Energy Corporation had 91,599,495 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 had one mortgage related to bonds assumed in the merger with United Cities on July 31, 1997, which is listed Below:

<u>First Mortgage Bonds</u>	<u>Original Issue</u>	<u>Bonds Outstanding 12/31/2008</u>	<u>Interest accrued for 12 months ended 12/31/2008</u>
10.43% Series P, due 11/01/17	\$25,000,000 10/01/87	\$ 0	\$ 292,323
		\$ 0	\$ 292,323



Note that the Series P, first mortgage bonds were repaid on May 30, 2008.

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

Please refer to 6(4) above.

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

Outstanding Notes of Applicant are as follows:

Description	Date of Issue	Amount Outstanding at 12/31/2008	Date of Maturity	Rate of Interest	In favor of	Interest Accrued for 12 months of
Sr. Notes	10/18/04	400,000,000	10/15/09	4.000%	public	17,381,121
Sr. Notes	05/15/01	350,000,000	05/15/11	7.375%	public	28,040,637
Note	12/31/91	1,151,654	12/31/11	10.0%	Kingdom Foundation	125,106
Note	12/31/91	1,151,654	12/31/11	10.0%	Michael D. Fredricks	125,107
Sr. Notes	01/16/03	250,000,000	01/15/13	5.125%	public	13,918,476
Sr. Notes	10/18/04	500,000,000	10/15/14	4.950%	public	26,886,422
Note	12/15/95	10,000,000	12/15/25	6.67%	Cede & Co.	724,575
Note	12/19/95	10,000,000	12/19/10	6.27%	Cede & Co.	681,123
Debentures	07/15/98	150,000,000	07/15/28	6.75%	U.S. Bank as Trustee	10,998,990
Sr. Notes	10/18/04	200,000,000	10/15/34	5.950%	public	12,927,209
Sr. Notes	6/14/07	250,000,000	6/15/17	6.35%	public	17,245,331
		\$2,122,303,308				\$129,054,097

6(7) Other indebtedness, giving same by classes and describing security, if any, with a brief statement of the devolution or assumption of any portion of such indebtedness upon or by person or corporation if the original liability has been transferred, together with amount of interest paid thereon during the last fiscal year.

Other indebtedness of Atmos Energy Corporation is as follows:

<u>Description</u>	<u>Lender</u>	<u>Amount Outstanding at 12/31/2008</u>	<u>Rate of Interest</u>	<u>Interest Accrued for 12 Months Ended 12/31/2008</u>
Committed Lines of Credit:				
One-year credit facility for up to \$18,000,000 renegotiated effective April 1, 2008	Amarillo National Bank	\$ 0	Short-term rate based upon option chosen at time of borrowing	\$ 38,339
364-Day Revolving Credit Agreement for up to \$212,500,000 and Five Year Revolver for up to \$567,000,000	SunTrust Bank	\$ 202,935,556	Short-term rate based upon option chosen at time of borrowing	4,276,524
<b>TOTAL COMMITTED LINES</b>		<b>\$ 202,935,556</b>		<b>\$ 4,314,863</b>

<u>Description</u>	<u>Lender</u>	<u>Amount Outstanding at 12/31/2008</u>	<u>Rate of Interest</u>	<u>Interest Accrued for 12 Months Ended 12/31/2008</u>
Uncommitted Money Market Lines of Credit:				
\$567,000,000 Commercial Paper Program	Merrill Lynch JP Morgan SunTrust as dealers	\$ 157,897,566	Money market rate as quoted	\$ 4,285,448
Intercompany Borrowing from Atmos Energy Holdings		\$ 40,850,000	Money market rate	\$ 7,804,952
Credit Facility for up to 200,000,000				
<b>TOTAL UNCOMMITTED LINES</b>		<b>\$ 198,747,566</b>		<b>\$ 12,090,400</b>
<b>TOTAL LINES OF CREDIT</b>		<b>\$ 401,683,122</b>		<b>\$ 16,405,263</b>

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

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

<u>Fiscal Year Ended Sept 30</u>	<u>Atmos Dividend Rate</u>	<u>Amount of Dividends Paid</u>	<u>Average Shares For Each Fiscal Year</u>
----------------------------------	----------------------------	---------------------------------	--

Fiscal 2003	\$1.20	\$55,290,637	46,496,000
Fiscal 2004	\$1.22	\$66,736,243	54,416,000
Fiscal 2005	\$1.24	\$98,977,652	79,012,000
Fiscal 2006	\$1.26	\$102,275,352	81,390,000
Fiscal 2007	\$1.28	\$111,663,654	87,745,000
Fiscal 2008	\$1.30	\$117,288,235	90,272,000

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  
December 31, 2008  
(Thousands of Dollars)  
(Unaudited)**

Operating revenues	\$ 3,899,845
Purchased gas cost	2,663,041
Gross profit	<u>1,236,804</u>
Operating expenses:	
Operation and maintenance	483,459
Depreciation and amortization	201,451
Taxes, other than income	<u>192,757</u>
Total operating expenses	877,667
Operating income	359,137
Other income	17,188
Interest charges and other expenses	150,754
Equity in earnings of unconsolidated non-regulated subsidiaries	43,160
Income before income taxes	268,731
Income taxes	<u>86,240</u>
Net income	<u>\$ 182,491</u>

**ATMOS ENERGY CORPORATION**

**BALANCE SHEET**  
**December 31 2008**  
**(Thousands of Dollars)**  
**(Unaudited)**

**ASSETS**

Property, plant and equipment	\$ 5,704,210
Less accumulated depreciation and amortization	<u>1,586,078</u>
Net property, plant and equipment	4,118,132
Investments in and advances to Subsidiaries	328,638
Current assets	
Cash and cash equivalents	26,937
Accounts receivable, net	552,042
Inventories	4,535
Gas stored underground	472,563
Other current assets	21,303
Deferred gas costs	122,525
Intercompany, net	<u>18,945</u>
Total current assets	1,218,850
Goodwill	702,287
Deferred charges and other assets	<u>173,405</u>
	<u>\$ 6,541,312</u>

**LIABILITIES AND SHAREHOLDERS' EQUITY**

Shareholders' equity	
Common stock	\$ 458
Additional paid-in capital	1,757,834
Retained earnings	381,633
Accumulated other comprehensive loss	<u>(61,849)</u>
Shareholders' equity	2,078,076
Long-term debt	<u>1,719,396</u>
Total capitalization	3,797,472
Current liabilities:	
Current maturities of long-term debt	400,000
Short-term debt	401,683
Accounts payable and accrued liabilities	609,977
Customers' deposits	78,675
Deferred gas costs	61,176
Other current liabilities	<u>173,348</u>
Total current liabilities	1,724,859
Deferred income taxes	451,421
Deferred credits and other liabilities	<u>567,560</u>
	<u>\$ 6,541,312</u>

11(a) The Applicant's property is comprised primarily of gas utility plant and related facilities of a local distribution company operating in Illinois, Iowa, Georgia, Tennessee, Virginia, Colorado, Kansas, Missouri, Kentucky, Texas, Mississippi and Louisiana and transmission plant of a regulated intra-state pipeline in Texas. At December 31, 2008, the cost to the Applicant was \$5,704,210.

11(b) Atmos Energy proposes to issue up to 16,447,368 in additional shares of Common Stock, no par value.

11(c) The shares are to be issued for 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 in Case No. 2007-00098.

11(2) (c) Not applicable.

**EXHIBIT B**

## **ATMOS ENERGY CORPORATION**

### **SECRETARY'S CERTIFICATE**

The undersigned, being the Corporate Secretary of Atmos Energy Corporation, a Texas and Virginia corporation (the "Company"), does hereby certify that the following resolutions were duly adopted by the Board of Directors of the Company at a meeting of the Board held on November 12, 2008, 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 access to capital markets in order to fund planned and potential refinancing of existing long-term debt, 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 \$451 million of unissued securities already registered under the Company's existing \$900 million shelf registration statement, which was filed with the Securities and Exchange Commission (the "Commission") on December 4, 2006 and effective automatically), 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 Chief Executive Officer, 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, 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 the

carryforward of approximately \$451 million of unissued securities already registered with the Commission under the Company's existing \$900 million 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 Chief Executive Officer, 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 Chief Executive Officer, 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 Chief Executive Officer, President, any Vice President, Treasurer, 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 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 Chief Executive Officer, 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 Chief Executive Officer, 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 Chief Executive Officer, 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 Chief Executive Officer, 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.

**IN WITNESS WHEREOF**, I have hereunto signed my name and affixed the seal of the Company this 7th day of January, 2009.

  
\_\_\_\_\_  
Dwala Kuhn  
Corporate Secretary