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OVERNIGHT DELIVERY

January 29, 2010

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

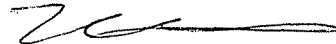
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RE: **Atmos Energy Corporation's Responses to
KPSC Initial Data Request
Case No. 2009-00536**

Dear Mr. Devouen:

I enclose herewith an original, plus five (5) copies, of Atmos Energy Corporation's Responses to the Kentucky Public Service Commission's Initial Data Request in Case No. 2009-00536 for filing in your office. Thanks.

Very truly yours,



Mark R. Hutchinson

Atmos Energy Corporation
Kentucky
Case No. 2009-00536
Commission Staff Data Request
DR Item 1
Witness: Robert J. Smith
Assistant Treasurer

Data Request:

Refer to paragraph 1 of Atmos' Application ("Application"). Provide a description of the Atmos Energy Corporation Retirement Savings Plan and Trust ("RSP"). Include a discussion of how the RSP is financed or funded.

Response:

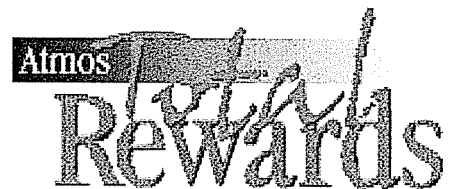
Please see attached summary plan description. The RSP is funded through a combination of RSP participant contributions and the company match.

Atmos Energy's matching contributions to the RSP are made directly in the form of newly issued Atmos Energy common stock. Employee contributions to the RSP that are directed to Atmos Energy stock are used to purchase newly issued Atmos Energy common stock as well. The price for such common stock is reflective of the prevailing market price on the New York Stock Exchange at the time the new common stock is issued.



Atmos Energy Corporation Retirement Savings Plan Summary Plan Description

Effective January 1, 2009



Atmos Energy Corporation

Retirement Savings Plan and Trust

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Highlights

Atmos Energy Corporation (the Company or Atmos Energy) offers the Retirement Savings Plan and Trust (RSP), a defined contribution plan, to help you build a more secure future for yourself and your family. The RSP is designed to be a long-term savings program to help you reach your retirement income goals. It offers you the opportunity to share in the growth of the Company through the ownership of Atmos Energy stock as well as other investments. Because contributions to the RSP can be invested in Atmos Energy stock, you have a direct interest in the success of the Company and an opportunity to share in the profits of your hard work.

This Summary Plan Description sets forth the terms of the RSP as in effect on January 1, 2009. Accordingly, you should not rely on its provisions to tell you about the terms that may have applied for prior periods.

Participation

Eligibility

Regular full-time and part-time employees of Atmos Energy are eligible to participate in the RSP. However, if you are covered by a collective bargaining agreement, you are eligible to participate in the RSP only if that agreement allows you to participate. Employees that are eligible to participate in the RSP are referred to as "Eligible Employees."

Salary Reduction Contributions

If you are an Eligible Employee, you can make Salary Reduction Contributions to the RSP as of the first day of your first payroll period on or immediately following the date you become an Eligible Employee.

Salary Reduction Contributions represent a percentage of your eligible compensation that is deferred to the RSP on a pre-tax basis. This

means that you are able to save for retirement without paying income tax on the amounts deferred until you retire (or otherwise take a distribution from the RSP).

You may choose how much you wish to contribute as a Salary Reduction Contribution, in multiples of 1% of your compensation. You may contribute up to 65% of your annual compensation to date, or the maximum allowed by the Internal Revenue Service. The IRS limits the amount you may contribute annually. The IRS limit for 2009 is \$16,500.

If you are 50 years of age or older, or will be 50 by the end of the year, you are eligible to make a catch-up contribution up to the IRS limit, in addition to the annual maximum salary reduction amount. For 2009, the IRS limit for catch-up contributions is \$5,500.

Eligible compensation for purposes of Salary Reduction Contributions (including catch-up contributions and Automatic Deferrals, as described below) includes all amounts paid to by the Company and reported on your W-2 form, including lump-sum merit payments. However, compensation does not include expense reimbursements, bonuses, contributions to the RSP (other than Salary Reduction Contributions, including Automatic Deferrals), contributions to the Company's 1998 Long-Term Incentive Plan, or other special payments of any kind that are unrelated to your activities associated with or in lieu of your performance of services for Atmos Energy.

Compensation is subject to a statutory limit, which for 2009 is \$245,000.

Salary Reduction Contributions will always be 100% vested.

Automatic Deferrals

The RSP includes an automatic enrollment process that applies to if you are a newly hired

Eligible Employee or an existing Eligible Employee who is deferring less than 4% of your eligible compensation to the RSP. Under the automatic enrollment process, 4% of your compensation shall be contributed to the RSP as an “Automatic Deferral,” unless you opt out of Automatic Deferrals, as described below. Automatic Deferrals are treated as Salary Reduction Contributions.

The Company selected 4% as the contribution rate for Automatic Deferrals because it will enable Eligible Employees to receive the full Company matching contribution, once they are eligible to receive matching contributions. (See the Section entitled “Eligibility for Company Contributions,” below.)

Automatic Deferrals will always be 100% vested. For information on the investment of Automatic Deferrals, refer to the Section entitled “Investment of Automatic Deferrals,” below.

Automatic Deferrals-New Employees

Unless a new Eligible Employee either opts out of Automatic Deferrals, or affirmatively elects to defer a different percentage of compensation as a Salary Reduction Contribution, effective as of the first day of the Eligible Employee’s first payroll period after the 30 day opt out period (further described below), such Eligible Employee shall automatically defer 4% of compensation as an Automatic Deferral.

Automatic Deferrals-Current Employees

As of the first day of the first pay period beginning on or after January 1 each year, any Eligible Employee who is not deferring at least 4% of his or her compensation as a Salary Reduction Contribution shall automatically be increased to 4% of his or her compensation as an Automatic Deferral unless he or she either opts out of Automatic

Deferrals, or affirmatively elects to defer a different percentage as a Salary Reduction Contribution.

Opting Out of Automatic Deferrals

Each Eligible Employee shall be provided a 30-day opt out period beginning on (i) the date a newly hired Eligible Employee is provided with enrollment materials for the RSP, or (ii) the date an existing Eligible Employee is provided with open enrollment materials. During this opt out period, an Eligible Employee may opt out of Automatic Deferrals by calling T. Rowe Price at 1-800-922-9945 between 7:30 a.m. and 9:00 p.m. Central Time, Monday through Friday, or through the internet at rps.troweprice.com.

Return of Automatic Deferrals

You may request the return of Automatic Deferrals during the 90-day period beginning with the first payroll date that an Automatic Deferral is withheld from your compensation. To request a return of Automatic Deferrals, contact T. Rowe Price by calling 1-800-922-9945 between 7:30 a.m. and 9:00 p.m. Central Time, Monday through Friday, or through the internet at rps.troweprice.com. Upon making a proper request, Automatic Deferrals (plus earnings and losses) beginning with the first payroll period for which they were made, continuing through each succeeding payroll period that begins prior to the date of your request shall be returned. If you do not timely request a return of Automatic Deferrals, they cannot be returned to you unless you are eligible for another type of withdrawal or distribution. (See the Sections entitled “Withdrawals and Loans” and “When Payment is Made” for more information.)

Changing Salary Reduction Contributions

You can change the amount of or discontinue your Salary Reduction Contributions (including Automatic Deferrals) at any time by calling T. Rowe Price at 1-800-922-9945

between 7:30 a.m. and 9:00 p.m. Central Time, Monday through Friday, or through the internet at rps.troweprice.com. If you use GuidedChoice to manage your account in the RSP, you will need to call GuidedChoice at 1-800-242-6182.

Any change to the amount of your Salary Reduction Contribution shall become effective as of the first day of the pay period coinciding with or next following the date on which you properly complete the change in your election.

After-Tax Contributions

You may *not* make any after-tax contributions to the RSP. If you previously made after-tax contributions in the form of employee contributions or supplemental savings contributions, those contributions have been credited to your employee contribution account.

Eligibility for Company Contributions

If you are an Eligible Employee, you will be eligible to receive Company matching contributions as of the first day of the first payroll period that coincides with or immediately follows your completion of one year of service. (See the Section entitled “Safe Harbor Matching Contributions,” below for additional information.)

Similarly, you are eligible to receive Company discretionary contributions after your completion of one year of service. You do not have to make Salary Reduction Contributions to receive Company discretionary contributions. (See the Section entitled “Discretionary Contributions,” below for additional information.)

You earn a year of service when you work at least 1,000 hours during a period of 12 consecutive months beginning on your date of hire, and thereafter, beginning on the first day of the plan year. As the RSP is currently administered, you receive 90 hours of service for each biweekly payroll period, or part of a period, during which you receive pay or are on authorized leave of absence.

If you are an active participant in the RSP when you leave the Company, and are later rehired by the Company, you are eligible to re-enter the RSP as an active participant on the date you are rehired.

How the Plan Works

Your Contributions

Your Salary Reduction Contributions, including Automatic Deferrals, are credited to your salary reduction contribution account.

The IRS imposes nondiscrimination tests which ensure that the RSP does not discriminate in favor of highly compensated employees. To comply with these tests, certain highly compensated employees who are not yet eligible to receive Company safe harbor matching contributions may have to reduce how much he/she contributes to the RSP as a Salary Reduction Contribution.

How Contributing to the RSP Saves You Tax Dollars

Contributing to the RSP offers an important tax advantage over a traditional savings account. By contributing a portion of your compensation on a before-tax basis, your contributions go into your account before federal income taxes are deducted from your compensation. You save money by paying taxes on a lesser dollar amount, and you have more money to spend or to contribute to the RSP.

Example

Assume Bill's annual salary is \$35,000. He contributes 4% of his annual compensation to the RSP to take full advantage of the Company match.

Source of Income	Saving through Bank Account	Saving through RSP
Annual Pay	\$35,000	\$35,000
Before-Tax Contribution	\$0	\$1,400
<hr/>		
Gross Income	\$35,000	\$33,600
Standard Deduction	\$3,700	\$3,700
<hr/>		
Taxable Income	\$31,300	\$29,900
Federal Income Tax (at 15% tax rate)	\$4,695	\$4,485
After-Tax Savings	\$1,400	\$0
<hr/>		
Remaining Pay	\$25,205	\$25,415

Total Federal Tax Savings: \$210

Company Contributions

The Company may make two kinds of contributions to your account: safe harbor matching contributions and discretionary contributions. All contributions made by the Company are invested in Atmos Energy Corporation common stock, but may be diversified at any time.

Safe Harbor Matching Contributions

When you are eligible, as described above, Atmos Energy will contribute \$1 to the RSP for every \$1 you contribute, up to 4% of your annual eligible compensation. In the event you reach the maximum deferral as outlined under the Section entitled "Salary Reduction Contributions" before the end of the calendar year, Atmos Energy will continue making its matching contributions to your account to ensure that your total match for the plan year equals 4% of your annual eligible compensation.

Your safe harbor matching contributions are credited to your safe harbor matching contribution account.

Discretionary Contributions

Atmos Energy may make a special discretionary contribution to the RSP each year. The Board of Directors will decide the amount of the contribution. Your share of the discretionary contribution is based on your annual compensation.

You do not have to be making Salary Reduction Contributions to the RSP to receive this special discretionary contribution. If you are eligible to receive a discretionary contribution and you are employed on the last day of the year in which the contribution is made, your share of the discretionary contribution is credited to your employer contribution account.

Maximum Contribution

The IRS limits the total amount that can be contributed to your account by you and the Company during each year. For 2009, the limit is the lesser of \$49,000 or 100% of your total compensation for the year.

Rollover Contributions

If you participated in a qualified plan provided by a previous employer, you may roll over distributions from that plan, into the RSP. As a participant in the RSP, your rollover contribution is fully vested and will be credited to a subaccount in your employer contribution account, unless a portion of the rollover contribution is made up of after-tax contributions, in which case that portion will be credited to a subaccount under your employee contribution account. The amounts you roll over will not be eligible for safe harbor matching contributions from Atmos Energy.

Vesting

Vesting is your ownership in the RSP. All contributions made to the RSP by you and the Company are immediately 100% vested and may be taken with you when you leave the Company. Amounts withdrawn from your account for reasons other than death and retirement may be subject to tax penalties. For additional information, see the Section on "In-Service Withdrawals," below (specifically the Box entitled "Tax Consequences" in that Section).

Investment Options

ERISA Section 404(c) Plan

The RSP is a Section 404(c) plan; it is intended to comply with the requirements of Section 404(c) of the Employee Retirement Income Security Act of 1974, as amended (ERISA) and the regulations issued thereunder at Title 29 CFR, Section 2550.404(c)-1. As such, the fiduciaries under

the RSP may be relieved of liability for any losses which are a direct and necessary result of investment instructions given by you or your beneficiary.

In addition to this Summary Plan Description, periodically, you will receive updated information on the investment funds available under the RSP, along with a summary of the investment objectives and the investment strategies of the selected investment funds. The following additional information is available from the Atmos Energy Qualified Retirement Plans and Trusts Committee (the Committee) upon request:

- (1) a description of the annual operating expenses of each designated investment alternative (e.g., investment management fees, administrative fees, transaction costs) which reduce the rate of return to participants and beneficiaries, and the aggregate amount of such expenses expressed as a percentage of average net assets of the designated investment alternative;
- (2) copies of any prospectuses, financial statements and reports, and of any other materials relating to the investment alternatives available under the RSP, to the extent such information is provided to the RSP;
- (3) a list of the assets comprising the portfolio of each designated investment alternative which constitutes plan assets (within the meaning of Title 29 CFR, Section 2510.3-101), the value of each such asset (or the proportion of the investment alternative which it comprises), and with respect to each such asset which is a fixed rate investment contract issued by a bank, savings and loan association or insurance company, the name of the issuer of the contract, the term of the contract and the rate of return on the contract;

(4) information concerning the value of shares or units in designated investment alternatives available to participants and beneficiaries under the RSP, as well as the past and current investment performance of such alternatives, determined, net of expenses, on a reasonable and consistent basis; and

(5) information concerning the value of shares or units in designated investment alternatives held in the account of the participant or beneficiary.

Investment of Company Contributions

Company contributions to your account are always invested in Atmos Energy stock. However, you may diversify all or part of your Atmos Energy stock investment at any time into one or more of the other investment options available under the RSP.

Investment of Salary Reduction Contributions

You may choose how amounts in your employee contributions account will be invested. Your employee contribution account may consist of Salary Reduction Contributions (including Automatic Deferrals), and rollover contributions (and any other amounts previously deposited in your employer contribution account). In addition, if you previously participated in the Mississippi Valley Gas Company Savings Plan for Union Employees (now called the Atmos Energy Corporation Savings Plan for MVG Union Employees) and elect to transfer your account balances from that plan to the RSP, you also may choose how to invest the amounts transferred to the RSP.

If you do not direct the investment of contributions to your employee contributions account made on an after January 1, 2007, those amounts will be invested in the sub-

fund under the T. Rowe Price Retirement Fund with a target date that most closely matches the year in which you will turn age 65. Additional information on the T. Rowe Price Retirement Fund is provided in the Section entitled “Default Fund,” below. If you did not direct the investment of contributions to your employee contributions account made prior to January 1, 2007, those amounts were invested in the Balanced Fund available under the RSP at the time the contributions were made.

Investment of Automatic Deferrals

Unless you direct otherwise, Automatic Deferrals shall be invested as follows:

(1) If you are already contributing to the RSP, but your deferral rate is increased automatically to 4% of eligible compensation, your additional contributions will continue to be invested according to the investment directions that you have on file with T. Rowe Price.

(2) If you are not already contributing to the RSP and have a rollover account from a prior plan, but do not have an investment mix for future contributions on file, your Automatic Deferrals will be invested according to the investment directions applicable to your existing rollover account balance.

(3) If you are not currently contributing to the RSP, and have no account balance in the RSP, your Automatic Deferrals will be automatically invested in the sub-fund under the T. Rowe Price Retirement Fund with a target date that most closely matches the year in which you will turn age 65. Additional information on the T. Rowe Price Retirement Fund is provided in the Section entitled “Default Fund,” below.

You can change your investment directions with respect to your Automatic Deferrals at any time by contacting T. Rowe Price. Additionally, you can obtain additional information about the other investment options available by contacting T. Rowe Price. You may contact T. Rowe Price at 1-800-922-9945 between 7:30 a.m. and 9:00 p.m. Central Time, Monday through Friday, or through the internet at rps.troweprice.com. If you use GuidedChoice to manage your account in the RSP, you will need to call GuidedChoice at 1-800-242-6182.

If your Automatic Deferrals are invested in the T. Rowe Price Retirement Fund, you have the right to direct the investment of your account in any of the other investment funds available under the RSP. There is no financial penalty imposed for changing your investment directions with respect to your Automatic Deferrals.

Investment Options

You may invest in more than one fund as long as your investments are in whole percentage points and total 100% of your contribution account.

Example

Alan chooses to participate in the RSP. He makes \$40,000 a year and is contributing 10% of his compensation to the RSP. The Company matches Alan's contribution up to 4% of his compensation. Before investment earnings, this is how Alan's account would look:

Source	Dollar Amount Contributed
Salary Reduction Contribution	\$4,000 (10% x \$40,000)
Company Safe Harbor Matching Contribution	\$1,600 (4% x \$40,000)
Total Contribution	\$5,600

All Company contributions (safe harbor matching contributions and discretionary contributions) are invested in Atmos Energy common stock.

Alan decides to invest his Salary Deferral Contributions equally in two different investment funds and decides to leave his Company safe harbor matching contributions in Atmos Energy common stock. This is what Alan's investment mix would look like at the end of the year:

Investment Option	Dollar Amount Contributed
Atmos Energy Common Stock	\$1,600 Company Contributions
Investment Fund #1	\$2,000
Investment Fund #2	\$2,000
Total Investments	\$5,600

Stock Transferred from Other Plans

If (i) you previously participated in the Southwestern Energy Company 401(k) Savings Plan (SEC Plan) and had amounts invested in Entergy, Inc. stock under that plan that was transferred to the Entergy Stock Fund established under the RSP, (ii) you previously participated in the CUC 401(k) Employee Benefit Plan and had amounts invested in Citizens Utilities Company stock under that plan that was rolled over to the Frontier Class B Common Stock (formerly, the Citizens Stock Fund) established under the RSP, or (iii) you previously participated in the TXU Thrift Plan and had amounts invested in TXU Corp. stock under that plan that was rolled over to the TXU Stock Fund established under the RSP, you may redirect your investment in the applicable Stock Fund at any time to one or more of the other investment options available under the RSP. However, you may not invest any additional amounts in the applicable Stock Fund.

For Information or changes

Contact T. Rowe Price at 1-800-922-9945 to speak to a representative between 7:30 a.m. and 9:00 p.m. CST, Monday through Friday; or to access the automated Plan Account Line at any time using your Personal Identification Number; or through on-line access using the Internet at rps.troweprice.com after you have applied for and received your on-line PIN number from T. Rowe Price for information about your investment fund options, or to change your contribution amounts.

Default Fund

If you do not direct the investment of any of the amounts in your employee contributions account, those amounts will be invested in the default fund under the RSP which is currently the T. Rowe Price Retirement Fund.

The T. Rowe Price Retirement Fund consists of ten separate sub-funds that have different target dates based on the year in which you will turn age 65. The sub-funds automatically adjust to a more conservative mix of investments as you approach your target date. The table below describes the break-down of the different sub-funds available under the T. Rowe Price Retirement Fund, based on the year in which you were born.

If you were born...	T. Rowe Price Retirement Fund Sub-Fund
In 1988 or after	Retirement 2055
1983-1987	Retirement 2050
1978-1982	Retirement 2045
1973-1977	Retirement 2040
1968-1972	Retirement 2035
1963-1967	Retirement 2030
1958-1962	Retirement 2025
1953-1957	Retirement 2020
1948-1952	Retirement 2015
1942-1947	Retirement 2010
1938-1942	Retirement 2005
In 1937 or before	Retirement Income

Investment Objectives and Risk and Return Characteristics of T. Rowe Price Retirement Fund Sub-Funds

The investment objective for all of the sub-funds offered under the T. Rowe Price Retirement Fund is to provide the highest total return over time consistent with an emphasis on both capital growth and income. The various sub-funds pursue this strategy by investing in a diversified portfolio of underlying T. Rowe Price stock and bond mutual funds. The allocation of each sub-fund's investment in stocks and bonds varies depending on the target date (which is based on the year in which you will turn age 65). The estimated allocation between stocks and bonds is described for each sub-fund below. Because the sub-funds invest in many underlying funds, they will have partial exposure to the risks of different areas of the market. In general, the stock portion of the portfolio is subject to market risk, or falling share prices. The bond portion will be affected by interest rate and credit risk. The more an individual sub-fund allocates to stocks, the greater the expected risk.

The sub-funds each provide a simplified option for retirement investing including professional management, broad-based diversification, and low-cost management fees. Please note that the various sub-funds should not be considered a complete retirement solution. When planning for retirement, you should also think about factors such as needed emergency cash reserves, the amount of equity in your home, and your life and health insurance options. In making your investment decisions, be sure to weigh several factors, such as your objectives, time horizon, and risk tolerance, as well as your retirement needs and other sources of income.

Retirement Income Sub-Fund: The Retirement Income sub-fund pursues its investment strategy by investing in a diversified portfolio of underlying T. Rowe

Price mutual funds consisting of about 40% stocks and 60% bonds.

Retirement 2005 Sub-Fund: The Retirement 2005 sub-fund pursues its investment strategy by investing in a diversified portfolio of underlying T. Rowe Price mutual funds, consisting of about 59% stocks and 41% bonds, with both an increasing allocation to bonds and an increasing emphasis on short-term bonds over time. The fund's allocation to stocks will remain fixed at 20% approximately 30 years after its target date.

Retirement 2010 Sub-Fund: The Retirement 2010 sub-fund pursues its investment strategy by investing in a diversified portfolio of underlying T. Rowe Price mutual funds, consisting of about 66% stocks and 34% bonds, with both an increasing allocation to bonds and an increasing emphasis on short-term bonds over time. The fund's allocation to stocks will remain fixed at 20% approximately 30 years after its target date.

Retirement 2015 Sub-Fund: The Retirement 2015 sub-fund pursues its investment strategy by investing in a diversified portfolio of underlying T. Rowe Price mutual funds, consisting of about 71% stocks and 29% bonds, with both an increasing allocation to bonds and an increasing emphasis on short-term bonds over time. The fund's allocation to stocks will remain fixed at 20% approximately 30 years after its target date.

Retirement 2020 Sub-Fund: The Retirement 2020 sub-fund pursues its investment strategy by investing in a diversified portfolio of underlying T. Rowe Price mutual funds, consisting of about 78% stocks and 22% bonds, with an increasing allocation to bonds over time. The fund's allocation to stocks will remain fixed at 20% approximately 30 years after its target date.

Retirement 2025 Sub-Fund: The Retirement 2025 sub-fund pursues its investment strategy by investing in a diversified portfolio of underlying T. Rowe Price mutual funds, consisting of about 85% stocks and 15% bonds, with an increasing allocation to bonds over time. The fund's allocation to stocks will remain fixed at 20% approximately 30 years after its target date.

Retirement 2030 Sub-Fund: The Retirement 2030 sub-fund pursues its investment strategy by investing in a diversified portfolio of underlying T. Rowe Price mutual funds, consisting of about 90% stocks and 10% bonds for several years, then increasing the allocation to bonds over time. The fund's allocation to stocks will remain fixed at 20% approximately 30 years after its target date.

Retirement 2035 Sub-Fund: The Retirement 2035 sub-fund pursues its investment strategy by investing in a diversified portfolio of underlying T. Rowe Price mutual funds, consisting of about 90% stocks and 10% bonds, with an increasing allocation to bonds over time. The fund's allocation to stocks will remain fixed at 20% approximately 30 years after its target date.

Retirement 2040 Sub-Fund: The Retirement 2040 sub-fund pursues its investment strategy by investing in a diversified portfolio of underlying T. Rowe Price mutual funds, consisting of about 90% stocks and 10% bonds for a substantial number of years, then increasing the allocation to bonds over time. The fund's allocation to stocks will remain fixed at 20% approximately 30 years after its target date.

Retirement 2045 Sub-Fund: The Retirement 2045 sub-fund pursues its investment strategy by investing in a diversified portfolio of underlying T. Rowe Price mutual funds, consisting of about 90% stocks and 10% bonds for a substantial number of years, then increasing the allocation to bonds over time. The sub-fund's

allocation to stocks will remain fixed at 20% approximately 30 years after its target date.

Retirement 2050 Sub-Fund: The Retirement 2050 sub-fund pursues its investment strategy by investing in a diversified portfolio of underlying T. Rowe Price mutual funds, consisting of about 90% stocks and 10% bonds for a substantial number of years, then increasing the allocation to bonds over time. The sub-fund's allocation to stocks will remain fixed at 20% approximately 30 years after its target date.

Retirement 2055 Sub-Fund: The Retirement 2055 sub-fund pursues its investment strategy by investing in a diversified portfolio of underlying T. Rowe Price mutual funds, consisting of about 90% stocks and 10% bonds for a substantial number of years, then increasing the allocation to bonds over time. The sub-fund's allocation to stocks will remain fixed at 20% approximately 30 years after its target date.

Fees Associated with T. Rowe Price Retirement Fund Sub-Funds:

The sub-funds are 100% no load. There are no fees or charges to buy or sell fund shares, reinvest dividends, or exchange into other T. Rowe Price funds. There are no 12b-1 fees. While the sub-funds themselves impose no fees or charges, they will indirectly bear their pro-rata share of the expenses of the underlying mutual funds, stocks and bonds, as applicable. For additional information regarding expenses that may be allocated to the sub-funds, contact T. Rowe Price.

Changing Your Investment Direction or Investment Mix:

You can change the investment direction of your salary reduction contributions at any time by contacting T. Rowe Price by telephone or through the Internet. You may elect to transfer all or some of your investment in Atmos Energy stock out of the Atmos Energy stock fund at any time.

Quarterly Restrictions for Atmos Energy Corporation Common Stock

As part of Atmos Energy's policy on trading in Atmos Energy stock, certain RSP participants are subject to quarterly restrictions on trading in the Atmos Energy stock fund. Participants who are aware or may be expected to be aware of Atmos Energy's quarterly financial results may not trade in the Atmos Energy stock fund during the period beginning approximately in the middle of the last month of the fiscal quarter and ending no earlier than after the second full business day after Atmos Energy's issuance to the public of its quarterly earnings release. These quarterly blackout periods shall be observed for participants who are officers and other persons who are informed by the General Counsel or Corporate Secretary's office prior to the quarterly blackout period that they are subject to that blackout period.

These restrictions on trading in the Atmos Energy stock fund do not apply to purchases of Atmos Energy stock with your Salary Reduction Contributions. The restrictions do apply, however, to certain elections you may make under the RSP, including (a) an election to increase or decrease the percentage of your Salary Reduction Contributions that will be allocated to the Atmos Energy stock fund, (b) an election to transfer an existing investment into or out of the Atmos Energy stock fund, (c) an election to borrow money from your RSP account if the loan will result in a liquidation of some or all of your Atmos Energy stock fund balance, and (d) your election to pre-pay a plan loan if the pre-payment will result in allocation of loan proceeds to the Atmos Energy stock fund.

Dividend Reinvestment

Dividends received from your Atmos Energy stock investments will automatically be reinvested in the RSP in the form of Atmos Energy stock when the dividend is paid. You will need to contact T. Rowe Price to elect to receive your dividends in cash. Your election must be made by 3:00 p.m. Central Time on the day before the dividend payment date. The dividend payment date is always announced when Atmos Energy's Board of Directors declares a dividend payment. Your election will remain in force until you change it by calling the Plan Account Line.

T. Rowe Price will not pay the actual dividend to you in cash, unless you elect to receive it in cash.

Withdrawals and Loans

Under certain conditions you may be able to make a withdrawal from the RSP while you are still employed. Different rules apply depending on the type of withdrawal you make.

Hardship Withdrawals

Since you reduce the amount of taxes you pay by contributing to the RSP, the IRS places strict rules on withdrawals while you are an active employee.

Prior to age 59 1/2, you may make in-service withdrawals from your salary reduction contribution account only for reasons of financial hardship. In order to qualify for a financial hardship, you must have an immediate and heavy financial need. However, only the actual contributions you have made and the earnings which accrued prior to January 1, 1989 will be available. The IRS considers the following as immediate and heavy financial needs:

- Purchasing your primary residence – including closing costs and down payment, but not monthly mortgage payments;

- Paying tuition, related educational fees and room and board expenses for up to the next 12 months of post-secondary education for you, your spouse, a qualifying dependent or your designated beneficiary;
- Covering financial expenses for medical care for you, your spouse, a qualifying dependent or your designated beneficiary that would be deductible for purposes of federal income taxes;
- Covering payments necessary to prevent your eviction from or a foreclosure on your primary residence;
- Covering payments for a funeral or burial expenses for your deceased parent, spouse, child, a qualifying dependent or your designated beneficiary; and
- Covering payments for expenses to repair damage to your principal residence that would qualify for a casualty loss deduction for federal income tax purposes.

In order to take a hardship withdrawal, you must show that the financial need cannot be met from any other source, including:

- Reimbursement or compensation by insurance or any other source;
- Reasonable liquidation of assets, including those of your spouse and minor dependents;
- Distributions or nontaxable loans from all retirement plans, including those sponsored by another employer;
- Electing to receive all dividends on Atmos Energy stock which currently are available for distribution under the RSP;
- Reasonable loans from banks or other commercial lenders;
- Stopping elective deferrals and after-tax contributions to any employer plans; and
- Plan loans.

If all IRS conditions are met, you are determined to have a qualified financial hardship. Your withdrawal cannot be for an amount more than your financial need, and you first must take all available distributions

or withdrawals from all other Atmos Energy plans.

In the event you receive a hardship withdrawal from the portion of the RSP account attributable to your Salary Reduction Contributions (including Automatic Deferrals), your Salary Reduction Contributions (including Automatic Deferrals) will be suspended for six months.

Hardship withdrawals are not permitted from your safe harbor matching contribution account.

Only one hardship withdrawal may occur in any plan year.

In-Service Withdrawals from Employer Contribution Accounts

You may make in-service withdrawals on January 1 of each year from your employer contribution account (including amounts you rolled over from another employer's plan), except that, with respect to the amounts in that account (other than amounts rolled over from another employer's plan), those amounts may not be withdrawn unless they have been held in the RSP for at least 2 years prior to withdrawal. You also may make a hardship withdrawal of amounts in your employer contribution account at any time, as described above. The amounts subject to withdrawal under this section do not include amounts credited to your safe harbor matching contribution account.

In-Service Withdrawals from Employee Contribution Accounts

You may withdraw the entire portion of your employee contribution account that is attributable to after-tax contributions that were either transferred from the SEC Plan, or rolled over from a prior employer's qualified plan at any time.

In-Service Withdrawals after age 59½

If you are age 59 ½ or older, you may at any time make in-service withdrawals of any of the amounts in your employer contribution

account, from your salary reduction contribution account, or from your safe harbor matching contribution account.

Tax Consequences

If you take a withdrawal in cash, it is subject to mandatory federal and state income tax withholdings, and if you are under age 59 1/2, it may be subject to a premature distribution penalty which must be paid when you file your tax return for the tax year in which the distribution was made. (See the Section on Taxes under Administrative Information.) You should seek professional tax advice before requesting a withdrawal.

Loans

You may take out a loan against your account balance, and pay yourself back, with interest, over time. You may have a maximum of two loans outstanding at any one time. You can borrow a minimum of \$1,000 and a maximum of whichever is less: 50% of your vested account balance or \$50,000 reduced by your highest outstanding loan balance during the preceding 12 months. Loans will be repaid bi-weekly and the repayment period for a personal loan can be from one to five years. If your loan is to be used to purchase your principal residence, the maximum term of your loan is 15 years. Loan repayments will be invested according to your investment mix for future contributions. There will be a one-time \$50 loan origination fee that will be withdrawn from your account each time a loan is processed.

You may initiate a loan by calling T. Rowe Price at 1-800-922-9945. After applying for a loan, T. Rowe Price will send you the necessary forms to complete before the loan can be processed. Just return the properly completed forms according to the type of loan you have requested to T. Rowe Price within 30 days of the original application date. Your loan will be funded on the next payday

pro-rata across all funds in which you have invested. After your loan is funded, T. Rowe Price will send your loan check to your address of record within five business days.

If you have an outstanding loan and you terminate employment, you may choose to pay your loan in full or continue to pay your loan according to the payment schedule that was set up when you initiated the loan. If you elect the continued payment option, you must also leave your full account balance in the RSP, and you will not be eligible for any full or partial distribution of your account until your loan is repaid in full. Alternatively, you may elect to have the outstanding loan balance treated as a distribution from the RSP. If you choose the distribution option, a Form 1099-R will be sent to you in the following year to reflect this distribution. The amount of your distribution will be treated as ordinary income subject to income taxes. If you are under age 59½ when the outstanding loan is treated as a distribution, you will also be subject to any premature distribution penalties in effect at that time. Currently, there is a 10% premature distribution penalty. The third option is that you may repay the loan in full prior to your termination of employment.

Loans Transferred from Another Plan

If you had a participant loan transferred in kind to the RSP from another qualified retirement plan, such loan will be maintained and administered under the RSP in accordance with the terms for the loan as in effect under the other qualified plan at the time of its receipt by the RSP.

How Benefits are Paid

When you retire, become disabled, die, or leave the Company for any other reason, you or your beneficiary will be eligible to receive your full account balances, less all federal income tax withholding amounts. Your benefit payment amount will be based upon:

- Your before-tax contributions (*i.e.*, Salary Reduction Contributions and Automatic Deferrals),
- Company safe harbor matching contributions, including amounts not yet allocated for the plan year in which your employment ends, and
- Company discretionary contributions made to your account as of the December 31 before you leave.

When Payment is Made

T. Rowe Price will handle your distribution from the RSP by sending you a packet of information explaining in detail all of your options.

Participants entitled to a distribution are permitted to take a single lump sum distribution of their full account balances or partial distributions of at least \$500. Partial distributions shall be subject to additional limitations described in your distribution packet.

If your account balance is greater than \$5,000, you may defer your distribution to April 1 of the year following the year in which you turn 70 1/2.

If the full balance of your account is less than \$5,000, including any rollover contribution you made and any outstanding loan amount, your benefit will be paid in a lump sum within 90 days of your termination date. Prior to the distribution, you will be given the option of having your vested account balance paid directly to you in cash or rolled over to an individual retirement account (IRA) or retirement plan of your choice. You may not

elect to delay distribution of your benefits. Your vested account balance shall be distributed as follows: (1) If your vested account balance at the time of distribution is \$1,000 or less, including any rollover contribution you made, but determined without regard to the portion of your account balance that consists of a plan loan offset amount, it will be paid directly to you in cash (less required income tax withholding). (2) If your vested account balance at the time of distribution is more than \$1,000, determined as provided for in (1) above, but less than \$5,000, and you do not elect to receive your distribution directly, or rollover your distribution to another plan or IRA, your entire vested account will be rolled over directly to an IRA established in your name by the plan administrator.

If an IRA account is established in your name by the plan administrator, your IRA account will be invested in an investment option which is designed to preserve your principal account balance, provide a reasonable rate of return, and maintain liquidity. Fees and expenses charged for the establishment and maintenance of your IRA account will be paid directly from your IRA account.

For further information concerning the plan's mandatory distribution procedures following termination of employment, IRA provider(s) selected by the plan administrator, and the fees and expenses charged for establishing and maintaining the IRA(s), please contact the plan administrator at 972-934-9227 or by mail at 1800 Three Lincoln Centre, 5430 LBJ Freeway, Dallas, TX 75240.

If you are the owner of at least 5% of the Company's outstanding common stock, you may be required to take a distribution even though you have not yet terminated employment. 5% owners are required to receive a distribution on the later of (1) April 1 of the calendar year following the calendar year you turn 70½, or (2) the last day of the

calendar year in which you become a 5% owner.

Form of Distribution

If you elect a lump sum distribution, your RSP account balance in Atmos Energy stock may be paid to you in cash or in whole shares of Company stock and cash for any partial shares. Your account balance in the T. Rowe Price funds will be paid to you in cash. You must elect that the distribution be made in cash or stock on the distribution form provided.

Any distribution paid to you or your beneficiaries in cash will be subject to mandatory federal income tax and any applicable state income tax withholding at the rate applicable at the time of distribution.

If you are a former participant in the SEC Plan or the MVG Non-Union Savings Plan, an installment distribution option may be available to you. If so, it will be explained to you at the time distributions are otherwise available to you.

Direct Rollovers

You may roll over all or a portion of an eligible rollover distribution (whether or not it qualifies as a lump-sum distribution) to an IRA or to another qualified retirement plan. If death benefits are being paid to a non-spouse beneficiary, the IRA must be established in the name of the deceased participant for the benefit of the designated non-spouse beneficiary.

Administrative Information

Taxes

You do not pay federal income taxes on your Salary Reduction Contributions (including Automatic Deferrals), Company contributions, or earnings on your account until you begin receiving benefits from the RSP.

If you take a withdrawal from your account, federal law requires that you pay a 10% penalty tax in addition to any other taxes you may owe, unless:

- You roll over your distribution into an IRA or another qualified plan. (Hardship withdrawals cannot be rolled over.)
- You are at least age 59½.
- The withdrawal is required as a result of a Qualified Domestic Relations Order (QDRO).
- The withdrawal is required to pay IRS tax-deductible medical expenses.
- You receive a distribution of the money due to termination of employment because of disability or death.
- This distribution is made after you terminate employment and you have attained age 55.

Before receiving a distribution from your RSP accounts, you may wish to receive professional tax advice.

Top-Heavy Provisions

A plan is considered top-heavy if it provides more than 60% of its benefits to a small group of highly compensated employees. If the RSP becomes top-heavy, provisions will be made to provide certain minimum benefits to all participants.

Shareholders Rights

Your RSP participation gives you a stake in Atmos Energy Corporation as both an employee and a shareholder. When you become a shareholder, you are entitled to all the rights of stock ownership.

As a participant in the RSP, you will receive all shareholder mailings and proxy solicitation materials. You will also receive copies of the Company's annual and quarterly reports.

Voting

As an owner of Company stock, you are entitled to voting privileges at the annual meeting of shareholders and at all other special meetings. Before each shareholder meeting, you will be sent a form of proxy and other proxy materials so that you can vote on the issues to be decided. If your proxy is not received prior to the meeting, the Qualified Retirement Plans and Trusts Committee may vote your shares.

Dividends

Any dividends paid on Company stock will be reinvested in Company common stock, if you otherwise do not elect to receive it in cash. If you elect to receive dividends in cash, they are taxable as ordinary income in the year in which you receive them, but are not subject to the 10% percent penalty tax on early RSP payouts. Please refer to the Section entitled "Dividend Reinvestment," for more information.

Diversification Option

You may diversify 100% of your investment which is held in Atmos Energy stock at any time.

Beneficiary Designation

You should designate a beneficiary to receive your benefit under the RSP if you die before receiving a distribution of the full amount in your account. If you are married, your beneficiary must be your spouse unless your spouse agrees in writing to a different beneficiary. This written consent must be witnessed by a notary public.

If you do not designate a beneficiary, or if your selected beneficiary dies before you, the Committee will direct the trustee to distribute your benefit to your surviving spouse, or if you do not have a surviving spouse, to your children. If you have no children, your benefit will be directed to your estate.

Your Rights Under ERISA

As a participant in the RSP, you have certain rights and protections under the Employee Retirement Income Security Act of 1974 (ERISA). ERISA provides that all plan participants shall be entitled to:

Receive Information About Your Plan and Benefits

- Examine, without charge, at the Plan Administrator's office and other specified locations, such as worksites, all plan documents, including copies of all documents filed with the U.S. Department of Labor and available at the Public Disclosure Room of the Employee Benefits Security Administration, such as annual reports and plan descriptions.
- Obtain copies of all plan documents and other plan information upon written request to the Plan Administrator. The Plan Administrator may charge a reasonable amount for the copies.
- Receive a summary of the plan's annual financial report (SAR). The Plan Administrator is required by law to furnish each participant with a SAR.

- Obtain a statement telling you whether you have a right to receive a benefit from the RSP at normal retirement age (age 65) and, if so, what your benefit under the RSP would be at normal retirement age if you stop working now. If you do not have a right to a benefit, the statement will tell you how many more years you have to work to earn a right to a benefit. This statement must be requested in writing and is not required to be given more than once every 12 months. The Plan Administrator must provide the statement free of charge.

Prudent Action by Plan Fiduciaries

In addition to creating rights for plan participants, ERISA imposes duties upon the people responsible for the operation of the RSP. The people who supervise the operation of the RSP, called "fiduciaries," have a duty to do their jobs prudently and solely in the interest of you and other plan participants and beneficiaries. Fiduciaries who violate ERISA may be removed and required to make good any losses they have caused the RSP.

The Plan Administrator has the sole authority to interpret the terms of the RSP. No one, including an employer or any other person, may fire you or discriminate against you in any way to prevent you from obtaining a benefit from the RSP or exercising your rights under ERISA.

Enforce Your Rights

If a claim for a benefit is denied or ignored, in whole or in part, you have a right to know why this was done, to obtain copies of documents relating to the decision, without charge, and to appeal any denial, all within certain time schedules.

Under ERISA, there are steps you can take to enforce the above rights. For instance, if you request a copy of plan documents or the latest annual report from the Plan Administrator

and do not receive them within 30 days, you may sue in federal court. The court may require the Plan Administrator to provide the materials and pay you up to \$110 a day until you receive the materials — unless the materials were not sent because of reasons beyond the Plan Administrator’s control. If you have a claim for benefits that is denied or ignored, in whole or in part, and you disagree with the denial, you must file an appeal of that denial in accordance with the Appeal Procedures described below in this Summary Plan Description. After the final appeal is denied, in accordance with the Appeal Procedures, you may file suit in a state or federal court. In addition, if you disagree with the decision or lack thereof concerning the qualified status of a domestic relations order, after exhausting the appeals process described in the Appeal Procedures below, you may file suit in Federal court.

If the fiduciaries of the RSP misuse the plan’s money or if you are discriminated against for asserting your rights, you may seek assistance from the U.S. Department of Labor, or you may file suit in a federal court. The court will decide who should pay court costs and legal fees. If you are successful, the court may order the person you have sued to pay those costs and fees. If you lose, the court may order you to pay these costs and fees, for example, if it finds your claim frivolous.

Assistance with Your Questions

If you have any questions about the RSP, contact the Plan Administrator. If there are any questions about this statement or about your rights under ERISA, you should contact the nearest area office of the Employee Benefits Security Administration, U.S. Department of Labor, listed in your telephone directory or the Division of Technical Assistance and Inquiries, Employee Benefits Security Administration, U.S. Department of Labor, 200 Constitution Avenue, N.W., Washington, D.C. 20210. You may also obtain certain publications about your rights and the responsibilities under ERISA by calling the publications hotline of the Employee Benefits Security Administration.

Qualified Domestic Relations Order

A Qualified Domestic Relations Order (QDRO) is a court order that creates or recognizes an alternate payee’s right to part of all of your RSP benefits. The alternate payee may be your spouse, former spouse, or child. While ERISA generally protects plan benefits against creditors, QDROs are an exception.

A QDRO may require payment of benefits to an alternate payee before you would generally be eligible to receive benefits.

The Committee must notify you if the RSP receives a domestic relations order. The Committee must also determine, within a reasonable time, if the order is qualified. You and each alternate payee will be notified of the decision. In the meantime, the benefits affected will be segregated in a separate account.

Claim Procedures

To receive a benefit from the RSP, you must complete the request for payment (the “application”) contained in the packet of information sent to you by T. Rowe Price.

An authorized representative may act on your behalf or on your beneficiary's behalf in requesting a benefit. Any references to "you," "your beneficiary" or "claimant" shall, as appropriate, include such authorized representative.

If you feel you are being denied any benefit or right provided under the RSP, you must file a written claim with T. Rowe Price. All such claims shall be submitted on a form provided by T. Rowe Price.

Notwithstanding the foregoing, in the event that your claim for benefits is based on your disability and (i) the Atmos Energy Corporation Group Long-Term Disability Plan is no longer in effect; and (ii) you are not eligible to receive Social Security disability benefits, the Committee is required to determine whether you meet the RSP's definition of disability, and must file a claim for benefits with the Committee.

In the event the claim is denied or T. Rowe Price otherwise makes an adverse benefit determination as defined in the DOL regulations regarding claims procedures (referred to herein as an "adverse decision"), T. Rowe Price shall provide the claimant a written statement which shall be delivered or mailed to the claimant by certified mail to his last known address or, in some cases, via electronic notification. The written statement shall be written in a manner calculated to be understood by the claimant and shall contain the following:

- (i) the specific reason or reasons for the adverse decision;
- (ii) references to the specific provisions of the RSP upon which the denial is based;
- (iii) a description of any additional material or information that is necessary for the claimant to perfect the claim and an explanation of why such material or information is necessary; and

(iv) an explanation of the review procedure provided below and the time limits applicable to such procedures, including a statement of the claimant's right to bring a civil action under Section 502(a) of ERISA following a denial of benefits after such review.

Such written statement will be provided to the claimant within a reasonable period, but not later than 90 days after T. Rowe Price receives such claim, unless T. Rowe Price determines that special circumstances require an extension of time for processing the claim. If T. Rowe Price determines that an extension of time for processing is required, it will provide the claimant with written notice of the extension no later than 90 days after it receives the claim. In no event shall such extension exceed a period of 90 days from the end of the initial 90 day period. The extension notice shall indicate the special circumstances requiring an extension of time and the date by which T. Rowe Price expects to render the benefit determination.

Notwithstanding the foregoing, if the Committee must determine whether a participant is totally and permanently disabled (because (i) the Atmos Energy Corporation Group Long-Term Disability Plan is no longer in effect, and (ii) you are not eligible to receive Social Security disability benefits) a written statement will be provided to the claimant within a reasonable period, but not later than 45 days after the Committee receives such claim, unless the Committee determines that special circumstances require an extension of time for processing the claim. If the Committee determines that an extension of time for processing is required, it will provide the claimant with written notice of the extension no later than 45 days after it receives the claim. In no event shall such extension exceed a period of 30 days from the end of the initial 45 day period. The extension notice shall indicate the special circumstances requiring an extension of time and the date by which the Committee expects to render the benefit determination.

Appeal Procedures

Within 60 days after receipt of a notice of an adverse decision as provided above, if the claimant disagrees with the adverse decision, the claimant or his authorized representative must request, in writing, that the Committee review his claim. In conducting its review, the Committee shall consider any written statement or other evidence presented by the claimant or his authorized representative in support of his claim.

The Committee will give the claimant, upon request and free of charge, reasonable access to, and copies of, all documents, records and other information relevant to the claimant's claim for benefits. The Committee will provide the claimant with the opportunity to submit written comments, documents, records and other information relating to the claim for benefits. The Committee will provide a full and fair review of the claim taking into account all comments, documents, records and other information submitted by the claimant relating to the claim, without regard to whether such information was submitted or considered in the initial benefit determination.

If the Committee denies the claim on appeal, the Committee shall notify the claimant in writing of the adverse decision by delivery or by certified mail to his last known address or, in some cases, via electronic notification. The Committee shall notify the claimant of the adverse decision on appeal within a reasonable period, but not later than 60 days after receipt of the claimant's request for a review by the Plan. However, in the event that special circumstances require an extension of time for processing the application for review (such as the need to hold a hearing, if the Plan's procedures provide for a hearing), the Committee shall so notify the claimant of its decision not later than 120 days after receipt of the appeal

application. If this extension of time is needed, the Committee shall furnish the claimant, within 60 days after its receipt of such application, written notification of the extension explaining the circumstances requiring such extension and the date that it is anticipated that its decision will be furnished.

Notwithstanding the foregoing, if your initial claim required the Committee to make a determination of your disability (because (i) the Atmos Energy Corporation Group Long-Term Disability Plan was no longer in effect and (ii) you were not qualified for Social Security disability benefits) and such claim has been denied, you have 180 days from the date you receive notice of your denial in which to appeal that decision. Your review will be handled completely independently of the findings and decision made regarding your initial claim and will be processed by an individual who is not a subordinate of the individual who denied your initial claim. If your claim requires medical judgment, the individual handling your appeal will consult with a medical professional who was not consulted regarding your initial claim and who is not a subordinate of anyone consulted regarding your initial claim and identify that medical professional to you. The Committee must notify you in writing within 45 days after you have filed your claim in order to deny it. If the Committee determines that special circumstances require an extension of time to process your claim, the Committee will furnish written notice of the extension to the claimant prior to the expiration of the initial 45-day period. In no event shall such extension exceed a period of 45 days from the end of the initial period the Committee had to dispose of your claim. The extension notice shall indicate the special circumstances requiring an extension of time and the date by which the Plan expects to render the benefit determination.

The decision of the Committee on appeal shall be in writing, shall be written in a manner calculated to be understood by the claimant and shall include the following:

- (i) the specific reason or reasons for the denial of the appeal;
- (ii) references to the specific provisions of the Plan on which the denial was based;
- (iii) a statement that the claimant is entitled to receive, upon request and free of charge, reasonable access to, and copies of, all documents, records, and other information relevant to the claimant's claim for benefits; and
- (iv) a statement of the claimant's right to bring an action under Section 502(a) of ERISA.

Plan Funds

Benefits provided by the RSP are not insured by the Pension Benefit Guaranty Corporation under Title IV of the Employee Retirement Income Security Act of 1974 (ERISA) because the insurance provisions under ERISA are not applicable to defined contribution plans like the RSP.

Future of the Plan

Atmos Energy expects to continue the RSP indefinitely. However, the RSP may be modified, suspended, or terminated should circumstances force the Company to do so. If the RSP is terminated, contributions to the RSP will stop. If a successor plan is not established, you will be entitled to receive a distribution of your account.

Plan Information

Plan Sponsor

The Plan Sponsor is:
Atmos Energy Corporation
1800 Three Lincoln Centre
5430 LBJ Freeway
Dallas, TX 75240
(972) 934-9227

Plan Administrator

Atmos Energy Qualified Retirement Plans
and Trusts Committee
1800 Three Lincoln Centre
5430 LBJ Freeway
Dallas, TX 75240
(972) 934-9227

Plan Administration

The RSP is self-administered by the Atmos
Energy Qualified Retirement Plans and Trusts
Committee.

Plan Year

The plan year is January 1 through
December 31

Plan Trustee

Atmos Energy Qualified Retirement Plans
and Trusts Committee
1800 Three Lincoln Centre
5430 LBJ Freeway
Dallas, TX 75240
(972) 934-9227

Plan Custodian

T. Rowe Price Retirement Plan Services
P. O. Box 17215
Baltimore, Md. 21297-1215

Agent for Service of Legal Process

General Counsel
Atmos Energy Corporation
1800 Three Lincoln Centre
5430 LBJ Freeway

Dallas, TX 75240

Service of legal process may also be made
upon the Plan Administrator or the Plan
Trustee.

Plan Number:

002

Employer Identification Number:

75-1743247

Plan Identification

The official name of the plan is the Atmos
Energy Corporation Retirement Savings Plan
and Trust.

*This is a summary of the Retirement Savings Plan and Trust
effective January 1, 2009. While this summary includes many
of the facts about the plan, it does not attempt to describe all
provisions or limitations. In case of any questions, the official
plan document, as interpreted and administered by the Atmos
Energy Qualified Retirement Plans and Trusts Committee,
remains the final authority.*

d-1176928v11

Atmos Energy Corporation
Kentucky
Case No. 2009-00536
Commission Staff Data Request
DR Item 2
Witness: Robert J. Smith
Assistant Treasurer

Data Request:

The Application states in paragraph 2 that “[u]nder the terms of the RSP, Applicant will match every dollar invested by the employee in the RSP up to a maximum of 4% of the employee’s annual salary.” Explain whether this means Atmos will match every dollar invested only in Atmos stock.

Response:

Atmos Energy’s matching contributions are always made in Atmos Energy common stock. However, RSP participants may elect to immediately diversify these contributions into the investment options of their choice that are available in the RSP. Participants may direct their contributions to a number of different investment choices, including Atmos common stock. Regardless of a participant's choice of investment, his or her contributions are still eligible for the Company match.

Atmos Energy Corporation
Kentucky
Case No. 2009-00536
Commission Staff Data Request
DR Item 3 (a) (b) and (c)
Witness: Robert J. Smith
Assistant Treasurer

Data Request:

Atmos has requested authority to issue up to 2,000,000 shares of common stock through and pursuant to the RSP.

- a. In the three previous RSP authorization requests, Case Nos. 2008-00222, 2006-00180, and 2003-00475, each authorization granted was for 1,000,000 shares. Provide an explanation for the increase of 1,000,000 shares in the amount requested.
- b. Provide the amount Atmos estimates will be generated from the issuance and explain how this amount is calculated.
- c. Based upon prior RSP offers, provide the expected level of employee purchase participation.

Response:

- a. Atmos is seeking to reduce the frequency with which it is necessary to make application to issue stock through the RSP.
- b. Common stock value is dictated by the market price at time of issuance. Therefore, this amount cannot be estimated. Based upon a closing stock price of \$28.46 as of December 8, 2009, the value of 2,000,000 shares was approximately \$56.92 million.
- c. Currently, 97 percent of Atmos employees participate in the Company's RSP program.

Atmos Energy Corporation
Kentucky
Case No. 2009-00536
Commission Staff Data Request
DR Item 4
Witness: Robert J. Smith
Assistant Treasurer

Data Request:

Using the September 30, 2009 balance sheet information provided in Exhibit B, page 6, of the Application, provide Atmos' capital structure reflecting the estimated amount of additional common stock to be issued, as shown in the response to Item 3(b) above.

Response:

See attached schedule.

	Actual September 30, 2009		Total Pro Forma Amount and Percentage Including Retirement Savings Plan		
	Amount	Percentage	Adjustment	Amount	Percentage
Common stock	\$ 463	0.01%	\$ 10 (a)	\$ 473	0.01%
Additional paid-in capital	1,791,129	39.76%	56,910 (a)	1,848,039	40.50%
Retained earnings	405,353	9.00%	1,002 (b)	406,355	8.91%
Accumulated other comprehensive income	(20,184)	-0.45%	-	(20,184)	-0.44%
Total shareholders' equity	\$ 2,176,761	48.3%	\$ 57,922	\$ 2,234,683	48.98%
Long-term debt (including current maturities)	\$ 2,169,007	48.15%	-	\$ 2,169,007	47.54%
Short-term debt	158,942	3.53%	-	158,942	3.48%
Total debt	\$ 2,327,949	51.7%	-	\$ 2,327,949	51.02%
TOTAL CAPITALIZATION	\$ 4,504,710	100.0%	\$ 57,922	\$ 4,562,632	100.0%

(a) Reflects the incremental issuance of 2,000,000 shares of Atmos Energy Corporation common stock at an assumed price of \$28.46 per share for total proceeds of \$56.92 million.

(b) Reflects the effect of the net income arising from the pro forma adjustments of \$3,642 partially offset by pro forma cash dividends paid of \$2,640.

Atmos Energy Corporation
Kentucky
Case No. 2009-00536
Commission Staff Data Request
DR Item 5 (a) (b) (c) and (d)
Witness: Robert J. Smith
Assistant Treasurer

Data Request:

Provide the following information for the three previous common stock issuances through the RSP

- a. The period of time over which the common stock was issued.
- b. The maximum number of shares of common stock that could be issued.
- c. The actual number of shares of common stock that were issued.
- d. The total amount of funds raised by the issuance.

Response:

The three previous authorizations to issue stock into the RSP occurred in 2003, 2006, and 2008. The Company requested and received authorization to issue common stock into the RSP in Case Nos. 2008-00222, 2006-00180, and 2003-000475. In each case, the authorization granted was for up to 1,000,000 shares. These shares are issued from the company into the RSP, either through participant purchases or company contributions. These issuances are made as employee contributions and the company match is funded into the RSP, which is typically once every two weeks. From October 1, 2003 through September 30, 2009, the Company has issued approximately 2.8 million shares into the RSP for participant purchases and company contributions. The gross proceeds received approximated \$76.6million.

Atmos Energy Corporation
Kentucky
Case No. 2009-00536
Commission Staff Data Request
DR Item 6
Witness: Robert J. Smith
Assistant Treasurer

Data Request:

Given Atmos' recent authorization of a \$1,300,000,000 Universal Shelf Registration in Case No. 2009-00412 and this request for the issuance of 2,000,000 additional shares of common stock, provide a general description of the factors impacting Atmos' capital requirements. The response should include, but not be limited to, planned construction expenditures, the repayment of existing debt, or targeted equity ratios.

Response:

Atmos intends to use the proceeds from the issuance of common stock for utility expenditures in the normal course of business including but not limited to the repayment of all or a portion of the Company's outstanding short-term debt; the refunding of additional debt as market conditions permit; the refinancing of maturing long-term debt; and the purchase, acquisition and construction of additional properties and facilities, including improvements to the Company's existing utility plant. There are no specific construction projects that are to be funded by this issuance, however there is \$350 million in long term debt coming due in May 2011. Atmos' goal is to continue to maintain its debt to capitalization ratio within its 50-55% target range over the next few years.

Atmos Energy Corporation
Kentucky
Case No. 2009-00536
Commission Staff Data Request
DR Item 7
Witness: Robert J. Smith
Assistant Treasurer

Data Request:

Refer to the Atmos Energy Corporation Balance Sheet September 30, 2009, submitted as Exhibit A, page 5 of the Application. Explain what goes into the calculation to determine the Goodwill asset of \$703,892,000.

Response:

The goodwill balance on the balance sheet at September 30, 2009 is the result of a number of acquisitions that the Company has completed over the past 24 years. The goodwill balance was determined in accordance with the accounting literature applicable at the time of these acquisitions. The applicable guidance was paragraph 43 of Statement of Financial Accounting Standards (SFAS) No. 141, which states "the excess of the cost of an acquired entity over the net of the amounts assigned to assets acquired and liabilities assumed shall be recognized as an asset referred to as goodwill."

It should be noted that effective October 1, 2009, goodwill related to future acquisitions will be determined based on the revised standard, Accounting Standards Codification 805-30-30-1 (Formerly SFAS 141(R), paragraph 34). The revised standard states that goodwill will be measured as (1) the consideration transferred, plus (2) the fair value of any noncontrolling interest in the acquiree, plus (3) the acquisition-date fair value of the acquirer's previously held equity interest in the acquiree, less (4) the net of acquisition-date fair value of identifiable assets acquired and liabilities assumed.