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PUBLIC SERVICE  
COMMISSION

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October 9, 2020

Kent Chandler  
Acting Executive Director  
Public Service Commission  
211 Sower Blvd.  
Frankfort, KY 40601

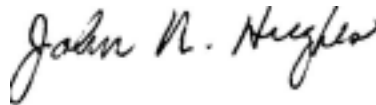
Re: Atmos Energy Corporation  
Case No. 2019-00421

Dear Mr. Chandler:

Atmos Energy Corporation submits its response to the final order. I certify that the electronic documents are true and correct copies of the original documents and that the paper copies will be filed pursuant to the Commission's COVID-19 orders.

If you have any questions about this filing, please contact me.

Submitted By:



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Attorney for Atmos Energy

**COMMONWEALTH OF KENTUCKY  
BEFORE THE PUBLIC SERVICE COMMISSION**

IN THE MATTER OF:

APPLICATION OF ATMOS ENERGY	)	
FOR AN ORDER AUTHORIZING THE	)	
IMPLEMENTATION OF A \$4,000,000,000	)	
UNIVERSAL SHELF REGISTRATION	)	Case No. 2019-00241
	)	

**PETITION FOR CONFIDENTIALITY**

Atmos Energy Corporation (Atmos Energy), by counsel, petitions for an order granting confidential protection of certain responses to the final order dated December 18, 2019, pursuant to 807 KAR 5:001, Section 13 and KRS 61.878. The order requests interest rate management agreements executed in conjunction with the issuance of the universal shelf registration.

The information requested includes details of the terms, conditions and financial analyses of interest rates negotiated by Atmos Energy with various banks. The information is commercially sensitive financial data, which is used to negotiate rates among various financial institutions. The disclosure of the information will affect Atmos Energy's ability to negotiate the most favorable rates in future interest rate hedging transactions and will disclose to non-regulated entities internal financial details of Atmos Energy's operations and strategies. Public disclosure of these negotiated rates would provide competitors of the Company and the Company's financial partners with information on how the Company negotiates financial transactions. The information requested contains sensitive information which is highly confidential. Public disclosure of the information

would unnecessarily provide interested parties and Atmos Energy's competitors with access to exclusive information regarding financial information, which could unfairly harm Atmos Energy's competitive position in the marketplace.

Failure by the Company to maintain this information as confidential could create a chilling effect on the willingness of providers to enter negotiations with the Company. As a result, the Company's cost to obtain financing could be higher than it otherwise could be.

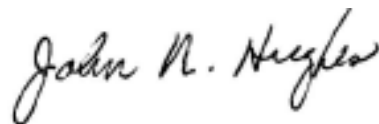
The Kentucky Open Records Act exempts from disclosure certain confidential or proprietary information. KRS 61.878(1)(c). To qualify for this exemption and, therefore, maintain the confidentiality of the information, a party must establish that disclosure of the information would permit an unfair commercial advantage to competitors of the party seeking confidentiality. The information sought in the data requests is commercial information that if disclosed could cause substantial competitive harm to Atmos Energy. These portions of Atmos Energy's Response contain proprietary information that would aid competitors of Atmos Energy and such proprietary information is subject to protection from disclosure pursuant to Kentucky law. This information is not publicly available. It would be difficult or impossible for someone to discover this information from other sources. If this information were available to competitors in this form, they could use it to the competitive detriment of Atmos Energy. This information is not generally disclosed to non-management employees of Atmos Energy and is protected internally by the Company as proprietary information. The disclosure of this proprietary information would result in significant or irreparable competitive harm to Atmos Energy by providing its competitors with

non-reciprocal competitive advantage. No public purpose is served by the disclosure of such information.

Atmos Energy requests that the information be held confidentially indefinitely. The statutes cited above do not allow for disclosure at any time. Given the competitive nature of the natural gas business and the efforts of non-regulated competitors to encroach upon traditional markets, it is imperative that regulated information remain protected and that the integrity of the tax filings remain secure.

For these reasons, Atmos Energy requests that the items identified in this petition be treated as confidential in their entirety. Should the Commission determine that some or all the material is not to be given confidential protection, Atmos Energy requests a hearing prior to any public release of the information to preserve its rights to notice of the grounds for the denial and to preserve its right of appeal of the decision.

Submitted by:



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Attorneys for Atmos Energy Corporation

**BEFORE THE  
PUBLIC SERVICE COMMISSION OF KENTUCKY**

IN THE MATTER OF THE APPLICATION	)	
OF ATMOS ENERGY CORPORATION	)	
FOR AN ORDER AUTHORIZING THE	)	CASE NO. 2019-00421
IMPLEMENTATION OF A \$4,000,000,000	)	
UNIVERSAL SHELF REGISTRATION	)	
	)	

**RESPONSE TO FINAL ORDER**

Atmos Energy Corporation (“Applicant” or “Atmos Energy”), files its response to the final order dated December 18, 2019. The order requires:

Atmos shall, within ten days after filing their 10Q filing with the SEC, Atmos shall file the information with the Commission, including information regarding the issuance of the securities referenced herein, a statement setting forth the date or dates of issuance, the price paid, the interest rate if any, the purchasers, and all fees and expenses, including underwriting discounts or commission or other compensation, involved in the issuance. In addition, **if debt securities were issued, Atmos shall include an explanation as to how the selected interest rate alternative represents the most reasonable interest rate available at the time of issuance, and copies of any executed interest rate management agreements.**

The public information filed with the 8-K report is included in attachment 1. The explanation for the selection of the interest rate alternatives is also included in that attachment.

The interest rate management agreement is provided as attachment 2. It is being filed with a petition for confidentiality.

Submitted on this \_\_9th\_\_ day of October 2020.

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And

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COUNSEL FOR ATMOS ENERGY CORPORATION



October 6, 2020

Mr. Kent Chandler  
Acting Executive Director  
Kentucky Public Service Commission  
P. O. Box 615  
Frankfort, KY 40602

RE: Atmos Energy Corporation

Case No. 2019-00421

Dear Vice Chairman Chandler:

Pursuant to the Order of the Kentucky Public Service Commission entered into on December 18, 2019, enclosed is the report of action for Atmos Energy Corporation. The report, in accordance with the above referenced case, relates to the issuance of securities pursuant to the \$4,000,000,000 universal shelf registration and the Prospectus Supplement which details the terms and conditions of the offering.

If you have any questions or need further assistance, please contact me at 972-855-4031. Thank you for your assistance in this matter.

Sincerely,

A handwritten signature in blue ink that reads "Jason Schneider".

Jason Schneider  
Assistant Treasurer

**COMMONWEALTH OF KENTUCKY**  
**CASE NO: 2019-00421**

**REPORT OF ACTION**  
**Prepared October 6, 2020**

Reference is made to the order entered into on December 18, 2019, which requires the Company to make a report to the Commission concerning the issuance of securities under the \$4,000,000,000 universal shelf registration.

Atmos Energy Corporation hereby reports:

On September 23, 2020 Atmos Energy Corporation (“Atmos Energy”) entered into an underwriting agreement (the “Underwriting Agreement”) with BofA Securities, Inc., CIBC World Markets Corp. and Credit Agricole Securities (USA) Inc., as representatives of the several underwriters named in Exhibit A attached, with respect to the offering and sale in an underwritten public offering (the “Offering”) by Atmos Energy of \$600 million aggregate principal amount of its 1.500% Senior Notes due 2031 (the “Notes”), with a yield to maturity of 1.546% and an effective yield to maturity of 1.7097%, after giving effect to related fees and original issuance discount. The Offering has been registered under the Securities Act of 1933, as amended (the “Securities Act”), pursuant to a registration statement on Form S-3 (Registration No. 333-236369) of Atmos Energy (the “Registration Statement”) and the prospectus supplement dated September 23, 2020, which was filed with the Securities and Exchange Commission pursuant to Rule 424(b) of the Securities Act on September 24, 2020.

On October 1, 2020, Atmos Energy Corporation (“Atmos Energy”) completed a public offering of \$600,000,000 aggregate principal amount of 1.500% Senior Notes due 2031 (the “Notes”). Atmos Energy received net proceeds from the offering, after the underwriting discount and estimated offering expenses payable by it, of approximately \$592 million. The Notes were issued pursuant to an indenture dated as of March 26, 2009 (the “Base Indenture”) between Atmos Energy and U.S. Bank National Association, as trustee (the “Trustee”), and an officers’ certificate delivered to the Trustee pursuant to Section 301 of the Base Indenture (the “Officers’ Certificate,” and the Base Indenture, as modified by the Officers’ Certificate, is referred to herein as the “Indenture”). The Notes are represented by two global securities executed by Atmos Energy on October 1, 2020 (each, a “Global Security”) and are unsecured senior obligations that rank equally in right of payment with all of Atmos Energy’s other existing and future unsubordinated debt. The Notes bear interest at an annual rate of 1.500%, payable by Atmos Energy on January 15 and July 15 of each year, beginning on January 15, 2021, and mature on January 15, 2031.

Atmos Energy had good execution at the tail end of some of the most active months in history and 13 additional offerings the same day that pushed supply to \$20.15bn for the day. The transaction managed to attract a strong orderbook prior to official guidance. The announcement of initial price thoughts at T+105 bps area allowed for the orderbook to gain attention from top investors in the investment grade arena, including Pacific Investment (PIMCO), Loomis Sayles, Teachers Insurance & Annuity Associated of America, Prudential, Blackrock, and many others. The order book built slowly throughout the morning, peaking at approximately \$1.2 billion (2 times oversubscribed). With guidance, the order book dropped to \$946 million. Final pricing tightened 17.5 bps (T+87.5 bps). In comparison, CenterPoint Energy Resources (A3/BBB+) was also in the market today with a \$500 million 10 year offering that priced at T+108 and a coupon



of 1.75%. The offerings represent the lowest cost 10 year bonds ever issued by Atmos. Outside the spread perspective, the Company priced the second lowest 10-year utility coupon on record at 1.500%, only 5 bps off the top spot (1.450% from Alabama Power Co).

A list of estimated fees and expenses related to the debt offering is shown on the attachment labeled Exhibit A. We will submit a final list of actual fees and expenses once all invoices have been received. Please refer to the SEC website for confirmed copies of the registration statement and prospectus supplement to complete our filing requirements.

Atmos Energy Corporation



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Jason Schneider  
Assistant Treasurer

