

COMMONWEALTH OF KENTUCKY
BEFORE THE PUBLIC SERVICE COMMISSION

In the Matter of:

APPLICATION OF THE ATMOS ENERGY)	
CORPORATION, THROUGH ITS DIVISION,)	
WESTERN KENTUCKY GAS COMPANY, OF)	
OWENSBORO, KENTUCKY, FOR AN ORDER)	CASE NO. 90-314
AUTHORIZING THE CREATION, ISSUANCE)	
AND SALE OF 458,062 SHARES OF ITS)	
COMMON STOCK)	

O R D E R

On October 11, 1990, Western Kentucky Gas Company ("Western"), a division of Atmos Energy Corporation ("Atmos"), filed an application seeking authority to create, issue, and sell to its present and future employee shareholders up to 458,062 shares of common stock, without par value, pursuant to its Employee Stock Ownership Plan ("ESOP"). Western is subject to the jurisdiction of the Kentucky Public Service Commission ("Commission"); however, as a division of Atmos, it does not have a separate capital structure, and the securities are to be issued by Atmos subject to the approval of this Commission. The shares are to be issued and sold in monthly increments to satisfy the ESOP purchase levels until the proposed issuance is exhausted. The net proceeds from the sale of these securities will be expended for general corporate purposes or any other lawful

corporate purpose as stated in Western's application and the affidavit of James F. Purser.¹

The Commission, having considered the evidence of record and being otherwise sufficiently advised, finds that the creation, issuance, and sale of the above securities by Atmos are for lawful objects within the corporate purposes of Atmos's utility operations, are necessary and appropriate for and consistent with the proper performance of its service to the public, and will not impair its ability to perform that service, and are reasonably necessary and appropriate for such purposes and should, therefore, be approved.

IT IS THEREFORE ORDERED that:

1. Atmos be and it hereby is authorized to create and issue during 1990 and subsequent years up to 458,062 shares of its common stock pursuant to its ESOP at prices to be determined according to the formula set forth in the plan.

2. Every 6 months from the date of this Order Atmos shall notify the Commission of the number of shares issued through its ESOP and the price received.

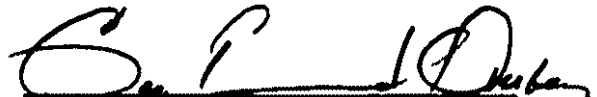
3. The proceeds from the transactions authorized herein shall be used only for the lawful purposes set out in the application.


¹ Western's Response to the Commission dated November 1, 1990.


Nothing contained herein shall be construed as a finding of value for any purpose or as a warranty on the part of the Commonwealth of Kentucky or any agency thereof as to the securities authorized herein.

Done at Frankfort, Kentucky, this 10th day of December, 1990.

PUBLIC SERVICE COMMISSION


Chairman


Vice Chairman


Commissioner

ATTEST:


Executive Director