FR 16(7)(j)

REQUEST:

Section 16. Applications for General Adjustments of Existing Rates.

(7) Each application requesting a general adjustment in rates supported by a fully forecasted test period shall include the following or a statement explaining why the required information does not exist and is not applicable to the utility's application:

(j) The prospectuses of the most recent stock or bond offerings;

RESPONSE:

Please see Attachment FR_16(7)(j)_Att1 for the October 2014 bond prospectus and Attachment FR_16(7)(j)_Att2 for the February 2014 equity prospectus.

ATTACHMENTS:

ATTACHMENT 1 - Atmos Energy Corporation, FR_16(7)(j)_Att1 - October 2014 Bond Prospectus.pdf, 44 Pages.

ATTACHMENT 2 - Atmos Energy Corporation, FR_16(7)(j)_Att2 - February 2014 Equity Prospectus.pdf, 44 Pages.

Respondent: Greg Waller

424B2 1 d799597d424b2.htm FINAL PROSPECTUS SUPPLEMENT

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Filed Pursuant to Rule 424(b)(2)
Registration No. 333-187606

CALCULATION OF REGISTRATION FEE

Title of each class of securities offered	Amount to be registered	Maximum offering price per security	Maximum aggregate offering price	Amount of registration fee(1)
4.125% Senior Notes due 2044	$500,000,000	99.812%	$499,060,000	$57,990.78
Total	$500,000,000		$499,060,000	$57,990.78

(1) Calculated in accordance with Rule 457(r) of the Securities Act of 1933.

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Prospectus Supplement
October 6, 2014
(To Prospectus dated March 28, 2013)

$500,000,000

ATMOS energy

Atmos Energy Corporation

4.125% Senior Notes due 2044

The notes will bear interest at the rate of 4.125% per year and will mature on October 15, 2044. We will pay interest on the notes semi-annually in arrears on April 15 and October 15 of each year they are outstanding, beginning April 15, 2015. We may redeem the notes prior to maturity at our option, at any time in whole or from time to time in part, at the applicable redemption price described in this prospectus supplement. See "Description of the Notes — Optional Redemption."

The notes are unsecured and rank equally with all of our other existing and future unsubordinated debt. The notes will be issued only in registered form in minimum denominations of $2,000 and any integral multiple of $1,000 in excess thereof. The notes are a new issue of securities with no established trading market. The notes will not be listed on any securities exchange or on any automated dealer quotation system.

Investing in the notes involves risks. See "Risk Factors" on page S-5 of this prospectus supplement.

	Per Note	Total
Public offering price(1)	99.812%	$499,060,000
Underwriting discount	0.875%	$ 4,375,000
Proceeds, before expenses, to Atmos Energy	98.937%	$494,685,000

(1) Plus accrued interest from October 15, 2014, if settlement occurs after that date.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or determined if this prospectus supplement or the accompanying prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

The underwriters expect to deliver the notes to investors in book-entry form only through the facilities of The Depository Trust Company for the accounts of its participants, including Clearstream Banking, société anonyme, Luxembourg and/or Euroclear Bank S.A./N.V., on or about October 15, 2014.

Joint Book-Running Managers

BofA Merrill Lynch **Credit Agricole CIB** **Wells Fargo Securities**

BNP PARIBAS **RBS**

Senior Co-Managers

BB&T Capital Markets **CIBC** **MUFG**

Co-Managers

BOSC, Inc. **The Williams Capital Group, L.P.**

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Prospectus Supplement

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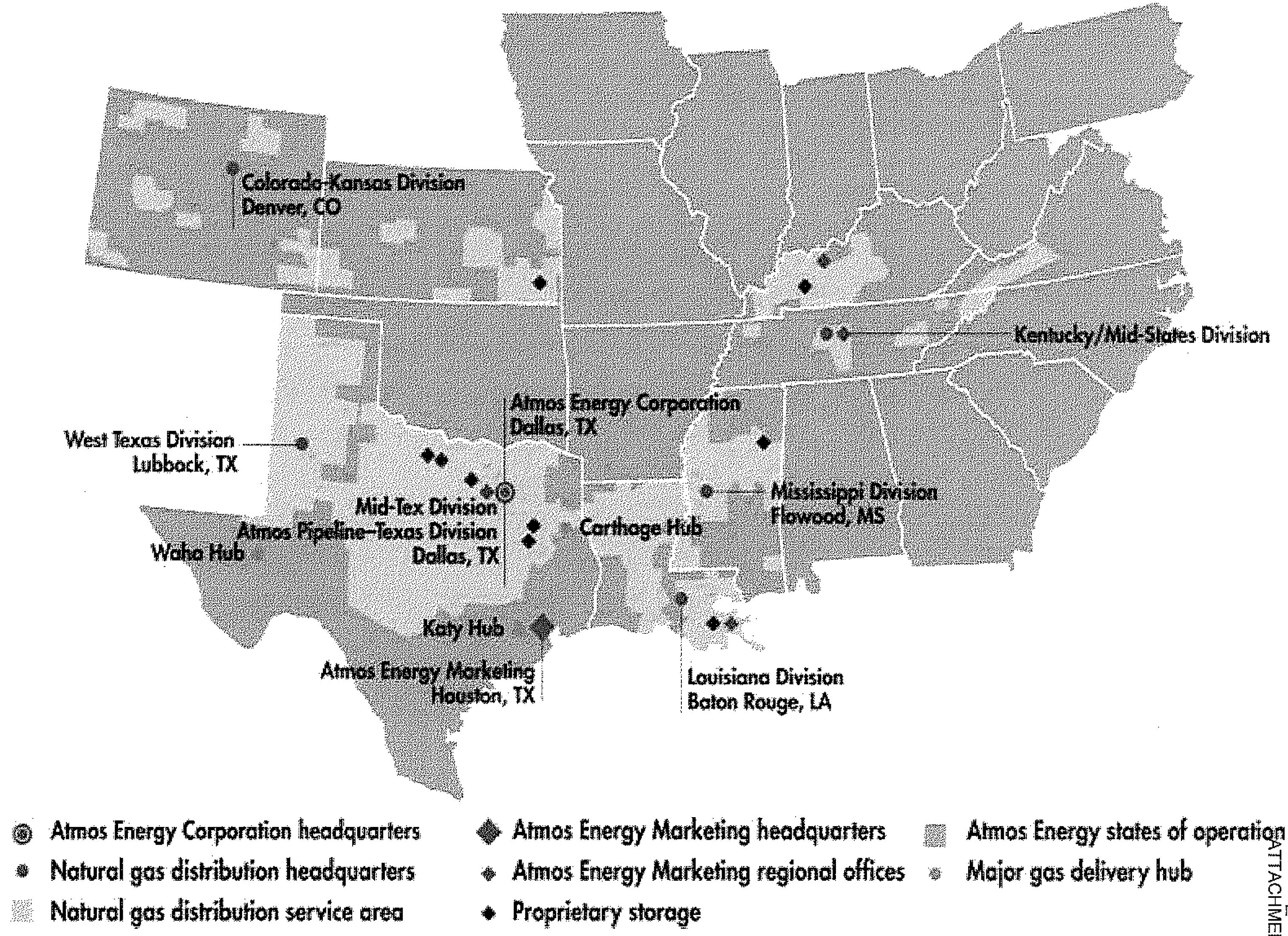

CASE NO. 2015-00343
FR_16(7)(l)
ATTACHMENT 1

Prospectus

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IMPORTANT NOTICE ABOUT INFORMATION IN THIS PROSPECTUS SUPPLEMENT AND THE ACCOMPANYING PROSPECTUS

This document consists of two parts. The first part is this prospectus supplement, which describes the specific terms of this offering of the notes and also adds to and updates information contained in the accompanying prospectus and the documents incorporated by reference in this prospectus supplement and the accompanying prospectus. The second part is the accompanying prospectus, dated March 28, 2013, which gives more general information, some of which does not apply to this offering. To the extent there is a conflict between the information contained in this prospectus supplement, the information contained in the accompanying prospectus or the information contained in any document incorporated by reference herein or therein, the information contained in the most recent document shall control. This prospectus supplement and the accompanying prospectus are a part of a registration statement that we filed with the Securities and Exchange Commission (the "SEC") using the SEC's shelf registration rules.

You should rely only on the information contained in or incorporated by reference in this prospectus supplement, the accompanying prospectus and any free writing prospectus. We have not, and the underwriters have not, authorized any other person to provide you with information that is different. If anyone provides you with different or inconsistent information, you should not rely on it. See "Incorporation of Certain Documents by Reference" and "Where You Can Find More Information" in the accompanying prospectus.

Neither Atmos Energy Corporation nor the underwriters are making an offer of these notes in any jurisdiction where the offer is not permitted.

The information contained in or incorporated by reference in this document is accurate only as of the date of this prospectus supplement or the date of such incorporated documents, regardless of the time of delivery of this prospectus supplement or of any sale of notes. Our business, financial condition, results of operations and prospects may have changed since those respective dates.

The terms "we," "our," "us," and "Atmos Energy" refer to Atmos Energy Corporation and its subsidiaries unless the context suggests otherwise. The term the "Company" refers to Atmos Energy Corporation and not its subsidiaries. The term "you" refers to a prospective investor. The abbreviations "Mcf" and "MMBtu" mean thousand cubic feet and million British thermal units, respectively.

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CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING STATEMENTS

Statements contained or incorporated by reference in this prospectus supplement and the accompanying prospectus that are not statements of historical fact are "forward-looking statements" within the meaning of Section 27A of the Securities Act of 1933, as amended. Forward-looking statements are based on management's beliefs as well as assumptions made by, and information currently available to, management. Because such statements are based on expectations as to future results and are not statements of fact, actual results may differ materially from those stated. Important factors that could cause future results to differ include, but are not limited to:

- our ability to continue to access the credit markets to satisfy our liquidity requirements;
- regulatory trends and decisions, including the impact of rate proceedings before various state regulatory commissions;
- the impact of adverse economic conditions on our customers;
- the effects of inflation and changes in the availability and price of natural gas;
- market risks beyond our control affecting our risk management activities including market liquidity, commodity price volatility, increasing interest rates and counterparty creditworthiness;
- the concentration of our distribution, pipeline and storage operations in Texas;
- increased competition from energy suppliers and alternative forms of energy;
- adverse weather conditions;
- the capital-intensive nature of our gas distribution business;
- increased costs of providing pension and post-retirement health care benefits and increased funding requirements, along with increased costs of health care benefits;
- possible increased federal, state and local regulation of the safety of our operations;
- increased federal regulatory oversight and potential penalties;
- the impact of environmental regulations on our business;
- the impact of possible future additional regulatory and financial risks associated with global warming and climate change on our business;
- the inherent hazards and risks involved in operating our gas distribution business;
- the threat of cyber-attacks or acts of cyber-terrorism that could disrupt our business operations and information technology systems;
- the risks of accidents and additional operating costs associating with distributing, transporting and storing natural gas;
- natural disasters, terrorist activities or other events could adversely affect our operations or financial results: and
- other risks and uncertainties discussed in this prospectus supplement, any accompanying prospectus and our other filings with the SEC.

All of these factors are difficult to predict and many are beyond our control. Accordingly, while we believe these forward-looking statements to be reasonable, there can be no assurance that they will approximate actual experience or that the expectations derived from them will be realized. When used in our documents or oral presentations, the words "anticipate," "believe," "estimate," "expect," "forecast," "goal," "intend," "objective," "plan," "projection," "seek," "strategy" or similar words are intended to identify forward-looking statements. We undertake no obligation to update or revise any of our forward-looking statements, whether as a result of new information, future events or otherwise.

For additional factors you should consider, please see "Risk Factors" on page S-5 of this prospectus supplement, "Item 1A. Risk Factors" and "Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations" in our Annual Report on Form 10-K for the fiscal year ended September 30, 2013, and "Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations" in our Quarterly Report on Form 10-Q for the quarterly period ended June 30, 2014. See also "Incorporation of Certain Documents by Reference" in the accompanying prospectus.

PROSPECTUS SUPPLEMENT SUMMARY

You should read the following summary in conjunction with the more detailed information contained elsewhere in this prospectus supplement, the accompanying prospectus and the documents incorporated by reference in this prospectus supplement and the accompanying prospectus.

Atmos Energy Corporation

We are engaged primarily in the regulated natural gas distribution and transmission and storage businesses, as well as other nonregulated natural gas businesses. We are one of the country's largest natural gas-only distributors based on number of customers. We currently distribute natural gas through sales and transportation arrangements to over three million residential, commercial, public authority and industrial customers in eight states. We also operate one of the largest intrastate pipelines in Texas based upon miles of pipe.

Through our regulated transmission and storage business, we provide natural gas transportation and storage services to our Mid-Tex Division, our largest natural gas distribution division located in Texas, and to third parties. Additionally, we provide ancillary services customary to the pipeline industry, including parking arrangements, lending and sales of inventory on hand.

Through our nonregulated businesses, we provide natural gas management and marketing services to municipalities, other local gas distribution companies and industrial customers primarily in the Midwest and Southeast. We also provide storage services to certain of our natural gas distribution divisions and to third parties.

We operate through the following three segments:

- the natural gas distribution segment, which includes our regulated natural gas distribution and related sales operations;
- the regulated transmission and storage segment, which includes the regulated pipeline and storage operations of our Atmos Pipeline — Texas Division; and
- the nonregulated segment, which includes our nonregulated natural gas management, nonregulated natural gas transmission, storage and other services.

Recent Developments

Amendment of Credit Facility. On August 22, 2014, we amended our revolving credit agreement, primarily to: (i) increase the lenders' commitment from $950 million to $1.25 billion, while retaining the $250 million accordion feature that would allow an increase in commitments up to $1.5 billion and (ii) extend the expiration date of the credit facility for one additional year to August 22, 2019.

Declaration of Dividend. On August 6, 2014, our Board of Directors declared a quarterly dividend on our common stock of $0.37 per share. The dividend was paid on September 8, 2014 to shareholders of record on August 25, 2014.

Recent Ratemaking Activity. As of June 30, 2014, six regulatory proceedings requesting $49.6 million in annual operating income increases were in progress. During the fourth quarter of fiscal 2014, four of these proceedings were finalized, resulting in a $7.3 million increase in annual operating income.

Our address is 1800 Three Lincoln Centre, 5430 LBJ Freeway, Dallas, Texas 75240, and our telephone number is (972) 934-9227. Our internet website address is *www.atmosenergy.com*. Information on or connected to our internet website is not part of this prospectus supplement or the accompanying prospectus.

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Summary Financial Data

The following table presents summary consolidated and segment financial data of Atmos Energy Corporation for the periods and as of the dates indicated. We derived the summary financial data for the fiscal years ended September 30, 2013, 2012, 2011, 2010 and 2009 from our audited consolidated financial statements and the summary financial data for the nine months ended June 30, 2014 and 2013 from our unaudited condensed consolidated financial statements. Our unaudited condensed consolidated financial statements have been prepared on the same basis as our audited consolidated financial statements, except as stated in the related notes thereto and, in the opinion of management, include all normal recurring adjustments considered necessary for a fair presentation of our financial condition and result of operations for such periods. Please note that, given the inherent seasonality in our business, the results of operations for the nine months ended June 30, 2014 presented below are not necessarily indicative of results for the entire fiscal year.

The information is only a summary and does not provide all of the information contained in our financial statements. Therefore, you should read the information presented below in conjunction with "Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations" and our consolidated financial statements and related notes included in our Annual Report on Form 10-K for the fiscal year ended September 30, 2013, and "Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations" and our unaudited condensed consolidated financial statements and related notes included in our quarterly report on Form 10-Q for the quarterly period ended June 30, 2014, each of which is incorporated by reference in this prospectus supplement and the accompanying prospectus.

	Nine Months Ended June 30,		Year Ended September 30,				
	2014	2013	2013	2012	2011	2010	2009
	(unaudited)		(In thousands, except per share data)				
Consolidated Financial Data							
Operating revenues	$4,162,188	$3,201,086	$3,886,257	$3,438,483	$4,286,435	$4,661,060	$4,793,248
Gross profit	1,244,767	1,111,610	1,412,050	1,323,739	1,300,820	1,314,136	1,297,682
Operating expenses[1]	717,362	660,114	910,171	877,499	874,834	850,303	872,938
Operating income	527,405	451,496	501,879	446,240	425,986	463,833	424,744
Income from continuing operations	266,104	223,162	230,698	192,196	189,588	189,851	175,026
Net income	266,104	235,658	243,194	216,717	207,601	205,839	190,978
Diluted net income per share from continuing operations	$ 2.76	$ 2.43	$ 2.50	$ 2.10	$ 2.07	$ 2.03	$ 1.90
Diluted net income per share	$ 2.76	$ 2.57	$ 2.64	$ 2.37	$ 2.27	$ 2.20	$ 2.07
Cash dividends declared per share	$ 1.11	$ 1.05	$ 1.40	$ 1.38	$ 1.36	$ 1.34	$ 1.32
Cash flows from operating activities	$ 630,210	$ 509,575	$ 613,127	$ 586,917	$ 582,844	$ 726,476	$ 919,233
Capital expenditures	$ 552,600	$ 582,473	$ 845,033	$ 732,858	$ 622,965	$ 542,636	$ 509,494

	As of June 30,		As of September 30,				
	2014	2013	2013	2012	2011	2010	2009
	(unaudited)				(In thousands)		
Consolidated Balance Sheet Data							
Total assets	$8,357,189	$7,802,798	$7,934,268	$7,495,675	$ 7,282,871	$6,763,791	$6,367,083
Debt							
Long-term debt[2]	$1,955,907	$2,455,593	$2,455,671	$1,956,305	$ 2,206,117	$1,809,551	$2,169,400
Short-term debt[2]	$ 500,000	$ 141,998	$ 367,984	$ 571,060	$ 208,830	$ 486,231	$ 72,681
Total debt	$2,455,907	$2,597,591	$2,823,655	$2,527,365	$ 2,414,947	$2,295,782	$2,242,081
Shareholders' equity	$3,116,685	$2,581,444	$2,580,409	$2,359,243	$ 2,255,421	$2,178,348	$2,176,761

See footnotes on following page.

	Nine Months Ended June 30,		Year Ended September 30,				
	2014	2013	2013	2012(1)	2011(1)	2010	2009(1)
	(unaudited)			(In thousands)			
Segment Operating Income (Loss)							
Natural gas distribution	$345,192	$321,474	$343,093	$304,461	$322,088	$296,851	$266,356
Regulated transmission and storage	135,972	109,556	139,853	128,824	108,275	97,038	93,163
Nonregulated(3)	46,241	20,461	18,927	12,950	(4,383)	69,944	64,881
Eliminations	—	5	6	5	6	—	344
Consolidated	$527,405	$451,496	$501,879	$446,240	$425,986	$463,833	$424,744
Other Financial Data							
Ratio of earnings to fixed charges(4)	5.03	4.30	3.60	2.84	2.78	2.78	2.55

(1) Financial results for fiscal 2012, 2011 and 2009 include a $5.3 million, $30.3 million and $5.4 million pre-tax loss, respectively, for the impairment of certain assets.
(2) Long-term debt excludes current maturities. Short-term debt is comprised of current maturities of long-term debt and short-term debt.
(3) As a result of the appointment of a new Chief Executive Officer effective October 1, 2010, during the first quarter of fiscal 2011, we revised the information used by the chief operating decision maker to manage Atmos Energy. As a result of this change, effective December 1, 2010, we combined our former natural gas marketing and pipeline, storage and other segments into one nonregulated segment. Financial information for all prior periods has been restated to conform to the new segment presentation.
(4) For purposes of computing the ratio of earnings to fixed charges, earnings consist of the sum of our pretax income from continuing operations and fixed charges exclusive of capitalized interest. Fixed charges consist of interest expense, amortization of debt discount, premium and expense, capitalized interest and a portion of lease payments considered to represent an interest factor.

The Offering

Issuer	Atmos Energy Corporation
Notes Offered	$500,000,000 aggregate principal amount of 4.125% senior notes due 2044.
Maturity	The notes will mature on October 15, 2044.
Interest	The notes will bear interest at the rate of 4.125% per year.
	Interest on the notes will be payable semi-annually in arrears on April 15 and October 15 of each year they are outstanding, beginning on April 15, 2015.
Ranking	The notes will be our unsecured senior obligations. The notes will rank equally in right of payment with all our existing and future unsubordinated indebtedness and will rank senior in right of payment to any future indebtedness that is subordinated to the notes. The notes will be effectively subordinated to all our existing and future secured indebtedness to the extent of the assets securing such indebtedness and to the indebtedness and liabilities of our subsidiaries.
Optional Redemption	We may redeem the notes prior to maturity at our option, at any time in whole or from time to time in part. Prior to April 15, 2044 (six months prior to the maturity date), the redemption price will be equal to the greater of the principal amount of the notes to be redeemed and the "make-whole" redemption price, plus, in each case, accrued and unpaid interest, if any, to the redemption date. At any time on or after April 15, 2044

	(six months prior to the maturity date), the redemption price will be equal to 100% of the principal amount of the notes to be redeemed plus accrued and unpaid interest, if any, to the redemption date. See "Description of the Notes — Optional Redemption" on page S-13.
Covenants of the Indenture	We will issue the notes under an indenture, which will, among other things, restrict our ability to create liens and to enter into sale and leaseback transactions. See "Description of Debt Securities — Covenants" beginning on page 9 of the accompanying prospectus.
Use of Proceeds	We estimate that our net proceeds from this offering, after deducting the underwriting discount and estimated offering expenses payable by us, will be approximately $494 million. We intend to use the net proceeds from this offering, together with cash on hand, to repay our $500,000,000 4.95% senior unsecured notes at maturity on October 15, 2014. See "Use of Proceeds" on page S-5.
Trustee	U.S. Bank National Association
Risk Factors	Investing in the notes involves risks. See "Risk Factors" on page S-5 of this prospectus supplement and other information included and incorporated by reference in this prospectus supplement and the accompanying prospectus for a discussion of the factors you should consider carefully before deciding to invest in the notes.

RISK FACTORS

Investing in the notes involves risks. Our business is influenced by many factors that are difficult to predict and beyond our control and that involve uncertainties that may materially affect our results of operations, financial condition or cash flows, or the value of the notes. These risks and uncertainties include those described in the risk factors and other sections of the documents that are incorporated by reference in this prospectus supplement and the accompanying prospectus, including "Item 1A. Risk Factors" in our Annual Report on Form 10-K for the fiscal year ended September 30, 2013. You should carefully consider these risks and uncertainties and all of the information contained or incorporated by reference in this prospectus supplement and the accompanying prospectus before you invest in the notes.

USE OF PROCEEDS

We estimate that we will receive net proceeds from this offering of approximately $494 million, after deducting the underwriting discount and estimated offering expenses payable by us. We intend to use the net proceeds from this offering, together with cash on hand, to repay our $500,000,000 4.95% senior unsecured notes at maturity on October 15, 2014.

CAPITALIZATION

The following table presents our cash and cash equivalents, short-term debt and capitalization as of June 30, 2014, on an actual basis and as adjusted to reflect the issuance of notes in this offering and the use of proceeds therefrom as described under "Use of Proceeds" and the settlement of certain forward starting interest rate swaps that we entered into in October 2012 to fix the Treasury yield component of the interest cost associated with a notional principal amount of $500 million in anticipated notes and for which we expect to receive approximately $13.4 million upon settlement. You should read this table in conjunction with the section entitled "Use of Proceeds" and our condensed consolidated financial statements and related notes included in our quarterly report on Form 10-Q for the quarterly period ended June 30, 2014, which is incorporated by reference in this prospectus supplement.

	As of June 30, 2014	
	Actual	As Adjusted
	(unaudited) (In thousands, except share data)	
Cash and cash equivalents	$ 51,421	$ 58,470
Short-term debt		
Current maturities of long-term debt	$ 500,000	$ —
Other short-term debt	—	—
Total short-term debt	$ 500,000	$ —
Long-term debt, less current portion	$ 1,955,907	$ 2,454,967
Shareholders' equity		
Common stock, no par value (stated at $.005 per share); 200,000,000 shares authorized; 100,346,468 shares issued and outstanding, actual and as adjusted	502	502
Additional paid-in capital	2,172,307	2,172,307
Retained earnings	932,576	932,576
Accumulated other comprehensive income (loss)	11,300	(1,285)
Shareholders' equity	3,116,685	3,104,100
Total capitalization(1)	$ 5,072,592	$ 5,559,067

(1) Total capitalization excludes the current portion of long-term debt and other short-term debt.

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BUSINESS

Overview

Atmos Energy, headquartered in Dallas, Texas, is engaged primarily in the regulated natural gas distribution and transmission and storage businesses, as well as other nonregulated natural gas businesses. We are one of the country's largest natural gas-only distributors based on number of customers and one of the largest intrastate pipeline operators in Texas based upon miles of pipe. For the fiscal year ended September 30, 2013, our regulated distribution and transmission and storage operations comprised approximately 95 percent of our consolidated net income.

Our regulated business includes our natural gas distribution business and our regulated pipeline and storage operations. Through our natural gas distribution business, we deliver natural gas through regulated sales and transportation arrangements to over three million residential, commercial, public authority and industrial customers through our six regulated natural gas distribution divisions, which cover service areas in eight states. Over the last two fiscal years, we have sold our natural gas distribution operations in four states to streamline our regulated operations. In August 2012, we completed the sale of our natural gas distribution operations in Missouri, Illinois and Iowa, representing approximately 84,000 customers, and in April 2013, we completed the sale of our natural gas distribution operations in Georgia, representing approximately 64,000 customers. In addition, we transport natural gas for others through our distribution system. Our regulated pipeline and storage operations provide natural gas transportation and storage services to our North Texas distribution system and to third parties. Our regulated businesses are subject to federal and state regulation and/or regulation by local authorities in each of the states in which our natural gas distribution divisions operate.

Our nonregulated business primarily provides natural gas management and transportation services to municipalities, local gas distribution companies, including certain of our natural gas distribution divisions, and industrial customers principally in the Midwest and Southeast.

Operating Segments

We operate through the following three segments:

- the *natural gas distribution segment*, which includes our regulated natural gas distribution and related sales operations;
- the *regulated transmission and storage segment*, which includes the regulated pipeline and storage operations of our Atmos Pipeline — Texas Division; and
- the *nonregulated segment*, which includes our nonregulated natural gas management, nonregulated natural gas transmission, storage and other services.

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Natural Gas Distribution Segment

Our natural gas distribution segment is comprised of our six regulated natural gas distribution divisions. This segment represents approximately 65 percent of our consolidated net income. We operate in our service areas under terms of non-exclusive franchise agreements granted by the various cities and towns that we serve. At September 30, 2013, we held 998 franchises having terms generally ranging from five to 35 years. A significant number of our franchises expire each year, which require renewal prior to the end of their terms. We believe that we will be able to renew our franchises as they expire. The following table summarizes key information about these divisions, presented in order of total rate base as of September 30, 2013.

Division	Service Areas	Communities Served	Customer Meters
Mid-Tex	Texas, including the Dallas/Fort Worth Metroplex	550	1,560,409
Kentucky/Mid-States	Kentucky	230	179,708
	Tennessee		123,590
	Virginia		20,358
Louisiana	Louisiana	300	342,187
West Texas	Amarillo, Lubbock, Midland	80	293,802
Mississippi	Mississippi	110	255,730
Colorado-Kansas	Colorado	170	99,654
	Kansas		136,542

Our natural gas distribution business is a seasonal business. Gas sales to residential and commercial customers are greater during the winter months than during the remainder of the year. The volumes of gas sales during the winter months will vary with the temperatures during these months. Historically, this generally has resulted in higher operating revenues and net income during the period from October through March of each fiscal year and lower operating revenues and either lower net income or net losses during the period from April through September of each fiscal year. However, rate design changes implemented during the first quarter of fiscal 2013 in our Mid-Tex and West Texas Divisions have changed and should continue to change this trend. The rate design approved in these regulatory proceedings includes an increase to the customer base charge and a decrease in the consumption charge applied to customer usage. The effect of this change in rate design allows our rates to be more closely aligned with the natural gas distribution industry standard rate design. In addition, we anticipate these divisions, which represent approximately 50 percent of the operating income for our natural gas distribution segment, will continue to earn their operating income more ratably over the fiscal year as they are now less dependent on customer consumption.

Revenues in this operating segment are established by regulatory authorities in the states in which we operate. These rates are intended to be sufficient to cover the costs of conducting business and to provide a reasonable return on invested capital. In addition, we transport natural gas for others through our distribution system.

Rates established by regulatory authorities often include cost adjustment mechanisms for costs that (i) are subject to significant price fluctuations compared to our other costs, (ii) represent a large component of our cost of service and (iii) are generally outside our control.

Purchased gas cost adjustment mechanisms represent a common form of cost adjustment mechanism. Purchased gas cost adjustment mechanisms provide natural gas distribution companies a method of recovering purchased gas costs on an ongoing basis without filing a rate case because they provide a dollar-for-dollar offset to increases or decreases in natural gas distribution gas costs. Therefore, although substantially all of our natural gas distribution operating revenues fluctuate with the cost of gas that we purchase, natural gas distribution gross profit (which is defined as operating revenues less purchased gas cost) is generally not affected by fluctuations in the cost of gas.

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Additionally, some jurisdictions have introduced performance-based ratemaking adjustments to provide incentives to natural gas distribution companies to minimize purchased gas costs through improved storage management and use of financial instruments to lock in gas costs. Under the performance-based ratemaking adjustment, purchased gas costs savings are shared between the utility and its customers.

Regulatory authorities have approved weather normalization adjustments (WNA) for approximately 97 percent of residential and commercial margins in our service areas as a part of our rates. WNA minimizes the effect of weather that is above or below normal by allowing us to increase customers' bills to offset the effect of lower gas usage when weather is warmer than normal and decrease customers' bills to offset the effect of higher gas usage when weather is colder than normal.

Regulated Transmission and Storage Segment Overview

Our regulated transmission and storage segment consists of the regulated pipeline and storage operations of our Atmos Pipeline — Texas Division (APT). APT is one of the largest intrastate pipeline operations in Texas with a heavy concentration in the established natural gas-producing areas of central, northern and eastern Texas, extending into or near the major producing areas of the Texas Gulf Coast and the Delaware and Val Verde Basins of West Texas. It transports natural gas to our Mid-Tex Division, transports natural gas for third parties and manages five underground storage reservoirs in Texas. We also provide ancillary services customary in the pipeline industry including parking and lending arrangements and sales of excess gas. This segment represents approximately 30 percent of our consolidated operations.

Gross profit earned from our Mid-Tex Division and through certain other transportation and storage services is subject to traditional ratemaking governed by the RRC. Rates are updated through periodic formal rate proceedings and filings made under Texas' Gas Reliability Infrastructure Program (GRIP). GRIP allows us to include in our rate base annually approved capital costs incurred in the prior calendar year provided that we file a complete rate case at least once every five years. APT's existing regulatory mechanisms allow certain transportation and storage services to be provided under market-based rates with minimal regulation.

Nonregulated Segment Overview

Our nonregulated operations are conducted through Atmos Energy Holdings, Inc. (AEH), a wholly-owned subsidiary of Atmos Energy Corporation, and represent approximately five percent of our consolidated net income.

AEH's primary business is to buy, sell and deliver natural gas at competitive prices to approximately 1,000 customers located primarily in the Midwest and Southeast areas of the United States. AEH accomplishes this objective by aggregating and purchasing gas supply, arranging transportation and storage logistics and effectively managing commodity price risk.

AEH also earns storage and transportation demand fees primarily from our regulated natural gas distribution operations in Louisiana and Kentucky. These demand fees are subject to regulatory oversight and are renewed periodically.

Other Regulation

Each of our natural gas distribution divisions and our regulated transmission and storage division is regulated by various state or local public utility authorities. We are also subject to regulation by the United States Department of Transportation with respect to safety requirements in the operation and maintenance of our transmission and distribution facilities. In addition, our distribution operations are also subject to various state and federal laws regulating environmental matters. From time to time we receive inquiries regarding various environmental matters. We believe that our properties and operations substantially comply with, and are operated in substantial conformity with, applicable safety and environmental statutes and regulations. There are no

administrative or judicial proceedings arising under environmental quality statutes pending or known to be contemplated by governmental agencies which would have a material adverse effect on us or our operations. Our environmental claims have arisen primarily from former manufactured gas plant sites.

The Federal Energy Regulatory Commission (FERC) allows, pursuant to Section 311 of the Natural Gas Policy Act, gas transportation services through our APT assets "on behalf of" interstate pipelines or local distribution companies served by interstate pipelines, without subjecting these assets to the jurisdiction of the FERC. Additionally, the FERC has regulatory authority over the sale of natural gas in the wholesale gas market and the use and release of interstate pipeline and storage capacity. The FERC also has authority to detect and prevent market manipulation and to enforce compliance with the FERC's other rules, policies and orders by companies engaged in the sale, purchase, transportation or storage of natural gas in interstate commerce. We have taken what we believe are the necessary and appropriate steps to comply with these regulations.

Competition

Although our natural gas distribution operations are not currently in significant direct competition with any other distributors of natural gas to residential and commercial customers within our service areas, we do compete with other natural gas suppliers and suppliers of alternative fuels for sales to industrial customers. We compete in all aspects of our business with alternative energy sources, including, in particular, electricity. Electric utilities offer electricity as a rival energy source and compete for the space heating, water heating and cooking markets. Promotional incentives, improved equipment efficiencies and promotional rates all contribute to the acceptability of electrical equipment. The principal means to compete against alternative fuels is lower prices, and natural gas historically has maintained its price advantage in the residential, commercial and industrial markets.

Our regulated transmission and storage operations historically have faced limited competition from other existing intrastate pipelines and gas marketers seeking to provide or arrange transportation, storage and other services for customers. However, in the last few years, several new pipelines have been completed, which has increased the level of competition in this segment of our business.

Within our nonregulated operations, AEM competes with other natural gas marketers to provide natural gas management and other related services primarily to smaller customers requiring higher levels of balancing, scheduling and other related management services. AEM has experienced increased competition in recent years primarily from investment banks and major integrated oil and natural gas companies who offer lower cost, basic services. The increased competition has reduced margins most notably on its high-volume accounts.

Distribution, Transmission and Related Assets

At September 30, 2013, in our natural gas distribution segment, we owned an aggregate of 67,146 miles of underground distribution and transmission mains throughout our gas distribution systems. These mains are located on easements or rights-of-way which generally provide for perpetual use. We maintain our mains through a program of continuous inspection and repair and believe that our system of mains is in good condition. Through our regulated transmission and storage segment, we owned 5,628 miles of gas transmission and gathering lines as well as 110 miles of gas transmission and gathering lines through our nonregulated segment as of September 30, 2013.

Storage Assets

At September 30, 2013, we owned underground gas storage facilities in several states to supplement the supply of natural gas in periods of peak demand. The underground gas storage facilities of our natural gas distribution segment had a total usable capacity of 9,893,590 Mcf, with a maximum daily delivery capacity of 198,100 Mcf. The underground gas storage facilities of our regulated transmission and storage segment had a total usable capacity of 46,143,226 Mcf, with a maximum daily delivery capacity of 1,235,000 Mcf. The underground gas storage facilities of our nonregulated segment had a total usable capacity of 3,877,483 Mcf, with a maximum daily delivery capacity of 123,500 Mcf.

Additionally, we contract for storage service in underground storage facilities on many of the interstate pipelines serving us to supplement our proprietary storage capacity. The amount of our contracted storage capacity can vary from time to time. At September 30, 2013, our contracted storage provided us with a maximum storage quantity of 26,150,480 MMBtu, with a maximum daily withdrawal quantity of 957,990 MMBtu, for our natural gas distribution segment, and a maximum storage quantity of 9,700,869 MMBtu, with a maximum daily withdrawal quantity of 318,444 MMBtu, for our nonregulated segment.

For more information on our storage assets see "Item 2. Properties" in our Annual Report on Form 10-K for the fiscal year ended September 30, 2013.

DESCRIPTION OF THE NOTES

We have summarized certain provisions of the notes below. The notes constitute a series of the debt securities described in the accompanying prospectus. The notes will be issued under an indenture dated March 26, 2009 (the "indenture") entered into with U.S. Bank National Association, as trustee.

The following description of certain terms of the notes and certain provisions of the indenture in this prospectus supplement supplements the description under "Description of Debt Securities" in the accompanying prospectus and, to the extent it is inconsistent with that description, replaces the description in the accompanying prospectus. This description is only a summary of the material terms and does not purport to be complete. We urge you to read the indenture, a form of which we have filed with the SEC, because it, and not the description below and in the accompanying prospectus, will define your rights as a holder of the notes. We have filed the indenture as an exhibit to our current report on Form 8-K that was filed with the SEC on March 26, 2009. You may obtain a copy of the indenture from us without charge. See "Where You Can Find More Information" in the accompanying prospectus.

General

The notes will be initially limited to $500,000,000 aggregate principal amount. We may, at any time, without the consent of the holders of these notes, issue additional notes having the same ranking, interest rate, maturity and other terms (except for the issue date, public offering price and, if applicable, the first interest payment date) as the notes. Any such additional notes, together with the notes being offered by this prospectus supplement, will constitute the same series of notes under the indenture.

The notes will be unsecured and unsubordinated obligations of Atmos Energy. Any secured debt that we may have from time to time will have a prior claim with respect to the assets securing that debt. As of September 30, 2013, we had no secured debt outstanding. The notes will rank equally with all of our other existing and future unsubordinated debt but will be effectively subordinated to the indebtedness and liabilities of our subsidiaries. As of June 30, 2014, after giving effect to the net proceeds of this offering and the use of proceeds therefrom as described in "Use of Proceeds", we had approximately $ 2.5 billion of unsecured and unsubordinated debt with no subsidiary debt. The notes are not guaranteed by, and are not the obligation of, any of our subsidiaries. The notes will not be listed on any securities exchange or included in any automated quotation system.

The notes will be issued in book-entry form as one or more global notes registered in the name of the nominee of The Depository Trust Company, or DTC, which will act as a depository, in minimum denominations of $2,000 and any integral multiple of $1,000 in excess thereof. Beneficial interests in book-entry notes will be shown on, and transfers of the notes will be made only through, records maintained by DTC and its participants.

Payment of Principal and Interest

The notes will mature on October 15, 2044 and bear interest at the rate of 4.125% per year.

We will pay interest on the notes semi-annually in arrears on April 15 and October 15 of each year they are outstanding, beginning April 15, 2015. Interest will accrue from October 15, 2014 or from the most recent interest payment date to which we have paid or provided for the payment of interest to the next interest payment date or the scheduled maturity date, as the case may be. We will pay interest computed on the basis of a 360-day year of twelve 30-day months.

We will pay interest on the notes in immediately available funds to the persons in whose names such notes are registered at the close of business on April 1 or October 1 preceding the respective interest payment date.

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Optional Redemption

Each of the notes offered hereby will be redeemable prior to maturity at our option, at any time in whole or from time to time in part. Prior to April 15, 2044 (which is the date that is six months prior to the maturity date of the notes), the redemption price will be equal to the greater of:

- 100% of the principal amount of the notes to be redeemed; and
- as determined by the Quotation Agent (defined below), the sum of the present values of the Remaining Scheduled Payments (defined below) of principal and interest on the notes to be redeemed discounted to the redemption date on a semi-annual basis assuming a 360-day year consisting of twelve 30-day months at the Adjusted Treasury Rate (defined below) plus 15 basis points;

plus, in each case, accrued and unpaid interest on the principal amount of the notes to be redeemed to the redemption date.

At any time on or after April 15, 2044 (which is the date that is six months prior to the maturity date of the notes), the redemption price will be equal to 100% of the principal amount of the notes to be redeemed, plus accrued and unpaid interest thereon to the redemption date.

Definitions. Following are definitions of the terms used in the optional redemption provisions discussed above.

"Adjusted Treasury Rate" means, for any redemption date, the rate per annum equal to the semi-annual equivalent yield to maturity of the Comparable Treasury Issue, assuming a price of the Comparable Treasury Issue (expressed as a percentage of its principal amount) equal to the Comparable Treasury Price for that redemption date.

"Comparable Treasury Issue" means the United States Treasury security selected by the Quotation Agent as having a maturity comparable to the remaining term of the notes to be redeemed that would be used, at the time of a selection and in accordance with customary financial practice, in pricing new issues of corporate debt securities of comparable maturity to the remaining term of the notes to be redeemed.

"Comparable Treasury Price" means, for any redemption date, the average of the Reference Treasury Dealer Quotations for that redemption date.

"Quotation Agent" means any Reference Treasury Dealer appointed by us to act as a quotation agent.

"Reference Treasury Dealer" means (i) Merrill Lynch, Pierce, Fenner & Smith Incorporated and any Primary Treasury Dealer (as defined below) selected by each of Credit Agricole Securities (USA) Inc. and Wells Fargo Securities, LLC, and any of such parties' successors; provided, however, if any of the foregoing ceases to be a primary U.S. government securities dealer in New York City (a "Primary Treasury Dealer"), we will substitute therefor another Primary Treasury Dealer, and (ii) any other Primary Treasury Dealer selected by us.

"Reference Treasury Dealer Quotation" means, with respect to each Reference Treasury Dealer and any redemption date, the average, as determined by the trustee, of the bid and asked prices for the Comparable Treasury Issue (expressed, in each case, as a percentage of its principal amount) quoted in writing to the trustee at 5:00 p.m., Eastern time, by such Reference Treasury Dealer on the third business day preceding such redemption date.

"Remaining Scheduled Payments" means, with respect to each note to be redeemed, the remaining scheduled payments of the principal and interest on such note that would be due after the related redemption date but for such redemption; provided, however, that if such redemption date is not an interest payment date, the amount of the next succeeding scheduled interest payment on such note will be reduced by the amount of interest accrued on such note to such redemption date.

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In the case of a partial redemption of the notes, the notes to be redeemed shall be selected by the trustee from the outstanding notes not previously called for redemption, by such method as the trustee shall deem fair and appropriate and which may provide for the selection for redemption of portions of the principal of the notes. Notice of any redemption will be mailed by first class mail at least 30 days but not more than 60 days before the redemption date to each holder of the notes to be redeemed at its registered address. If any notes are to be redeemed in part only, the notice of redemption will state the portion of the principal amount of notes to be redeemed. A partial redemption will not reduce the portion of any note not being redeemed to a principal amount of less than $2,000. Unless we default in payment of the redemption price, on and after the redemption date, interest will cease to accrue on the notes or the portions of the notes called for redemption.

No Mandatory Redemption

We will not be required to redeem the notes before maturity.

No Sinking Fund

We will not be required to make any sinking fund payments with regard to the notes.

Restricted Subsidiaries

As of the date of this prospectus supplement, none of our subsidiaries would be considered a Restricted Subsidiary under the terms of the indenture.

Reports

We will:

(1) file with the trustee, within 30 days after we have filed the same with the SEC, unless such reports are available on the SEC's EDGAR filing system (or any successor thereto), copies of the annual reports and of the information, documents and other reports (or copies of such portions of any of the foregoing as the SEC may from time to time by rules and regulations prescribe), which we may be required to file with the SEC pursuant to Section 13 or Section 15(d) of the Securities Exchange Act of 1934, as amended; or, if we are not required to file information, documents or reports pursuant to either of such Sections, then we shall file with the trustee and the SEC, in accordance with rules and regulations prescribed from time to time by the SEC, such of the supplementary and periodic information, documents and reports which may be required pursuant to Section 13 of the Securities Exchange Act of 1934, as amended, in respect of a security listed and registered on a national securities exchange as may be prescribed from time to time in such rules and regulations;

(2) file with the trustee and the SEC, in accordance with rules and regulations prescribed from time to time by the SEC, such additional information, documents and reports with respect to compliance by us with the conditions and covenants of the indenture as may be required from time to time by such rules and regulations; and

(3) transmit to all holders, as their names and addresses appear in the security register, within 30 days after the filing thereof with the trustee, in the manner and to the extent provided in Section 313(c) of the Trust Indenture Act of 1939, as amended, such summaries of any information, documents and reports required to be filed by us pursuant to clauses (1) and (2) of this paragraph as may be required by rules and regulations prescribed from time to time by the SEC.

Governing Law

The notes will be governed by and construed in accordance with the laws of the State of New York.

Book-Entry Delivery and Settlement

Settlement for the notes will be made by the underwriters in immediately available funds. All payments of principal, premium, if any, and interest will be made by us in immediately available funds.

The Notes will trade in the Same-Day Funds Settlement System maintained by DTC until maturity or earlier redemption, and secondary market trading activity in the Notes will therefore be required by DTC to settle in immediately available funds. No assurance can be given as to the effect, if any, of settlement in immediately available funds on trading activity in the Notes.

Because of time-zone differences, credits of Notes received in Clearstream Banking, société anonyme ("Clearstream"), or Euroclear Bank, S.A./N.V. ("Euroclear"), as a result of a transaction with a DTC participant will be made during subsequent securities settlement processing and dated the business day following the DTC settlement date. Such credits or any transactions in such Notes settled during such processing will be reported to the relevant Clearstream or Euroclear participants on such business day. Cash received in Clearstream or Euroclear as a result of sales of Notes by or through a Clearstream participant or a Euroclear participant to a DTC participant will be received with value on the DTC settlement date but will be available in the relevant Clearstream or Euroclear cash account only as of the business day following settlement in DTC.

Although DTC, Clearstream and Euroclear have agreed to the foregoing procedures in order to facilitate transfers of Notes among participants of DTC, Clearstream and Euroclear, they are under no obligation to perform or continue to perform such procedures and such procedures may be discontinued at any time.

MATERIAL U.S. FEDERAL INCOME TAX CONSIDERATIONS

The following summary discusses certain material U.S. federal income tax consequences of the acquisition, ownership and disposition of the notes. This discussion is based upon the Internal Revenue Code of 1986, as amended (the "Code"), the applicable proposed or promulgated Treasury regulations, and the applicable judicial and administrative interpretations, all as in effect as of the date hereof and all of which are subject to change, possibly with retroactive effect, and to differing interpretations. This discussion is applicable only to holders of notes who purchase the notes in the initial offering at their original issue price and deals only with the notes held as capital assets for U.S. federal income tax purposes (generally, property held for investment) and not held as part of a straddle, a hedge, a conversion transaction or other integrated investment. This discussion is a summary intended for general information only, and does not address all of the tax consequences that may be relevant to holders of notes in light of their particular circumstances, or to certain types of holders (such as banks and other financial institutions, insurance companies, tax-exempt entities, partnerships and other pass-through entities for U.S. federal income tax purposes or investors who hold the notes through such pass-through entities, certain former citizens or residents of the United States, "controlled foreign corporations," "passive foreign investment companies," "foreign personal holding companies," traders in securities that elect to use a mark-to-market method of accounting for their securities holdings, dealers in securities or currencies, regulated investment companies, real estate investment trusts, corporations that accumulate earnings to avoid U.S. federal income tax, persons subject to the alternative minimum tax, or U.S. Holders (as defined below) whose functional currency is not the U.S. dollar). Moreover, this discussion does not describe any state, local or non-U.S. tax implications, or any aspect of U.S. federal tax law other than income taxation. We have not and will not seek any rulings or opinions from the Internal Revenue Service ("IRS") or counsel regarding the matters discussed below. There can be no assurances that the IRS will not take positions concerning the tax consequences of the purchase, ownership or disposition of the notes that are different from those discussed below. **HOLDERS SHOULD CONSULT THEIR OWN TAX ADVISORS WITH RESPECT TO THE PARTICULAR U.S. FEDERAL INCOME TAX CONSEQUENCES TO THEM OF THE ACQUISITION, OWNERSHIP AND DISPOSITION OF THE NOTES AND THE TAX CONSEQUENCES UNDER STATE, LOCAL, NON-U.S. AND OTHER U.S. FEDERAL TAX LAWS (INCLUDING ESTATE TAX CONSEQUENCES) AND THE POSSIBLE EFFECTS OF CHANGES IN THE FEDERAL INCOME TAX LAWS.**

As used herein, a "U.S. Holder" means a beneficial owner of notes that is, for U.S. federal income tax purposes, (a) an individual that is a citizen or resident of the United States, (b) a corporation (or other entity treated as a corporation for U.S. federal income tax purposes) created or organized in or under the laws of the United States, any State thereof or the District of Columbia, (c) an estate, the income of which is subject to U.S. federal income taxation regardless of its source, or (d) a trust, if (1) a court within the United States is able to exercise primary supervision over the trust's administration and one or more U.S. persons have the authority to control all of its substantial decisions or (2) a valid election to be treated as a U.S. person is in effect under the relevant Treasury regulations with respect to such trust. A Non-U.S. Holder is an individual, corporation, estate, or trust that is a beneficial owner of the notes and is not a U.S. Holder. A Non-U.S. Holder who is an individual present in the United States for 183 days or more in the taxable year of disposition of a note, and who is not otherwise a resident of the United States for U.S. federal income tax purposes, may be subject to special tax provisions and is urged to consult his or her own tax advisor regarding the U.S. federal income tax consequences of the ownership and disposition of a note.

The U.S. federal income tax treatment of partners in partnerships holding notes generally will depend on the activities of the partnership and the status of the partner. Prospective investors that are partnerships (or entities treated as partnerships for U.S. federal income tax purposes) should consult their own tax advisors regarding the U.S. federal income tax consequences to them and their partners of the acquisition, ownership and disposition of the notes.

U.S. Federal Income Taxation of U.S. Holders

Payments of Interest. It is expected, and the rest of this discussion assumes, that the notes will be issued without original issue discount for federal income tax purposes. Accordingly, a U.S. Holder must include in gross

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income, as ordinary interest income, the stated interest on the notes at the time such interest accrues or is received in accordance with the U.S. Holder's regular method of accounting for U.S. federal income tax purposes. If, however, the notes' "stated redemption price at maturity" (generally, the sum of all payments required under the note other than payments of stated interest) exceeds the issue price by more than a de minimis amount, a U.S. Holder will be required to include such excess in income as original issue discount, as it accrues, in accordance with a constant yield method based on a compounding of interest before the receipt of cash payments attributable to this income.

Sale, Retirement or Other Taxable Disposition. Upon the sale, retirement or other taxable disposition of a note, a U.S. Holder generally will recognize taxable gain or loss equal to the difference between (a) the sum of cash plus the fair market value of other property received on the sale, retirement or other taxable disposition (except to the extent such cash or property is attributable to accrued but unpaid interest, which will be treated in the manner described above under "Payments of Interest") and (b) the U.S. Holder's adjusted tax basis in the note. A U.S. Holder's adjusted tax basis in a note generally will equal the amount paid for the note, reduced by any principal payments with respect to the note received by the U.S. Holder. Gain or loss recognized on the sale, retirement or other taxable disposition of a note generally will be capital gain or loss and will be long-term capital gain or loss if, at the time of sale, retirement or other taxable disposition, the note has been held for more than one year. Certain U.S. Holders (including individuals) are currently eligible for preferential rates of U.S. federal income tax in respect of long-term capital gain. The deductibility of capital losses by U.S. Holders is subject to limitations under the Code.

Medicare Tax and Reporting Obligations. A U.S. person that is an individual or estate, or a trust that does not fall into a special class of trusts that is exempt from such tax, is subject to a 3.8% tax on the lesser of (1) the U.S. person's "net investment income" for the relevant taxable year and (2) the excess of the U.S. person's modified gross income for the taxable year over a certain threshold (which in the case of individuals will be between $125,000 and $250,000 depending on the individual's circumstances). Net investment income generally includes interest income and net gains from the disposition of the notes, unless such interest income or net gains are derived in the ordinary course of the conduct of a trade or business (other than a trade or business that consists of certain passive or trading activities). A U.S. Holder that is an individual, estate or trust should consult its tax advisor regarding the applicability of the Medicare tax to its income and gains in respect of its investment in the notes.

U.S. Holders who are individuals who hold certain foreign financial assets (which may include the notes) are required to report information relating to such assets, subject to certain exceptions. Each U.S. Holder should consult its own tax advisor regarding the effect, if any, of this reporting requirement on its ownership and disposition of notes.

U.S. Federal Income Taxation of Non-U.S. Holders

Payments of Interest. Subject to the discussion of backup withholding below and legislation involving payments to certain foreign entities below and provided that a Non-U.S. Holder's income and gains in respect of a note are not effectively connected with the conduct by the Non-U.S. Holder of a U.S. trade or business (or, in the case of an applicable tax treaty, attributable to the Non-U.S. Holder's permanent establishment in the United States), payments of interest on a note to the Non-U.S. Holder generally will not be subject to U.S. federal income or withholding tax, provided that (a) the Non-U.S. Holder does not own, directly or constructively, 10% or more of the total combined voting power of all classes of our stock entitled to vote within the meaning of section 871(h)(3) of the Code and the Treasury regulations thereunder, (b) the Non-U.S. Holder is not, for U.S. federal income tax purposes, a "controlled foreign corporation" related, directly or constructively, to us through stock ownership, (c) the Non-U.S. Holder is not a bank receiving interest described in section 881(c)(3)(A) of the Code and (d) certain certification requirements (as described below) are met.

Under the Code and the applicable Treasury regulations, in order to satisfy the certification requirements and obtain an exemption from U.S. federal withholding tax, either (a) a Non-U.S. Holder must provide its name

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and address and certify, under penalties of perjury, that such Non-U.S. Holder is not a U.S. person or (b) a securities clearing organization, bank or other financial institution that holds customers' securities in the ordinary course of its trade or business (a "Financial Institution"), and that holds the notes on behalf of the Non-U.S. Holder, must certify, under penalties of perjury, that such certificate has been received from such Non-U.S. Holder by such Financial Institution or by another Financial Institution between such Financial Institution and such Non-U.S. Holder and, if required, must furnish the payor with a copy thereof. Generally, the foregoing certification requirement may be met if a Non-U.S. Holder delivers a properly executed IRS Form W-8BEN, Form W-8 BEN-E, substitute Form W-8BEN, substitute Form W-8 BEN-E or the appropriate successor form to the payor. Special rules apply to foreign partnerships, estates and trusts and other intermediaries, and in certain circumstances certifications as to foreign status of partners, trust owners or beneficiaries may have to be provided. In addition, special rules apply to qualified intermediaries that enter into withholding agreements with the IRS.

Payments of interest on a note that do not satisfy all of the foregoing requirements generally will be subject to U.S. federal withholding tax at a rate of 30%, unless either: (a) an applicable income tax treaty reduces or eliminates such tax, and the Non-U.S. Holder claims the benefit of that treaty by providing a properly completed and duly executed IRS Form W-8BEN or Form W-8 BEN-E (or suitable successor or substitute form) establishing qualification for benefits under the treaty, or (b) the interest is effectively connected with the Non-U.S. Holder's conduct of a trade or business in the United States and the Non-U.S. Holder provides an appropriate statement to that effect on a properly completed and duly executed IRS Form W-8ECI (or suitable successor form).

A Non-U.S. Holder generally will be subject to U.S. federal income tax in the same manner as a U.S. Holder with respect to interest on a note (and the 30% withholding tax described above will not apply provided the duly executed IRS Form W-8ECI is provided to us or our paying agent) if such interest is effectively connected with a U.S. trade or business conducted by the Non-U.S. Holder. If a Non-U.S. Holder is eligible for the benefits of an income tax treaty between the United States and its country of residence, and the Non-U.S. Holder satisfies certain certification requirements, any interest income that is effectively connected with a U.S. trade or business will be subject to federal income tax in the manner specified by the treaty and generally will only be subject to tax on a net basis if such income is attributable to a permanent establishment (or a fixed base in the case of an individual) maintained by the Non-U.S. Holder in the United States. Under certain circumstances, effectively connected interest income received by a corporate Non-U.S. Holder may be subject to an additional "branch profits tax" at a 30% rate (or a lower applicable treaty rate, provided certain certification requirements are met). Non-U.S. Holders should consult their tax advisors about any applicable income tax treaties, which may provide for an exemption from or a lower rate of withholding tax, exemption from or reduction of branch profits tax, or other rules different from those described above.

Sale, Retirement or Other Disposition. Subject to the discussion of backup withholding below, a Non-U.S. Holder generally will not be subject to U.S. federal income or withholding tax on any gain recognized on the sale, retirement or other disposition of the notes so long as the holder provides us or the paying agent with the appropriate certification, unless (a) the Non-U.S. Holder is an individual who is present in the United States for 183 or more days in the taxable year of disposition (even though such holder is not considered a resident of the United States) and certain other conditions are met, or (b) the gain is effectively connected with the conduct of a U.S. trade or business by the Non-U.S. Holder (and, if an income tax treaty applies, is attributable to a permanent establishment or fixed base maintained by the Non-U.S. Holder in the United States). If the first exception applies, the Non-U.S. Holder generally will be subject to U.S. federal income tax at a rate of 30% on the amount by which its U.S.-source capital gains exceed its U.S.-source capital losses. If the second exception applies, the Non-U.S. Holder will generally be subject to U.S. federal income tax on the net gain derived from the sale or other disposition of the notes in the same manner as a U.S. Holder. In addition, corporate Non-U.S. Holders may be subject to a 30% branch profits tax on any effectively connected earnings and profits. If a Non-U.S. Holder is eligible for the benefits of an income tax treaty between the United States and its country of residence, the U.S. federal income tax treatment of any such gain may be modified in the manner specified by the treaty.

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Information Reporting and Backup Withholding

U.S. Holders. Generally, information reporting will apply to payments of principal and interest on the notes to a U.S. Holder and to the proceeds of sale or other disposition of the notes, unless the U.S. Holder is an exempt recipient (such as a corporation). Backup withholding generally will apply to such payments unless a U.S. Holder (a) is an exempt recipient and, when required, demonstrates this fact, or (b) provides the payor with its taxpayer identification number ("TIN"), certifies that the TIN provided to the payor is correct and that the U.S. Holder has not been notified by the IRS that such U.S. Holder is subject to backup withholding due to underreporting of interest or dividends, and otherwise complies with applicable requirements of the backup withholding rules. Any amount withheld under the backup withholding rules generally will be allowed as a refund or credit against a U.S. Holder's U.S. federal income tax liability, provided that the required information is timely furnished to the IRS.

Non-U.S. Holders. When required, we or our paying agent will report payments of interest on the notes to a Non-U.S. Holder and the amount of any tax withheld from such payments annually to the IRS and to the Non-U.S. Holder. Copies of these information returns may be made available by the IRS to the tax authorities of the country in which the Non-U.S. Holder is a resident under the provisions of an applicable tax treaty. Backup withholding of U.S. federal income tax will generally not apply to payments of interest on the notes to a Non-U.S. Holder if the Non-U.S. Holder certifies under penalties of perjury that it is not a U.S. person or otherwise establishes an exemption, provided that the payor does not have actual knowledge or reason to know that such certification is unreliable or that the conditions of the exemption are in fact not satisfied.

Payments of the proceeds of the sale or other disposition of the notes by or through a foreign office of a U.S. broker or of a foreign broker with certain specified U.S. connections will be subject to information reporting requirements, but generally not backup withholding, unless the broker has evidence in its records that the payee is not a U.S. person and the broker has no actual knowledge or reason to know to the contrary. Payments of the proceeds of a sale or other disposition of the notes by or through the U.S. office of a broker will be subject to information reporting and backup withholding unless the payee certifies under penalties of perjury that it is not a U.S. person or otherwise establishes an exemption, provided that the payor does not have actual knowledge or reason to know that such certification is unreliable or that the conditions of the exemption are in fact not satisfied.

Any amount withheld under the backup withholding rules generally will be allowed as a refund or credit against a Non-U.S. Holder's U.S. federal income tax liability, provided that the required information is timely furnished to the IRS.

Legislation Involving Payments to Certain Foreign Entities

Withholding taxes may apply to certain types of payments made to "foreign financial institutions" (as specially defined in the Code) and certain other non-United States entities. Specifically, a 30% withholding tax may be imposed on interest on, and gross proceeds from the sale or other disposition of, notes paid to a foreign financial institution or to a non-financial foreign entity, unless (1) the foreign financial institution undertakes to withhold on certain payments, engage in certain diligence and report information to the U.S. tax authorities regarding U.S. accountholders of such institution (including certain equity and debt holders of such institution, as well as certain accountholders that are foreign entities with U.S. owners), (2) the non-financial foreign entity either certifies it does not have any substantial United States owners or furnishes identifying information regarding each substantial United States owner, or (3) the foreign financial institution or non-financial foreign entity otherwise qualifies for an exemption from these rules. If such withholding is imposed, a beneficial owner that is not a foreign financial institution may under certain circumstances be eligible for a refund or credit of any amounts withheld by filing a U.S. federal income tax return. An intergovernmental agreement between the jurisdiction of a foreign financial institution and the United States may modify the general rules described in this paragraph. The IRS has issued administrative guidance providing that the withholding provisions described above will generally apply to payments of interest made on the notes and will apply to payments of gross proceeds from a sale or other disposition of notes on or after January 1, 2017. Investors should consult their tax advisors regarding this legislation and administrative guidance issued thereunder.

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UNDERWRITING

We are offering the notes described in this prospectus supplement through a number of underwriters. Credit Agricole Securities (USA) Inc., Merrill Lynch, Pierce, Fenner & Smith Incorporated, and Wells Fargo Securities, LLC are the representatives of the underwriters. We have entered into a firm commitment underwriting agreement with the representatives. Subject to the terms and conditions of the underwriting agreement, we have agreed to sell to the underwriters, and each underwriter has severally agreed to purchase, the aggregate principal amount of notes listed next to its name in the following table:

Underwriter	Principal Amount of Notes
Credit Agricole Securities (USA) Inc.	$ 85,000,000
Merrill Lynch, Pierce, Fenner & Smith Incorporated	85,000,000
Wells Fargo Securities, LLC	85,000,000
BNP Paribas Securities Corp.	60,000,000
RBS Securities Inc.	60,000,000
BB&T Capital Markets, a division of BB&T Securities, LLC	30,000,000
CIBC World Markets Corp.	30,000,000
Mitsubishi UFJ Securities (USA), Inc.	30,000,000
BOSC, Inc.	17,500,000
The Williams Capital Group, L.P.	17,500,000
Total	$ 500,000,000

The underwriting agreement is subject to a number of terms and conditions and provides that the underwriters must buy all of the notes if they buy any of them. The underwriters will sell the notes to the public when and if the underwriters buy the notes from us. The underwriters reserve the right to withdraw, cancel or modify offers to the public and to reject orders in whole or in part.

The underwriters have advised us that they propose initially to offer the notes to the public at the public offering prices set forth on the cover of this prospectus supplement, and to certain dealers at such price less a concession not in excess of 0.50% of the principal amount of the notes. The underwriters may allow, and such dealers may reallow, a concession not in excess of 0.25% of the principal amount of the notes to certain other dealers. After the public offering of the notes, the public offering price and other selling terms may be changed.

We estimate that our total expenses of the offering, excluding the underwriting discount, will be approximately $1,000,000.

We have agreed to indemnify the several underwriters against, or contribute to payments that the underwriters may be required to make in respect of, certain liabilities, including liabilities under the Securities Act of 1933, as amended.

The notes are a new issue of securities with no established trading market. The notes will not be listed on any securities exchange or on any automated dealer quotation system. The underwriters may make a market in the notes after completion of the offering, but will not be obligated to do so and may discontinue any market-making activities at any time without notice. No assurance can be given as to the liquidity of the trading market for the notes or that an active public market for the notes will develop. If an active public market for the notes does not develop, the market price and liquidity of the notes may be adversely affected.

We expect that delivery of the notes will be made to investors on or about the 6th business day following the date of this prospectus supplement (such settlement being referred to as "T+6"). Under Rule 15c6-1 under the

Securities Exchange Act of 1934, as amended, trades in the secondary market are required to settle in three business days, unless the parties to any such trade expressly agree otherwise. Accordingly, purchasers who wish to trade notes on the date of pricing or the next two succeeding business days will be required, by virtue of the fact that the notes initially settle in T+6, to specify an alternate settlement arrangement at the time of any such trade to prevent a failed settlement. Purchasers of the notes who wish to trade the notes prior to their date of delivery hereunder should consult their advisors.

In connection with the offering of the notes, certain of the underwriters may engage in transactions that stabilize, maintain or otherwise affect the price of the notes. Specifically, the underwriters may over allot in connection with the offering, creating a short position. In addition, the underwriters may bid for, and purchase, the notes in the open market to cover short positions or to stabilize the price of the notes. Any of these activities may stabilize or maintain the market price of the notes above independent market levels, but no representation is made hereby of the magnitude of any effect that the transactions described above may have on the market price of the notes. The underwriters will not be required to engage in these activities, but may engage in these activities, or may end any of these activities, at any time without notice.

The underwriters and their respective affiliates are full service financial institutions engaged in various activities, which may include securities trading, commercial and investment banking, financial advisory, investment management, investment research, principal investment, hedging, financing and brokerage activities. In the ordinary course of business, certain of the underwriters or their affiliates have provided and may in the future provide commercial, financial advisory or investment banking services for us and our subsidiaries for which they have received or will receive customary compensation. Certain of the underwriters are lenders under our revolving credit facilities. Additionally, certain of the underwriters and/or their affiliates may hold debt securities that we expect to pay at maturity with the net proceeds of this offering.

In the ordinary course of their various business activities, the underwriters and their respective affiliates may make or hold a broad array of investments and actively trade debt and equity securities (or related derivative securities) and financial instruments (including bank loans) for their own account and for the accounts of their customers, and such investment and securities activities may involve securities and/or instruments of the issuer. Certain of the underwriters or their affiliates that have a lending relationship with us routinely hedge their credit exposure to us consistent with their customary risk management policies. Typically, such underwriters and their affiliates would hedge such exposure by entering into transactions which consist of either the purchase of credit default swaps or the creation of short positions in our securities, including potentially the notes offered hereby. Any such credit default swaps or short positions could adversely affect future trading prices of the notes offered hereby. The underwriters and their respective affiliates may also make investment recommendations and/or publish or express independent research views in respect of such securities or instruments and may at any time hold, or recommend to clients that they acquire, long and/or short positions in such securities and instruments. In addition, U.S. Bancorp Investments, Inc., one of the underwriters, is an affiliate of the trustee under the indenture governing the notes.

Selling Restrictions

Notice to Prospective Investors in the European Economic Area

In relation to each Member State of the European Economic Area which has implemented the Prospectus Directive, as defined below (each, a "Relevant Member State"), each underwriter has represented and agreed that, with effect from and including the date on which the Prospectus Directive is implemented in that Relevant Member State (the "Relevant Implementation Date") it has not made and will not make an offer of notes which are the subject of the offering contemplated by this prospectus supplement to the public in that Relevant Member State except that it may, with effect from and including the Relevant Implementation Date, make an offer of such notes to the public in that Relevant Member State:

(a) at any time to any legal entity which is a qualified investor as defined in the Prospectus Directive;

(b) at any time to fewer than 100 or, if the Relevant Member State has implemented the relevant provision of the 2010 PD Amending Directive, as defined below, 150 legal persons (other than qualified investors as defined in the Prospectus Directive) subject to obtaining the prior consent of the representatives of the underwriters; or

(c) at any time in any other circumstances falling within Article 3(2) of the Prospectus Directive,

provided that no such offer of notes referred to in (a) to (c) above shall require the publication by the Company or any underwriter of a prospectus pursuant to Article 3 of the Prospectus Directive, or supplement to a prospectus pursuant to Article 16 of the Prospectus Directive.

For the purposes of this provision, the expression an "offer to the public" in relation to any notes in any Relevant Member State means the communication in any form and by any means of sufficient information on the terms of the offer and the notes to be offered so as to enable an investor to decide to purchase or subscribe to the notes, as the same may be varied in that Relevant Member State by any measure implementing the Prospectus Directive in that Relevant Member State, the expression "Prospectus Directive" means Directive 2003/71/EC (and the amendments thereto, including the 2010 PD Amending Directive, to the extent implemented in the Relevant Member State), and includes any relevant implementing measure in the Relevant Member State and the expression "2010 PD Amending Directive" means Directive 2010/73/EU.

Notice to Prospective Investors in the United Kingdom

This prospectus supplement and the accompanying prospectus are for distribution only to persons who (i) have professional experience in matters relating to investments falling within Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (as amended, the "Financial Promotion Order"), (ii) are persons falling within Article 49(2)(a) to (d) ("high net worth companies, unincorporated associations etc") of the Financial Promotion Order, (iii) are outside the United Kingdom, or (iv) are persons to whom an invitation or inducement to engage in investment activity (within the meaning of section 21 of the Financial Services and Markets Act 2000 (the "FSMA")) in connection with the issue or sale of any securities may otherwise lawfully be communicated or caused to be communicated (all such persons together being referred to as "relevant persons"). This prospectus supplement is directed only at relevant persons and must not be acted on or relied on by persons who are not relevant persons. Any investment or investment activity to which this document relates is available only to relevant persons and will be engaged in only with relevant persons.

Each underwriter has warranted and agreed that:

(a) it has only communicated or caused to be communicated and will only communicate or cause to be communicated an invitation or inducement to engage in investment activity (within the meaning of Section 21 of the FSMA) received by it in connection with the issue or sale of the Notes in circumstances in which Section 21(1) of the FSMA does not apply to the Issuer; and

(b) it has complied and will comply with all applicable provisions of the FSMA with respect to anything done by it in relation to the Notes in, from or otherwise involving the United Kingdom.

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LEGAL MATTERS

Gibson, Dunn & Crutcher LLP and Hunton & Williams LLP will opine for us as to the validity of the offered notes. The Underwriters are represented by Shearman & Sterling LLP, New York, New York.

EXPERTS

The consolidated financial statements of Atmos Energy appearing in Atmos Energy's Annual Report (Form 10-K) for the year ended September 30, 2013 (including the schedule appearing therein) and the effectiveness of Atmos Energy's internal control over financial reporting as of September 30, 2013 have been audited by Ernst & Young LLP, independent registered public accounting firm, as set forth in their reports thereon, included therein, and incorporated herein by reference. Such consolidated financial statements are incorporated herein by reference in reliance upon such reports given on the authority of such firm as experts in accounting and auditing.

With respect to the unaudited condensed consolidated interim financial information of Atmos Energy for the three- and nine-month periods ended June 30, 2014 and 2013, incorporated by reference in this prospectus, Ernst & Young LLP reported that they have applied limited procedures in accordance with professional standards for a review of such information. However, their separate report dated August 6, 2014, included in Atmos Energy's quarterly report on Form 10-Q for the quarterly period ended June 30, 2014, and incorporated herein by reference, states that they did not audit and they do not express an opinion on that interim financial information. Accordingly, the degree of reliance on their report on such information should be restricted in light of the limited nature of the review procedures applied. Ernst & Young LLP is not subject to the liability provisions of Section 11 of the Securities Act of 1933 (the "Act") for their report on the unaudited interim financial information because that report is not a "report" or a "part" of the Registration Statement prepared or certified by Ernst & Young LLP within the meaning of Sections 7 and 11 of the Act.

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PROSPECTUS

Atmos Energy Corporation

By this prospectus, we offer up to

$1,750,000,000

of debt securities and common stock.

We will provide specific terms of these securities in supplements to this prospectus. This prospectus may not be used to sell securities unless accompanied by a prospectus supplement. You should read this prospectus and the applicable prospectus supplement carefully before you invest.

Investing in these securities involves risks. See "Risk Factors" on page 1 of this prospectus, in the applicable prospectus supplement and in the documents incorporated by reference.

Our common stock is listed on the New York Stock Exchange under the symbol "ATO."

Our address is 1800 Three Lincoln Centre, 5430 LBJ Freeway, Dallas, Texas 75240, and our telephone number is (972) 934-9227.

The Securities and Exchange Commission and state securities regulators have not approved or disapproved of these securities or determined if this prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

This prospectus is dated March 28, 2013.

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We have not authorized any other person to provide you with any information or to make any representation that is different from, or in addition to, the information and representations contained in this prospectus or in any of the documents that are incorporated by reference in this prospectus. If anyone provides you with different or inconsistent information, you should not rely on it. You should assume that the information appearing in this prospectus, as well as the information contained in any document incorporated by reference, is accurate as of the date of each such document only, unless the information specifically indicates that another date applies.

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The distribution of this prospectus may be restricted by law in certain jurisdictions. You should inform yourself about and observe any of these restrictions. This prospectus does not constitute, and may not be used in connection with, an offer or solicitation by anyone in any jurisdiction in which the offer or solicitation is not authorized, or in which the person making the offer or solicitation is not qualified to do so, or to any person to whom it is unlawful to make the offer or solicitation.

The terms "we," "our," "us," and "Atmos Energy" refer to Atmos Energy Corporation and its subsidiaries unless the context suggests otherwise. The term "you" refers to a prospective investor.

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CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING STATEMENTS

Statements contained or incorporated by reference in this prospectus that are not statements of historical fact are "forward-looking statements" within the meaning of Section 27A of the Securities Act of 1933, as amended (the "Securities Act"). Forward-looking statements are based on management's beliefs as well as assumptions made by, and information currently available to, management. Because such statements are based on expectations as to future results and are not statements of fact, actual results may differ materially from those stated. Important factors that could cause future results to differ include, but are not limited to:

- our ability to continue to access the credit markets to satisfy our liquidity requirements;
- the impact of adverse economic conditions on our customers;
- increased costs of providing pension and postretirement health care benefits and increased funding requirements, along with increased costs of health care benefits;
- market risks beyond our control affecting our risk management activities, including market liquidity, commodity price volatility, increasing interest rates and counterparty creditworthiness;
- regulatory trends and decisions, including the impact of rate proceedings before various state regulatory commissions;
- possible increased federal, state and local regulation of the safety of our operations;
- possible increased federal regulatory oversight and potential penalties;
- the impact of environmental regulations on our business;
- the impact of possible future additional regulatory and financial risks associated with global warming and climate change on our business;
- the concentration of our distribution, pipeline and storage operations in Texas;
- adverse weather conditions;
- the effects of inflation and changes in the availability and prices of natural gas;
- the capital-intensive nature of our natural gas distribution business;
- increased competition from energy suppliers and alternative forms of energy;
- the threat of cyber-attacks or acts of cyber-terrorism that could disrupt our business operations and information technology systems;
- the inherent hazards and risks involved in operating our natural gas distribution business or with natural disasters, terrorist activities or other events; and
- other risks and uncertainties discussed in this prospectus, any accompanying prospectus supplement and our other filings with the Securities and Exchange Commission (the "SEC").

All of these factors are difficult to predict and many are beyond our control. Accordingly, while we believe our forward-looking statements to be reasonable, there can be no assurance that they will approximate actual experience or that the expectations derived from them will be realized. When used in our documents or oral presentations, the words "anticipate," "believe," "estimate," "expect," "forecast," "goal," "intend," "objective," "plan," "projection," "seek," "strategy" or similar words are intended to identify forward-looking statements. We undertake no obligation to update or revise our forward-looking statements, whether as a result of new information, future events or otherwise.

For additional factors you should consider generally and when evaluating these forward-looking statements, please see "Risk Factors" on page 1 of this prospectus and "Item 1A. Risk Factors" and "Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations" in our Annual Report on Form 10-K for the fiscal year ended September 30, 2012 and "Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations" in our quarterly report on Form 10-Q for the three-month period ended December 31, 2012. See "Incorporation of Certain Documents by Reference," as well as the applicable prospectus supplement.

RISK FACTORS

Investing in our debt securities or our common stock involves risks. Our business is influenced by many factors that are difficult to predict and beyond our control and that involve uncertainties that may materially affect our results of operations, financial condition or cash flows, or the value of these securities. These risks and uncertainties include those described in the risk factors and other sections of the documents that are incorporated by reference in this prospectus. Subsequent prospectus supplements may contain a discussion of additional risks applicable to an investment in us and the particular type of securities we are offering under the prospectus supplements. You should carefully consider all of the information contained in or incorporated by reference in this prospectus or in the applicable prospectus supplement before you invest in our debt securities or common stock.

ATMOS ENERGY CORPORATION

We are engaged primarily in the regulated natural gas distribution and transmission and storage businesses, as well as other nonregulated natural gas businesses. We are one of the country's largest natural gas-only distributors based on number of customers. We currently distribute natural gas through sales and transportation arrangements to over three million residential, commercial, public authority and industrial customers in nine states. We also operate one of the largest intrastate pipelines in Texas based upon miles of pipe.

Through our regulated transmission and storage business, we provide natural gas transportation and storage services to our Mid-Tex Division, our largest natural gas distribution division located in Texas, and to third parties. Additionally, we provide ancillary services customary to the pipeline industry, including parking arrangements, lending and sales of inventory on hand.

Through our nonregulated businesses, we primarily provide natural gas management and marketing services to municipalities, other local gas distribution companies and industrial customers primarily in the Midwest and Southeast. We also provide storage services to some of our natural gas distribution divisions and to third parties.

We operate through the following three segments:

- the natural gas distribution segment, which includes our regulated natural gas distribution and related sales operations;
- the regulated transmission and storage segment, which includes the regulated pipeline and storage operations of our Atmos Pipeline — Texas Division; and
- the nonregulated segment, which includes our nonregulated natural gas management, nonregulated natural gas transmission, storage and other services.

SECURITIES WE MAY OFFER

Types of Securities

The types of securities that we may offer and sell from time to time by this prospectus are:

- debt securities, which we may issue in one or more series and which may include provisions regarding conversion of the debt securities into our common stock; and
- common stock.

The aggregate initial offering price of all securities sold will not exceed $1,750,000,000. We will determine when we sell securities, the amounts of securities we will sell and the prices and other terms on which we will sell them. We may sell securities to or through underwriters, through agents or dealers or directly to purchasers. The offer and sale of securities by this prospectus is subject to receipt of satisfactory regulatory approvals in four states, all of which have been received and are currently in effect.

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Prospectus Supplements

This prospectus provides you with a general description of the debt securities and common stock we may offer. Each time we offer securities, we will provide a prospectus supplement that will contain specific information about the terms of the offering. The prospectus supplement may also add to or change information contained in this prospectus. In that case, the prospectus supplement should be read as superseding this prospectus.

In each prospectus supplement, which will be attached to the front of this prospectus, we will include, among other things, the following information:

- the type and amount of securities which we propose to sell;
- the initial public offering price of the securities;
- the names of the underwriters, agents or dealers, if any, through or to which we will sell the securities;
- the compensation, if any, of those underwriters, agents or dealers;
- if applicable, information about the securities exchanges or automated quotation systems on which the securities will be listed or traded;
- material United States federal income tax considerations applicable to the securities, where necessary; and
- any other material information about the offering and sale of the securities.

For more details on the terms of the securities, you should read the exhibits filed with our registration statement, of which this prospectus is a part. You should also read both this prospectus and the applicable prospectus supplement, together with additional information described under the heading "Where You Can Find More Information."

USE OF PROCEEDS

Except as may otherwise be stated in the applicable prospectus supplement, we intend to use the net proceeds from the sale of the securities that we may offer and sell from time to time by this prospectus for general corporate purposes, including for working capital, repaying indebtedness and funding capital projects and other growth.

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RETROACTIVE PRESENTATION FOR CHANGE IN ACCOUNTING PRINCIPLE

The following is presented to reflect the retrospective application of a new accounting pronouncement with respect to the financial information contained in our Annual Report on Form 10-K for the year ended September 30, 2012. Effective October 1, 2012, we adopted Accounting Standards Update No. 2011-05, "Presentation of Comprehensive Income," as amended by Accounting Standards Update No. 2011-12, "Deferral of the Effective Date for Amendments to the Presentation of Reclassifications of Items Out of Accumulated Other Comprehensive Income." These updates require that all nonowner changes in shareholders' equity be presented either in a single continuous statement of comprehensive income or in two separate but consecutive statements and eliminate the option to present components of other comprehensive income as part of the statement of shareholders' equity. These updates do not, however, change the items that must be reported in other comprehensive income or the determination of net income. The new guidance is to be applied retrospectively. The adoption only impacted the presentation of our consolidated financial statements.

The following selected financial information revises historical information to illustrate the new presentation required by this pronouncement for the periods presented. This data should be read in conjunction with our audited consolidated financial statements and the accompanying notes for the year ended September 30, 2012 as included in our Annual Report on Form 10-K, which is incorporated by reference in the prospectus.

Consolidated Statements of Comprehensive Income

	Year ended September 30,		
	2012	2011	2010
		(In thousands)	
Net income	$216,717	$207,601	$205,839
Other comprehensive income (loss), net of tax:			

Unrealized holding gains (losses) on available-for-sale securities, net of tax of $1,881, $(953) and $1,025	3,103	(1,647)	1,745
Amortization and unrealized gain (loss) on interest rate agreements, net of tax of $(5,388), $(16,850) and $1,193	(10,116)	(28,689)	2,030
Net unrealized gains (losses) on commodity cash flow hedges, net of tax of $5,029, $3,355 and $(4,452)	7,866	5,248	(6,963)
Total other comprehensive income (loss)	853	(25,088)	(3,188)
Total comprehensive income	$217,570	$182,513	$202,651

RATIO OF EARNINGS TO FIXED CHARGES

The following table sets forth our ratio of earnings to fixed charges for the periods indicated:

	Three Months Ended December 31,		Year Ended September 30,				
	2012	2011	2012	2011	2010	2009	2008
Ratio of earnings to fixed charges	4.65	3.54	2.84	2.78	2.78	2.55	2.76

For purposes of computing the ratio of earnings to fixed charges, earnings consists of the sum of our pretax income from continuing operations and fixed charges. Fixed charges consist of interest expense, amortization of debt discount, premium and expense, capitalized interest and a portion of lease payments considered to represent an interest factor.

DESCRIPTION OF DEBT SECURITIES

We may issue debt securities from time to time in one or more distinct series. This section summarizes the material terms that we anticipate will be common to all series of debt securities. Please note that the terms of any series of debt securities that we may offer may differ significantly from the common terms described in this prospectus. Many of the other terms of any series of debt securities that we offer, and any differences from the common terms described in this prospectus, will be described in the prospectus supplement for such securities to be attached to the front of this prospectus.

As required by U.S. federal law for all bonds and notes of companies that are publicly offered, a document called an indenture will govern any debt securities that we issue. An indenture is a contract between us and a financial institution acting as trustee on behalf of the purchasers of the debt securities. We have entered into an indenture with U.S. Bank National Association, as trustee (the "indenture"), which is subject to the Trust Indenture Act of 1939. The trustee under the indenture has the following two main roles:

- the trustee can enforce your rights against us if we default; there are some limitations on the extent to which the trustee acts on your behalf, which are described later in this prospectus; and
- the trustee will perform certain administrative duties for us, which include sending you interest payments and notices.

As this section is a summary of some of the terms of the debt securities we may offer under this prospectus, it does not describe every aspect of the debt securities. We urge you to read the indenture and the other documents we file with the SEC relating to the debt securities because the indenture for those securities and those other documents, and not this description, will define your rights as a holder of our debt securities. We filed a copy of the indenture with the SEC as an exhibit to our Current Report on Form 8-K filed March 26, 2009, and it is incorporated in this prospectus by reference. We may file any such other documents as exhibits to an annual, quarterly or current report that we file with the SEC following their execution. See "Where You Can Find More Information" for information on how to obtain copies of the indenture and any such other documents. References to the "indenture" mean the indenture that will define your rights as a holder of debt securities. Capitalized terms used in this section and not otherwise defined have the meanings set forth in the indenture.

General

The debt securities will be our unsecured obligations. Senior debt securities will rank equally with all of our other unsecured and unsubordinated indebtedness. Subordinated debt securities will rank junior to our senior indebtedness, including our credit facilities.

You should read the prospectus supplement that will describe the following terms of the series of debt securities offered by the prospectus supplement:

- the title of the debt securities and whether the debt securities will be senior debt securities or subordinated debt securities;

- the ranking of the debt securities;
- if the debt securities are subordinated, the terms of subordination;
- the aggregate principal amount of the debt securities, the percentage of their principal amount at which the debt securities will be issued, and the date or dates when the principal of the debt securities will be payable or how those dates will be determined or extended;
- the interest rate or rates, which may be fixed or variable, that the debt securities will bear, if any, how the rate or rates will be determined, and the periods when the rate or rates will be in effect;

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- the date or dates from which any interest will accrue or how the date or dates will be determined, the date or dates on which any interest will be payable, whether and the terms under which payment of interest may be deferred, any regular record dates for these payments or how these dates will be determined and the basis on which any interest will be calculated, if other than on the basis of a 360-day year of twelve 30-day months;
- the place or places, if any, other than or in addition to New York City, of payment, transfer or exchange of the debt securities, and where notices or demands to or upon us in respect of the debt securities may be served;
- any optional redemption provisions and any restrictions on the sources of funds for redemption payments, which may benefit the holders of other securities;
- any sinking fund or other provisions that would obligate us to repurchase or redeem the debt securities;
- whether the amount of payments of principal of, any premium on, or interest on the debt securities will be determined with reference to an index, formula or other method, which could be based on one or more commodities, equity indices or other indices, and how these amounts will be determined;
- any modifications, deletions or additions to the events of default or covenants with respect to the debt securities described in this prospectus;
- if not the principal amount of the debt securities, the portion of the principal amount that will be payable upon acceleration of the maturity of the debt securities or how that portion will be determined;
- any modifications, deletions or additions to the provisions concerning defeasance and covenant defeasance contained in the indenture that will be applicable to the debt securities;
- any provisions granting special rights to the holders of the debt securities upon the occurrence of specified events;
- if other than the trustee, the name of the paying agent, security registrar or transfer agent for the debt securities;
- if we do not issue the debt securities in book-entry form only to be held by The Depository Trust Company, as depository, whether we will issue the debt securities in certificated form or the identity of any alternative depository;
- the person to whom any interest in a debt security will be payable, if other than the registered holder at the close of business on the regular record date;
- the denomination or denominations in which the debt securities will be issued, if other than denominations of $2,000 or any integral multiple of $1,000 in excess thereof;
- any provisions requiring us to pay Additional Amounts on the debt securities to any holder who is not a United States person in respect of any tax, assessment or governmental charge and, if so, whether we will have the option to redeem the debt securities rather than pay the Additional Amounts;
- whether the debt securities will be convertible into or exchangeable for other debt securities or common shares, and, if so, the terms and conditions upon which the debt securities will be so convertible or exchangeable, including the initial conversion or exchange price or rate or the method of calculation, how and when the conversion price or exchange ratio may be adjusted, whether conversion or exchange is mandatory, at the option of the holder or at our option, the conversion or exchange period and any other provision related to the debt securities; and
- any other material terms of the debt securities or the indenture, which may not be consistent with the terms set forth in this prospectus.

For purposes of this prospectus, any reference to the payment of principal of, any premium on, or interest on the debt securities will include Additional Amounts if required by the terms of the debt securities.

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The indenture does not limit the amount of debt securities that we are authorized to issue from time to time. The indenture also provides that there may be multiple series of debt securities issued thereunder and more than one trustee thereunder, each for one or more series of debt securities. If a trustee is acting under the indenture with respect to more than one series of debt securities, the debt securities for which it is acting would be treated as if issued under separate indentures. If there is more than one trustee under the indenture, the powers and trust obligations of each trustee will apply only to the debt securities of the separate series for which it is trustee.

We may issue debt securities with terms different from those of debt securities already issued. Without the consent of the holders of the outstanding debt securities, we may reopen a previous issue of a series of debt securities and issue additional debt securities of that series unless the reopening was restricted when we created that series.

There is no requirement that we issue debt securities in the future under the indenture, and we may use other indentures or documentation, containing different provisions in connection with future issues of other debt securities.

We may issue the debt securities as "original issue discount securities," which are debt securities, including any zero-coupon debt securities that are issued and sold at a discount from their stated principal amount. Original issue discount securities provide that, upon acceleration of their maturity, an amount less than their principal amount will become due and payable. We will describe the U.S. federal income tax consequences and other considerations applicable to original issue discount securities in any prospectus supplement relating to them.

Holders of Debt Securities

Book-Entry Holders. We will issue debt securities in book-entry form only, unless we specify otherwise in the applicable prospectus supplement. This means the debt securities will be represented by one or more global securities registered in the name of a financial institution that holds them as depository on behalf of other financial institutions that participate in the depository's book-entry system. These participating institutions, in turn, hold beneficial interests in the debt securities on behalf of themselves or their customers.

Under the indenture, we will recognize as a holder only the person in whose name a debt security is registered. Consequently, for debt securities issued in global form, we will recognize only the depository as the holder of the debt securities and we will make all payments on the debt securities to the depository. The depository passes along the payments it receives to its participants, which in turn pass the payments along to their customers who are the beneficial owners. The depository and its participants do so under agreements they have made with one another or with their customers; they are not obligated to do so under the terms of the debt securities. As a result, you will not own the debt securities directly. Instead, you will own beneficial interests in a global security, through a bank, broker or other financial institution that participates in the depository's book-entry system or holds an interest through a participant. As long as the debt securities are issued in global form, you will be an indirect holder, and not a holder, of the debt securities.

Street Name Holders. In the future we may terminate a global security or issue debt securities initially in non-global form. In these cases, you may choose to hold your debt securities in your own name or in "street name." Debt securities held in street name would be registered in the name of a bank, broker or other financial institution that you choose, and you would hold only a beneficial interest in those debt securities through an account you maintain at that institution.

For debt securities held in street name, we will recognize only the intermediary banks, brokers and other financial institutions in whose names the debt securities are registered as the holders of those debt securities, and we will make all payments on those debt securities to them. These institutions pass along the payments they receive to their customers who are the beneficial owners, but only because they agree to do so in their customer agreements or because they are legally required to do so. If you hold debt securities in street name you will be an indirect holder, and not a holder, of those debt securities.

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Legal Holders. Our obligations, as well as the obligations of the trustee and those of any third parties employed by us or the trustee, run only to the legal holders of the debt securities. We do not have obligations to you if you hold beneficial interests in global securities, in street name or by any other indirect means. This will be the case whether you choose to be an indirect holder of a debt security or have no choice because we are issuing the debt securities only in global form.

For example, once we make a payment or give a notice to the holder, we have no further responsibility for the payment or notice, even if that holder is required, under agreements with depository participants or customers or by law, to pass it along to the indirect holders but does not do so. Similarly, if we want to obtain the approval of the holders for any purpose (for example, to amend the indenture or to relieve us of the consequences of a default or of our obligation to comply with a particular provision of the indenture) we would seek the approval only from the holders, and not the indirect holders, of the debt securities. Whether and how the holders contact the indirect holders is up to the holders.

When we refer to you, we mean those who invest in the debt securities being offered by this prospectus, whether they are the holders or only indirect holders of those debt securities. When we refer to your debt securities, we mean the debt securities in which you hold a direct or indirect interest.

Special Considerations for Indirect Holders. If you hold debt securities through a bank, broker or other financial institution, either in book-entry form or in street name, you should check with your own institution to find out:

- how it handles securities payments and notices;
- whether it imposes fees or charges;
- how it would handle a request for the holders' consent, if ever required;
- whether and how you can instruct it to send you debt securities registered in your own name so you can be a holder, if that is permitted in the future;
- how it would exercise rights under the debt securities if there were a default or other event triggering the need for holders to act to protect their interests; and
- if the debt securities are in book-entry form, how the depository's rules and procedures will affect these matters.

Global Securities

What is a Global Security? We will issue each debt security under the indenture in book-entry form only, unless we specify otherwise in the applicable prospectus supplement. A global security represents one or any other number of individual debt securities. Generally, all debt securities represented by the same global securities will have the same terms. We may, however, issue a global security that represents multiple debt securities that have different terms and are issued at different times. We call this kind of global security a master global security.

Each debt security issued in book-entry form will be represented by a global security that we deposit with and register in the name of a financial institution or its nominee that we select. The financial institution that we select for this purpose is called the depository. Unless we specify otherwise in the applicable prospectus supplement, The Depository Trust Company, New York, New York, known as DTC, will be the depository for all debt securities issued in book-entry form.

A global security may not be transferred to or registered in the name of anyone other than the depository or its nominee, unless special termination situations arise. We describe those situations below under "Special Situations When a Global Security Will Be Terminated." As a result of these arrangements, the depository, or its

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nominee, will be the sole registered owner and holder of all debt securities represented by a global security, and investors will be permitted to own only beneficial interests in a global security. Beneficial interests must be held by means of an account with a broker, bank or other financial institution that in turn has an account with the depository or with another institution that does. Thus, if your security is represented by a global security, you will not be a holder of the debt security, but only an indirect holder of a beneficial interest in the global security.

Special Considerations for Global Securities. We do not recognize an indirect holder as a holder of debt securities and instead deal only with the depository that holds the global security. The account rules of your financial institution and of the depository, as well as general laws relating to securities transfers, will govern your rights relating to a global security.

If we issue debt securities only in the form of a global security, you should be aware of the following:

- you cannot cause the debt securities to be registered in your name, and cannot obtain non-global certificates for your interest in the debt securities, except in the special situations that we describe below;
- you will be an indirect holder and must look to your own bank or broker for payments on the debt securities and protection of your legal rights relating to the debt securities, as we describe under "Holders of Debt Securities" above;
- you may not be able to sell interests in the debt securities to some insurance companies and to other institutions that are required by law to own their securities in non-book-entry form;

- you may not be able to pledge your interest in a global security in circumstances where certificates representing the debt securities must be delivered to the lender or other beneficiary of the pledge in order for the pledge to be effective;
- the depository's policies, which may change from time to time, will govern payments, transfers, exchanges and other matters relating to your interest in a global security. We and the trustee have no responsibility for any aspect of the depository's actions or for its records of ownership interests in a global security. We and the trustee also do not supervise the depository in any way;
- DTC requires, and other depositories may require, that those who purchase and sell interests in a global security within its book-entry system use immediately available funds and your broker or bank may require you to do so as well; and
- financial institutions that participate in the depository's book-entry system, and through which you hold your interest in a global security, may also have their own policies affecting payments, notices and other matters relating to the debt security. Your chain of ownership may contain more than one financial intermediary. We do not monitor and are not responsible for the actions of any of those intermediaries.

Special Situations When a Global Security Will Be Terminated. In a few special situations described below, a global security will be terminated and interests in it will be exchanged for certificates in non-global form representing the debt securities it represented. After that exchange, you will be able to choose whether to hold the debt securities directly or in street name. You must consult your own bank or broker to find out how to have your interests in a global security transferred on termination to your own name, so that you will be a holder. We have described the rights of holders and street name investors above under "Holders of Debt Securities."

The special situations for termination of a global security are as follows:

- if the depository notifies us that it is unwilling, unable or no longer qualified to continue as depository for that global security and we do not appoint another institution to act as depository within 60 days;
- if we notify the trustee that we wish to terminate that global security; or

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- if an event of default has occurred with regard to debt securities represented by that global security and has not been cured or waived. We discuss defaults later under "Events of Default."

If a global security is terminated, only the depository, and not we or the trustee, is responsible for deciding the names of the intermediary banks, brokers and other financial institutions in whose names the debt securities represented by the global security are registered, and, therefore, who will be the holders of those debt securities.

Covenants

This section summarizes the material covenants in the indenture. Please refer to the applicable prospectus supplement for information about any changes to our covenants, including any addition or deletion of a covenant, and to the indenture for information on other covenants not described in this prospectus or the applicable prospectus supplement.

Limitations on Liens. We covenant in the indenture that we will not, and will not permit any of our Restricted Subsidiaries to, create, incur, issue or assume any Indebtedness secured by any Lien on any Principal Property, or on shares of stock or Indebtedness of any Restricted Subsidiary, known as Restricted Securities, without making effective provision for the Outstanding Securities, other than debt securities of any series not entitled to the benefit of this covenant, to be secured by a Lien equally and ratably with, or prior to (or in the case of debt securities of any series that are subordinated in right of payment to the Indebtedness secured by such Lien, by a Lien subordinated to), the Lien securing such Indebtedness for so long as the Indebtedness is so secured, except that the foregoing restriction does not apply to:

- any Lien existing on the date of the first issuance of debt securities of the relevant series under the indenture or existing on such other date as may be specified in any supplemental indenture, board resolution or officers' certificate with respect to such series;
- any Lien on any Principal Property or Restricted Securities of any person existing at the time that person is merged or consolidated with or into us or a Restricted Subsidiary, or this person becomes a Restricted Subsidiary, or arising thereafter otherwise than in connection with the borrowing of money arranged thereafter and pursuant to contractual commitments entered into prior to and not in contemplation of the person's becoming a Restricted Subsidiary;
- any Lien on any Principal Property or Restricted Securities existing at the time we or a Restricted Subsidiary acquire the Principal Property or Restricted Securities, whether or not the Lien is assumed by us or the Restricted Subsidiary, provided that this Lien may not extend to any other Principal Property or Restricted Securities of ours or any Restricted Subsidiary;
- any Lien on any Principal Property, including any improvements on any existing Principal Property, of ours or any Restricted

Subsidiary, and any Lien on Restricted Securities of a Restricted Subsidiary that was formed or is held for the purpose of acquiring and holding the Principal Property, in each case to secure all or any part of the cost of acquisition, development, operation, construction, alteration, repair or improvement of all or any part of the Principal Property, or to secure Indebtedness incurred by us or a Restricted Subsidiary for the purpose of financing all or any part of that cost, provided that the Lien is created prior to, at the time of, or within 12 months after the latest of, the acquisition, completion of construction or improvement or commencement of commercial operation of that Principal Property and, provided further, that the Lien may not extend to any other Principal Property of ours or any Restricted Subsidiary, other than any currently unimproved real property on which the Principal Property has been constructed or developed or the improvement is located;

- any Lien on any Principal Property or Restricted Securities to secure Indebtedness owed to us or to a Restricted Subsidiary;
- any Lien in favor of a governmental body to secure advances or other payments under any contract or statute or to secure Indebtedness incurred to finance the purchase price or cost of constructing or improving the property subject to the Lien;

- any Lien created in connection with a project financed with, and created to secure, Non-Recourse Indebtedness;
- any extension, renewal, substitution or replacement, or successive extensions, renewals, substitutions or replacements, in whole or in part, of any Lien referred to in any of the bullet points above, provided that the Indebtedness secured may not exceed the principal amount of Indebtedness that is secured at the time of the renewal or refunding, plus any premium, cost or expense in connection with such extensions, renewals, substitutions or replacements, and that the renewal or refunding Lien must be limited to all or any part of the same property and improvements, shares of stock or Indebtedness that secured the Lien that was renewed or refunded; or
- any Lien not permitted above securing Indebtedness that, together with the aggregate outstanding principal amount of other secured Indebtedness that would otherwise be subject to the above restrictions, excluding Indebtedness secured by Liens permitted under the above exceptions, and the Attributable Debt in respect of all Sale and Leaseback Transactions, not including Attributable Debt in respect of any Sale and Leaseback Transactions described in the last two bullet points in the next succeeding paragraph, would not then exceed 15% of our Consolidated Net Tangible Assets.

Limitation on Sale and Leaseback Transactions. We covenant in the indenture that we will not, and will not permit any Restricted Subsidiary to, enter into any Sale and Leaseback Transaction unless:

- we or a Restricted Subsidiary would be entitled, without securing the Outstanding Securities of any series, to incur Indebtedness secured by a Lien on the Principal Property that is the subject of the Sale and Leaseback Transaction;
- the Attributable Debt associated with the Sale and Leaseback Transaction would be in an amount permitted under the last bullet point of the preceding paragraph;
- the proceeds received in respect of the Principal Property so sold and leased back at the time of entering into the Sale and Leaseback Transaction are to be used for our business and operations or the business and operations of any Subsidiary; or
- within 12 months after the sale or transfer, an amount equal to the proceeds received in respect of the Principal Property sold and leased back at the time of entering into the Sale and Leaseback Transaction is applied to the prepayment, other than mandatory prepayment, of any Outstanding Securities or Funded Indebtedness owed by us or a Restricted Subsidiary, other than Funded Indebtedness that is held by us or any Restricted Subsidiary or our Funded Indebtedness that is subordinate in right of payment to any Outstanding Securities that are entitled to the benefit of this covenant.

Definitions. Following are definitions of some of the terms used in the covenants described above.

"Attributable Debt" means, as to any lease under which a person is at the time liable for rent, at a date that liability is to be determined, the total net amount of rent required to be paid by that person under the lease during the remaining term, excluding amounts required to be paid on account of maintenance and repairs, services, insurance, taxes, assessments, water rates and similar charges and contingent rents, discounted from the respective due dates thereof at the rate of interest (or Yield to Maturity, in the case of original issue discount securities) borne by the then Outstanding Securities, compounded monthly.

"Capital Stock" means any and all shares, interests, rights to purchase, warrants, options, participations or other equivalents of or interests, however designated, in stock issued by a corporation.

"Consolidated Net Tangible Assets" means the aggregate amount of assets, less applicable reserves and other properly deductible items, after deducting:

- all current liabilities, excluding any portion thereof constituting Funded Indebtedness; and

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- all goodwill, trade names, trademarks, patents, unamortized debt discount and expense and other like intangibles,

all as set forth on our most recent consolidated balance sheet contained in our latest quarterly or annual report filed with the SEC under the Securities Exchange Act of 1934, as amended, and computed in accordance with generally accepted accounting principles.

"Funded Indebtedness" means, as applied to any person, all Indebtedness of such person maturing after, or renewable or extendible at the option of the person beyond, 12 months from the date of determination.

"Indebtedness" means obligations for money borrowed, evidenced by notes, bonds, debentures or other similar evidences of indebtedness.

"Lien" means any lien, mortgage, pledge, encumbrance, charge or security interest securing Indebtedness; provided, however, that the following types of transactions will not be considered, for purposes of this definition, to result in a Lien:

- any acquisition by us or any Restricted Subsidiary of any property or assets subject to any reservation or exception under the terms of which any vendor, lessor or assignor creates, reserves or excepts or has created, reserved or excepted an interest in oil, gas or any other mineral in place or the proceeds of that interest;
- any conveyance or assignment whereby we or any Restricted Subsidiary conveys or assigns to any person or persons an interest in oil, gas or any other mineral in place or the proceeds of that interest;
- any Lien upon any property or assets either owned or leased by us or a Restricted Subsidiary or in which we or any Restricted Subsidiary owns an interest that secures for the benefit of the person or persons paying the expenses of developing or conducting operations for the recovery, storage, transportation or sale of the mineral resources of the property or assets, or property or assets with which it is unitized, the payment to such person or persons of our proportionate part or the Restricted Subsidiary's proportionate part of the development or operating expenses;
- any lease classified as an operating lease under generally accepted accounting principles;
- any hedging arrangements entered into in the ordinary course of business, including any obligation to deliver any mineral, commodity or asset in connection therewith; or
- any guarantees that we make for the repayment of Indebtedness of any Subsidiary or guarantees by any Subsidiary of the repayment of Indebtedness of any entity, including Indebtedness of Atmos Energy Marketing, LLC.

"Non-Recourse Indebtedness" means, at any time, Indebtedness incurred after the date of the indenture by us or a Restricted Subsidiary in connection with the acquisition of property or assets by us or a Restricted Subsidiary or the financing of the construction of or improvements on property, whenever acquired, provided that, under the terms of this Indebtedness and under applicable law, the recourse at the time and thereafter of the lenders with respect to this Indebtedness is limited to the property or assets so acquired, or the construction or improvements, including Indebtedness as to which a performance or completion guarantee or similar undertaking was initially applicable to the Indebtedness or the related property or assets if the guarantee or similar undertaking has been satisfied and is no longer in effect. Indebtedness which is otherwise Non-Recourse Indebtedness will not lose its character as Non-Recourse Indebtedness because there is recourse to us, any subsidiary of ours or any other person for (a) environmental or tax warranties and indemnities and such other representations, warranties, covenants and indemnities as are customarily required in such transactions or (b) indemnities for and liabilities arising from fraud, misrepresentation, misapplication or non-payment of rents, profits, insurance and condemnation proceeds and other sums actually received from secured assets to be paid to the lender, waste and mechanics' liens or similar matters.

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"Principal Property" means any natural gas distribution property located in the United States, except any property that in the opinion of our board of directors is not of material importance to the total business conducted by us and of our consolidated Subsidiaries.

"Restricted Subsidiary" means any Subsidiary the amount of Consolidated Net Tangible Assets of which constitutes more than 10% of the aggregate amount of Consolidated Net Tangible Assets of us and our Subsidiaries.

"Sale and Leaseback Transaction" means any arrangement with any person in which we or any Restricted Subsidiary leases any Principal

Property that has been or is to be sold or transferred by us or the Restricted Subsidiary to that person, other than any such arrangement involving:

- a lease for a term, including renewals at the option of the lessee, of not more than three years or classified as an operating lease under generally accepted accounting principles;
- leases between us and a Restricted Subsidiary or between Restricted Subsidiaries; and
- leases of a Principal Property executed by the time of, or within 12 months after the latest of, the acquisition, the completion of construction or improvement, or the commencement of commercial operation, of the Principal Property, whichever is later.

"Subsidiary" of ours means:

- a corporation, a majority of whose Capital Stock with rights, under ordinary circumstances, to elect directors is owned, directly or indirectly, at the date of determination, by us, by one or more of our Subsidiaries or by us and one or more of our Subsidiaries; or
- any other person, other than a corporation, in which at the date of determination we, one or more of our Subsidiaries or we and one or more of our Subsidiaries, directly or indirectly, have at least a majority ownership and power to direct the policies, management and affairs of that person.

Consolidation, Merger or Sale of Assets. Under the terms of the indenture, we will be generally permitted to consolidate with or merge into another entity. We will also be permitted to sell or transfer our assets substantially as an entirety to another entity. However, we may not take any of these actions unless all of the following conditions are met:

- the resulting entity, or the person to which such assets will have been sold or transferred, must agree to be legally responsible for all our obligations relating to the debt securities and the indenture;
- the transaction must not cause a default or an Event of Default, or an event that with notice or lapse of time or both would become an Event of Default, as described below;
- the resulting entity, or the person to which such assets will have been sold or transferred, must be organized under the laws of the United States or one of the states or the District of Columbia; and
- we must deliver an officers' certificate and legal opinion to the trustee with respect to the transaction.

In the event that we engage in one of these transactions and comply with the conditions listed above, we would be discharged from all our obligations and covenants under the indenture and all obligations under the Outstanding Securities, with the successor corporation or person succeeding to our obligations and covenants.

In the event that we engage in one of these transactions, the indenture provides that, if any Principal Property or Restricted Securities would thereupon become subject to any Lien securing the Indebtedness, the debt securities, other than debt securities not entitled to the benefits of specified covenants, must be secured, as to such Principal Property or Restricted Securities, equally and ratably with (or prior to or, in the case of debt

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securities that are subordinated in right of payment to the Indebtedness secured by such Lien or in the case of other Indebtedness of ours that is subordinated to the debt securities, on a subordinated basis to such Lien securing) the Indebtedness or obligations that upon the occurrence of such transaction would become secured by the Lien, unless the Lien could be created under the indenture without equally and ratably securing the debt securities (or, in the case of debt securities that are subordinated in right of payment to the Indebtedness secured by such Lien, on a subordinated basis to such Lien).

Modification or Waiver

There are two types of changes that we can make to the indenture and the debt securities.

Changes Requiring Approval. With the approval of the holders of at least a majority in principal amount of all outstanding debt securities of each series affected (including any such approvals obtained in connection with a tender or exchange offer for outstanding debt securities), we may make any changes, additions or deletions to any provisions of the indenture applicable to the affected series, or modify the rights of the holders of the debt securities of the affected series. However, without the consent of each holder affected, we cannot:

- change the stated maturity of the principal of, any premium on, or the interest on a debt security;
- reduce the principal amount, any premium on, or the rate of interest on a debt security;
- change any of our obligations to pay Additional Amounts;

- reduce the amount payable upon acceleration of maturity following the default of a debt security whose principal amount payable at stated maturity may be more or less than its principal face amount at original issuance or an original issue discount security;
- adversely affect any right of repayment at the holder's option;
- change the place of payment of a debt security;
- impair the holder's right to sue for payment;
- adversely affect any right to convert or exchange a debt security;
- reduce the percentage of holders of debt securities whose consent is needed to modify or amend the indenture; or
- modify certain provisions of the indenture dealing with suits for enforcement of payment by the trustee or modification and waiver, except to increase any percentage of consents required to amend the indenture or for any waiver, or to modify the provisions of the indenture dealing with the unconditional right of the holders of the debt securities to receive principal, premium, if any, and interest.

Changes Not Requiring Approval. The second type of change does not require any vote by the holders of the debt securities. This type is limited to clarifications and certain other changes that would not adversely affect holders of the outstanding debt securities in any material respect. Additionally, we do not need any approval to make any change that affects only debt securities to be issued under the indenture after the changes take effect.

Further Details Concerning Voting. When taking a vote, we will use the following rules to decide how much principal amount to attribute to a debt security:

- for original issue discount securities, we will use the principal amount that would be due and payable on the voting date if the maturity of the debt securities were accelerated to that date because of a default; and
- for debt securities whose principal amount is not known (for example, because it is based on an index) we will use a special rule for that debt security described in the applicable prospectus supplement.

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Debt securities will not be considered outstanding, and therefore not eligible to vote, if we have deposited or set aside in trust money for their payment or redemption. Debt securities will also not be eligible to vote if they have been fully defeased as described later under "Defeasance and Covenant Defeasance."

Book-entry and other indirect holders should consult their banks or brokers for information on how approval may be granted or denied if we seek to change the indenture or the debt securities or request a waiver.

Events of Default

Holders of debt securities will have special rights if an Event of Default occurs as to the debt securities of their series that is not cured, as described later in this subsection. Please refer to the applicable prospectus supplement for information about any changes to the Events of Default, including any addition of a provision providing event risk or similar protection.

What is an Event of Default? The term "Event of Default" as to the debt securities of a series means any of the following:

- we do not pay interest on a debt security of the series within 30 days of its due date;
- we do not pay the principal of or any premium, if any, on a debt security of the series at its maturity;
- we do not deposit any sinking fund payment when and as due by the terms of any debt securities requiring such payment;
- we remain in breach of a covenant or agreement in the indenture, other than a covenant or agreement not for the benefit of the series, for 60 days after we receive written notice stating that we are in breach from the trustee or the holders of at least 25 percent of the principal amount of the debt securities of the series;
- we or a Restricted Subsidiary is in default under any matured or accelerated agreement or instrument under which we have outstanding Indebtedness for borrowed money or guarantees, which individually is in excess of $25,000,000, and we have not cured any acceleration within 30 days after we receive notice of this default from the trustee or the holders of at least 25 percent of the principal amount of the debt securities of the series, unless prior to the entry of judgment for the trustee, we or the Restricted Subsidiary remedy the default or the default is waived by the holders of the indebtedness;
- we file for bankruptcy or other events of bankruptcy, insolvency or reorganization occur; or
- any other Event of Default provided for the benefit of debt securities of the series.

An Event of Default for a particular series of debt securities will not necessarily constitute an Event of Default for any other series of debt securities issued under the indenture.

The trustee may withhold notice to the holders of debt securities of a particular series of any default if it considers its withholding of notice to be in the interest of the holders of that series, except that the trustee may not withhold notice of a default in the payment of the principal of, any premium on, or the interest on the debt securities or in the payment of any sinking fund installment with respect to the debt securities.

Remedies if an Event of Default Occurs. If an event of default has occurred and is continuing, the trustee or the holders of at least 25 percent in principal amount of the debt securities of the affected series may declare the entire principal amount and all accrued interest of all the debt securities of that series to be due and immediately payable by notifying us, and the trustee, if the holders give notice, in writing. This is called a declaration of acceleration of maturity.

If the maturity of any series of debt securities is accelerated and a judgment for payment has not yet been obtained, the holders of a majority in principal amount of the debt securities of that series may cancel the

acceleration if all events of default other than the non-payment of principal or interest on the debt securities of that series that have become due solely by a declaration of acceleration are cured or waived, and we deposit with the trustee a sufficient sum of money to pay:

- all overdue interest on outstanding debt securities of that series;
- all unpaid principal and any premium, if any, of any outstanding debt securities of that series that has become due otherwise than by a declaration of acceleration, and interest on the unpaid principal and any premium, if any;
- all interest on such overdue interest; and
- all amounts paid or advanced by the trustee for that series and reasonable compensation of the trustee.

Except in cases of default, where the trustee has some special duties, the trustee is not required to take any action under the indenture at the request of any holders unless the holders offer the trustee reasonable protection from expenses and liability. This is called an indemnity. If reasonable indemnity is provided, the holders of a majority in principal amount of the outstanding debt securities of the relevant series may direct the time, method and place of conducting any lawsuit or other formal legal action seeking any remedy available to the trustee. The trustee may refuse to follow those directions if the directions conflict with any law or the indenture or expose the trustee to personal liability. No delay or omission in exercising any right or remedy will be treated as a waiver of that right, remedy or Event of Default.

Before a holder is allowed to bypass the trustee and bring his or her own lawsuit or other formal legal action or take other steps to enforce his or her rights or protect his or her interest relating to the debt securities, the following must occur:

- the holder must give the trustee written notice that an Event of Default has occurred and remains uncured;
- the holders of at least 25 percent in principal amount of all outstanding debt securities of the relevant series must make a written request that the trustee take action because of the default and must offer reasonable indemnity to the trustee against the cost and other liabilities of taking that action;
- the trustee must not have instituted a proceeding for 60 days after receipt of the above notice and offer of indemnity; and
- the holders of a majority in principal amount of the debt securities must not have given the trustee a direction inconsistent with the above notice during the 60-day period.

However, a holder is entitled at any time to bring a lawsuit for the payment of money due on his or her debt securities on or after the due date without complying with the foregoing.

Holders of a majority in principal amount of the debt securities of the affected series may waive any past defaults other than the following:

- the payment of principal, any premium, or interest on any debt security; or
- in respect of a covenant that under the indenture cannot be modified or amended without the consent of each holder affected.

Each year, we will furnish the trustee with a written statement of two of our officers certifying that, to their knowledge, we are in compliance with the indenture and the debt securities, or else specifying any default.

Book-entry and other indirect holders should consult their banks or brokers for information on how to give notice or direction to or make a request of the trustee and how to declare or cancel an acceleration.

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Defeasance and Covenant Defeasance

Unless we provide otherwise in the applicable prospectus supplement, the provisions for full defeasance and covenant defeasance described below apply to each series of debt securities. In general, we expect these provisions to apply to each debt security that is not a floating rate or indexed debt security.

Full Defeasance. If there is a change in U.S. federal tax law, as described below, we can legally release ourselves from all payment and other obligations on the debt securities, called "full defeasance," if we put in place the following arrangements for you to be repaid:

- we must deposit in trust for the benefit of all holders of the debt securities a combination of money and obligations issued or guaranteed by the U.S. government that will generate enough cash to make interest, principal and any other payments on the debt securities on their various due dates; and
- we must deliver to the trustee a legal opinion confirming that there has been a change in current federal tax law or an IRS ruling that lets us make the above deposit without causing you to be taxed on the debt securities any differently than if we did not make the deposit and just repaid the debt securities ourselves at maturity.

If we ever did accomplish defeasance, as described above, you would have to rely solely on the trust deposit for repayment of the debt securities. You could not look to us for repayment in the event of any shortfall. Conversely, the trust deposit would most likely be protected from claims of our lenders and other creditors if we ever become bankrupt or insolvent. If we accomplish a defeasance, we would retain only the obligations to register the transfer or exchange of the debt securities, to maintain an office or agency in respect of the debt securities and to hold moneys for payment in trust.

Covenant Defeasance. Under current federal tax law, we can make the same type of deposit described above and be released from any restrictive covenants in the indenture. This is called "covenant defeasance." In that event, you would lose the protection of any such covenants but would gain the protection of having money and obligations issued or guaranteed by the U.S. government set aside in trust to repay the debt securities. In order to achieve covenant defeasance, we must do the following:

- deposit in trust for your benefit and the benefit of all other direct holders of the debt securities a combination of money and obligations issued or guaranteed by the U.S. government that will generate enough cash to make interest, principal and any other payments on the debt securities on their various due dates; and
- deliver to the trustee a legal opinion of our counsel confirming that, under current federal income tax law, we may make the deposit described above without causing you to be taxed on the debt securities any differently than if we did not make the deposit and just repaid the debt securities ourselves at maturity.

If we accomplish covenant defeasance, you can still look to us for repayment of the debt securities if there were a shortfall in the trust deposit or the trustee is prevented from making payment. In fact, if one of the remaining Events of Default occurred, such as our bankruptcy, and the debt securities became immediately due and payable, there may be a shortfall. Depending on the event causing the default, you may not be able to obtain payment of the shortfall.

Debt Securities Issued in Non-Global Form

If any debt securities cease to be issued in global form, they will be issued:

- only in fully registered form;
- without interest coupons; and
- unless we indicate otherwise in the prospectus supplement, in denominations of $2,000 and amounts that are integral multiples of $1,000 in excess thereof.

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Holders may exchange their debt securities that are not in global form for debt securities of smaller denominations or combined into fewer debt securities of larger denominations, as long as the total principal amount is not changed.

Holders may exchange or transfer their debt securities at the office of the trustee. We may appoint the trustee to act as our agent for registering debt securities in the names of holders transferring debt securities, or we may appoint another entity to perform these functions or perform them ourselves.

Holders will not be required to pay a service charge to transfer or exchange their debt securities, but they may be required to pay for any tax or other governmental charge associated with the transfer or exchange. The transfer or exchange will be made only if our transfer agent is satisfied with the holder's proof of legal ownership.

If we have designated additional transfer agents for a holder's debt security, they will be named in the applicable prospectus supplement. We may appoint additional transfer agents or cancel the appointment of any particular transfer agent. We may also approve a change in the office through which any transfer agent acts.

If any debt securities are redeemable and we redeem less than all those debt securities, we may stop the transfer or exchange of those debt securities during the period beginning 15 days before the day we mail the notice of redemption and ending on the day of that mailing, in order to freeze the list of holders to prepare the mailing. We may also refuse to register transfers or exchanges of any debt securities selected for redemption, except that we will continue to permit transfers and exchanges of the unredeemed portion of any debt security that will be partially redeemed.

If a debt security is issued as a global security, only the depository will be entitled to transfer and exchange the debt security as described in this section, since it will be the sole holder of the debt security.

Payment Mechanics

Who Receives Payment? If interest is due on a debt security on an interest payment date, we will pay the interest to the person or entity in whose name the debt security is registered at the close of business on the regular record date, discussed below, relating to the interest payment date. If interest is due at maturity but on a day that is not an interest payment date, we will pay the interest to the person or entity entitled to receive the principal of the debt security. If principal or another amount besides interest is due on a debt security at maturity, we will pay the amount to the holder of the debt security against surrender of the debt security at a proper place of payment, or, in the case of a global security, in accordance with the applicable policies of the depository.

Payments on Global Securities. We will make payments on a global security in accordance with the applicable policies of the depository as in effect from time to time. Under those policies, we will pay directly to the depository, or its nominee, and not to any indirect holders who own beneficial interests in the global security. An indirect holder's right to those payments will be governed by the rules and practices of the depository and its participants, as described above under "What is a Global Security?".

Payments on Non-Global Securities. For a debt security in non-global form, we will pay interest that is due on an interest payment date by check mailed on the interest payment date to the holder at his or her address shown on the trustee's records as of the close of business on the regular record date. We will make all other payments by check, at the paying agent described below, against surrender of the debt security. We will make all payments by check in next-day funds; for example, funds that become available on the day after the check is cashed.

Alternatively, if a non-global security has a face amount of at least $1,000,000 and the holder asks us to do so, we will pay any amount that becomes due on the debt security by wire transfer of immediately available funds to an account at a bank in New York City on the due date. To request wire payment, the holder must give

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the paying agent appropriate transfer instructions at least five business days before the requested wire payment is due. In the case of any interest payment due on an interest payment date, the instructions must be given by the person who is the holder on the relevant regular record date. In the case of any other payment, we will make payment only after the debt security is surrendered to the paying agent. Any wire instructions, once properly given, will remain in effect unless and until new instructions are given in the manner described above.

Regular Record Dates. We will pay interest to the holders listed in the trustee's records as the owners of the debt securities at the close of business on a particular day in advance of each interest payment date. We will pay interest to these holders if they are listed as the owner even if they no longer own the debt security on the interest payment date. That particular day, usually about two weeks in advance of the interest payment date, is called the "regular record date" and will be identified in the prospectus supplement.

Payment When Offices Are Closed. If any payment is due on a debt security on a day that is not a business day, we will make the payment on the next business day. Payments postponed to the next business day in this situation will be treated under the indenture as if they were made on the original due date. A postponement of this kind will not result in a default under any debt security or the indenture, and no interest will accrue on the postponed amount from the original due date to the next business day.

Paying Agents. We may appoint one or more financial institutions to act as our paying agents, at whose designated offices debt securities in non-global form may be surrendered for payment at their maturity. We call each of those offices a paying agent. We may add, replace or terminate paying agents from time to time. We may also choose to act as our own paying agent. Initially, we have appointed the trustee, at its corporate trust office in New York City, as the paying agent. We must notify you of changes in the paying agents.

Book-entry and other indirect holders should consult their banks or brokers for information on how they will receive payments on their debt securities.

The Trustee Under the Indenture

U.S. Bank National Association is the trustee under the indenture for our debt securities. We will identify any other entity acting as the trustee for a series of debt securities that we may offer in the prospectus supplement for the offering of such debt securities.

The trustee may resign or be removed with respect to one or more series of debt securities and a successor trustee may be appointed to act with respect to these series.

DESCRIPTION OF COMMON STOCK

General

Our authorized capital stock consists of 200,000,000 shares of common stock, of which 90,538,115 shares were outstanding on March 26, 2013. Each of our shares of common stock is entitled to one vote on all matters voted upon by shareholders. Our shareholders do not have cumulative voting rights. Our issued and outstanding shares of common stock are fully paid and nonassessable. There are no redemption or sinking fund provisions applicable to the shares of our common stock, and such shares are not entitled to any preemptive rights. Since we are incorporated in both Texas and Virginia, we must comply with the laws of both states when issuing shares of our common stock.

Holders of our shares of common stock are entitled to receive such dividends as may be declared from time to time by our board of directors from our assets legally available for the payment of dividends and, upon our liquidation, a pro rata share of all of our assets available for distribution to our shareholders.

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American Stock Transfer & Trust Company is the registrar and transfer agent for our common stock.

Charter and Bylaws Provisions

Some provisions of our articles of incorporation and bylaws may be deemed to have an "anti-takeover" effect. The following description of these provisions is only a summary, and we refer you to our articles of incorporation and bylaws for more information. Our articles of incorporation and bylaws are included as exhibits to our annual reports on Form 10-K filed with the SEC. See "Where You Can Find More Information."

Cumulative Voting. Our articles of incorporation prohibit cumulative voting. In general, in the absence of cumulative voting, one or more persons who hold a majority of our outstanding shares can elect all of the directors who are subject to election at any meeting of shareholders.

Removal of Directors. Our articles of incorporation and bylaws also provide that our directors may be removed only for cause and upon the affirmative vote of the holders of at least 75 percent of the shares then entitled to vote at an election of directors.

Fair Price Provisions. Article VII of our articles of incorporation provides certain "Fair Price Provisions" for our shareholders. Under Article VII, a merger, consolidation, sale of assets, share exchange, recapitalization or other similar transaction, between us or a company controlled by or under common control with us and any individual, corporation or other entity which owns or controls 10 percent or more of our voting capital stock, would be required to satisfy the condition that the aggregate consideration per share to be received in the transaction for each class of our voting capital stock be at least equal to the highest per share price, or equivalent price for any different classes or series of stock, paid by the 10 percent shareholder in acquiring any of its holdings of our stock. If a proposed transaction with a 10 percent shareholder does not meet this condition, then the transaction must be approved by the holders of at least 75 percent of the outstanding shares of voting capital stock held by our shareholders other than the 10 percent shareholder, unless a majority of the directors who were members of our board immediately prior to the time the 10 percent shareholder involved in the proposed transaction became a 10 percent shareholder have either:

- expressly approved in advance the acquisition of the outstanding shares of our voting capital stock that caused the 10 percent shareholder to become a 10 percent shareholder; or

- approved the transaction either in advance of or subsequent to the 10 percent shareholder becoming a 10 percent shareholder.

The provisions of Article VII may not be amended, altered, changed, or repealed except by the affirmative vote of at least 75 percent of the votes entitled to be cast thereon at a meeting of our shareholders duly called for consideration of such amendment, alteration, change, or repeal. In addition, if there is a 10 percent shareholder, such action must also be approved by the affirmative vote of at least 75 percent of the outstanding shares of our voting capital stock held by the shareholders other than the 10 percent shareholder.

Shareholder Proposals and Director Nominations. Our shareholders can submit shareholder proposals and nominate candidates for the board of directors if the shareholders follow the advance notice procedures described in our bylaws.

Shareholder proposals (other than those sought to be included in our proxy statement) must be submitted to our corporate secretary at least 60 days, but not more than 85 days, before the annual meeting; provided, however, that if less than 75 days' notice or prior public disclosure of the date of the annual meeting is given or made to shareholders, notice by the shareholder to be timely must be received by our corporate secretary no later than the close of business on the 25th day following the day on which such notice of the date of the annual meeting was provided or such public disclosure was made. The notice must include a description of the proposal, the shareholder's name and address and the number of shares held, and all other information which would be

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required to be included in a proxy statement filed with the SEC if the shareholder were a participant in a solicitation subject to the SEC's proxy rules. To be included in our proxy statement for an annual meeting, our corporate secretary must receive the proposal at least 120 days prior to the anniversary of the date we mailed the proxy statement for the prior year's annual meeting.

To nominate directors, shareholders must submit a written notice to our corporate secretary at least 60 days, but not more than 85 days, before a scheduled meeting; provided, however, that if less than 75 days' notice or prior public disclosure of the date of the annual meeting is given or made to shareholders, such nomination shall have been received by our corporate secretary no later than the close of business on the 25th day following the day on which such notice of the date of the annual meeting was mailed or such public disclosure was made. The notice must include the name and address of the shareholder and of the shareholder's nominee, the number of shares held by the shareholder, a representation that the shareholder is a holder of record of common stock entitled to vote at the meeting, and that the shareholder intends to appear in person or by proxy to nominate the persons specified in the notice, a description of any arrangements between the shareholder and the shareholder's nominee, information about the shareholder's nominee required by the SEC and the written consent of the shareholder's nominee to serve as a director.

Shareholder proposals and director nominations that are late or that do not include all required information may be rejected. This could prevent shareholders from bringing certain matters before an annual or special meeting or making nominations for directors.

PLAN OF DISTRIBUTION

We may sell the securities offered by this prospectus and a prospectus supplement as follows:

- through agents;
- to or through underwriters;
- through dealers;
- directly by us to purchasers; or
- through a combination of any such methods of sale.

We, directly or through agents or dealers, may sell, and the underwriters may resell, the securities in one or more transactions, including:

- transactions on the New York Stock Exchange or any other organized market where the securities may be traded;
- in the over-the-counter market;
- in negotiated transactions; or
- through a combination of any such methods of sale.

The securities may be sold at a fixed price or prices which may be changed, at market prices prevailing at the time of sale, at prices related to such prevailing market prices or at negotiated prices.

Agents designated by us from time to time may solicit offers to purchase the securities. We will name any such agent involved in the offer or sale of the securities and set forth any commissions payable by us to such agent in a prospectus supplement relating to any such offer and sale of securities. Unless otherwise indicated in the prospectus supplement, any such agent will be acting on a best efforts basis for the period of its appointment. Any such agent may be deemed to be an underwriter of the securities, as that term is defined in the Securities Act.

If underwriters are used in the sale of securities, securities will be acquired by the underwriters for their own account and may be resold from time to time in one or more transactions. Securities may be offered to the public either through underwriting syndicates represented by one or more managing underwriters or directly by one or more firms acting as underwriters. If an underwriter or underwriters are used in the sale of securities, we will execute an underwriting agreement with such underwriter or underwriters at the time an agreement for such sale is reached. We will set forth in the prospectus supplement the names of the specific managing underwriter or underwriters, as well as any other underwriters, and the terms of the transactions, including compensation of the underwriters and dealers. Such compensation may be in the form of discounts, concessions or commissions. Underwriters and others participating in any offering of securities may engage in transactions that stabilize, maintain or otherwise affect the price of such securities. We will describe any such activities in the prospectus supplement.

We may elect to list any class or series of securities on any exchange, but we are not currently obligated to do so. It is possible that one or more underwriters, if any, may make a market in a class or series of securities, but the underwriters will not be obligated to do so and may discontinue any market making at any time without notice. We cannot give any assurance as to the liquidity of the trading market for any of the securities we may offer.

If a dealer is used in the sale of the securities, we or an underwriter will sell such securities to the dealer, as principal. The dealer may then resell such securities to the public at varying prices to be determined by such dealer at the time of resale. The prospectus supplement will set forth the name of the dealer and the terms of the transactions.

We may directly solicit offers to purchase the securities, and we may sell directly to institutional investors or others. These persons may be deemed to be underwriters within the meaning of the Securities Act with respect to any resale of the securities. The prospectus supplement will describe the terms of any such sales, including the terms of any bidding, auction or other process, if used.

Agents, underwriters and dealers may be entitled under agreements which may be entered into with us to indemnification by us against specified liabilities, including liabilities under the Securities Act, or to contribution by us to payments they may be required to make in respect of such liabilities. The prospectus supplement will describe the terms and conditions of such indemnification or contribution. Some of the agents, underwriters or dealers, or their affiliates, may engage in transactions with or perform services for us and our subsidiaries in the ordinary course of their business.

LEGAL MATTERS

Gibson, Dunn & Crutcher LLP and Hunton & Williams LLP, Richmond, Virginia, have each rendered an opinion with respect to the validity of the securities that may be offered under this prospectus. We filed these opinions as exhibits to the registration statement of which this prospectus is a part. If counsel for any underwriters passes on legal matters in connection with an offering made under this prospectus, we will name that counsel in the prospectus supplement relating to that offering.

EXPERTS

The consolidated financial statements of Atmos Energy appearing in Atmos Energy Corporation's Annual Report (Form 10-K) for the fiscal year ended September 30, 2012 (including the schedule appearing therein), and the effectiveness of Atmos Energy Corporation's internal control over financial reporting as of September 30, 2012 have been audited by Ernst & Young LLP, independent registered public accounting firm, as set forth in their reports thereon, included therein, and incorporated herein by reference. Such consolidated financial statements are incorporated herein by reference in reliance upon such reports given on the authority of such firm as experts in accounting and auditing.

With respect to the unaudited condensed consolidated interim financial information of Atmos Energy for the three-month periods ended December 31, 2012 and 2011, incorporated herein by reference, Ernst & Young LLP reported that they have applied limited procedures in accordance with professional standards for a review of such information. However, their separate report dated February 7, 2013, included in our quarterly report on Form 10-Q for the three-month period ended December 31, 2012, and incorporated herein by reference, states that they did not audit and they do not express an opinion on that interim financial information. Accordingly, the degree of reliance on their report on such information should be restricted in light of the limited nature of the review procedures applied. Ernst & Young LLP is not subject to the liability provisions of Section 11 of the Securities Act of 1933, as amended, for their report on the unaudited interim financial information because that report is not a "report" or a "part" of the Registration Statement prepared or certified by Ernst & Young LLP within the meaning of Sections 7 and 11 of the Securities Act of 1933.

WHERE YOU CAN FIND MORE INFORMATION

We file annual, quarterly and current reports, proxy statements and other information with the Securities and Exchange Commission under the Securities Exchange Act of 1934, as amended (the "Exchange Act"). You may read and copy this information at the Public Reference Room of the SEC, 100 F Street, N.E., Washington, D.C. 20549, at prescribed rates. You may obtain information on the operation of the Public Reference Room by calling the SEC at 1-800-SEC-0330.

The SEC also maintains an internet website that contains reports, proxy statements and other information about issuers, like us, who file electronically with the SEC. The address of that site is www.sec.gov. Unless specifically listed below under "Incorporation of Certain Documents by Reference" the information contained on the SEC website is not incorporated by reference into this prospectus.

You can also inspect reports, proxy statements and other information about us at the offices of the New York Stock Exchange, Inc., 20 Broad Street, New York, New York 10005.

We have filed with the SEC a registration statement on Form S-3, of which this prospectus is a part, that registers the securities we are offering. The registration statement, including the attached exhibits and schedules, contains additional relevant information about us and the securities offered. The rules and regulations of the SEC allow us to omit certain information included in the registration statement from this prospectus.

INCORPORATION OF CERTAIN DOCUMENTS BY REFERENCE

The SEC allows us to "incorporate by reference" information in this prospectus that we have filed with it. This means that we can disclose important information to you by referring you to another document filed separately with the SEC. The information incorporated by reference is considered to be part of this prospectus, except for any information that is superseded by information that is included directly in this prospectus or the applicable prospectus supplement relating to an offering of our securities.

We incorporate by reference into this prospectus the documents listed below and any future filings we make with the SEC under Sections 13(a), 13(c), 14 or 15(d) of the Exchange Act prior to the termination of our offering of securities. These additional documents include periodic reports, such as annual reports on Form 10-K and quarterly reports on Form 10-Q, and current reports on Form 8-K (other than information furnished under Items 2.02 and 7.01, which is deemed not to be incorporated by reference in this prospectus), as well as proxy statements (other than information identified in them as not incorporated by reference). You should review these filings as they may disclose a change in our business, prospects, financial condition or other affairs after the date of this prospectus.

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This prospectus incorporates by reference the documents listed below that we have filed with the SEC but have not been included or delivered with this document:

- Our annual report on Form 10-K for the year ended September 30, 2012;
- Our quarterly report on Form 10-Q for the three-month period ended December 31, 2012;
- Our current reports on Form 8-K filed with the SEC on October 2, 2012, December 7, 2012, December 11, 2012, December 12, 2012 (8-K/A), January 3, 2013, January 11, 2013, January 15, 2013, January 29, 2013 and February 15, 2013.
- The following pages and captioned text contained in our definitive proxy statement for the annual meeting of shareholders on February 13, 2013 and incorporated into our annual report on Form 10-K: pages 3 through 6 under the captions, "Corporate Governance and Other Board Matters — Independence of Directors" and " — *Related Person Transactions,*" pages 9 and 10 under the captions, *"Corporate Governance and Other Board Matters — Committees of the Board of Directors"* and *"— Other Board and Board Committee Matters — Human Resources Committee Interlocks and Insider Participation,"* pages 10 and 11 under the captions, *"Corporate Governance and Other Board Matters — Independence of Audit Committee Members, Financial Literacy and Audit*

Committee Financial Experts" and — *" Audit Committee Pre-Approval Policy,"* pages 15 through 21 under the captions *"Proposal One — Election of Directors — Nominees for Director"* and *"— Retiring Director,"* pages 21 to 25 under the caption, *"Director Compensation,"* pages 25 to 27 under the caption, *"Beneficial Ownership of Common Stock,"* page 27 under the caption, *"Human Resources Committee Report,"* pages 27 through 40 under the caption, *"Compensation Discussion and Analysis,"* and pages 40 through 60 under the caption, *"Named Executive Officer Compensation"* through to the end of the caption *"Proposal Three-Ratification of Appointment of Independent Registered Public Accounting Firm."*

These documents contain important information about us and our financial condition.

You may obtain a copy of any of these filings, or any of our future filings, from us without charge by requesting it in writing or by telephone at the following address or telephone number:

Atmos Energy Corporation
1800 Three Lincoln Centre
5430 LBJ Freeway
Dallas, Texas 75240
Attention: Susan Giles
(972) 934-9227

Our internet website address is *www.atmosenergy.com.* Information on or connected to our internet website is not part of this prospectus.

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$500,000,000

ATMOS energy

Atmos Energy Corporation

4.125% Senior Notes due 2044

PROSPECTUS SUPPLEMENT

Joint Book-Running Managers

BofA Merrill Lynch
Credit Agricole CIB
Wells Fargo Securities

BNP PARIBAS
RBS

Senior Co-Managers

BB&T Capital Markets
CIBC
MUFG

Co-Managers

BOSC, Inc.
The Williams Capital Group, L.P.

October 6, 2014

424B2 1 d672527d424b2.htm PROSPECTUS SUPPLEMENT

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Filed pursuant to Rule 424(b)(2)
SEC File No. 333-187606

CALCULATION OF REGISTRATION FEE

Title of each class of securities to be registered	Amount to be registered(1)	Maximum offering price per unit	Maximum aggregate offering price	Amount of registration fee(2)
Common stock (no par value per share)	9,200,000	$44.00	$404,800,000	$52,138.24

(1) Assumes that the underwriters exercise their option to purchase 1,200,000 additional shares of our common stock.

(2) Calculated in accordance with Rule 457(r) under the Securities Act of 1933.

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Prospectus supplement
February 11, 2014
(To Prospectus dated March 28, 2013)

8,000,000 shares

Atmos Energy Corporation

Common stock

This is an offering of 8,000,000 shares of the common stock of Atmos Energy Corporation.

Our common stock is listed on the New York Stock Exchange under the symbol "ATO." The last reported sales price of our common stock on February 11, 2014 was $45.47.

Investing in our common stock involves risks. See "Risk Factors" beginning on page S-5 of this prospectus supplement and page 1 of the accompanying prospectus.

	Per share	Total
Public offering price	$ 44.00	$352,000,000
Underwriting discounts and commissions	$ 1.54	$ 12,320,000
Proceeds to Atmos Energy Corporation (before expenses)	$ 42.46	$339,680,000

We also have granted to the underwriters a 30 day option to purchase up to 1,200,000 additional shares of our common stock on the same terms and conditions set forth above.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or passed upon the adequacy or accuracy of this prospectus supplement. Any representation to the

contrary is a criminal offense.

The underwriters expect to deliver the shares on or about February 18, 2014.

Joint Book-Running Managers

J.P. Morgan **Goldman, Sachs & Co.** **Morgan Stanley**

Senior Co-Managers

BofA Merrill Lynch **Wells Fargo Securities**

Co-Managers

BB&T Capital Markets **Credit Agricole CIB**

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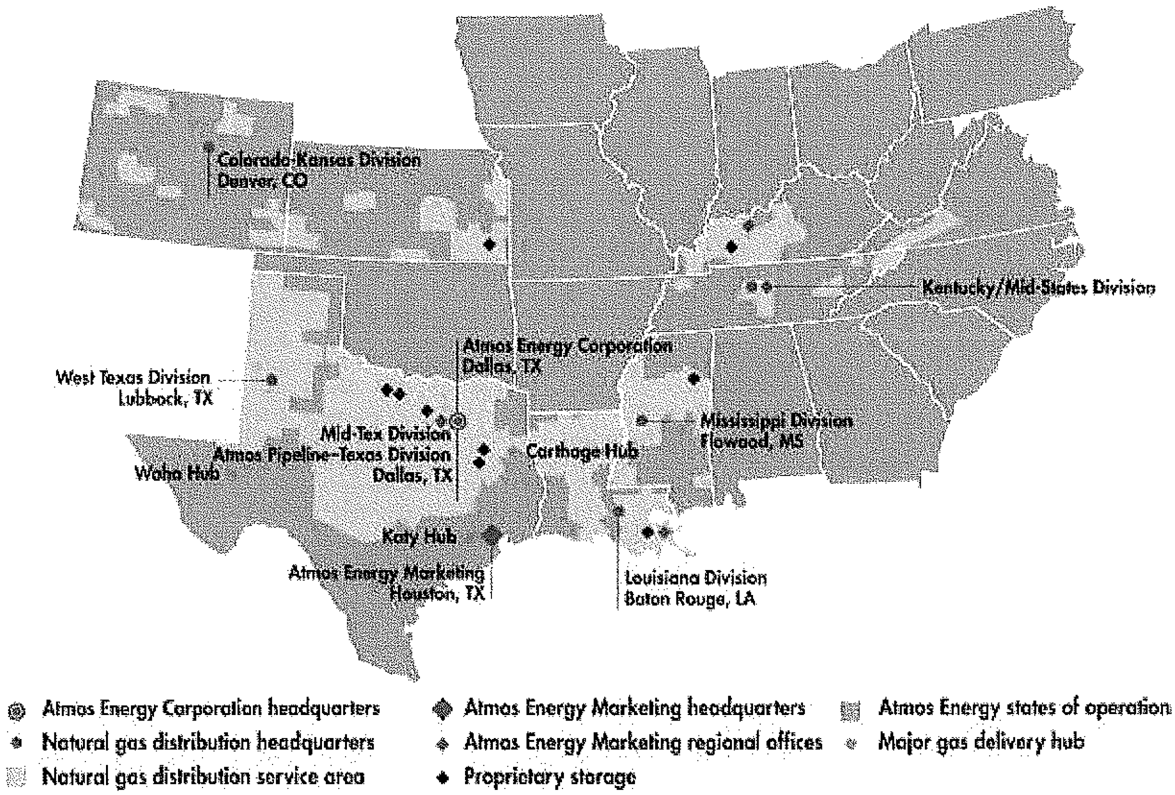

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Prospectus Supplement

Prospectus

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IMPORTANT NOTICE ABOUT INFORMATION IN THIS PROSPECTUS SUPPLEMENT AND THE ACCOMPANYING PROSPECTUS

This document consists of two parts. The first part is this prospectus supplement, which describes the specific terms of this offering of our common stock and also adds to and updates information contained in the accompanying prospectus and the documents incorporated by reference in this prospectus supplement and the accompanying prospectus. The second part is the accompanying prospectus, dated March 28, 2013, which gives more general information, some of which does not apply to this offering. To the extent there is a conflict between the information contained in this prospectus supplement, the information contained in the accompanying prospectus or the information contained in any document incorporated by reference herein or therein, the information contained in the most recent document shall control. This prospectus supplement and the accompanying prospectus are a part of a registration statement that we filed with the Securities and Exchange Commission (the "SEC") using the SEC's shelf registration rules.

You should rely only on the information contained in or incorporated by reference in this prospectus supplement, the accompanying prospectus and any written communication from us or the underwriters specifying the final terms of this offering. We have not, and the underwriters have not, authorized any other person to provide you with information that is different. If anyone provides you with different or inconsistent information, you should not rely on it. See "Incorporation of Certain Documents by Reference" and "Where You Can Find More Information" in the accompanying prospectus.

Neither Atmos Energy Corporation nor the underwriters are making an offer of this common stock in any jurisdiction where the offer is not permitted.

The information contained in or incorporated by reference in this document is accurate only as of the date of this prospectus supplement or the date of such incorporated documents, regardless of the time of delivery of this prospectus supplement or of any sale of common stock. Our business, financial condition, results of operations and prospects may have changed since those respective dates.

The terms "we," "our," "us," and "Atmos Energy" refer to Atmos Energy Corporation and its subsidiaries unless the context suggests otherwise. The term the "Company" refers to Atmos Energy Corporation and not its subsidiaries. The term "you" refers to a prospective investor. The abbreviations "Mcf" and "MMBtu" mean thousand cubic feet and million British thermal units, respectively.

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CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING STATEMENTS

Statements contained or incorporated by reference in this prospectus supplement and the accompanying prospectus that are not statements of historical fact are "forward-looking statements" within the meaning of Section 27A of the Securities Act of 1933, as amended. Forward-looking statements are based on management's beliefs as well as assumptions made by, and information currently available to, management. Because such statements are based on expectations as to future results and are not statements of fact, actual results may differ materially from those stated. Important factors that could cause future results to differ include, but are not limited to:

- our ability to continue to access the credit markets to satisfy our liquidity requirements;
- regulatory trends and decisions, including the impact of rate proceedings before various state regulatory commissions;
- the impact of adverse economic conditions on our customers;
- the effects of inflation and changes in the availability and price of natural gas;
- market risks beyond our control affecting our risk management activities including market liquidity, commodity price volatility, increasing interest rates and counterparty creditworthiness;
- the concentration of our distribution, pipeline and storage operations in Texas;
- increased competition from energy suppliers and alternative forms of energy;
- adverse weather conditions;
- the capital-intensive nature of our gas distribution business;
- increased costs of providing health care benefits, pension and post-retirement health care benefits and increased funding requirements;
- possible increased federal, state and local regulation of the safety of our operations;
- increased federal regulatory oversight and potential penalties;
- the impact of environmental regulations on our business;
- the impact of possible future additional regulatory and financial risks associated with global warming and climate change on our business;
- risks of accidents and additional operating costs associated with distributing, transporting and storing natural gas;
- the threat of cyber-attacks or acts of cyber-terrorism that could disrupt our business operations and information technology systems;
- natural disasters, terrorist activities or other events could adversely affect our operations or financial results: and
- other risks and uncertainties discussed in this prospectus supplement, any accompanying prospectus and our other filings with the SEC.

All of these factors are difficult to predict and many are beyond our control. Accordingly, while we believe these forward-looking statements to be reasonable, there can be no assurance that they will approximate actual experience or that the expectations derived from them will be realized. When used in our documents or oral presentations, the words "anticipate," "believe," "estimate," "expect," "forecast," "goal," "intend," "objective," "plan," "projection," "seek," "strategy" or similar words are intended to identify forward-looking statements. We undertake no obligation to update or revise any of our forward-looking statements, whether as a result of new information, future events or otherwise.

For additional factors you should consider, please see "Risk Factors" on page S-5 of this prospectus supplement, "Item 1A. Risk Factors" and "Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations" in our Annual Report on Form 10-K for the fiscal year ended September 30, 2013, and "Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations" in our Quarterly Report on Form 10-Q for the quarterly period ended December 31, 2013. See also "Incorporation of Certain Documents by Reference" in the accompanying prospectus.

PROSPECTUS SUPPLEMENT SUMMARY

This summary does not contain all of the information that you should consider before investing in our common stock. You should read the following summary in conjunction with the more detailed information contained elsewhere in this prospectus supplement, the accompanying prospectus and the documents incorporated by reference in this prospectus supplement and the accompanying prospectus. Unless the context otherwise indicates, the information included in this prospectus supplement assumes that the underwriters do not exercise their option to purchase additional shares of common stock.

Atmos Energy Corporation

We are engaged primarily in the regulated natural gas distribution and transmission and storage businesses, as well as other nonregulated natural gas businesses. We are one of the country's largest natural-gas-only distributors based on number of customers and one of the largest intrastate pipeline operators in Texas based upon miles of pipe.

Our natural gas distribution business currently distributes natural gas through regulated sales and transportation arrangements to over three million residential, commercial, public authority and industrial customers in eight states.

Our regulated transmission and storage business provides natural gas transportation and storage services to our Mid-Tex Division, our largest natural gas distribution division located in Texas, and to third parties. Additionally, we provide ancillary services customary to the pipeline industry, including parking arrangements, lending and sales of inventory on hand.

Our nonregulated businesses primarily provide natural gas management, marketing, transportation and storage services to municipalities, local gas distribution companies, including certain of our natural gas distribution divisions, and industrial customers primarily in the Midwest and Southeast.

We operate through the following three segments:

- the *natural gas distribution segment*, which includes our regulated natural gas distribution and related sales operations;
- the *regulated transmission and storage segment*, which includes the regulated pipeline and storage operations of our Atmos Pipeline — Texas Division; and
- the *nonregulated segment*, which includes our nonregulated natural gas management, nonregulated natural gas transmission, storage and other services.

Recent Developments

On February 4, 2014, our Board of Directors declared a dividend of $0.37 per share payable on March 10, 2014 to shareholders of record on February 24, 2014.

Our address is 1800 Three Lincoln Centre, 5430 LBJ Freeway, Dallas, Texas 75240, and our telephone number is (972) 934-9227. Our internet website address is *www.atmosenergy.com.* Information on or connected to our internet website is not part of this prospectus supplement or the accompanying prospectus.

Summary Financial Data

The following table presents summary consolidated and segment financial data of Atmos Energy Corporation for the periods and as of the dates indicated. We derived the summary financial data for the fiscal years ended September 30, 2013, 2012, 2011, 2010 and 2009 from our audited consolidated financial statements and the summary financial data for the three months ended December 31, 2013 and 2012 from our unaudited condensed consolidated financial statements. Our unaudited condensed consolidated financial statements have been prepared on the same basis as our audited consolidated financial statements, except as stated in the related notes thereto and, in the opinion of management, include all normal recurring adjustments considered necessary for a fair presentation of our financial condition and result of operations for such periods. Please note that, given the inherent seasonality in our business, the results of operations for the three months ended December 31, 2013 presented below are not necessarily indicative of results for the entire fiscal year.

The information is only a summary and does not provide all of the information contained in our financial statements. Therefore, you should read the information presented below in conjunction with "Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations" and our consolidated financial statements and related notes included in our Annual Report on Form 10-K for the fiscal year ended September 30, 2013, and "Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations" and our unaudited condensed consolidated financial statements and related notes included in our quarterly report on Form 10-Q for the quarterly period ended December 31, 2013, each of which is incorporated by reference in this prospectus supplement and the accompanying prospectus.

	Three Months Ended December 31,		Year Ended September 30,				
	2013	2012	2013	2012	2011	2010	2009
			(In thousands, except per share data)				
Consolidated Financial Data							
Operating revenues	$1,255,148	$1,034,155	$3,886,257	$3,438,483	$4,286,435	$4,661,060	$4,793,248
Gross profit	388,957	362,362	1,412,050	1,323,739	1,300,820	1,314,136	1,297,682
Operating expenses[1]	218,237	207,440	910,171	877,499	874,834	850,303	872,938
Operating income	170,720	154,922	501,879	446,240	425,986	463,833	424,744
Income from continuing operations	87,016	77,348	230,698	192,196	189,588	189,851	175,026
Net income	87,016	80,465	243,194	216,717	207,601	205,839	190,978
Diluted net income per share from continuing operations	$ 0.95	$ 0.85	$ 2.50	$ 2.10	$ 2.07	$ 2.03	$ 1.90
Diluted net income per share	$ 0.95	$ 0.88	$ 2.64	$ 2.37	$ 2.27	$ 2.20	$ 2.07
Cash dividends declared per share	$ 0.37	$ 0.35	$ 1.40	$ 1.38	$ 1.36	$ 1.34	$ 1.32
Cash flows from operating activities	$ 34,300	$ 29,858	$ 613,127	$ 586,917	$ 582,844	$ 726,476	$ 919,233
Capital expenditures	$ 180,567	$ 190,027	$ 845,033	$ 732,858	$ 622,965	$ 542,636	$ 509,494

	Three Months Ended December 31,		Year Ended September 30,				
	2013	2012	2013	2012	2011	2010	2009
Selected Operating Data							
Utility meters in service, end of year	3,042,931	3,137,298	3,011,980	3,116,589	3,213,191	3,186,040	3,178,844
Total natural gas distribution throughput (MMcf) from continuing operations[2]	133,702	112,775	405,519	377,061	405,806	434,425	389,773
Nonregulated delivered gas sales volumes (MMcf)[2]	107,579	99,009	396,561	400,512	446,903	420,203	441,081
Pipeline transportation volumes (MMcf)[2]	189,176	161,484	649,740	640,732	620,904	634,885	706,132

See footnotes on following page.

	As of December 31,		As of September 30,				
	2013	2012	2013	2012	2011	2010	2009
			(In thousands)				
Consolidated Balance Sheet Data							
Total assets	$8,616,091	$7,964,218	$7,934,268	$7,495,675	$7,282,871	$6,763,791	$6,367,083
Debt							
Long-term debt[3][4]	$1,955,750	$1,956,376	$2,455,671	$1,956,305	$2,206,117	$1,809,551	$2,169,400
Short-term debt[3][4]	$1,189,795	$ 831,022	$ 367,984	$ 571,060	$ 208,830	$ 486,231	$ 72,681
Total debt	$3,145,545	$2,787,398	$2,823,655	$2,527,365	$2,414,947	$2,295,782	$2,242,081
Shareholders' equity	$2,661,314	$2,424,005	$2,580,409	$2,359,243	$2,255,421	$2,178,348	$2,176,761

	Three Months Ended December 31,		Year Ended September 30,				
	2013	2012	2013	2012(1)	2011(1)	2010	2009(1)
			(In thousands)				
Segment Operating Income (Loss)							
Natural gas distribution	$122,873	$109,084	$343,093	$304,461	$322,088	$296,851	$266,356
Regulated transmission and storage	39,592	32,022	139,853	128,824	108,275	97,038	93,163
Nonregulated(5)	8,255	13,814	18,927	12,950	(4,383)	69,944	64,881
Eliminations	—	2	6	5	6	—	344
Consolidated	$170,720	$154,922	$501,879	$446,240	$425,986	$463,833	$424,744

(1) Operating expenses for fiscal 2012, 2011 and 2009 include a $5.3 million, $30.3 million and $5.4 million pre-tax loss, respectively, for the impairment of certain assets.
(2) Throughput and sales volumes reflect segment operations, including intercompany sales and transportation amounts.
(3) Long-term debt excludes current maturities. Short-term debt is comprised of current maturities of long-term debt and short-term debt.
(4) We plan to issue new senior notes to replace $500 million of debt that is maturing in October 2014 and currently shown as short-term. We have executed forward starting interest rate swaps to fix the treasury yield component associated with this anticipated issuance at 3.129%.
(5) As a result of the appointment of a new Chief Executive Officer effective October 1, 2010, during the first quarter of fiscal 2011, we revised the information used by the chief operating decision maker to manage Atmos Energy. As a result of this change, effective December 1, 2010, we combined our former natural gas marketing and pipeline, storage and other segments into one nonregulated segment. Financial information for all prior periods has been restated to conform to the new segment presentation.

The Offering

Common stock offered by us	8,000,000 shares
Common stock to be outstanding after this offering	98,958,751 shares(1)
Use of proceeds	We estimate that our net proceeds from this offering, without exercise of the underwriters' option to purchase additional shares of common stock and after deducting the underwriting discount and commissions and estimated offering expenses payable by us, will be approximately $339.3 million. We intend to use the net proceeds from this offering to repay short-term debt under our commercial paper program, to fund infrastructure spending primarily to enhance the safety and reliability of our system and for general corporate purposes. See "Use of Proceeds."
Listing	Our common stock is listed on the New York Stock Exchange under the symbol "ATO."
Risk Factors	Investing in our common stock involves risks. See "Risk Factors" on page S-5 of this prospectus supplement and other information included and incorporated by reference in this prospectus supplement and the accompanying prospectus for a discussion of the factors you should consider carefully before deciding to invest in our common stock.

(1) The number of shares outstanding after the offering is based on the total number of shares of our common stock outstanding on February 7, 2014, excluding 1,453,108 shares reserved for issuance under outstanding options and share unit awards as of such date and assumes that the underwriters do not exercise their option to purchase additional shares of our common stock. If the underwriters exercise their option in full, we will issue and sell an additional 1,200,000 shares.

RISK FACTORS

Investing in our common stock involves risks. Our business is influenced by many factors that are difficult to predict and beyond our control and that involve uncertainties that may materially affect our results of operations, financial condition or cash flows, or the value of our common stock. These risks and uncertainties include those described below, as well as in the risk factors and other sections of the documents that are incorporated by reference in this prospectus supplement and the accompanying prospectus, including "Item 1A. Risk Factors" in our Annual Report on Form 10-K for the fiscal year ended September 30, 2013. You should carefully consider these risks and uncertainties and all of the information contained or incorporated by reference in this prospectus supplement and the accompanying prospectus before you invest in our common stock.

This offering may cause the price of our common stock to fall.

The issuance of new shares of common stock in this offering could have the effect of depressing the market price for shares of our common stock.

There may be future sales or other dilution of our equity, which may materially adversely affect the market price for shares of our common stock.

We are generally not restricted from issuing additional shares of common stock, including any securities that are convertible into or exchangeable for, or that represent the right to receive, shares of common stock or any substantially similar securities. The market price for shares of our common stock could materially decline as a result of sales of shares of common stock or similar securities in the market made after such offering or the perception that such sales could occur.

The price and trading volume of our common stock may fluctuate significantly, and you could lose all or part of your investment.

The market price of our common stock on the New York Stock Exchange constantly changes, and we expect that will continue. In the future, such market price may become highly volatile and subject to wide fluctuations due to our future performance or external factors. In addition, the trading volume of our common stock may fluctuate and cause significant price variations to occur. Volatility in the market price of our common stock may prevent you from being able to sell your shares at or above the price you paid for your shares of common stock. The market price for our common stock could fluctuate significantly for various reasons, including:

- our operating and financial performance and prospects;
- our quarterly or annual earnings or those of other companies in our industry;
- the public's reaction to our press releases, other public announcements and filings with the SEC;
- changes in earnings estimates or recommendations by securities analysts who track our common stock;
- market and industry perception of our success, or lack thereof, in pursuing our strategies;
- strategic actions by us or our competitors, such as acquisitions or joint ventures;
- changes in accounting standards, policies, guidance, interpretations or principles;
- arrival and departure of key personnel;
- changes in our capital structure; and
- changes in general market, economic and political conditions in the U.S. and global economies or financial markets.

In recent years, the stock market has experienced significant price and volume fluctuations. This volatility frequently has occurred without regard to the operating performance of the affected companies. Hence, the price

of our common stock could fluctuate based upon factors that have little or nothing to do with us, and these fluctuations could materially reduce our share price.

All of our debt obligations have priority over shares of our common stock, which would subordinate your rights to payment as a holder of our common stock in the event of a liquidation, dissolution or winding up.

In any liquidation, dissolution or winding up of Atmos Energy, shares of our common stock would rank below all debt claims against Atmos Energy. As a result, holders of shares of our common stock would not be entitled to receive any payment or other distribution of assets upon the liquidation, dissolution or winding up of Atmos Energy until after our obligations to our debt holders have been satisfied.

Although we have paid cash dividends on shares of our common stock in the past, we may not pay cash dividends or increase our dividends on shares of our common stock in the future.

Holders of shares of our common stock are entitled to receive only such dividends as our Board of Directors may declare out of funds legally available for such purpose. We have a history of paying dividends to our shareholders when sufficient cash is available. However, future cash dividends will depend upon our results of operations, financial condition, cash requirements, the need to maintain adequate capital levels or increase our dividends and other factors. Also, the amount of cash dividends that may be paid on our common stock is restricted by provisions contained in certain debt agreements. There can be no assurance that we will continue to pay dividends or increase our dividends even if the necessary financial conditions are met and if sufficient cash is available for distribution.

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USE OF PROCEEDS

We estimate that we will receive net proceeds from this offering of approximately \$339.3 million (\$390.3 million if the underwriters exercise their option to purchase additional shares in full), after deducting the underwriting discount and estimated offering expenses payable by us. We intend to use the net proceeds from this offering primarily to repay short-term debt outstanding under our \$950 million commercial paper program, to fund infrastructure spending primarily to enhance the safety and reliability of our system and for general corporate purposes. We use our commercial paper program to fund ongoing working capital needs, such as our seasonal requirements for gas supply, general corporate liquidity and capital expenditures. At February 11, 2014, we had \$420 million in principal amount of short-term debt outstanding under our commercial paper program, with a weighted average interest rate of 0.30% and a maturity of less than one month.

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CAPITALIZATION

The following table presents our cash and cash equivalents, short-term debt and capitalization as of December 31, 2013, on an actual basis and on as adjusted basis to give effect to the offering as if it had occurred on such date, assuming the underwriters do not exercise their option to purchase additional shares, and our application of all of the net proceeds of the sale to repay short-term debt under our commercial paper program, as described in "Use of Proceeds" above. You should read this table in conjunction with the section "Use of Proceeds" and our condensed consolidated financial statements and related notes included in our quarterly report on Form 10-Q for the quarterly period ended December 31, 2013, which is incorporated by reference in this prospectus supplement.

	As of December 31, 2013	
	Actual	As Adjusted
	(In thousands, except share data)	
Cash and cash equivalents	\$ 194,563	\$ 194,563
Short-term debt		
Current maturities of long-term debt	\$ 500,000	\$ 500,000
Other short-term debt	689,795	350,465
Total short-term debt	\$ 1,189,795	\$ 850,465
Long-term debt, less current portion	\$ 1,955,750	\$ 1,955,750
Shareholders' equity		

Common stock, no par value (stated at $.005 per share); 200,000,000 shares authorized; 90,958,302 shares issued and outstanding, actual; 98,958,302 shares issued and outstanding, as adjusted(1)	$ 455	$ 495
Additional paid-in capital	1,769,516	2,108,806
Retained earnings	828,311	828,311
Accumulated other comprehensive income	63,032	63,032
Shareholders' equity	2,661,314	3,000,644
Total capitalization(2)	$ 4,617,064	$ 4,956,394

(1) The number of shares of common stock issued and outstanding excludes 1,462,068 shares of common stock issuable upon exercise of outstanding options and share unit awards as of December 31, 2013, and assumes that the underwriters do not exercise their option to purchase up to 1,200,000 additional shares of our common stock.
(2) Total capitalization excludes the current portion of long-term debt and other short-term debt.

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MARKET PRICE OF COMMON STOCK AND DIVIDENDS

Our common stock is listed on the New York Stock Exchange under the symbol "ATO." The following table indicates the high and low closing prices of our common stock, as reported by the New York Stock Exchange, and the dividends that we paid per share during the periods indicated.

	High	Low	Cash Dividends Paid
Fiscal 2014			
Quarter ending March 31, 2014 (through February 11, 2014)	$48.01	$44.19	(a)
Quarter ending December 31, 2013	$47.06	$41.08	$ 0.370
Fiscal 2013			
Quarter ending September 30, 2013	$45.19	$39.40	$ 0.350
Quarter ending June 30, 2013	$44.87	$38.59	$ 0.350
Quarter ending March 31, 2013	$42.69	$35.11	$ 0.350
Quarter ending December 31, 2012	$36.86	$33.20	$ 0.350
Fiscal 2012			
Quarter ending September 30, 2012	$36.94	$34.94	$ 0.345
Quarter ending June 30, 2012	$35.07	$30.91	$ 0.345
Quarter ending March 31, 2012	$33.15	$30.60	$ 0.345
Quarter ending December 31, 2011	$35.40	$30.97	$ 0.345

(a) As discussed above in "Recent Developments," our Board declared a dividend of $0.37 per share payable on March 10, 2014 to shareholders of record on February 24, 2014.

The last reported sale price of our common stock on the New York Stock Exchange on February 11, 2014 was $45.47 per share. The quarterly dividends of $0.35 per share paid during the four quarters of fiscal 2013 yielded an annual dividend for fiscal 2013 of $1.40 per share. The indicated annual dividend for fiscal 2014 is $1.48. Dividends on our shares of common stock are payable at the discretion of our board of directors out of legally available funds. Future payments of dividends, and the amounts of these dividends, will depend on our financial condition, results of operations, capital requirements and other factors, including compliance with the restrictions in our debt agreements.

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BUSINESS

Overview

Atmos Energy, headquartered in Dallas, Texas, is engaged primarily in the regulated natural gas distribution and transmission and storage businesses, as well as other nonregulated natural gas businesses. We are one of the country's largest natural gas-only distributors based on number of customers and one of the largest intrastate pipeline operators in Texas based upon miles of pipe. For the fiscal year ended September 30, 2013, our regulated distribution and transmission and storage operations comprised approximately 95 percent of our consolidated net income.

Our natural gas distribution business currently distributes natural gas through regulated sales and transportation arrangements to over three million residential, commercial, public authority and industrial customers through our six regulated natural gas distribution divisions, which cover service areas in eight states. Over the last two fiscal years, we have sold our natural gas distribution operations in four states to streamline our regulated operations. In August 2012, we completed the sale of our natural gas distribution operations in Missouri, Illinois and Iowa, representing approximately 84,000 customers, and in April 2013, we completed the sale of our natural gas distribution operations in Georgia, representing approximately 64,000 customers.

Our regulated transmission and storage business provides natural gas transportation and storage services to our Mid-Tex Division, our largest natural gas distribution division located in Texas, and to third parties. Additionally, we provide ancillary services customary to the pipeline industry, including parking arrangements, lending and sales of inventory on hand.

Our nonregulated business primarily provides natural gas management, marketing, transportation and storage services to municipalities, local gas distribution companies, including certain of our natural gas distribution divisions, and industrial customers principally in the Midwest and Southeast.

Operating Segments

We operate through the following three segments:

- the *natural gas distribution segment*, which includes our regulated natural gas distribution and related sales operations;
- the *regulated transmission and storage segment*, which includes the regulated pipeline and storage operations of our Atmos Pipeline — Texas Division; and
- the *nonregulated segment*, which includes our nonregulated natural gas management, nonregulated natural gas transmission, storage and other services.

Natural Gas Distribution Segment

Our natural gas distribution segment is comprised of our six regulated natural gas distribution divisions. This segment represents approximately 65 percent of our consolidated net income. We operate in our service areas under terms of non-exclusive franchise agreements granted by the various cities and towns that we serve. At September 30, 2013, we held 998 franchises having terms generally ranging from five to 35 years. A significant number of our franchises expire each year, which require renewal prior to the end of their terms. We

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believe that we will be able to renew our franchises as they expire. The following table summarizes key information about these divisions, presented in order of total rate base as of September 30, 2013.

Division	Service Areas	Communities Served	Customer Meters
Mid-Tex	Texas, including the Dallas/Fort Worth Metroplex	550	1,560,409
Kentucky/Mid-States	Kentucky	230	179,708
	Tennessee		123,590
	Virginia		20,358
Louisiana	Louisiana	300	342,187
West Texas	Amarillo, Lubbock, Midland	80	293,802
Mississippi	Mississippi	110	255,730
Colorado-Kansas	Colorado	170	99,654
	Kansas		136,542

Our natural gas distribution business is a seasonal business. Gas sales to residential and commercial customers are greater during the winter months than during the remainder of the year. The volumes of gas sales during the winter months will vary with the temperatures during these months. Historically, this generally has resulted in higher operating revenues and net income during the period from October through March of each fiscal year and lower operating revenues and either lower net income or net losses during the period from April through September of each fiscal year. However, rate design changes implemented during the first quarter of fiscal 2013 in our Mid-Tex and West Texas Divisions should change this trend. The rate design approved in these regulatory proceedings includes an increase to the customer base charge and a decrease in the consumption charge applied to customer usage. The effect of this change in rate design allows our rates to be more closely aligned with the natural gas distribution industry standard rate design. In addition, we anticipate these divisions, which represent approximately 50 percent of the operating income for our natural gas distribution segment, will earn their operating income more ratably over the fiscal year as they are now less dependent on customer consumption.

Revenues in this operating segment are established by regulatory authorities in the states in which we operate. These rates are intended to be sufficient to cover the costs of conducting business and to provide a reasonable return on invested capital. In addition, we transport natural gas for others through our distribution system.

Rates established by regulatory authorities often include cost adjustment mechanisms for costs that (i) are subject to significant price fluctuations compared to our other costs, (ii) represent a large component of our cost of service and (iii) are generally outside our control.

Purchased gas cost adjustment mechanisms represent a common form of cost adjustment mechanism. Purchased gas cost adjustment mechanisms provide natural gas distribution companies a method of recovering purchased gas costs on an ongoing basis without filing a rate case because they provide a dollar-for-dollar offset to increases or decreases in natural gas distribution gas costs. Therefore, although substantially all of our natural gas distribution operating revenues fluctuate with the cost of gas that we purchase, natural gas distribution gross profit (which is defined as operating revenues less purchased gas cost) is generally not affected by fluctuations in the cost of gas.

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Additionally, some jurisdictions have introduced performance-based ratemaking adjustments to provide incentives to natural gas distribution companies to minimize purchased gas costs through improved storage management and use of financial instruments to lock in gas costs. Under the performance-based ratemaking adjustment, purchased gas costs savings are shared between the utility and its customers.

Regulatory authorities have approved weather normalization adjustments (WNA) for approximately 97 percent of residential and commercial margins in our service areas as a part of our rates. WNA minimizes the effect of weather that is above or below normal by allowing us to increase customers' bills to offset the effect of lower gas usage when weather is warmer than normal and decrease customers' bills to offset the effect of higher gas usage when weather is colder than normal.

Regulated Transmission and Storage Segment Overview

Our regulated transmission and storage segment consists of the regulated pipeline and storage operations of our Atmos Pipeline — Texas Division (APT). APT is one of the largest intrastate pipeline operations in Texas with a heavy concentration in the established natural gas-producing areas of central, northern and eastern Texas, extending into or near the major producing areas of the Texas Gulf Coast and the Delaware and Val Verde Basins of West Texas. It transports natural gas to our Mid-Tex Division, transports natural gas for third parties and manages five underground storage reservoirs in Texas. We also provide ancillary services customary in the pipeline industry including parking and lending arrangements and sales of excess gas. This segment represents approximately 30 percent of our consolidated operations.

Gross profit earned from our Mid-Tex Division and through certain other transportation and storage services is subject to traditional ratemaking governed by the RRC. Rates are updated through periodic formal rate proceedings and filings made under Texas' Gas Reliability Infrastructure Program (GRIP). GRIP allows us to include in our rate base annually approved capital costs incurred in the prior calendar year provided that we file a complete rate case at least once every five years. APT's existing regulatory mechanisms allow certain transportation and storage services to be provided under market-based rates with minimal regulation.

Nonregulated Segment Overview

Our nonregulated operations are conducted through Atmos Energy Holdings, Inc. (AEH), a wholly-owned subsidiary of Atmos Energy Corporation, and represent approximately five percent of our consolidated net income.

AEH's primary business is to buy, sell and deliver natural gas at competitive prices to approximately 1,000 customers located primarily in the Midwest and Southeast areas of the United States. AEH accomplishes this objective by aggregating and purchasing gas supply, arranging transportation and storage logistics and effectively managing commodity price risk.

AEH also earns storage and transportation demand fees primarily from our regulated natural gas distribution operations in Louisiana and Kentucky. These demand fees are subject to regulatory oversight and are renewed periodically.

Other Regulation

Each of our natural gas distribution divisions and our regulated transmission and storage division is regulated by various state or local public utility authorities. We are also subject to regulation by the United States Department of Transportation with respect to safety requirements in the operation and maintenance of our transmission and distribution facilities. In addition, our distribution operations are also subject to various state and federal laws regulating environmental matters. From time to time we receive inquiries regarding various environmental matters. We believe that our properties and operations substantially comply with, and are operated

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in substantial conformity with, applicable safety and environmental statutes and regulations. There are no administrative or judicial proceedings arising under environmental quality statutes pending or known to be contemplated by governmental agencies which would have a material adverse effect on us or our operations. Our environmental claims have arisen primarily from former manufactured gas plant sites.

The Federal Energy Regulatory Commission (FERC) allows, pursuant to Section 311 of the Natural Gas Policy Act, gas transportation services through our APT assets "on behalf of" interstate pipelines or local distribution companies served by interstate pipelines, without subjecting these assets to the jurisdiction of the FERC. Additionally, the FERC has regulatory authority over the sale of natural gas in the wholesale gas market and the use and release of interstate pipeline and storage capacity. The FERC also has authority to detect and prevent market manipulation and to enforce compliance with FERC's other rules, policies and orders by companies engaged in the sale, purchase, transportation or storage of natural gas in interstate commerce. We have taken what we believe are the necessary and appropriate steps to comply with these regulations.

Competition

Although our natural gas distribution operations are not currently in significant direct competition with any other distributors of natural gas to residential and commercial customers within our service areas, we do compete with other natural gas suppliers and suppliers of alternative fuels for sales to industrial customers. We compete in all aspects of our business with alternative energy sources, including, in particular, electricity. Electric utilities offer electricity as a rival energy source and compete for the space heating, water heating and cooking markets. Promotional incentives, improved equipment efficiencies and promotional rates all contribute to the acceptability of electrical equipment. The principal means to compete against alternative fuels is lower prices, and natural gas historically has maintained its price advantage in the residential, commercial and industrial markets.

Our regulated transmission and storage operations historically have faced limited competition from other existing intrastate pipelines and gas marketers seeking to provide or arrange transportation, storage and other services for customers. However, in the last few years, several new pipelines have been completed, which has increased the level of competition in this segment of our business.

Within our nonregulated operations, AEM competes with other natural gas marketers to provide natural gas management and other related services primarily to smaller customers requiring higher levels of balancing, scheduling and other related management services. AEM has experienced increased competition in recent years primarily from investment banks and major integrated oil and natural gas companies who offer lower cost, basic services. The increased competition has reduced margins most notably on its high-volume accounts.

Distribution, Transmission and Related Assets

At September 30, 2013, in our natural gas distribution segment, we owned an aggregate of 67,146 miles of underground distribution and transmission mains throughout our gas distribution systems. These mains are located on easements or rights-of-way which generally provide for perpetual use. We maintain our mains through a program of continuous inspection and repair and believe that our system of mains is in good condition. Through our regulated transmission and storage segment we owned 5,628 miles of gas transmission and gathering lines as well as 110 miles of gas transmission and gathering lines through our nonregulated segment.

Storage Assets

At September 30, 2013, we owned underground gas storage facilities in several states to supplement the supply of natural gas in periods of peak demand. The underground gas storage facilities of our natural gas distribution segment had a total usable capacity of 9,893,590 Mcf, with a maximum daily delivery capacity of 198,100 Mcf. The underground gas storage facilities of our regulated transmission and storage segment had a total usable capacity of 46,143,226 Mcf, with a maximum daily delivery capacity of 1,235,000 Mcf. The

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underground gas storage facilities of our nonregulated segment had a total usable capacity of 3,877,483 Mcf, with a maximum daily delivery capacity of 123,500 Mcf.

Additionally, we contract for storage service in underground storage facilities on many of the interstate pipelines serving us to supplement our proprietary storage capacity. The amount of our contracted storage capacity can vary from time to time. At September 30, 2013, our contracted storage provided us with a maximum storage quantity of 26,150,480 MMBtu, with a maximum daily withdrawal quantity of 957,990 MMBtu, for our natural gas distribution segment, and a maximum storage quantity of 9,700,869 MMBtu, with a maximum daily withdrawal quantity of 318,444 MMBtu, for our nonregulated segment.

For more information on our storage assets see "Item 2. Properties" in our Annual Report on Form 10-K for the fiscal year ended September 30, 2013.

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CERTAIN U.S. FEDERAL INCOME TAX CONSIDERATIONS

The following is a summary of certain material U.S. federal income tax considerations of the purchase, ownership and disposition the shares of our common stock. This summary is based upon provisions of the Internal Revenue Code of 1986, as amended (the "Code"), applicable Treasury Regulations promulgated thereunder, administrative rulings and judicial decisions in effect as of the date hereof, any of which may subsequently be changed, possibly retroactively, or interpreted differently by the Internal Revenue Service (the "IRS") so as to result in U.S. federal income tax consequences different from those discussed below. Except where noted, this summary deals only with a share of our common stock held as a capital asset (generally, for investment purposes) by a beneficial owner. This summary does not address all aspects of U.S. federal income taxes and does not deal with all tax consequences that may be relevant to holders in light of their personal circumstances or particular situations, such as:

- tax consequences to holders who may be subject to special tax treatment, including dealers in securities or currencies, financial institutions, regulated investment companies, real estate investment trusts, tax-exempt entities, tax-qualified retirement plans, insurance companies, traders in securities that elect to use a mark-to-market method of accounting for their securities, controlled foreign corporations or passive foreign investment companies;
- tax consequences to persons holding shares of our common stock as a part of a hedging, integrated, conversion or constructive sale transaction or a straddle;
- tax consequences to U.S. holders (as defined below) of shares of common stock whose "functional currency" is not the U.S. dollar;
- tax consequences to corporations that accumulate earnings to avoid U.S. federal income tax;
- tax consequences to investors in pass-through entities;
- tax consequences to certain former citizens or residents of the United States;
- alternative minimum tax consequences, if any;
- any state, local or foreign tax consequences; and
- estate or gift taxes.

If a partnership or entity treated as a partnership for U.S. federal income tax purposes holds shares of our common stock, the tax treatment of a partner in the partnership or an owner of the entity will generally depend upon the status of the partner or other owner and the activities of the partnership or other entity. If you are a partner in a partnership, or owner of an entity treated as a partnership for U.S. federal income tax purposes, holding the shares of our common stock, you should consult your tax advisors.

If you are considering the purchase of our common stock, you should consult your tax advisors concerning the U.S. federal income tax consequences to you in light of your own specific situation, as well as consequences arising under the laws of any other taxing jurisdiction.

In this discussion, we use the term "U.S. holder" to refer to a beneficial owner of shares of our common stock that is, for U.S. federal income tax purposes:

- an individual, citizen or resident of the United States;
- a corporation (or any other entity treated as a corporation for U.S. federal income tax purposes) created or organized in or under the laws of the United States, any state thereof or the District of Columbia;
- an estate the income of which is subject to U.S. federal income taxation regardless of its source; or
- a trust, if it (i) is subject to the primary supervision of a court within the U.S. and one or more U.S. persons have the authority to control all substantial decisions of the trust, or (ii) has a valid election in effect under applicable U.S. Treasury regulations to be treated as a U.S. person.

We use the term "non-U.S. holder" to describe a beneficial owner (other than a partnership or entity treated as a partnership for U.S. federal income tax purposes) of shares of our common stock that is not a U.S. holder.

Consequences to U.S. holders

Distributions

Any distributions paid to a U.S. holder with respect to the shares of common stock will generally be included in a U.S. holder's income as ordinary dividend income to the extent paid from our current or accumulated earnings and profits, as determined under U.S. federal income tax principles. Dividends received by certain non-corporate U.S. holders (including individuals) generally will be taxed at the lower applicable long-term capital gains rates, provided certain holding period requirements are satisfied. Such lower rate will not, however, apply to dividends received to the extent that the U.S. holder elects to treat dividends as "investment income," which may be offset by investment expense. If a U.S. holder is a U.S. corporation, it will be able to claim the deduction allowed to U.S. corporations in respect of dividends received from other U.S. corporations equal to a portion of any dividends received, subject to generally applicable limitations on that deduction. In general, a dividend distribution to a corporate U.S. holder may qualify for the 70% dividends received deduction if the U.S. holder owns less than 20% of the voting power and value of our stock.

Distributions in excess of our current and accumulated earnings and profits will constitute a return of capital that is applied against and reduces, but not below zero, a U.S. holder's adjusted tax basis in shares of our common stock. Distributions in excess of a U.S. holder's adjusted tax basis in shares of our common stock will be treated as gain realized on the sale or other disposition of shares of our common stock. See "Consequences to U.S. holders — Sale or other Taxable Disposition of Common Stock."

U.S. holders should consult their tax advisors regarding the holding period and other requirements that must be satisfied in order to qualify for the dividends-received deduction and the reduced maximum tax rate on dividends (if applicable).

Sale or other Taxable Disposition of Common Stock

Upon the sale or other taxable disposition of shares of our common stock, a U.S. holder generally will recognize capital gain or loss equal to the difference between (i) the amount of cash and the fair market value of any property received upon such taxable disposition and (ii) the U.S. holder's adjusted tax basis in the shares of our common stock. Such capital gain or loss will be long-term capital gain or loss if a U.S. holder's holding period in the common stock is more than one year at the time of the taxable disposition. In the case of certain non-corporate U.S. holders (including individuals), long-term capital gain generally will be subject to tax at a reduced rate of taxation. The deductibility of capital losses is subject to limitations.

Medicare Tax

A U.S. holder that is an individual or estate, or a trust that does not fall into a special class of trusts that is exempt from such tax, will be subject to a 3.8% tax on the lesser of (1) the U.S. holder's "net investment income" for the relevant taxable year and (2) the excess of the U.S. holder's modified adjusted gross income for the taxable year over a certain threshold (which in the case of individuals will be between $125,000 and $250,000 depending on the individual's circumstances). Net investment income generally includes dividends, and net gains from the disposition of common stock, unless such net gains are derived in the ordinary course of the conduct of a trade or business (other than a trade or business that consists of certain passive or trading activities). A U.S. holder that is an individual, estate or trust should consult its tax advisor regarding the applicability of the Medicare tax to its income and gains in respect of its investment in our common stock.

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Backup Withholding and Information Reporting

Information reporting requirements generally will apply to payments of dividends on shares of common stock and to the proceeds of a sale of shares of common stock paid to a U.S. holder unless the U.S. holder is an exempt recipient. A backup withholding tax will apply to those payments if the U.S. holder fails to provide its correct taxpayer identification number, or certification of exempt status, or if the U.S. holder is notified by the IRS that it has failed to report in full payments of interest and dividend income. Any amounts withheld under the backup withholding rules will be allowed as a refund or a credit against a U.S. holder's U.S. federal income tax liability provided the required information is timely furnished to the IRS.

Consequences to non-U.S. holders

Dividends

Subject to the discussions below regarding backup withholding and the Foreign Account Tax Compliance Act, any dividends paid to a non-U.S. holder with respect to the shares of our common stock will be subject to withholding tax at a 30% rate or such lower rate as may be specified by an applicable income tax treaty. However, dividends that are effectively connected with the conduct of a trade or business within the United States and, where a tax treaty applies, are attributable to a U.S. permanent establishment, are not subject to the withholding tax, but instead are subject to U.S. federal income tax on a net income basis at applicable graduated individual or corporate tax rates. Certain certification requirements and disclosure requirements must be complied with in order for effectively connected income to be exempt from withholding tax. Any such effectively connected income received by a foreign corporation may, under certain circumstances, be subject to an additional branch profits tax at a 30% rate, or such lower rate as may be specified by an applicable income tax treaty.

A non-U.S. holder of shares of our common stock that wishes to claim the benefit of an applicable treaty rate is required to satisfy applicable certification and other requirements. If a non-U.S. holder is eligible for a reduced rate of withholding tax pursuant to an income tax treaty, it may obtain a refund of any excess amounts withheld by timely filing an appropriate claim for refund with the IRS.

Sale or other Taxable Disposition of Common Stock

Subject to the discussions below regarding backup withholding and the Foreign Account Tax Compliance Act, gain realized by a non-U.S. holder on the sale or other taxable disposition of shares of our common stock generally will not be subject to U.S. federal income tax unless one of these requirements is satisfied:

- That gain is effectively connected with a non-U.S. holder's conduct of a trade or business in the United States (and, if required by an applicable income treaty, is attributable to a U.S. permanent establishment). If such a non-U.S. holder is an individual, he or she will be subject to tax on the net gain derived from the sale or other taxable disposition under regular graduated U.S. federal income tax rates. If such non-U.S. holder is a foreign corporation, it will be subject to tax on its net gain generally in the same manner as if it were a U.S. person as defined under the Code and, in addition, it may be subject to the branch profits tax equal to 30% of its effectively connected earnings and profits for that taxable year, or at such lower rate as may be specified by an applicable income tax treaty.
- The non-U.S. holder is an individual who is present in the United States for 183 days or more in the taxable year of that disposition and certain other conditions are met. If such non-U.S. holder is an individual, he or she will be subject to a flat 30% tax on the gain derived from the sale or other taxable disposition, which may be offset by U.S. source capital losses, even though such holder is not considered a resident of the United States.
- We are or have been a "U.S. real property holding corporation" ("USRPHC") during the applicable statutory period and either (a) our common stock is not regularly traded on an established securities market, or (b) our common stock is regularly traded on an established securities market, and the non-U.S. holder owns actually or constructively (through certain family members, related entities and

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options), common stock with a fair market value on the relevant date of determination that is greater than 5% of the total fair market value of our common stock on such date. Even though we have significant U.S. real estate holdings, the Company believes that it currently does not qualify as a USRPHC for U.S. federal income tax purposes. Any tax withheld would be credited against the U.S. federal income tax owed by the non-U.S. holder for the year in which the sale or exchange occurs.

Information reporting and backup withholding

Generally, we must report annually to the IRS and to non-U.S. holders the amount of dividends paid to non-U.S. holders and the amount of tax, if any, withheld with respect to those payments. Copies of the information returns reporting such dividends and withholding may also be made available to the tax authorities in the country in which a non-U.S. holder resides under the provisions of an applicable income tax treaty or applicable tax information exchange agreement.

In general, you will not be subject to backup withholding with respect to payments of dividends that we make to you provided that we do not have actual knowledge or reason to know that you are a U.S. person, as defined under the Code, you provide your name and address on an IRS Form W-8BEN (or other applicable form), and you certify, under penalties of perjury, that you are not a U.S. person, or you otherwise establish an exemption.

In addition, a non-U.S. holder will be subject to information reporting and, depending on the circumstances, backup withholding with respect to payments of the proceeds of the sale of a share of our common stock within the United States or conducted through certain U.S.-related financial intermediaries, unless the statement described above has been received, and the payor does not have actual knowledge or reason to know that a holder is a U.S. person, as defined under the Code, that is not an exempt recipient, or the non-U.S. holder otherwise establishes an exemption.

Any amounts withheld under the backup withholding rules will be allowed as a refund or a credit against a non-U.S. holder's U.S. federal income tax liability provided the required information is timely furnished to the IRS.

Foreign Account Tax Compliance Account

Under the Foreign Account Tax Compliance Act ("FATCA"), withholding taxes may apply to certain types of payments made to "foreign financial institutions" (as specially defined in the Code) and certain other non-United States entities. Specifically, a 30% withholding tax may be imposed on dividend payments on, and gross proceeds from the sale or other disposition of, our common stock paid to a foreign financial institution or to a non-financial foreign entity, unless (1) the foreign financial institution undertakes certain diligence and reporting, (2) the non-financial foreign entity either certifies it does not have any substantial United States owners or furnishes identifying information regarding each substantial United States owner, or (3) the foreign financial institution or non-financial foreign entity otherwise qualifies for an exemption from these rules. If the payee is a foreign financial institution and is subject to the diligence and reporting requirements in clause (1) above, it must enter into an agreement with the United States Treasury requiring, among other things, that it undertake to identify accounts held by certain United States persons or United States-owned foreign entities, annually report certain information about such accounts, and withhold 30% on payments to non-compliant foreign financial institutions and certain other account holders.

The obligation to withhold under FACTA is currently expected to apply to dividend payments made on or after July 1, 2014 and the gross proceeds from the sale or other disposition of stock received on or after January 1, 2017. Prospective investors are encouraged to consult with their own tax advisors regarding the possible implications of FATCA on their investment in our common stock.

The preceding discussion of certain U.S. federal income tax consequences is for general information only and is not tax advice. Accordingly, each investor should consult its own tax advisor as to particular tax consequences to it of purchasing, holding and disposing of our common stock, including the applicability and effect of any state, local or foreign tax laws, and of any pending or subsequent changes in applicable laws.

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UNDERWRITING

We are offering the shares described in this prospectus supplement through a number of underwriters. J.P. Morgan Securities LLC and

Goldman Sachs & Co. are the representatives of the underwriters. Subject to the terms and conditions of the underwriting agreement, the underwriters named below, through their representatives, have severally agreed to purchase from us the following respective numbers of shares of our common stock:

Underwriter	Number of Shares
J.P. Morgan Securities LLC	2,240,000
Goldman, Sachs & Co.	2,240,000
Morgan Stanley & Co. LLC	1,600,000
Merrill Lynch, Pierce, Fenner & Smith Incorporated	600,000
Wells Fargo Securities, LLC	600,000
BB&T Capital Markets, a division of BB&T Securities, LLC	360,000
Credit Agricole Securities (USA) Inc.	360,000
Total	8,000,000

The underwriters have agreed to purchase all of the shares of our common stock sold pursuant to the underwriting agreement if any of these shares are purchased with the exception of the shares subject to the underwriters' option to purchase additional shares described below. The underwriters reserve the right to withdraw, cancel or modify offers to the public and to reject orders in whole or in part. The underwriters are offering the shares of our common stock, subject to prior sale, when, as and if issued to and accepted by them, subject to approval of legal matters by their counsel, and other conditions contained in the underwriting agreement, such as the receipt by the underwriters of officer's certificates and legal opinions. The underwriting agreement also provides that if an underwriter defaults, the purchase commitments of the non-defaulting underwriters may also be increased or the offering may be terminated.

We have agreed to indemnify the several underwriters against, or contribute to payments that the underwriters may be required to make in respect of, certain liabilities, including liabilities under the Securities Act of 1933.

In connection with this offering, the underwriters may engage in stabilizing transactions, which involves making bids for, purchasing and selling shares of common stock in the open market for the purpose of preventing or retarding a decline in the market price of the common stock while this offering is in progress. These stabilizing transactions may include making short sales of the common stock, which involves the sale by the underwriters of a greater number of shares of common stock than they are required to purchase in this offering, and purchasing shares of common stock on the open market to cover positions created by short sales. Short sales may be "covered" shorts, which are short positions in an amount not greater than the underwriters' option to purchase additional shares referred to above, or may be "naked" shorts, which are short positions in excess of that amount. The underwriters may close out any covered short position either by exercising their option to purchase additional shares, in whole or in part, or by purchasing shares in the open market. In making this determination, the underwriters will consider, among other things, the price of shares available for purchase in the open market compared to the price at which the underwriters may purchase shares through the option to purchase additional shares. A naked short position is more likely to be created if the underwriters are concerned that there may be downward pressure on the price of the common stock in the open market that could adversely affect investors who purchase in this offering. To the extent that the underwriters create a naked short position, they will purchase shares in the open market to cover the position.

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The underwriters have advised us that, pursuant to Regulation M of the Securities Act of 1933, they may also engage in other activities that stabilize, maintain or otherwise affect the price of the common stock, including the imposition of penalty bids. This means that if the representatives of the underwriters purchase common stock in the open market in stabilizing transactions or to cover short sales, the representatives can require the underwriters that sold those shares as part of this offering to repay the underwriting discount received by them.

These activities may have the effect of raising or maintaining the market price of the common stock or preventing or retarding a decline in the market price of the common stock, and, as a result, the price of the common stock may be higher than the price that otherwise might exist in the open market. If the underwriters commence these activities, they may discontinue them at any time. The underwriters may carry out these transactions on the New York Stock Exchange, in the over the counter market or otherwise.

A prospectus in electronic format may be made available on the web sites maintained by one or more underwriters, or selling group members, if any, participating in the offering. The underwriters may agree to allocate a number of shares to underwriters and selling group members for sale to their online brokerage account holders. Internet distributions will be allocated by the representatives to underwriters and selling group members that may make Internet distributions on the same basis as other allocations.

Underwriting Discounts and Commissions

The following table shows the per share and total underwriting discounts and commissions we will pay to the underwriters. Such amounts are shown assuming both no exercise and full exercise of the underwriters' option to purchase additional shares.

	Without exercise of option to purchase additional shares	With exercise of option to purchase additional shares
Per share	$ 1.54	$ 1.54
Total	$ 12,320,000	$ 14,168,000

We estimate that the total expenses of this offering payable by us, excluding underwriting discounts and commissions, will be approximately $350,000.

The underwriters propose to offer the shares of common stock directly to the public at the public offering price set forth on the cover page of this prospectus supplement and to certain dealers at that price less a concession not in excess of $0.924 per share. After the public offering of the shares, the offering price and other selling terms may be changed by the underwriters. Sales of the shares made outside the United States may be made by affiliates of the underwriters.

We have granted the underwriters an option to purchase up to an aggregate of 1,200,000 additional shares of our common stock at the public offering price, less the underwriting discounts and commissions shown on the cover of this prospectus supplement and less an amount per share equal to any dividends declared by us and payable on the common stock sold on the date hereof but not payable on the common stock purchased pursuant to the underwriters' over-allotment option by virtue of the date the over-allotment option is exercised. The underwriters may exercise this option, in whole or in part, from time to time, until 30 days from the date of this prospectus supplement. Whenever the underwriters exercise this option, each underwriter will be obligated, subject to the conditions contained in the underwriting agreement, to purchase a number of additional shares of our common stock approximately proportionate to the number of shares initially purchased by that underwriter as reflected in the above table.

The underwriters and their respective affiliates are full service financial institutions engaged in various activities, which may include securities trading, commercial and investment banking, financial advisory,

investment management, investment research, principal investment, hedging, financing and brokerage activities. In the ordinary course of business, certain of the underwriters or their affiliates have provided and may in the future provide commercial, financial advisory or investment banking services for us and our subsidiaries for which they have received or will receive customary compensation. Certain of the underwriters are lenders under our revolving credit facilities and dealers under our commercial paper program. In the ordinary course of their various business activities, the underwriters and their respective affiliates have made or held, and may in the future make or hold, a broad array of investments including serving as counterparties to certain derivative and hedging arrangements, and may have actively traded, and, in the future may actively trade, debt and equity securities (or related derivative securities), and financial instruments (including bank loans) for their own account and for the accounts of their customers and may have in the past and at any time in the future hold long and short positions in such securities and instruments. Such investment and securities activities may have involved, and in the future may involve, securities and instruments of the issuer. The underwriters and their respective affiliates may also make investment recommendations and/or publish or express independent research views in respect of such securities or instruments and may at any time hold, or recommend to clients that they acquire, long and/or short positions in such securities and instruments.

No Sale of Similar Securities

We and all of our directors and executive officers have agreed, subject to certain exceptions, for a period of 90 days from the date of this prospectus supplement, to not, without the prior written consent of the representatives, (1) offer, pledge, sell, contract to sell, sell any option or contract to purchase, purchase any option or contract to sell, grant any option, right or warrant to purchase, or otherwise transfer or dispose of, directly or indirectly, or cause to be filed with the Securities and Exchange Commission a registration statement under the Securities Act relating to, any shares of common stock or any securities convertible into or exercisable or exchangeable for common stock, or publicly disclose the intention to make any offer, sale, pledge or disposition, (2) enter into any swap or other agreement that transfers, in whole or in part, any of the economic consequences of ownership of the common stock or such other securities, whether any such transaction described in clause (1) or (2) above is to be settled by delivery of common stock or such other securities, in cash or otherwise. The foregoing restrictions do not apply, in our case, to the issuance of the common stock in this offering; any common stock issuable upon the exercise of options, or upon the vesting of restricted stock units, granted under our equity incentive plans (as existing on the date hereof); restricted stock unit awards under our equity incentive plans; and common stock issued pursuant to our Direct Stock Purchase Plan and our Outside Directors Stock-For-Fee Plan. The foregoing restrictions also do not apply, with respect to our directors and executive officers, to transactions for the purpose of covering tax liabilities related to vesting of restricted stock unit awards during the 90-day period and to transfers of shares as gifts, by will or the laws of intestacy, or pursuant to domestic relations or court orders.

Selling Restrictions

Other than in the United States, no action has been taken by us or the underwriters that would permit a public offering of the shares offered by this prospectus in any jurisdiction where action for that purpose is required. The shares offered by this prospectus may not be offered or sold, directly or indirectly, nor may this prospectus or any other offering material or advertisements in connection with the offer and sale of any such shares be distributed or published in any jurisdiction, except under circumstances that will result in compliance with the applicable rules and regulations of that jurisdiction. Persons into whose possession this prospectus comes are advised to inform themselves about and to observe any restrictions relating to the offering and the distribution of this prospectus. This prospectus does not constitute an offer to sell or a solicitation of an offer to buy any shares offered by this prospectus in any jurisdiction in which such an offer or a solicitation is unlawful.

European Economic Area

In relation to each Member State of the European Economic Area which has implemented the Prospectus Directive, as defined below (each, a "Relevant Member State"), each underwriter has represented and agreed

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that, with effect from and including the date on which the Prospectus Directive is implemented in that Relevant Member State (the "Relevant Implementation Date") it has not made and will not make an offer of shares which are the subject of the offering contemplated by this prospectus supplement to the public in that Relevant Member State except that it may, with effect from and including the Relevant Implementation Date, make an offer of such shares to the public in that Relevant Member State:

(a) at any time to any legal entity which is a qualified investor as defined in the Prospectus Directive;

(b) at any time to fewer than 100 or, if the Relevant Member State has implemented the relevant provision of the 2010 PD Amending Directive, as defined below, 150 legal persons (other than qualified investors as defined in the Prospectus Directive) subject to obtaining the prior consent of the representatives of the underwriters; or

(c) at any time in any other circumstances falling within Article 3(2) of the Prospectus Directive,

provided that no such offer of shares referred to in (a) to (c) above shall require the publication by the Company or any underwriter of a prospectus pursuant to Article 3 of the Prospectus Directive, or supplement to a prospectus pursuant to Article 16 of the Prospectus Directive.

For the purposes of this provision, the expression an "offer to the public" in relation to any shares in any Relevant Member State means the communication in any form and by any means of sufficient information on the terms of the offer and the shares to be offered so as to enable an investor to decide to purchase or subscribe to the shares, as the same may be varied in that Relevant Member State by any measure implementing the Prospectus Directive in that Relevant Member State, the expression "Prospectus Directive" means Directive 2003/71/EC (and the amendments thereto, including the 2010 PD Amending Directive, to the extent implemented in the Relevant Member State), and includes any relevant implementing measure in the Relevant Member State and the expression "2010 PD Amending Directive" means Directive 2010/73/EU.

Notice to Prospective Investors in the United Kingdom

This document is for distribution only to persons who (i) have professional experience in matters relating to investments falling within Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (as amended, the "Financial Promotion Order"), (ii) are persons falling within Article 49(2)(a) to (d) ("high net worth companies, unincorporated associations etc.") of the Financial Promotion Order, (iii) are outside the United Kingdom, or (iv) are persons to whom an invitation or inducement to engage in investment activity (within the meaning of section 21 of the Financial Services and Markets Act 2000 (the "FSMA")) in connection with the issue or sale of any securities may otherwise lawfully be communicated or caused to be communicated (all such persons together being referred to as "relevant persons"). This document is directed only at relevant persons and must not be acted on or relied on by persons who are not relevant persons. Any investment or investment activity to which this document relates is available only to relevant persons and will be engaged in only with relevant persons.

Each underwriter has warranted and agreed that:

(a) it has only communicated or caused to be communicated and will only communicate or cause to be communicated an invitation or inducement to engage in investment activity (within the meaning of Section 21 of the FSMA) received by it in connection with the issue or sale of the shares in circumstances in which Section 21(1) of the FSMA does not apply to the Issuer; and

(b) it has complied and will comply with all applicable provisions of the FSMA with respect to anything done by it in relation to the shares in, from or otherwise involving the United Kingdom.

Hong Kong

The shares may not be offered or sold by means of any document other than (i) in circumstances which do not constitute an offer to the public within the meaning of the Companies Ordinance (Cap.32, Laws of Hong Kong), or

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(ii) to "professional investors" within the meaning of the Securities and Futures Ordinance (Cap.571, Laws of Hong Kong) and any rules made thereunder, or (iii) in other circumstances which do not result in the document being a "prospectus" within the meaning of the Companies Ordinance (Cap.32, Laws of Hong Kong), and no advertisement, invitation or document relating to the shares may be issued or may be in the possession of any person for the purpose of issue (in each case whether in Hong Kong or elsewhere), which is directed at, or the contents of which are likely to be accessed or read by, the public in Hong Kong (except if permitted to do so under the laws of Hong Kong) other than with respect to shares which are or are intended to be disposed of only to persons outside Hong Kong or only to "professional investors" within the meaning of the Securities and Futures Ordinance (Cap. 571, Laws of Hong Kong) and any rules made thereunder.

Singapore

This prospectus has not been registered as a prospectus with the Monetary Authority of Singapore. Accordingly, this prospectus and any other document or material in connection with the offer or sale, or invitation for subscription or purchase, of the shares may not be circulated or distributed, nor may the shares be offered or sold, or be made the subject of an invitation for subscription or purchase, whether directly or indirectly, to persons in Singapore other than (i) to an institutional investor under Section 274 of the Securities and Futures Act, Chapter 289 of Singapore (the "SFA"), (ii) to a relevant person, or any person pursuant to Section 275(1A), and in accordance with the conditions, specified in Section 275 of the SFA or (iii) otherwise pursuant to, and in accordance with the conditions of, any other applicable provision of the SFA.

Where the shares are subscribed or purchased under Section 275 by a relevant person which is: (a) a corporation (which is not an accredited investor) the sole business of which is to hold investments and the entire share capital of which is owned by one or more individuals, each of whom is an accredited investor; or (b) a trust (where the trustee is not an accredited investor) whose sole purpose is to hold investments and each beneficiary is an accredited investor, shares, debentures and units of shares and debentures of that corporation or the beneficiaries' rights and interest in that trust shall not be transferable for 6 months after that corporation or that trust has acquired the shares under Section 275 except: (1) to an institutional investor under Section 274 of the SFA or to a relevant person, or any person pursuant to Section 275(1A), and in accordance with the conditions, specified in Section 275 of the SFA; (2) where no consideration is given for the transfer; or (3) by operation of law.

Japan

The shares have not been and will not be registered under the Financial Instruments and Exchange Law of Japan (the Financial Instruments and Exchange Law) and each underwriter has agreed that it will not offer or sell any shares, directly or indirectly, in Japan or to, or for the benefit of, any resident of Japan (which term as used herein means any person resident in Japan, including any corporation or other entity organized under the laws of Japan), or to others for re-offering or resale, directly or indirectly, in Japan or to a resident of Japan, except pursuant to an exemption from the registration requirements of, and otherwise in compliance with, the Financial Instruments and Exchange Law and any other applicable laws, regulations and ministerial guidelines of Japan.

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LEGAL MATTERS

Gibson, Dunn & Crutcher LLP and Hunton & Williams LLP will opine for us as to the validity of the offered shares. The Underwriters are represented by Shearman & Sterling LLP, New York, New York.

EXPERTS

The consolidated financial statements of Atmos Energy appearing in Atmos Energy's Annual Report (Form 10-K) for the year ended September 30, 2013 (including the schedule appearing therein) and the effectiveness of Atmos Energy's internal control over financial reporting as of September 30, 2013 have been audited by Ernst & Young LLP, independent registered public accounting firm, as set forth in their report thereon, included therein, and incorporated herein by reference. Such consolidated financial statements are incorporated herein by reference in reliance upon such reports given on the authority of such firm as experts in accounting and auditing.

With respect to the unaudited condensed consolidated interim financial information of Atmos Energy for the three-month periods ended December 31, 2013 and 2012, incorporated by reference in this prospectus, Ernst & Young LLP reported that they have applied limited procedures in accordance with professional standards for a review of such information. However, their separate report dated February 4, 2014, included in Atmos Energy's quarterly report on Form 10-Q for the quarterly period ended December 31, 2013, and incorporated herein by reference, states that they did not audit and they do not express an opinion on that interim financial information. Accordingly, the degree of reliance on their report on such information should be restricted in light of the limited nature of the review procedures applied. Ernst & Young LLP is not subject to the liability provisions of Section 11 of the Securities Act of 1933 (the "Act") for their report on the unaudited interim financial information because that report is not a "report" or a "part" of the Registration Statement prepared or certified by Ernst & Young LLP within the meaning of Sections 7 and 11 of the Act.

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PROSPECTUS

ATMOS energy

Atmos Energy Corporation

By this prospectus, we offer up to

$1,750,000,000

of debt securities and common stock.

We will provide specific terms of these securities in supplements to this prospectus. This prospectus may not be used to sell securities unless accompanied by a prospectus supplement. You should read this prospectus and the applicable prospectus supplement carefully before you invest.

Investing in these securities involves risks. See "Risk Factors" on page 1 of this prospectus, in the applicable prospectus supplement and in the documents incorporated by reference.

Our common stock is listed on the New York Stock Exchange under the symbol "ATO."

Our address is 1800 Three Lincoln Centre, 5430 LBJ Freeway, Dallas, Texas 75240, and our telephone number is (972) 934-9227.

The Securities and Exchange Commission and state securities regulators have not approved or disapproved of these securities or determined if this prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

This prospectus is dated March 28, 2013.

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We have not authorized any other person to provide you with any information or to make any representation that is different from, or in addition to, the information and representations contained in this prospectus or in any of the documents that are incorporated by reference in this prospectus. If anyone provides you with different or inconsistent information, you should not rely on it. You should assume that the information appearing in this prospectus, as well as the information contained in any document incorporated by reference, is accurate as of the date of each such document only, unless the information specifically indicates that another date applies.

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The distribution of this prospectus may be restricted by law in certain jurisdictions. You should inform yourself about and observe any of these restrictions. This prospectus does not constitute, and may not be used in connection with, an offer or solicitation by anyone in any jurisdiction in which the offer or solicitation is not authorized, or in which the person making the offer or solicitation is not qualified to do so, or to any person to whom it is unlawful to make the offer or solicitation.

The terms "we," "our," "us," and "Atmos Energy" refer to Atmos Energy Corporation and its subsidiaries unless the context suggests otherwise. The term "you" refers to a prospective investor.

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CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING STATEMENTS

Statements contained or incorporated by reference in this prospectus that are not statements of historical fact are "forward-looking statements" within the meaning of Section 27A of the Securities Act of 1933, as amended (the "Securities Act"). Forward-looking statements are based on management's beliefs as well as assumptions made by, and information currently available to, management. Because such statements are based on expectations as to future results and are not statements of fact, actual results may differ materially from those stated. Important factors that could cause future results to differ include, but are not limited to:

- our ability to continue to access the credit markets to satisfy our liquidity requirements;
- the impact of adverse economic conditions on our customers;
- increased costs of providing pension and postretirement health care benefits and increased funding requirements, along with increased costs of health care benefits;

- market risks beyond our control affecting our risk management activities, including market liquidity, commodity price volatility, increasing interest rates and counterparty creditworthiness;
- regulatory trends and decisions, including the impact of rate proceedings before various state regulatory commissions;
- possible increased federal, state and local regulation of the safety of our operations;
- possible increased federal regulatory oversight and potential penalties;
- the impact of environmental regulations on our business;
- the impact of possible future additional regulatory and financial risks associated with global warming and climate change on our business;
- the concentration of our distribution, pipeline and storage operations in Texas;
- adverse weather conditions;
- the effects of inflation and changes in the availability and prices of natural gas;
- the capital-intensive nature of our natural gas distribution business;
- increased competition from energy suppliers and alternative forms of energy;
- the threat of cyber-attacks or acts of cyber-terrorism that could disrupt our business operations and information technology systems;
- the inherent hazards and risks involved in operating our natural gas distribution business or with natural disasters, terrorist activities or other events; and
- other risks and uncertainties discussed in this prospectus, any accompanying prospectus supplement and our other filings with the Securities and Exchange Commission (the "SEC").

All of these factors are difficult to predict and many are beyond our control. Accordingly, while we believe our forward-looking statements to be reasonable, there can be no assurance that they will approximate actual experience or that the expectations derived from them will be realized. When used in our documents or oral presentations, the words "anticipate," "believe," "estimate," "expect," "forecast," "goal," "intend," "objective," "plan," "projection," "seek," "strategy" or similar words are intended to identify forward-looking statements. We undertake no obligation to update or revise our forward-looking statements, whether as a result of new information, future events or otherwise.

For additional factors you should consider generally and when evaluating these forward-looking statements, please see "Risk Factors" on page 1 of this prospectus and "Item 1A. Risk Factors" and "Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations" in our Annual Report on Form 10-K for the fiscal year ended September 30, 2012 and "Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations" in our quarterly report on Form 10-Q for the three-month period ended December 31, 2012. See "Incorporation of Certain Documents by Reference," as well as the applicable prospectus supplement.

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RISK FACTORS

Investing in our debt securities or our common stock involves risks. Our business is influenced by many factors that are difficult to predict and beyond our control and that involve uncertainties that may materially affect our results of operations, financial condition or cash flows, or the value of these securities. These risks and uncertainties include those described in the risk factors and other sections of the documents that are incorporated by reference in this prospectus. Subsequent prospectus supplements may contain a discussion of additional risks applicable to an investment in us and the particular type of securities we are offering under the prospectus supplements. You should carefully consider all of the information contained in or incorporated by reference in this prospectus or in the applicable prospectus supplement before you invest in our debt securities or common stock.

ATMOS ENERGY CORPORATION

We are engaged primarily in the regulated natural gas distribution and transmission and storage businesses, as well as other nonregulated natural gas businesses. We are one of the country's largest natural gas-only distributors based on number of customers. We currently distribute natural gas through sales and transportation arrangements to over three million residential, commercial, public authority and industrial customers in nine states. We also operate one of the largest intrastate pipelines in Texas based upon miles of pipe.

Through our regulated transmission and storage business, we provide natural gas transportation and storage services to our Mid-Tex Division, our largest natural gas distribution division located in Texas, and to third parties. Additionally, we provide ancillary services customary to the pipeline industry, including parking arrangements, lending and sales of inventory on hand.

Through our nonregulated businesses, we primarily provide natural gas management and marketing services to municipalities, other local gas distribution companies and industrial customers primarily in the Midwest and Southeast. We also provide storage services to some of our natural gas distribution divisions and to third parties.

We operate through the following three segments:

- the natural gas distribution segment, which includes our regulated natural gas distribution and related sales operations;
- the regulated transmission and storage segment, which includes the regulated pipeline and storage operations of our Atmos Pipeline — Texas Division; and
- the nonregulated segment, which includes our nonregulated natural gas management, nonregulated natural gas transmission, storage and other services.

SECURITIES WE MAY OFFER

Types of Securities

The types of securities that we may offer and sell from time to time by this prospectus are:

- debt securities, which we may issue in one or more series and which may include provisions regarding conversion of the debt securities into our common stock; and
- common stock.

The aggregate initial offering price of all securities sold will not exceed $1,750,000,000. We will determine when we sell securities, the amounts of securities we will sell and the prices and other terms on which we will sell them. We may sell securities to or through underwriters, through agents or dealers or directly to purchasers. The offer and sale of securities by this prospectus is subject to receipt of satisfactory regulatory approvals in four states, all of which have been received and are currently in effect.

Prospectus Supplements

This prospectus provides you with a general description of the debt securities and common stock we may offer. Each time we offer securities, we will provide a prospectus supplement that will contain specific information about the terms of the offering. The prospectus supplement may also add to or change information contained in this prospectus. In that case, the prospectus supplement should be read as superseding this prospectus.

In each prospectus supplement, which will be attached to the front of this prospectus, we will include, among other things, the following information:

- the type and amount of securities which we propose to sell;
- the initial public offering price of the securities;
- the names of the underwriters, agents or dealers, if any, through or to which we will sell the securities;
- the compensation, if any, of those underwriters, agents or dealers;
- if applicable, information about the securities exchanges or automated quotation systems on which the securities will be listed or traded;
- material United States federal income tax considerations applicable to the securities, where necessary; and

- any other material information about the offering and sale of the securities.

For more details on the terms of the securities, you should read the exhibits filed with our registration statement, of which this prospectus is a part. You should also read both this prospectus and the applicable prospectus supplement, together with additional information described under the heading "Where You Can Find More Information."

USE OF PROCEEDS

Except as may otherwise be stated in the applicable prospectus supplement, we intend to use the net proceeds from the sale of the securities that we may offer and sell from time to time by this prospectus for general corporate purposes, including for working capital, repaying indebtedness and funding capital projects and other growth.

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RETROACTIVE PRESENTATION FOR CHANGE IN ACCOUNTING PRINCIPLE

The following is presented to reflect the retrospective application of a new accounting pronouncement with respect to the financial information contained in our Annual Report on Form 10-K for the year ended September 30, 2012. Effective October 1, 2012, we adopted Accounting Standards Update No. 2011-05, "Presentation of Comprehensive Income," as amended by Accounting Standards Update No. 2011-12, "Deferral of the Effective Date for Amendments to the Presentation of Reclassifications of Items Out of Accumulated Other Comprehensive Income." These updates require that all nonowner changes in shareholders' equity be presented either in a single continuous statement of comprehensive income or in two separate but consecutive statements and eliminate the option to present components of other comprehensive income as part of the statement of shareholders' equity. These updates do not, however, change the items that must be reported in other comprehensive income or the determination of net income. The new guidance is to be applied retrospectively. The adoption only impacted the presentation of our consolidated financial statements.

The following selected financial information revises historical information to illustrate the new presentation required by this pronouncement for the periods presented. This data should be read in conjunction with our audited consolidated financial statements and the accompanying notes for the year ended September 30, 2012 as included in our Annual Report on Form 10-K, which is incorporated by reference in the prospectus.

Consolidated Statements of Comprehensive Income

	Year ended September 30,		
	2012	2011	2010
		(In thousands)	
Net income	$216,717	$207,601	$205,839
Other comprehensive income (loss), net of tax:			
Unrealized holding gains (losses) on available-for-sale securities, net of tax of $1,881, $(953) and $1,025	3,103	(1,647)	1,745
Amortization and unrealized gain (loss) on interest rate agreements, net of tax of $(5,388), $(16,850) and $1,193	(10,116)	(28,689)	2,030
Net unrealized gains (losses) on commodity cash flow hedges, net of tax of $5,029, $3,355 and $(4,452)	7,866	5,248	(6,963)
Total other comprehensive income (loss)	853	(25,088)	(3,188)
Total comprehensive income	$217,570	$182,513	$202,651

RATIO OF EARNINGS TO FIXED CHARGES

The following table sets forth our ratio of earnings to fixed charges for the periods indicated:

	Three Months Ended December 31,	Year Ended September 30,

	2012	2011	2012	20[illegible]	[illegible]	2009	2008
Ratio of earnings to fixed charges	4.65	3.54	2.84	2.78	2.78	2.55	2.76

For purposes of computing the ratio of earnings to fixed charges, earnings consists of the sum of our pretax income from continuing operations and fixed charges. Fixed charges consist of interest expense, amortization of debt discount, premium and expense, capitalized interest and a portion of lease payments considered to represent an interest factor.

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DESCRIPTION OF DEBT SECURITIES

We may issue debt securities from time to time in one or more distinct series. This section summarizes the material terms that we anticipate will be common to all series of debt securities. Please note that the terms of any series of debt securities that we may offer may differ significantly from the common terms described in this prospectus. Many of the other terms of any series of debt securities that we offer, and any differences from the common terms described in this prospectus, will be described in the prospectus supplement for such securities to be attached to the front of this prospectus.

As required by U.S. federal law for all bonds and notes of companies that are publicly offered, a document called an indenture will govern any debt securities that we issue. An indenture is a contract between us and a financial institution acting as trustee on behalf of the purchasers of the debt securities. We have entered into an indenture with U.S. Bank National Association, as trustee (the "indenture"), which is subject to the Trust Indenture Act of 1939. The trustee under the indenture has the following two main roles:

- the trustee can enforce your rights against us if we default; there are some limitations on the extent to which the trustee acts on your behalf, which are described later in this prospectus; and
- the trustee will perform certain administrative duties for us, which include sending you interest payments and notices.

As this section is a summary of some of the terms of the debt securities we may offer under this prospectus, it does not describe every aspect of the debt securities. We urge you to read the indenture and the other documents we file with the SEC relating to the debt securities because the indenture for those securities and those other documents, and not this description, will define your rights as a holder of our debt securities. We filed a copy of the indenture with the SEC as an exhibit to our Current Report on Form 8-K filed March 26, 2009, and it is incorporated in this prospectus by reference. We may file any such other documents as exhibits to an annual, quarterly or current report that we file with the SEC following their execution. See "Where You Can Find More Information" for information on how to obtain copies of the indenture and any such other documents. References to the "indenture" mean the indenture that will define your rights as a holder of debt securities. Capitalized terms used in this section and not otherwise defined have the meanings set forth in the indenture.

General

The debt securities will be our unsecured obligations. Senior debt securities will rank equally with all of our other unsecured and unsubordinated indebtedness. Subordinated debt securities will rank junior to our senior indebtedness, including our credit facilities.

You should read the prospectus supplement that will describe the following terms of the series of debt securities offered by the prospectus supplement:

- the title of the debt securities and whether the debt securities will be senior debt securities or subordinated debt securities;
- the ranking of the debt securities;
- if the debt securities are subordinated, the terms of subordination;
- the aggregate principal amount of the debt securities, the percentage of their principal amount at which the debt securities will be issued, and the date or dates when the principal of the debt securities will be payable or how those dates will be determined or extended;
- the interest rate or rates, which may be fixed or variable, that the debt securities will bear, if any, how the rate or rates will be determined, and the periods when the rate or rates will be in effect;

- the date or dates from which any interest will accrue or how the date or dates will be determined, the date or dates on which any interest will be payable, whether and the terms under which payment of interest may be deferred, any regular record dates for these payments or how these dates will be determined and the basis on which any interest will be calculated, if other than on the basis of a 360-day year of twelve 30-day months;
- the place or places, if any, other than or in addition to New York City, of payment, transfer or exchange of the debt securities, and where notices or demands to or upon us in respect of the debt securities may be served;
- any optional redemption provisions and any restrictions on the sources of funds for redemption payments, which may benefit the holders of other securities;
- any sinking fund or other provisions that would obligate us to repurchase or redeem the debt securities;
- whether the amount of payments of principal of, any premium on, or interest on the debt securities will be determined with reference to an index, formula or other method, which could be based on one or more commodities, equity indices or other indices, and how these amounts will be determined;
- any modifications, deletions or additions to the events of default or covenants with respect to the debt securities described in this prospectus;
- if not the principal amount of the debt securities, the portion of the principal amount that will be payable upon acceleration of the maturity of the debt securities or how that portion will be determined;
- any modifications, deletions or additions to the provisions concerning defeasance and covenant defeasance contained in the indenture that will be applicable to the debt securities;
- any provisions granting special rights to the holders of the debt securities upon the occurrence of specified events;
- if other than the trustee, the name of the paying agent, security registrar or transfer agent for the debt securities;
- if we do not issue the debt securities in book-entry form only to be held by The Depository Trust Company, as depository, whether we will issue the debt securities in certificated form or the identity of any alternative depository;
- the person to whom any interest in a debt security will be payable, if other than the registered holder at the close of business on the regular record date;
- the denomination or denominations in which the debt securities will be issued, if other than denominations of $2,000 or any integral multiple of $1,000 in excess thereof;
- any provisions requiring us to pay Additional Amounts on the debt securities to any holder who is not a United States person in respect of any tax, assessment or governmental charge and, if so, whether we will have the option to redeem the debt securities rather than pay the Additional Amounts;
- whether the debt securities will be convertible into or exchangeable for other debt securities or common shares, and, if so, the terms and conditions upon which the debt securities will be so convertible or exchangeable, including the initial conversion or exchange price or rate or the method of calculation, how and when the conversion price or exchange ratio may be adjusted, whether conversion or exchange is mandatory, at the option of the holder or at our option, the conversion or exchange period and any other provision related to the debt securities; and
- any other material terms of the debt securities or the indenture, which may not be consistent with the terms set forth in this prospectus.

For purposes of this prospectus, any reference to the payment of principal of, any premium on, or interest on the debt securities will include Additional Amounts if required by the terms of the debt securities.

The indenture does not limit the amount of debt securities that we are authorized to issue from time to time. The indenture also provides that there may be multiple series of debt securities issued thereunder and more than one trustee thereunder, each for one or more series of debt securities. If a trustee is acting under the indenture with respect to more than one series of debt securities, the debt securities for which it is acting would be treated as if issued under separate indentures. If there is more than one trustee under the indenture, the powers and trust obligations of each trustee will apply only to the debt securities of the separate series for which it is trustee.

We may issue debt securities with terms different from those of debt securities already issued. Without the consent of the holders of the outstanding debt securities, we may reopen a previous issue of a series of debt securities and issue additional debt securities of that series unless the reopening was restricted when we created that series.

There is no requirement that we issue debt securities in the future under the indenture, and we may use other indentures or documentation, containing different provisions in connection with future issues of other debt securities.

We may issue the debt securities as "original issue discount securities," which are debt securities, including any zero-coupon debt securities that are issued and sold at a discount from their stated principal amount. Original issue discount securities provide that, upon acceleration of their maturity, an amount less than their principal amount will become due and payable. We will describe the U.S. federal income tax consequences and other considerations applicable to original issue discount securities in any prospectus supplement relating to them.

Holders of Debt Securities

Book-Entry Holders. We will issue debt securities in book-entry form only, unless we specify otherwise in the applicable prospectus supplement. This means the debt securities will be represented by one or more global securities registered in the name of a financial institution that holds them as depository on behalf of other financial institutions that participate in the depository's book-entry system. These participating institutions, in turn, hold beneficial interests in the debt securities on behalf of themselves or their customers.

Under the indenture, we will recognize as a holder only the person in whose name a debt security is registered. Consequently, for debt securities issued in global form, we will recognize only the depository as the holder of the debt securities and we will make all payments on the debt securities to the depository. The depository passes along the payments it receives to its participants, which in turn pass the payments along to their customers who are the beneficial owners. The depository and its participants do so under agreements they have made with one another or with their customers; they are not obligated to do so under the terms of the debt securities. As a result, you will not own the debt securities directly. Instead, you will own beneficial interests in a global security, through a bank, broker or other financial institution that participates in the depository's book-entry system or holds an interest through a participant. As long as the debt securities are issued in global form, you will be an indirect holder, and not a holder, of the debt securities.

Street Name Holders. In the future we may terminate a global security or issue debt securities initially in non-global form. In these cases, you may choose to hold your debt securities in your own name or in "street name." Debt securities held in street name would be registered in the name of a bank, broker or other financial institution that you choose, and you would hold only a beneficial interest in those debt securities through an account you maintain at that institution.

For debt securities held in street name, we will recognize only the intermediary banks, brokers and other financial institutions in whose names the debt securities are registered as the holders of those debt securities, and we will make all payments on those debt securities to them. These institutions pass along the payments they receive to their customers who are the beneficial owners, but only because they agree to do so in their customer agreements or because they are legally required to do so. If you hold debt securities in street name you will be an indirect holder, and not a holder, of those debt securities.

Legal Holders. Our obligations, as well as the obligations of the trustee and those of any third parties employed by us or the trustee, run only to the legal holders of the debt securities. We do not have obligations to you if you hold beneficial interests in global securities, in street name or by any other indirect means. This will be the case whether you choose to be an indirect holder of a debt security or have no choice because we are issuing the debt securities only in global form.

For example, once we make a payment or give a notice to the holder, we have no further responsibility for the payment or notice, even if that holder is required, under agreements with depository participants or customers or by law, to pass it along to the indirect holders but does not do so. Similarly, if we want to obtain the approval of the holders for any purpose (for example, to amend the indenture or to relieve us of the consequences of a default or of our obligation to comply with a particular provision of the indenture) we would seek the approval only from the holders, and not the indirect holders, of the debt securities. Whether and how the holders contact the indirect holders is up to the holders.

When we refer to you, we mean those who invest in the debt securities being offered by this prospectus, whether they are the holders or only indirect holders of those debt securities. When we refer to your debt securities, we mean the debt securities in which you hold a direct or indirect interest.

Special Considerations for Indirect Holders. If you hold debt securities through a bank, broker or other financial institution, either in book-entry form or in street name, you should check with your own institution to find out:

- how it handles securities payments and notices;
- whether it imposes fees or charges;
- how it would handle a request for the holders' consent, if ever required;
- whether and how you can instruct it to send you debt securities registered in your own name so you can be a holder, if that is permitted in the future;
- how it would exercise rights under the debt securities if there were a default or other event triggering the need for holders to act to protect their interests; and
- if the debt securities are in book-entry form, how the depository's rules and procedures will affect these matters.

Global Securities

What is a Global Security? We will issue each debt security under the indenture in book-entry form only, unless we specify otherwise in the applicable prospectus supplement. A global security represents one or any other number of individual debt securities. Generally, all debt securities represented by the same global securities will have the same terms. We may, however, issue a global security that represents multiple debt securities that have different terms and are issued at different times. We call this kind of global security a master global security.

Each debt security issued in book-entry form will be represented by a global security that we deposit with and register in the name of a financial institution or its nominee that we select. The financial institution that we select for this purpose is called the depository. Unless we specify otherwise in the applicable prospectus supplement, The Depository Trust Company, New York, New York, known as DTC, will be the depository for all debt securities issued in book-entry form.

A global security may not be transferred to or registered in the name of anyone other than the depository or its nominee, unless special termination situations arise. We describe those situations below under "Special Situations When a Global Security Will Be Terminated." As a result of these arrangements, the depository, or its

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nominee, will be the sole registered owner and holder of all debt securities represented by a global security, and investors will be permitted to own only beneficial interests in a global security. Beneficial interests must be held by means of an account with a broker, bank or other financial institution that in turn has an account with the depository or with another institution that does. Thus, if your security is represented by a global security, you will not be a holder of the debt security, but only an indirect holder of a beneficial interest in the global security.

Special Considerations for Global Securities. We do not recognize an indirect holder as a holder of debt securities and instead deal only with the depository that holds the global security. The account rules of your financial institution and of the depository, as well as general laws relating to securities transfers, will govern your rights relating to a global security.

If we issue debt securities only in the form of a global security, you should be aware of the following:

- you cannot cause the debt securities to be registered in your name, and cannot obtain non-global certificates for your interest in the debt securities, except in the special situations that we describe below;
- you will be an indirect holder and must look to your own bank or broker for payments on the debt securities and protection of your legal rights relating to the debt securities, as we describe under "Holders of Debt Securities" above;
- you may not be able to sell interests in the debt securities to some insurance companies and to other institutions that are required by law to own their securities in non-book-entry form;
- you may not be able to pledge your interest in a global security in circumstances where certificates representing the debt securities must be delivered to the lender or other beneficiary of the pledge in order for the pledge to be effective;
- the depository's policies, which may change from time to time, will govern payments, transfers, exchanges and other matters relating

to your interest in a global security. We and the trustee have no responsibility for any aspect of the depository's actions or for its records of ownership interests in a global security. We and the trustee also do not supervise the depository in any way;

- DTC requires, and other depositories may require, that those who purchase and sell interests in a global security within its book-entry system use immediately available funds and your broker or bank may require you to do so as well; and
- financial institutions that participate in the depository's book-entry system, and through which you hold your interest in a global security, may also have their own policies affecting payments, notices and other matters relating to the debt security. Your chain of ownership may contain more than one financial intermediary. We do not monitor and are not responsible for the actions of any of those intermediaries.

Special Situations When a Global Security Will Be Terminated. In a few special situations described below, a global security will be terminated and interests in it will be exchanged for certificates in non-global form representing the debt securities it represented. After that exchange, you will be able to choose whether to hold the debt securities directly or in street name. You must consult your own bank or broker to find out how to have your interests in a global security transferred on termination to your own name, so that you will be a holder. We have described the rights of holders and street name investors above under "Holders of Debt Securities."

The special situations for termination of a global security are as follows:

- if the depository notifies us that it is unwilling, unable or no longer qualified to continue as depository for that global security and we do not appoint another institution to act as depository within 60 days;
- if we notify the trustee that we wish to terminate that global security; or

- if an event of default has occurred with regard to debt securities represented by that global security and has not been cured or waived. We discuss defaults later under "Events of Default."

If a global security is terminated, only the depository, and not we or the trustee, is responsible for deciding the names of the intermediary banks, brokers and other financial institutions in whose names the debt securities represented by the global security are registered, and, therefore, who will be the holders of those debt securities.

Covenants

This section summarizes the material covenants in the indenture. Please refer to the applicable prospectus supplement for information about any changes to our covenants, including any addition or deletion of a covenant, and to the indenture for information on other covenants not described in this prospectus or the applicable prospectus supplement.

Limitations on Liens. We covenant in the indenture that we will not, and will not permit any of our Restricted Subsidiaries to, create, incur, issue or assume any Indebtedness secured by any Lien on any Principal Property, or on shares of stock or Indebtedness of any Restricted Subsidiary, known as Restricted Securities, without making effective provision for the Outstanding Securities, other than debt securities of any series not entitled to the benefit of this covenant, to be secured by a Lien equally and ratably with, or prior to (or in the case of debt securities of any series that are subordinated in right of payment to the Indebtedness secured by such Lien, by a Lien subordinated to), the Lien securing such Indebtedness for so long as the Indebtedness is so secured, except that the foregoing restriction does not apply to:

- any Lien existing on the date of the first issuance of debt securities of the relevant series under the indenture or existing on such other date as may be specified in any supplemental indenture, board resolution or officers' certificate with respect to such series;
- any Lien on any Principal Property or Restricted Securities of any person existing at the time that person is merged or consolidated with or into us or a Restricted Subsidiary, or this person becomes a Restricted Subsidiary, or arising thereafter otherwise than in connection with the borrowing of money arranged thereafter and pursuant to contractual commitments entered into prior to and not in contemplation of the person's becoming a Restricted Subsidiary;
- any Lien on any Principal Property or Restricted Securities existing at the time we or a Restricted Subsidiary acquire the Principal Property or Restricted Securities, whether or not the Lien is assumed by us or the Restricted Subsidiary, provided that this Lien may not extend to any other Principal Property or Restricted Securities of ours or any Restricted Subsidiary;
- any Lien on any Principal Property, including any improvements on any existing Principal Property, of ours or any Restricted Subsidiary, and any Lien on Restricted Securities of a Restricted Subsidiary that was formed or is held for the purpose of acquiring and

holding the Principal Property, in each case to secure all or any part of the cost of acquisition, development, operation, construction, alteration, repair or improvement of all or any part of the Principal Property, or to secure Indebtedness incurred by us or a Restricted Subsidiary for the purpose of financing all or any part of that cost, provided that the Lien is created prior to, at the time of, or within 12 months after the latest of, the acquisition, completion of construction or improvement or commencement of commercial operation of that Principal Property and, provided further, that the Lien may not extend to any other Principal Property of ours or any Restricted Subsidiary, other than any currently unimproved real property on which the Principal Property has been constructed or developed or the improvement is located;

- any Lien on any Principal Property or Restricted Securities to secure Indebtedness owed to us or to a Restricted Subsidiary;
- any Lien in favor of a governmental body to secure advances or other payments under any contract or statute or to secure Indebtedness incurred to finance the purchase price or cost of constructing or improving the property subject to the Lien;

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- any Lien created in connection with a project financed with, and created to secure, Non-Recourse Indebtedness;
- any extension, renewal, substitution or replacement, or successive extensions, renewals, substitutions or replacements, in whole or in part, of any Lien referred to in any of the bullet points above, provided that the Indebtedness secured may not exceed the principal amount of Indebtedness that is secured at the time of the renewal or refunding, plus any premium, cost or expense in connection with such extensions, renewals, substitutions or replacements, and that the renewal or refunding Lien must be limited to all or any part of the same property and improvements, shares of stock or Indebtedness that secured the Lien that was renewed or refunded; or
- any Lien not permitted above securing Indebtedness that, together with the aggregate outstanding principal amount of other secured Indebtedness that would otherwise be subject to the above restrictions, excluding Indebtedness secured by Liens permitted under the above exceptions, and the Attributable Debt in respect of all Sale and Leaseback Transactions, not including Attributable Debt in respect of any Sale and Leaseback Transactions described in the last two bullet points in the next succeeding paragraph, would not then exceed 15% of our Consolidated Net Tangible Assets.

Limitation on Sale and Leaseback Transactions. We covenant in the indenture that we will not, and will not permit any Restricted Subsidiary to, enter into any Sale and Leaseback Transaction unless:

- we or a Restricted Subsidiary would be entitled, without securing the Outstanding Securities of any series, to incur Indebtedness secured by a Lien on the Principal Property that is the subject of the Sale and Leaseback Transaction;
- the Attributable Debt associated with the Sale and Leaseback Transaction would be in an amount permitted under the last bullet point of the preceding paragraph;
- the proceeds received in respect of the Principal Property so sold and leased back at the time of entering into the Sale and Leaseback Transaction are to be used for our business and operations or the business and operations of any Subsidiary; or
- within 12 months after the sale or transfer, an amount equal to the proceeds received in respect of the Principal Property sold and leased back at the time of entering into the Sale and Leaseback Transaction is applied to the prepayment, other than mandatory prepayment, of any Outstanding Securities or Funded Indebtedness owed by us or a Restricted Subsidiary, other than Funded Indebtedness that is held by us or any Restricted Subsidiary or our Funded Indebtedness that is subordinate in right of payment to any Outstanding Securities that are entitled to the benefit of this covenant.

Definitions. Following are definitions of some of the terms used in the covenants described above.

"Attributable Debt" means, as to any lease under which a person is at the time liable for rent, at a date that liability is to be determined, the total net amount of rent required to be paid by that person under the lease during the remaining term, excluding amounts required to be paid on account of maintenance and repairs, services, insurance, taxes, assessments, water rates and similar charges and contingent rents, discounted from the respective due dates thereof at the rate of interest (or Yield to Maturity, in the case of original issue discount securities) borne by the then Outstanding Securities, compounded monthly.

"Capital Stock" means any and all shares, interests, rights to purchase, warrants, options, participations or other equivalents of or interests, however designated, in stock issued by a corporation.

"Consolidated Net Tangible Assets" means the aggregate amount of assets, less applicable reserves and other properly deductible items, after deducting:

- all current liabilities, excluding any portion thereof constituting Funded Indebtedness; and

- all goodwill, trade names, trademarks, patents, unamortized debt discount and expense and other like intangibles,

all as set forth on our most recent consolidated balance sheet contained in our latest quarterly or annual report filed with the SEC under the Securities Exchange Act of 1934, as amended, and computed in accordance with generally accepted accounting principles.

"Funded Indebtedness" means, as applied to any person, all Indebtedness of such person maturing after, or renewable or extendible at the option of the person beyond, 12 months from the date of determination.

"Indebtedness" means obligations for money borrowed, evidenced by notes, bonds, debentures or other similar evidences of indebtedness.

"Lien" means any lien, mortgage, pledge, encumbrance, charge or security interest securing Indebtedness; provided, however, that the following types of transactions will not be considered, for purposes of this definition, to result in a Lien:

- any acquisition by us or any Restricted Subsidiary of any property or assets subject to any reservation or exception under the terms of which any vendor, lessor or assignor creates, reserves or excepts or has created, reserved or excepted an interest in oil, gas or any other mineral in place or the proceeds of that interest;
- any conveyance or assignment whereby we or any Restricted Subsidiary conveys or assigns to any person or persons an interest in oil, gas or any other mineral in place or the proceeds of that interest;
- any Lien upon any property or assets either owned or leased by us or a Restricted Subsidiary or in which we or any Restricted Subsidiary owns an interest that secures for the benefit of the person or persons paying the expenses of developing or conducting operations for the recovery, storage, transportation or sale of the mineral resources of the property or assets, or property or assets with which it is unitized, the payment to such person or persons of our proportionate part or the Restricted Subsidiary's proportionate part of the development or operating expenses;
- any lease classified as an operating lease under generally accepted accounting principles;
- any hedging arrangements entered into in the ordinary course of business, including any obligation to deliver any mineral, commodity or asset in connection therewith; or
- any guarantees that we make for the repayment of Indebtedness of any Subsidiary or guarantees by any Subsidiary of the repayment of Indebtedness of any entity, including Indebtedness of Atmos Energy Marketing, LLC.

"Non-Recourse Indebtedness" means, at any time, Indebtedness incurred after the date of the indenture by us or a Restricted Subsidiary in connection with the acquisition of property or assets by us or a Restricted Subsidiary or the financing of the construction of or improvements on property, whenever acquired, provided that, under the terms of this Indebtedness and under applicable law, the recourse at the time and thereafter of the lenders with respect to this Indebtedness is limited to the property or assets so acquired, or the construction or improvements, including Indebtedness as to which a performance or completion guarantee or similar undertaking was initially applicable to the Indebtedness or the related property or assets if the guarantee or similar undertaking has been satisfied and is no longer in effect. Indebtedness which is otherwise Non-Recourse Indebtedness will not lose its character as Non-Recourse Indebtedness because there is recourse to us, any subsidiary of ours or any other person for (a) environmental or tax warranties and indemnities and such other representations, warranties, covenants and indemnities as are customarily required in such transactions or (b) indemnities for and liabilities arising from fraud, misrepresentation, misapplication or non-payment of rents, profits, insurance and condemnation proceeds and other sums actually received from secured assets to be paid to the lender, waste and mechanics' liens or similar matters.

"Principal Property" means any natural gas distribution property located in the United States, except any property that in the opinion of our board of directors is not of material importance to the total business conducted by us and of our consolidated Subsidiaries.

"Restricted Subsidiary" means any Subsidiary the amount of Consolidated Net Tangible Assets of which constitutes more than 10% of the aggregate amount of Consolidated Net Tangible Assets of us and our Subsidiaries.

"Sale and Leaseback Transaction" means any arrangement with any person in which we or any Restricted Subsidiary leases any Principal Property that has been or is to be sold or transferred by us or the Restricted Subsidiary to that person, other than any such arrangement involving:

- a lease for a term, including renewals at the option of the lessee, of not more than three years or classified as an operating lease under generally accepted accounting principles;
- leases between us and a Restricted Subsidiary or between Restricted Subsidiaries; and
- leases of a Principal Property executed by the time of, or within 12 months after the latest of, the acquisition, the completion of construction or improvement, or the commencement of commercial operation, of the Principal Property, whichever is later.

"Subsidiary" of ours means:

- a corporation, a majority of whose Capital Stock with rights, under ordinary circumstances, to elect directors is owned, directly or indirectly, at the date of determination, by us, by one or more of our Subsidiaries or by us and one or more of our Subsidiaries; or
- any other person, other than a corporation, in which at the date of determination we, one or more of our Subsidiaries or we and one or more of our Subsidiaries, directly or indirectly, have at least a majority ownership and power to direct the policies, management and affairs of that person.

Consolidation, Merger or Sale of Assets. Under the terms of the indenture, we will be generally permitted to consolidate with or merge into another entity. We will also be permitted to sell or transfer our assets substantially as an entirety to another entity. However, we may not take any of these actions unless all of the following conditions are met:

- the resulting entity, or the person to which such assets will have been sold or transferred, must agree to be legally responsible for all our obligations relating to the debt securities and the indenture;
- the transaction must not cause a default or an Event of Default, or an event that with notice or lapse of time or both would become an Event of Default, as described below;
- the resulting entity, or the person to which such assets will have been sold or transferred, must be organized under the laws of the United States or one of the states or the District of Columbia; and
- we must deliver an officers' certificate and legal opinion to the trustee with respect to the transaction.

In the event that we engage in one of these transactions and comply with the conditions listed above, we would be discharged from all our obligations and covenants under the indenture and all obligations under the Outstanding Securities, with the successor corporation or person succeeding to our obligations and covenants.

In the event that we engage in one of these transactions, the indenture provides that, if any Principal Property or Restricted Securities would thereupon become subject to any Lien securing the Indebtedness, the debt securities, other than debt securities not entitled to the benefits of specified covenants, must be secured, as to such Principal Property or Restricted Securities, equally and ratably with (or prior to or, in the case of debt

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securities that are subordinated in right of payment to the Indebtedness secured by such Lien or in the case of other Indebtedness of ours that is subordinated to the debt securities, on a subordinated basis to such Lien securing) the Indebtedness or obligations that upon the occurrence of such transaction would become secured by the Lien, unless the Lien could be created under the indenture without equally and ratably securing the debt securities (or, in the case of debt securities that are subordinated in right of payment to the Indebtedness secured by such Lien, on a subordinated basis to such Lien).

Modification or Waiver

There are two types of changes that we can make to the indenture and the debt securities.

Changes Requiring Approval. With the approval of the holders of at least a majority in principal amount of all outstanding debt securities of each series affected (including any such approvals obtained in connection with a tender or exchange offer for outstanding debt securities), we may make any changes, additions or deletions to any provisions of the indenture applicable to the affected series, or modify the rights of the holders of the debt securities of the affected series. However, without the consent of each holder affected, we cannot:

- change the stated maturity of the principal of, any premium on, or the interest on a debt security;
- reduce the principal amount, any premium on, or the rate of interest on a debt security;
- change any of our obligations to pay Additional Amounts;
- reduce the amount payable upon acceleration of maturity following the default of a debt security whose principal amount payable at stated maturity may be more or less than its principal face amount at original issuance or an original issue discount security;
- adversely affect any right of repayment at the holder's option;
- change the place of payment of a debt security;
- impair the holder's right to sue for payment;
- adversely affect any right to convert or exchange a debt security;
- reduce the percentage of holders of debt securities whose consent is needed to modify or amend the indenture; or
- modify certain provisions of the indenture dealing with suits for enforcement of payment by the trustee or modification and waiver, except to increase any percentage of consents required to amend the indenture or for any waiver, or to modify the provisions of the indenture dealing with the unconditional right of the holders of the debt securities to receive principal, premium, if any, and interest.

Changes Not Requiring Approval. The second type of change does not require any vote by the holders of the debt securities. This type is limited to clarifications and certain other changes that would not adversely affect holders of the outstanding debt securities in any material respect. Additionally, we do not need any approval to make any change that affects only debt securities to be issued under the indenture after the changes take effect.

Further Details Concerning Voting. When taking a vote, we will use the following rules to decide how much principal amount to attribute to a debt security:

- for original issue discount securities, we will use the principal amount that would be due and payable on the voting date if the maturity of the debt securities were accelerated to that date because of a default; and
- for debt securities whose principal amount is not known (for example, because it is based on an index) we will use a special rule for that debt security described in the applicable prospectus supplement.

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Debt securities will not be considered outstanding, and therefore not eligible to vote, if we have deposited or set aside in trust money for their payment or redemption. Debt securities will also not be eligible to vote if they have been fully defeased as described later under "Defeasance and Covenant Defeasance."

Book-entry and other indirect holders should consult their banks or brokers for information on how approval may be granted or denied if we seek to change the indenture or the debt securities or request a waiver.

Events of Default

Holders of debt securities will have special rights if an Event of Default occurs as to the debt securities of their series that is not cured, as described later in this subsection. Please refer to the applicable prospectus supplement for information about any changes to the Events of Default, including any addition of a provision providing event risk or similar protection.

What is an Event of Default? The term "Event of Default" as to the debt securities of a series means any of the following:

- we do not pay interest on a debt security of the series within 30 days of its due date;
- we do not pay the principal of or any premium, if any, on a debt security of the series at its maturity;

- we do not deposit any sinking fund payment when and as due by the terms of any debt securities requiring such payment;
- we remain in breach of a covenant or agreement in the indenture, other than a covenant or agreement not for the benefit of the series, for 60 days after we receive written notice stating that we are in breach from the trustee or the holders of at least 25 percent of the principal amount of the debt securities of the series;
- we or a Restricted Subsidiary is in default under any matured or accelerated agreement or instrument under which we have outstanding Indebtedness for borrowed money or guarantees, which individually is in excess of $25,000,000, and we have not cured any acceleration within 30 days after we receive notice of this default from the trustee or the holders of at least 25 percent of the principal amount of the debt securities of the series, unless prior to the entry of judgment for the trustee, we or the Restricted Subsidiary remedy the default or the default is waived by the holders of the indebtedness;
- we file for bankruptcy or other events of bankruptcy, insolvency or reorganization occur; or
- any other Event of Default provided for the benefit of debt securities of the series.

An Event of Default for a particular series of debt securities will not necessarily constitute an Event of Default for any other series of debt securities issued under the indenture.

The trustee may withhold notice to the holders of debt securities of a particular series of any default if it considers its withholding of notice to be in the interest of the holders of that series, except that the trustee may not withhold notice of a default in the payment of the principal of, any premium on, or the interest on the debt securities or in the payment of any sinking fund installment with respect to the debt securities.

Remedies if an Event of Default Occurs. If an event of default has occurred and is continuing, the trustee or the holders of at least 25 percent in principal amount of the debt securities of the affected series may declare the entire principal amount and all accrued interest of all the debt securities of that series to be due and immediately payable by notifying us, and the trustee, if the holders give notice, in writing. This is called a declaration of acceleration of maturity.

If the maturity of any series of debt securities is accelerated and a judgment for payment has not yet been obtained, the holders of a majority in principal amount of the debt securities of that series may cancel the

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acceleration if all events of default other than the non-payment of principal or interest on the debt securities of that series that have become due solely by a declaration of acceleration are cured or waived, and we deposit with the trustee a sufficient sum of money to pay:

- all overdue interest on outstanding debt securities of that series;
- all unpaid principal and any premium, if any, of any outstanding debt securities of that series that has become due otherwise than by a declaration of acceleration, and interest on the unpaid principal and any premium, if any;
- all interest on such overdue interest; and
- all amounts paid or advanced by the trustee for that series and reasonable compensation of the trustee.

Except in cases of default, where the trustee has some special duties, the trustee is not required to take any action under the indenture at the request of any holders unless the holders offer the trustee reasonable protection from expenses and liability. This is called an indemnity. If reasonable indemnity is provided, the holders of a majority in principal amount of the outstanding debt securities of the relevant series may direct the time, method and place of conducting any lawsuit or other formal legal action seeking any remedy available to the trustee. The trustee may refuse to follow those directions if the directions conflict with any law or the indenture or expose the trustee to personal liability. No delay or omission in exercising any right or remedy will be treated as a waiver of that right, remedy or Event of Default.

Before a holder is allowed to bypass the trustee and bring his or her own lawsuit or other formal legal action or take other steps to enforce his or her rights or protect his or her interest relating to the debt securities, the following must occur:

- the holder must give the trustee written notice that an Event of Default has occurred and remains uncured;
- the holders of at least 25 percent in principal amount of all outstanding debt securities of the relevant series must make a written request that the trustee take action because of the default and must offer reasonable indemnity to the trustee against the cost and other liabilities of taking that action;

- the trustee must not have instituted a proceeding for 60 days after receipt of the above notice and offer of indemnity; and
- the holders of a majority in principal amount of the debt securities must not have given the trustee a direction inconsistent with the above notice during the 60-day period.

However, a holder is entitled at any time to bring a lawsuit for the payment of money due on his or her debt securities on or after the due date without complying with the foregoing.

Holders of a majority in principal amount of the debt securities of the affected series may waive any past defaults other than the following:

- the payment of principal, any premium, or interest on any debt security; or
- in respect of a covenant that under the indenture cannot be modified or amended without the consent of each holder affected.

Each year, we will furnish the trustee with a written statement of two of our officers certifying that, to their knowledge, we are in compliance with the indenture and the debt securities, or else specifying any default.

Book-entry and other indirect holders should consult their banks or brokers for information on how to give notice or direction to or make a request of the trustee and how to declare or cancel an acceleration.

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Defeasance and Covenant Defeasance

Unless we provide otherwise in the applicable prospectus supplement, the provisions for full defeasance and covenant defeasance described below apply to each series of debt securities. In general, we expect these provisions to apply to each debt security that is not a floating rate or indexed debt security.

Full Defeasance. If there is a change in U.S. federal tax law, as described below, we can legally release ourselves from all payment and other obligations on the debt securities, called "full defeasance," if we put in place the following arrangements for you to be repaid:

- we must deposit in trust for the benefit of all holders of the debt securities a combination of money and obligations issued or guaranteed by the U.S. government that will generate enough cash to make interest, principal and any other payments on the debt securities on their various due dates; and
- we must deliver to the trustee a legal opinion confirming that there has been a change in current federal tax law or an IRS ruling that lets us make the above deposit without causing you to be taxed on the debt securities any differently than if we did not make the deposit and just repaid the debt securities ourselves at maturity.

If we ever did accomplish defeasance, as described above, you would have to rely solely on the trust deposit for repayment of the debt securities. You could not look to us for repayment in the event of any shortfall. Conversely, the trust deposit would most likely be protected from claims of our lenders and other creditors if we ever become bankrupt or insolvent. If we accomplish a defeasance, we would retain only the obligations to register the transfer or exchange of the debt securities, to maintain an office or agency in respect of the debt securities and to hold moneys for payment in trust.

Covenant Defeasance. Under current federal tax law, we can make the same type of deposit described above and be released from any restrictive covenants in the indenture. This is called "covenant defeasance." In that event, you would lose the protection of any such covenants but would gain the protection of having money and obligations issued or guaranteed by the U.S. government set aside in trust to repay the debt securities. In order to achieve covenant defeasance, we must do the following:

- deposit in trust for your benefit and the benefit of all other direct holders of the debt securities a combination of money and obligations issued or guaranteed by the U.S. government that will generate enough cash to make interest, principal and any other payments on the debt securities on their various due dates; and
- deliver to the trustee a legal opinion of our counsel confirming that, under current federal income tax law, we may make the deposit described above without causing you to be taxed on the debt securities any differently than if we did not make the deposit and just repaid the debt securities ourselves at maturity.

If we accomplish covenant defeasance, you can still look to us for repayment of the debt securities if there were a shortfall in the trust deposit or the trustee is prevented from making payment. In fact, if one of the remaining Events of Default occurred, such as our bankruptcy, and the debt securities became immediately due and payable, there may be a shortfall. Depending on the event causing the default, you may not be able to obtain payment of the shortfall.

Debt Securities Issued in Non-Global Form

If any debt securities cease to be issued in global form, they will be issued:

- only in fully registered form;
- without interest coupons; and
- unless we indicate otherwise in the prospectus supplement, in denominations of $2,000 and amounts that are integral multiples of $1,000 in excess thereof.

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Holders may exchange their debt securities that are not in global form for debt securities of smaller denominations or combined into fewer debt securities of larger denominations, as long as the total principal amount is not changed.

Holders may exchange or transfer their debt securities at the office of the trustee. We may appoint the trustee to act as our agent for registering debt securities in the names of holders transferring debt securities, or we may appoint another entity to perform these functions or perform them ourselves.

Holders will not be required to pay a service charge to transfer or exchange their debt securities, but they may be required to pay for any tax or other governmental charge associated with the transfer or exchange. The transfer or exchange will be made only if our transfer agent is satisfied with the holder's proof of legal ownership.

If we have designated additional transfer agents for a holder's debt security, they will be named in the applicable prospectus supplement. We may appoint additional transfer agents or cancel the appointment of any particular transfer agent. We may also approve a change in the office through which any transfer agent acts.

If any debt securities are redeemable and we redeem less than all those debt securities, we may stop the transfer or exchange of those debt securities during the period beginning 15 days before the day we mail the notice of redemption and ending on the day of that mailing, in order to freeze the list of holders to prepare the mailing. We may also refuse to register transfers or exchanges of any debt securities selected for redemption, except that we will continue to permit transfers and exchanges of the unredeemed portion of any debt security that will be partially redeemed.

If a debt security is issued as a global security, only the depository will be entitled to transfer and exchange the debt security as described in this section, since it will be the sole holder of the debt security.

Payment Mechanics

Who Receives Payment? If interest is due on a debt security on an interest payment date, we will pay the interest to the person or entity in whose name the debt security is registered at the close of business on the regular record date, discussed below, relating to the interest payment date. If interest is due at maturity but on a day that is not an interest payment date, we will pay the interest to the person or entity entitled to receive the principal of the debt security. If principal or another amount besides interest is due on a debt security at maturity, we will pay the amount to the holder of the debt security against surrender of the debt security at a proper place of payment, or, in the case of a global security, in accordance with the applicable policies of the depository.

Payments on Global Securities. We will make payments on a global security in accordance with the applicable policies of the depository as in effect from time to time. Under those policies, we will pay directly to the depository, or its nominee, and not to any indirect holders who own beneficial interests in the global security. An indirect holder's right to those payments will be governed by the rules and practices of the depository and its participants, as described above under "What is a Global Security?".

Payments on Non-Global Securities. For a debt security in non-global form, we will pay interest that is due on an interest payment date by check mailed on the interest payment date to the holder at his or her address shown on the trustee's records as of the close of business on the regular record date. We will make all other payments by check, at the paying agent described below, against surrender of the debt security. We will make all payments by check in next-day funds; for example, funds that become available on the day after the check is cashed.

Alternatively, if a non-global security has a face amount of at least $1,000,000 and the holder asks us to do so, we will pay any amount that becomes due on the debt security by wire transfer of immediately available funds to an account at a bank in New York City on the due date. To request wire payment, the holder must give

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the paying agent appropriate transfer instructions at least five business days before the requested wire payment is due. In the case of any interest payment due on an interest payment date, the instructions must be given by the person who is the holder on the relevant regular record date. In the case of any other payment, we will make payment only after the debt security is surrendered to the paying agent. Any wire instructions, once properly given, will remain in effect unless and until new instructions are given in the manner described above.

Regular Record Dates. We will pay interest to the holders listed in the trustee's records as the owners of the debt securities at the close of business on a particular day in advance of each interest payment date. We will pay interest to these holders if they are listed as the owner even if they no longer own the debt security on the interest payment date. That particular day, usually about two weeks in advance of the interest payment date, is called the "regular record date" and will be identified in the prospectus supplement.

Payment When Offices Are Closed. If any payment is due on a debt security on a day that is not a business day, we will make the payment on the next business day. Payments postponed to the next business day in this situation will be treated under the indenture as if they were made on the original due date. A postponement of this kind will not result in a default under any debt security or the indenture, and no interest will accrue on the postponed amount from the original due date to the next business day.

Paying Agents. We may appoint one or more financial institutions to act as our paying agents, at whose designated offices debt securities in non-global form may be surrendered for payment at their maturity. We call each of those offices a paying agent. We may add, replace or terminate paying agents from time to time. We may also choose to act as our own paying agent. Initially, we have appointed the trustee, at its corporate trust office in New York City, as the paying agent. We must notify you of changes in the paying agents.

Book-entry and other indirect holders should consult their banks or brokers for information on how they will receive payments on their debt securities.

The Trustee Under the Indenture

U.S. Bank National Association is the trustee under the indenture for our debt securities. We will identify any other entity acting as the trustee for a series of debt securities that we may offer in the prospectus supplement for the offering of such debt securities.

The trustee may resign or be removed with respect to one or more series of debt securities and a successor trustee may be appointed to act with respect to these series.

DESCRIPTION OF COMMON STOCK

General

Our authorized capital stock consists of 200,000,000 shares of common stock, of which 90,538,115 shares were outstanding on March 26, 2013. Each of our shares of common stock is entitled to one vote on all matters voted upon by shareholders. Our shareholders do not have cumulative voting rights. Our issued and outstanding shares of common stock are fully paid and nonassessable. There are no redemption or sinking fund provisions applicable to the shares of our common stock, and such shares are not entitled to any preemptive rights. Since we are incorporated in both Texas and Virginia, we must comply with the laws of both states when issuing shares of our common stock.

Holders of our shares of common stock are entitled to receive such dividends as may be declared from time to time by our board of directors from our assets legally available for the payment of dividends and, upon our liquidation, a pro rata share of all of our assets available for distribution to our shareholders.

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American Stock Transfer & Trust Company is the registrar and transfer agent for our common stock.

Charter and Bylaws Provisions

Some provisions of our articles of incorporation and bylaws may be deemed to have an "anti-takeover" effect. The following description of these provisions is only a summary, and we refer you to our articles of incorporation and bylaws for more information. Our articles of incorporation and bylaws are included as exhibits to our annual reports on Form 10-K filed with the SEC. See "Where You Can Find More Information."

Cumulative Voting. Our articles of incorporation prohibit cumulative voting. In general, in the absence of cumulative voting, one or more persons who hold a majority of our outstanding shares can elect all of the directors who are subject to election at any meeting of shareholders.

Removal of Directors. Our articles of incorporation and bylaws also provide that our directors may be removed only for cause and upon the affirmative vote of the holders of at least 75 percent of the shares then entitled to vote at an election of directors.

Fair Price Provisions. Article VII of our articles of incorporation provides certain "Fair Price Provisions" for our shareholders. Under Article VII, a merger, consolidation, sale of assets, share exchange, recapitalization or other similar transaction, between us or a company controlled by or under common control with us and any individual, corporation or other entity which owns or controls 10 percent or more of our voting capital stock, would be required to satisfy the condition that the aggregate consideration per share to be received in the transaction for each class of our voting capital stock be at least equal to the highest per share price, or equivalent price for any different classes or series of stock, paid by the 10 percent shareholder in acquiring any of its holdings of our stock. If a proposed transaction with a 10 percent shareholder does not meet this condition, then the transaction must be approved by the holders of at least 75 percent of the outstanding shares of voting capital stock held by our shareholders other than the 10 percent shareholder, unless a majority of the directors who were members of our board immediately prior to the time the 10 percent shareholder involved in the proposed transaction became a 10 percent shareholder have either:

- expressly approved in advance the acquisition of the outstanding shares of our voting capital stock that caused the 10 percent shareholder to become a 10 percent shareholder; or
- approved the transaction either in advance of or subsequent to the 10 percent shareholder becoming a 10 percent shareholder.

The provisions of Article VII may not be amended, altered, changed, or repealed except by the affirmative vote of at least 75 percent of the votes entitled to be cast thereon at a meeting of our shareholders duly called for consideration of such amendment, alteration, change, or repeal. In addition, if there is a 10 percent shareholder, such action must also be approved by the affirmative vote of at least 75 percent of the outstanding shares of our voting capital stock held by the shareholders other than the 10 percent shareholder.

Shareholder Proposals and Director Nominations. Our shareholders can submit shareholder proposals and nominate candidates for the board of directors if the shareholders follow the advance notice procedures described in our bylaws.

Shareholder proposals (other than those sought to be included in our proxy statement) must be submitted to our corporate secretary at least 60 days, but not more than 85 days, before the annual meeting; provided, however, that if less than 75 days' notice or prior public disclosure of the date of the annual meeting is given or made to shareholders, notice by the shareholder to be timely must be received by our corporate secretary no later than the close of business on the 25th day following the day on which such notice of the date of the annual meeting was provided or such public disclosure was made. The notice must include a description of the proposal, the shareholder's name and address and the number of shares held, and all other information which would be

required to be included in a proxy statement filed with the SEC if the shareholder were a participant in a solicitation subject to the SEC's proxy rules. To be included in our proxy statement for an annual meeting, our corporate secretary must receive the proposal at least 120 days prior to the anniversary of the date we mailed the proxy statement for the prior year's annual meeting.

To nominate directors, shareholders must submit a written notice to our corporate secretary at least 60 days, but not more than 85 days, before a scheduled meeting; provided, however, that if less than 75 days' notice or prior public disclosure of the date of the annual meeting is given or made to shareholders, such nomination shall have been received by our corporate secretary no later than the close of business on the 25th day following the day on which such notice of the date of the annual meeting was mailed or such public disclosure was made. The notice must include the name and address of the shareholder and of the shareholder's nominee, the number of shares held by the shareholder, a representation that the shareholder is a holder of record of common stock entitled to vote at the meeting, and that the shareholder intends to appear in person or by proxy to nominate the persons specified in the notice, a description of any arrangements between the shareholder and the shareholder's nominee, information about the shareholder's nominee required by the SEC and the written consent of the shareholder's nominee to serve as a director.

Shareholder proposals and director nominations that are late or that do not include all required information may be rejected. This could prevent shareholders from bringing certain matters before an annual or special meeting or making nominations for directors.

PLAN OF DISTRIBUTION

We may sell the securities offered by this prospectus and a prospectus supplement as follows:

- through agents;
- to or through underwriters;
- through dealers;
- directly by us to purchasers; or
- through a combination of any such methods of sale.

We, directly or through agents or dealers, may sell, and the underwriters may resell, the securities in one or more transactions, including:

- transactions on the New York Stock Exchange or any other organized market where the securities may be traded;
- in the over-the-counter market;
- in negotiated transactions; or
- through a combination of any such methods of sale.

The securities may be sold at a fixed price or prices which may be changed, at market prices prevailing at the time of sale, at prices related to such prevailing market prices or at negotiated prices.

Agents designated by us from time to time may solicit offers to purchase the securities. We will name any such agent involved in the offer or sale of the securities and set forth any commissions payable by us to such agent in a prospectus supplement relating to any such offer and sale of securities. Unless otherwise indicated in the prospectus supplement, any such agent will be acting on a best efforts basis for the period of its appointment. Any such agent may be deemed to be an underwriter of the securities, as that term is defined in the Securities Act.

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If underwriters are used in the sale of securities, securities will be acquired by the underwriters for their own account and may be resold from time to time in one or more transactions. Securities may be offered to the public either through underwriting syndicates represented by one or more managing underwriters or directly by one or more firms acting as underwriters. If an underwriter or underwriters are used in the sale of securities, we will execute an underwriting agreement with such underwriter or underwriters at the time an agreement for such sale is reached. We will set forth in the prospectus supplement the names of the specific managing underwriter or underwriters, as well as any other underwriters, and the terms of the transactions, including compensation of the underwriters and dealers. Such compensation may be in the form of discounts, concessions or commissions. Underwriters and others participating in any offering of securities may engage in transactions that stabilize, maintain or otherwise affect the price of such securities. We will describe any such activities in the prospectus supplement.

We may elect to list any class or series of securities on any exchange, but we are not currently obligated to do so. It is possible that one or more underwriters, if any, may make a market in a class or series of securities, but the underwriters will not be obligated to do so and may discontinue any market making at any time without notice. We cannot give any assurance as to the liquidity of the trading market for any of the securities we may offer.

If a dealer is used in the sale of the securities, we or an underwriter will sell such securities to the dealer, as principal. The dealer may then resell such securities to the public at varying prices to be determined by such dealer at the time of resale. The prospectus supplement will set forth the name of the dealer and the terms of the transactions.

We may directly solicit offers to purchase the securities, and we may sell directly to institutional investors or others. These persons may be deemed to be underwriters within the meaning of the Securities Act with respect to any resale of the securities. The prospectus supplement will describe the terms of any such sales, including the terms of any bidding, auction or other process, if used.

Agents, underwriters and dealers may be entitled under agreements which may be entered into with us to indemnification by us against specified liabilities, including liabilities under the Securities Act, or to contribution by us to payments they may be required to make in respect of such liabilities. The prospectus supplement will describe the terms and conditions of such indemnification or contribution. Some of the agents, underwriters or dealers, or their affiliates, may engage in transactions with or perform services for us and our subsidiaries in the ordinary course of their business.

LEGAL MATTERS

Gibson, Dunn & Crutcher LLP and Hunton & Williams LLP, Richmond, Virginia, have each rendered an opinion with respect to the validity of the securities that may be offered under this prospectus. We filed these opinions as exhibits to the registration statement of which this prospectus is a part. If counsel for any underwriters passes on legal matters in connection with an offering made under this prospectus, we will name that counsel in the prospectus supplement relating to that offering.

EXPERTS

The consolidated financial statements of Atmos Energy appearing in Atmos Energy Corporation's Annual Report (Form 10-K) for the fiscal year ended September 30, 2012 (including the schedule appearing therein), and the effectiveness of Atmos Energy Corporation's internal control over financial reporting as of September 30, 2012 have been audited by Ernst & Young LLP, independent registered public accounting firm, as set forth in their reports thereon, included therein, and incorporated herein by reference. Such consolidated financial statements are incorporated herein by reference in reliance upon such reports given on the authority of such firm as experts in accounting and auditing.

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With respect to the unaudited condensed consolidated interim financial information of Atmos Energy for the three-month periods ended December 31, 2012 and 2011, incorporated herein by reference, Ernst & Young LLP reported that they have applied limited procedures in accordance with professional standards for a review of such information. However, their separate report dated February 7, 2013, included in our quarterly report on Form 10-Q for the three-month period ended December 31, 2012, and incorporated herein by reference, states that they did not audit and they do not express an opinion on that interim financial information. Accordingly, the degree of reliance on their report on such information should be restricted in light of the limited nature of the review procedures applied. Ernst & Young LLP is not subject to the liability provisions of Section 11 of the Securities Act of 1933, as amended, for their report on the unaudited interim financial information because that report is not a "report" or a "part" of the Registration Statement prepared or certified by Ernst & Young LLP within the meaning of Sections 7 and 11 of the Securities Act of 1933.

WHERE YOU CAN FIND MORE INFORMATION

We file annual, quarterly and current reports, proxy statements and other information with the Securities and Exchange Commission under the Securities Exchange Act of 1934, as amended (the "Exchange Act"). You may read and copy this information at the Public Reference Room of the SEC, 100 F Street, N.E., Washington, D.C. 20549, at prescribed rates. You may obtain information on the operation of the Public Reference Room by calling the SEC at 1-800-SEC-0330.

The SEC also maintains an internet website that contains reports, proxy statements and other information about issuers, like us, who file electronically with the SEC. The address of that site is www.sec.gov. Unless specifically listed below under "Incorporation of Certain Documents by Reference" the information contained on the SEC website is not incorporated by reference into this prospectus.

You can also inspect reports, proxy statements and other information about us at the offices of the New York Stock Exchange, Inc., 20 Broad Street, New York, New York 10005.

We have filed with the SEC a registration statement on Form S-3, of which this prospectus is a part, that registers the securities we are offering. The registration statement, including the attached exhibits and schedules, contains additional relevant information about us and the securities offered. The rules and regulations of the SEC allow us to omit certain information included in the registration statement from this prospectus.

INCORPORATION OF CERTAIN DOCUMENTS BY REFERENCE

The SEC allows us to "incorporate by reference" information in this prospectus that we have filed with it. This means that we can disclose important information to you by referring you to another document filed separately with the SEC. The information incorporated by reference is considered to be part of this prospectus, except for any information that is superseded by information that is included directly in this prospectus or the applicable prospectus supplement relating to an offering of our securities.

We incorporate by reference into this prospectus the documents listed below and any future filings we make with the SEC under Sections 13(a), 13(c), 14 or 15(d) of the Exchange Act prior to the termination of our offering of securities. These additional documents include periodic reports, such as annual reports on Form 10-K and quarterly reports on Form 10-Q, and current reports on Form 8-K (other than information furnished under Items 2.02 and 7.01, which is deemed not to be incorporated by reference in this prospectus), as well as proxy statements (other than information identified in them as not incorporated by reference). You should review these filings as they may disclose a change in our business, prospects, financial condition or other affairs after the date of this prospectus.

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This prospectus incorporates by reference the documents listed below that we have filed with the SEC but have not been included or delivered with this document:

- Our annual report on Form 10-K for the year ended September 30, 2012;
- Our quarterly report on Form 10-Q for the three-month period ended December 31, 2012;
- Our current reports on Form 8-K filed with the SEC on October 2, 2012, December 7, 2012, December 11, 2012, December 12, 2012 (8-K/A), January 3, 2013, January 11, 2013, January 15, 2013, January 29, 2013 and February 15, 2013.
- The following pages and captioned text contained in our definitive proxy statement for the annual meeting of shareholders on February 13, 2013 and incorporated into our annual report on Form 10-K: pages 3 through 6 under the captions, "Corporate Governance and Other Board Matters — Independence of Directors" and " — *Related Person Transactions,"* pages 9 and 10 under the captions, *"Corporate Governance and Other Board Matters — Committees of the Board of Directors"* and *"— Other Board and Board Committee Matters — Human Resources Committee Interlocks and Insider Participation,"* pages 10 and 11 under the captions, *"Corporate Governance and Other Board Matters — Independence of Audit Committee Members, Financial Literacy and Audit Committee Financial Experts"* and — *" Audit Committee Pre-Approval Policy,"* pages 15 through 21 under the captions *"Proposal One — Election of Directors — Nominees for Director"* and *"— Retiring Director,"* pages 21 to 25 under the caption, *"Director Compensation,"* pages 25 to 27 under the caption, *"Beneficial Ownership of Common Stock,"* page 27 under the caption, *"Human Resources Committee Report,"* pages 27 through 40 under the caption, *"Compensation Discussion and Analysis,"* and pages 40 through 60 under the caption, *"Named Executive Officer Compensation"* through to the end of the caption *"Proposal Three-Ratification of Appointment of Independent Registered Public Accounting Firm."*

These documents contain important information about us and our financial condition.

You may obtain a copy of any of these filings, or any of our future filings, from us without charge by requesting it in writing or by telephone at the following address or telephone number:

Atmos Energy Corporation
1800 Three Lincoln Centre
5430 LBJ Freeway
Dallas, Texas 75240
Attention: Susan Giles
(972) 934-9227

Our internet website address is *www.atmosenergy.com.* Information on or connected to our internet website is not part of this prospectus.

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8,000,000 shares

Atmos Energy Corporation

Common stock

Prospectus supplement

Joint book-running managers

J.P. Morgan

Goldman, Sachs & Co.

Morgan Stanley

BofA Merrill Lynch

Wells Fargo Securities

BB&T Capital Markets

Credit Agricole CIB

February 11, 2014

REQUEST:

Section 16. Applications for General Adjustments of Existing Rates.

(7) Each application requesting a general adjustment in rates supported by a fully forecasted test period shall include the following or a statement explaining why the required information does not exist and is not applicable to the utility's application:

(k) The most recent FERC Financial Report FERC Form No.1, FERC Financial Report FERC Form No.2, or Public Service Commission Form T (telephone);

RESPONSE:

Please see Attachment FR_16(7)(k)_Att1 for the FERC Form 2 for year ended December 31, 2014.

ATTACHMENT:

ATTACHMENT 1 - Atmos Energy Corporation, FR_16(7)(k)_Att1 - 2014 FERC Form 2.pdf, 143 Pages.

Respondent: Jason Schneider

THIS FILING IS	
Item 1: ☐ An Initial (Original) Submission	OR ☐ Resubmission No. ____

Form 2 Approved
OMB No.1902-0028
(Expires 09/30/2017)

Form 3-Q Approved
OMB No.1902-0205
(Expires 11/30/2016)

FERC FINANCIAL REPORT
FERC FORM No. 2: Annual Report of Major Natural Gas Companies and Supplemental Form 3-Q: Quarterly Financial Report

These reports are mandatory under the Natural Gas Act, Sections 10(a), and 16 and 18 CFR Parts 260.1 and 260.300. Failure to report may result in criminal fines, civil penalties, and other sanctions as provided by law. The Federal Energy Regulatory Commission does not consider these reports to be of a confidential nature.

Exact Legal Name of Respondent (Company)	**Year/Period of Report**
Atmos Energy Corporation	**End of** 2014 /

FERC FORM NO 2:
ANNUAL REPORT OF MAJOR NATURAL GAS UTILITIES

IDENTIFICATION		
01 Exact Legal Name of Respondent Atmos Energy Corporation		Year/Period of Report Dec. 31, 2014
03 Previous Name and Date of Change (If name changed during year)		
04 Address of Principal Office at End of Year (Street, City, State, Zip Code) 5430 LBJ Freeway, Suite 160, Dallas, TX 75240		
05 Name of Contact Person Ryan Ginty	06 Title of Contact Person Director of Financial Reporting	
07 Address of Contact Person (Street, City, State, Zip Code) P.O. Box 650205, Dallas, Texas 75265-0205		
08 Telephone of Contact Person, Including Area Code (972) 934-9227	This Report is: (1) [x] An Original (2) [ ] A Resubmission	10 Date of Report (Mo, Da, Yr)

ANNUAL CORPORATE OFFICER CERTIFICATION		
The undersigned officer certifies that: I have examined this report and to the best of my knowledge, information, and belief all statements of fact contained in this report are correct statements of the business affairs of the respondent and the financial statements, and other financial information contained in this report, conform in all material respects to the Uniform System of Accounts.		
11 Name Christopher T. Forsythe	12 Title Vice President and Controller of Atmos Energy Corporation	
13 Signature Christopher T. Forsythe		14 Date Signed (Mo,Da,Yr) 3/26/2015
Title 18, U.S.C. 1001, makes it a crime for any person knowingly and willingly to make to any Agency or Department of the United States any false, fictitious or fraudulent statements as to any matter within its jurisdiction.		

NOTE: This report reflects the operations of Atmos Energy Corporation's regulated natural gas distribution utility operating divisions: Atmos Energy West Texas (TX), Atmos Energy Colorado-Kansas (CO and KS), Atmos Energy Louisiana (LA), Atmos Energy Kentucky/Mid-States (KY, TN, VA and GA), Atmos Energy Mississippi (MS) and Atmos Energy Mid-Tex (TX). On April 1, 2013, we completed the sale of our natural gas distribution operations in Georgia. This report also includes the regulated pipeline operations of our Atmos Pipeline - Texas division. These regulated operating divisions do not have separate capital structures. Please refer to the enclosed Atmos Energy Annual Report to Shareholders for further information concerning Atmos Energy Corporation's consolidated operations and activities. Classifications and allocations included herein are made for financial reporting purposes and may not be applicable for ratemaking or other purposes.

Name of Respondent	This Report Is:	Date of Report	Year of Report
Atmos Energy Corporation	(1) [x] An Original (2) [ ] A Resubmission	(Mo,Da,Yr)	Dec. 31, 2014

LIST OF SCHEDULES (Natural Gas Company)

Enter in column (d) the terms "none," "not applicable," or "NA" as appropriate, where no information or amounts have been reported for certain pages. Omit pages where the responses are "none," "not applicable," or "NA."

Title of Schedule (a)	Reference Page No. (b)	Date Revised (c)	Remarks (d)
GENERAL CORPORATE INFORMATION AND FINANCIAL STATEMENTS			
General Information	101	Ed. 12-96	
Control Over Respondent	102	Ed. 12-96	None
Corporations Controlled by Respondent	103	Ed. 12-96	
Security Holders and Voting Powers	107	Ed. 12-96	
Important Changes During the Year	108	Ed. 12-96	
Comparative Balance Sheet	110-113	Ed. 06-04	
Statement of Income for the Year	114-116	Ed. 06-04	
Statement of Accumulated Comprehensive Income and Hedging Activities	117	Ed. 06-02	
Statement of Retained Earnings for the Year	118-119	Ed. 06-04	
Statement of Cash Flows	120-121	Ed. 06-04	
Notes to Financial Statements	122	Ed. 12-07	
BALANCE SHEET SUPPORTING SCHEDULES (Assets and Other Debits)			
Summary of Utility Plant and Accumulated Provisions for Depreciation, Amortization, and Depletion	200-201	Ed. 12-96	
Gas Plant in Service	204-209	Ed. 12-96	
Gas Property and Capacity Leased from Others	212	Ed. 12-96	
Gas Property and Capacity Leased to Others	213	Ed. 12-96	N/A
Gas Plant Held for Future Use	214	Ed. 12-96	None
Construction Work in Progress--Gas	216	Ed. 12-96	
Non-Traditional Rate Treatment Afforded New Projects	217	Ed. 12-07	N/A
General Description of Construction Overhead Procedure	218	Ed. 12-07	
Accumulated Provision for Depreciation of Gas Utility Plant	219	Ed. 12-96	
Gas Stored	220	Ed. 04-04	
Investments	222-223	Ed. 12-96	
Investments in Subsidiary Companies	224-225	Ed. 12-96	
Prepayments	230	Ed. 12-96	
Extraordinary Property Losses	230	Ed. 12-96	None
Unrecovered Plant and Regulatory Study Costs	230	Ed. 12-96	None
Other Regulatory Assets	232	Ed. 12-07	
Miscellaneous Deferred Debits	233	Ed. 12-96	
Accumulated Deferred Income Taxes	234-235	Ed. 12-96	
BALANCE SHEET SUPPORTING SCHEDULES (Liabilities and Other Credits)			
Capital Stock	250-251	Ed. 12-96	
Capital Stock Subscribed, Capital Stock Liability for Conversion Premium on Capital Stock, and Installments Received on Capital Stock	252	Ed. 12-96	None
Other Paid-in Capital	253	Ed. 12-96	
Discount on Capital Stock	254	Ed. 12-96	N/A
Capital Stock Expense	254	Ed. 12-96	N/A
Securities issued or Assumed and Securities Refunded or Retired During the Year	255	Ed. 12-96	
Long-Term Debt	256-257	Ed. 12-96	
Unamortized Debt Expense, Premium, and Discount on Long-Term Debt	258-259	Ed. 12-96	

Name of Respondent	This Report Is:	Date of Report	Year of Report
Atmos Energy Corporation	(1) [x] An Original (2) [ ] A Resubmission	(Mo,Da,Yr)	Dec. 31, 2014

LIST OF SCHEDULES (Natural Gas Company)

Enter in column (d) the terms "none," "not applicable," or "NA" as appropriate, where no information or amounts have been reported for certain pages. Omit pages where the responses are "none," "not applicable," or "NA."

Title of Schedule (a)	Reference Page No. (b)	Date Revised (c)	Remarks (d)
Unamortized Loss and Gain on Reacquired Debt	260	Ed. 12-96	
Reconciliation of Reported Net Income with Taxable Income for Federal Income Taxes	261	Ed. 12-96	
Taxes Accrued, Prepaid and Charged During Year	262-263	Ed. 12-96	
Miscellaneous Current and Accrued Liabilities	268	Ed. 12-96	
Other Deferred Credits	269	Ed. 12-96	
Accumulated Deferred Income Taxes--Other Property	274-275	Ed. 12-96	
Accumulated Deferred Income Taxes--Other	276-277	Ed. 12-96	
Other Regulatory Liabilities	278	Ed. 12-07	
INCOME ACCOUNT SUPPORTING SCHEDULES			
Monthly Quantity & Revenue Data by Rate Schedule	299	Ed. 12-08	
Gas Operating Revenues	300-301	Ed. 12-07	
Revenues from Transportation of Gas of Others Through Gathering Facilities	302-303	Ed. 12-96	N/A
Revenues from Transportation of Gas of Others Through Transmission Facilities	304-305	Ed. 12-96	
Revenues from Storage Gas of Others	306-307	Ed. 12-96	
Other Gas Revenues	308	Ed. 12-96	
Discounted Rate Services and Negotiated Rate Services	313	Ed. 12-07	
Gas Operation and Maintenance Expenses	317-325	Ed. 12-96	
Exchange and Imbalance Transactions	328	Ed. 12-96	
Gas Used in Utility Operations	331	Ed. 12-96	
Transmission and Compression of Gas by Others	332	Ed. 12-96	
Other Gas Supply Expenses	334	Ed. 12-96	
Miscellaneous General Expenses--Gas	335	Ed. 12-96	
Depreciation, Depletion, and Amortization of Gas Plant	336-338	Ed. 12-96	
Particulars Concerning Certain Income Deduction and Interest Charges Accounts	340	Ed. 12-96	
COMMON SECTION			
Regulatory Commission Expenses	350-351	Ed. 12-96	
Employee Pensions and Benefits (Account 926)	352	Ed. 12-07	
Distribution of Salaries and Wages	354-355	Ed. 12-96	
Charges for Outside Professional and Other Consultative Services	357	Ed. 12-96	
Transactions with Associated (Affiliated) Companies	358	Ed. 12-07	
GAS PLANT STATISTICAL DATA			
Compressor Stations	508-509	Ed. 12-96	
Gas Storage Projects	512-513	Ed. 12-96	
Transmission Lines	514	Ed. 12-96	
Transmission System Peak Deliveries	518	Ed. 12-96	
Auxiliary Peaking Facilities	519	Ed. 12-96	
Gas Account-Natural Gas	520	Ed. 12-07	
Shipper Supplied Gas for the Current Quarter	521	Ed. 02-11	
System Map	522	Ed. 12-96	
Footnote Reference	551	Ed. 12-96	
Footnote Text	552	Ed. 12-96	

Stockholders' Reports (check appropriate box)

- [ ] Four Copies will be submitted
- [ ] No annual report to stockholders is prepared

Name of Respondent	This Report Is:	Date of Report (Mo, Da, Yr.)	Year of Report
ATMOS ENERGY CORPORATION	[X] An Original [ ] A Resubmission		Dec. 31, 2014

GENERAL INFORMATION

1. Provide name and title of officer having custody of the general corporate books of account and address of office where the general corporate books are kept, and address of office where any other corporate books of account are kept, if different from that where the general corporate books are kept.

Chris Forsythe, Vice President and Controller
Atmos Energy Corporation
P.O. Box 650205
Dallas Texas 75265-0205

2. Provide the name of the State under the laws of which respondent is incorporated and date of incorporation. If incorporated under a special law, give reference to such law. If not incorporated, state that fact and give the type of organization and the date organized.

State of Texas - October 18, 1983
Commonwealth of Virginia - July 31, 1997

3. If at any time during the year the property of respondent was held by a receiver or trustee, give (a) name of receiver or trustee, (b) date such receiver or trustee took possession, (c) the authority by which the receivership or trusteeship was created, and (d) when possession by receiver or trustee ceased.

No corporation, business trust or similar organization held control over the respondent at any time during the year.

4. State the classes of utility and other services furnished by respondent during the year in each state in which the respondent operated.

Residential, Commercial, Industrial and Public Authority Gas Service
to Customers in the following states:

Colorado, Kansas, Kentucky, Louisiana, Mississippi, Tennessee, Texas and Virginia.

5. Have you engaged as the principal accountant to audit your financial statements an accountant who is not the principal accountant for your previous years' certified financial statements?

(1) ____ **Yes...Enter the date when such independent accountant was initially engaged:**__________
(2) __X__ **No**

Name of Respondent	This Report Is:	Date of Report (Mo, Da, Yr)	Year of Report
Atmos Energy Corporation	(1) [X] An Original (2) [ ] A Resubmission		Dec. 31, 2014

CONTROL OVER RESPONDENT

1. Report in column (a) the names of all corporations, partnerships, business trusts, and similar organizations that directly, indirectly, or indirectly, or jointly held control (see page 103 for definition of control) over the respondent at the end of the year. If control is in a holding company organization, report in a footnote the chain of organization.
2. If control is held by trustees, state in a footnote the names of trustee, the names of beneficiaries for whom the trust is maintained, and the purpose of the trust.
3. In column (b) designate type of control over the respondent. Report an "M" if the company is the main parent or controlling company having ultimate control over the respondent. Otherwise, report a "D" for direct, an "I" for indirect, or a "J" for joint control.

Line No.	Company Name (a)	Type of Control (b)	State of Incorporation (c)	Percent Voting Stock Owned (d)
1	**None**			
2				
3				
4				
5				

Name or Respondent	This Report Is:	Date of Report	Year of Report
Atmos Energy Corporation	(1) [X] An Original (2) [ ] A Resubmission	(Mo., Da., Yr.)	Dec. 31, 2014

CORPORATIONS CONTROLLED BY RESPONDENT

1. Report below the names of all corporations, business trusts and similar organizations, controlled directly or indirectly by respondent at any time during the year. If control ceased prior to end of year, give particulars (details) in a footnote.
2. If control was by other means than a direct holding of voting rights, state in a footnote the manner in which control was held, naming any intermediaries involved.
3. If control was held jointly with one or more other interests state the fact in a footnote and name the other interests.
4. In column (b) designate type of control of the respondent as "D" for direct, an "I" for indirect, or a "J" for joint control.

DEFINITIONS

1. See the Uniform System of Accounts for a definition of control.
2. Direct control is that which is exercised without interposition of an intermediary.
3. Indirect control is that which is exercised by the interposition of an intermediary that exercises direct control.
4. Joint control is that in which neither interest can effectively control or direct action without the consent of the other, as where the voting control is equally divided between two holders, or each party holds a veto power over the other. Joint control may exist by mutual agreement or understanding between two or more parties who together have control within the meaning of the definition of control in the Uniform System of Accounts, regardless of the relative voting rights of each party.

Line No.	Name of Company Controlled (a)	Type of Control (b)	Kind of Business (c)	Percent Voting Stock Owned (d)	Footnote Ref. (e)
1	Atmos Energy Holdings, Inc.	D	Holding Company	100%	
2	Blue Flame Insurance Services, LTD	D	Insurance	100%	
3	Atmos Energy Services, LLC	I	Gas Management Services	100%	
4	EGASCO, LLC	I	Holder of non-core business related assets	100%	
5	Atmos Energy Marketing, LLC	I	Gas Marketing	100%	
6	Atmos Power Systems, Inc.	I	Electrical Generation	100%	
7	Atmos Pipeline and Storage, LLC	I	Natural Gas Storage	100%	
8	UCG Storage, Inc.	I	Natural Gas Storage	100%	
9	WKG Storage, Inc.	I	Natural Gas Storage	100%	
10	Atmos Exploration & Production, Inc.	I	Exploration/Production	100%	
11	Trans Louisiana Gas Pipeline, Inc.	I	Gas Transportation	100%	
12	Trans Louisiana Gas Storage, Inc.	I	Natural Gas Storage	100%	
13	Atmos Gathering Company, LLC	I	Natural Gas Gathering	100%	
14	Phoenix Gas Gathering Company	I	Natural Gas Gathering	100%	
15	Fort Necessity Gas Storage, LLC	I	Natural Gas Storage	100%	
16					
17					
18					
19					
20					

Name of Respondent	This Report Is:	Date of Report (Mo,Da,Yr)	Year of Report
Atmos Energy Corporation	(1) [x] An Original (2) [ ] A Resubmission		Dec. 31, 2014

SECURITY HOLDERS AND VOTING POWERS

1. Give the names and addresses of the 10 security holders of the respondent who, at the date of the latest closing of the stock book or compilation of list of stockholders of the respondent, prior to the end of the year, had the highest voting powers in the respondent, and state the number of votes that each could cast on that date if a meeting were held. If any such holder held in trust, give in a footnote the known particulars of the trust (whether voting trust, etc.), duration of trust, and principal holders of beneficiary interests in the trust. If the company did not close the stock book or did not compile a list of stockholders within one year prior to the end of the year, or if since it compiled the previous list of stockholders, some other class of security has become vested with voting rights, then show such 10 security holders as of the close of the year. Arrange the names of the security holders in the order of voting power, commencing with the highest. Show in column (a) the titles of officers and directors included in such list of 10 security holders.
2. If any security other than stock carries voting rights, explain in a supplemental statement how such security became vested with voting rights and give other important details concerning the voting rights of such security. State whether voting rights are actual or contingent; if contingent, describe the contingency.
3. If any class or issue of security has any special privileges in the election of directors, trustees or managers, or in the determination of corporate action by any method, explain briefly in a footnote.
4. Furnish details concerning any options, warrants, or rights outstanding at the end of the year for others to purchase securities of the respondent or any securities or other assets owned by the respondent, including prices, expiration dates, and other material information relating to exercise of the options, warrants, or rights. Specify the amount of such securities or assets any officer, director, associated company, or any of the 10 largest security holders is entitled to purchase. This instruction is inapplicable to convertible securities or to any securities substantially all of which are outstanding in the hands of the general public where the options, warrants, or rights were issued on a prorata basis.

1. Give date of the latest closing of the stock book prior to end of year, and, in a footnote, state the purpose of such closing:	2. State the total number of votes cast at the latest general meeting prior to the end of year for election of directors of the respondent and number of such votes cast by proxy.	3. Give the date and place of such meeting:
	82,329,948 Total — 66,054,037 by Proxy	Dallas, TX February 5, 2014

Line No.	Name (Title) and Address of Security Holder (a)	VOTING SECURITIES 4. Number of votes as of (date): December 31, 2014 Total Votes (b)	Common Stock (c)	Preferred Stock (d)	Other (e)
5	TOTAL votes of all voting securities	100,854,217	100,854,217		
6	TOTAL number of security holders	15,616	15,616		
7	TOTAL votes of security holders listed below	36,731,689	36,731,689		
8					
9	State Street Global Advisors (SSgA)		7,111,410		
10					
11	The Vanguard Group, Inc.		6,750,476		
12					
13	BlackRock Fund Advisors		6,452,609		
14					
15	Fidelity Management & Research Company		4,024,073		
16					
17	Scout Investment Advisors		2,953,579		
18					
19	Systematic Financial Management, L.P.		2,690,897		
20					
21	American Century Companies, Inc.		1,747,905		
22					
23					

Name of Respondent	This Report Is:	Date of Report (Mo,Da,Yr)	Year of Report
Atmos Energy Corporation	(1) [x] An Original (2) [ ] A Resubmission		Dec. 31, 2014

SECURITY HOLDERS AND VOTING POWERS

Line No.	Name (Title) and Address of Security Holder (a)	Total Votes (b)	Common Stock (c)	Preferred Stock (d)	Other (e)
24	Bank of New York Mellon Corporation		1,697,944		
26	Deutsche Bank AG		1,674,334		
28	Commonwealth Bank of Australia		1,628,462		

58 2. None

60 3. None

62 4. See Footnote 7 of the September 30, 2014 10-K; Also see our most recent Proxy Statement filed December 22, 2014.

Name of Respondent	This Report Is:	Date of Report	Year of Report
Atmos Energy Corporation	(1) [X] An Original (2) [ ] A Resubmission	(Mo, Da, Yr)	Dec. 31, 2014

IMPORTANT CHANGES DURING THE YEAR

Give details concerning the matters indicated below. Make the statements explicit and precise, and number them in accordance with the inquiries. Answer each inquiry. Enter "none" or "not applicable" where applicable. If the answer is given elsewhere in the report, refer to the schedule in which it appears.

1. Changes in and important additions to franchise rights: Describe the actual consideration and state from whom the franchise rights were acquired. If the franchise rights were acquired without the payment of consideration, state that fact.
2. Acquisition of ownership in other companies by reorganization, merger, or consolidation with other companies: Give names of companies involved, particulars concerning the transactions, name of the Commission authorizing the transaction, and reference to the Commission authorization.
3. Purchase or sale of an operating unit or system: Briefly describe the property, and the related transactions, and cite Commission authorization, if any was required. Give date journal entries called for by Uniform System of Accounts were submitted to the Commission.
4. Important leaseholds (other than leaseholds for natural gas lands) that have been acquired or given, assigned or surrendered: Give effective dates, lengths of terms, names of parties, rents, and other conditions. State name of Commission authorizing lease and give reference to such authorization.
5. Important extension or reduction of transmission or distribution system: State territory added or relinquished and date operations began or ceased and cite Commission authorization, if any was required. State also the approximate number of customers added or lost and approximate annual revenues of each class of service.

Each natural gas company must also state major new continuing sources of gas made available to it from purchases, development, purchase contract or otherwise, giving location and approximate total gas volumes available, period of contracts, and other parties to any such arrangements, etc.

6. Obligations incurred or assumed by respondent as guarantor for the performance by another of any agreement or obligation, including ordinary commercial paper maturing on demand or not later than one year after date of issue: State on behalf of whom the obligation was assumed and amount of the obligation. Cite Commission authorization if any was required.
7. Changes in articles of incorporation or amendments to charter: Explain the nature and purpose of such changes or amendments.
8. State the estimated annual effect and nature of any important wage scale changes during the year.
9. State briefly the status of any materially important legal proceedings pending at the end of the year, and the results of any such proceedings culminated during the year.
10. Describe briefly any materially important transactions of the respondent not disclosed elsewhere in this report in which an officer, director, security holder, voting trustee, associated company or known associate of any of these persons was a party or in which any such person had a material interest.
11. Estimated increase or decrease in annual revenues caused by important rate changes: State effective date and approximate amount of increase or decrease for each revenue classification. State the number of customers affected.
12. Describe fully any changes in officers, directors, major security holders and voting powers of the respondent that may have occurred during the reporting period.
13. In the event that the respondent participates in a cash management program(s) and its proprietary capital ratio is less than 30 percent please describe the significant events or transactions causing the propriety capital ratio to be less than 30 percent, and the extent to which the respondent has amounts loaned or money advanced to its parent, subsidiary, or affiliated companies through a cash management program(s). Additionally, please describe plans, if any to regain at least a 30 percent proprietary ratio.

1 See discussion of franchise agreements under Item 1 Business on page 5 of the accompanying 2014 Form 10-K for Atmos Energy Corporation.

2 None

3 None

4 See Note 9 Leases on page 93 of the accompanying 2014 Form 10-K for Atmos Energy Corporation.

5 See supply arrangements and major suppliers under Item 1 Business on pages 5-6 of the accompanying 2014 Form 10-K for Atmos Energy Corporation.

6 See Note 5 Debt on pages 74-76 of the accompanying 2014 Form 10-K for Atmos Energy Corporation.

7 None

8 None

9 See Note 10 Commitments and Contingencies beginning on page 93 of the accompanying 2014 Form 10-K for Atmos Energy Corporation.

10 None

11 See Ratemaking activity under Item 1 Business on pages 7 -12 of the accompanying 2014 Form 10-K for Atmos Energy Corporation.

12 See Executive Officers of the Registrant on pages 118-119 of the accompanying 2014 Form 10-K for Atmos Energy Corporation. In addition to the information on pages 118-119: Michael E. Haefner was promoted to the position of Executive Vice President by the Board of Directors, effective January 19, 2015. Matt Robbins was promoted to the position of Vice President, Human Resources by the Board of Directors, effective February 11, 2015.

13 N/A

Name of Respondent	This Report Is:	Date of Report	Year of Report
ATMOS ENERGY CORPORATION	(1) [x] An Original (2) [ ] A Resubmission	(Mo, Da, Yr)	Dec. 31, 2014

Comparative Balance Sheet (Assets and Other Debits)

Line No.	Title of Account (a)	Reference Page Number (b)	Current Year End of Quarter/Year Balance (c)	Prior Year End Balance 12/31 (d)
1	**UTILITY PLANT**			
2	Utility Plant (101-106, 114)	200-201	8,942,732,942	8,184,631,160
3	Construction Work in Progress (107)	200-201	155,457,586	124,547,694
4	TOTAL Utility Plant (Total of lines 2 and 3)	200-201	9,098,190,528	8,309,178,854
5	(Less) Accum. Provision for Depr., Amort., Depl. (108, 111, 115)	-	(2,784,295,479)	(2,678,699,702)
6	Net Utility Plant (Total of line 4 less 5)	-	6,313,895,049	5,630,479,152
7	Nuclear Fuel (120.1 thru 120.4, and 120.6)	-	-	-
8	(Less) Accum. Prov. for Amort., Nuclear Fuel Assemblies (120.5)	-	-	-
9	Nuclear Fuel (Total of line 7 less 8)	-	-	-
10	Net Utility Plant (Total of lines 6 and 9)	-	6,313,895,049	5,630,479,152
11	Utility Plant Adjustments (116)	122	-	-
12	Gas Stored-Based Gas (117.1)	220	29,320,395	29,320,395
13	System Balancing Gas (117.2)	220	-	-
14	Gas Stored in Reservoirs and Pipelines-Noncurrent (117.3)	220	-	-
15	Gas Owned to System Gas (117.4)	220	-	-
16	**OTHER PROPERTY AND INVESTMENTS**			
17	Nonutility Property (121)	-	12,379,244	12,361,540
18	(Less) Accum. Provision for Depreciation and Amortization (122)	-	(524,885)	(381,584)
19	Investments in Associated Companies (123)	222-223	-	-
20	Investments in Subsidiary Companies (123.1)	224-225	47,032,823	47,032,823
21	(For Cost of Account 123.1 See Footnote Page 224, line 40)			
22	Noncurrent Portion of Allowances	-	-	-
23	Other Investments (124)	222-223	-	-
24	Sinking Funds (125)	-	-	-
25	Depreciation Fund (126)	-	-	-
26	Amortization Fund - Federal (127)	-	-	-
27	Other Special Funds (128)	-	-	78,575
28	Long-Term Portion of Derivative Assets (175)	-	-	-
29	Long-Term Portion of Derivative Assets - Hedges (176)	-	-	-
30	TOTAL Other Property & Investments (Total lines 17-20, 22-29)		58,887,182	59,091,354
31	**CURRENT AND ACCRUED ASSETS**			
32	Cash (131)	-	78,874,879	150,535,650
33	Special Deposits (132-134)	-	167,582	167,393
34	Working Funds (135)	-	-	-
35	Temporary Cash Investments (136)	222-223	-	-
36	Notes Receivable (141)	-	2,892,868	3,047,385
37	Customer Accounts Receivable (142)	-	430,580,854	486,062,209
38	Other Accounts Receivable (143)	-	38,225,868	26,467,916
39	(Less) Accum. Provision for Uncollectible Accounts - Credit (144)	-	(17,941,737)	(16,072,536)
40	Notes Receivable from Associated Companies (145)	-	-	-
41	Accounts Receivable from Associated Companies (146)	-	33,631,647	77,889,605
42	Fuel Stock (151)	-	-	-
43	Fuel Stock Expenses Undistributed (152)	-	-	-

Name of Respondent	This Report Is:	Date of Report	Year of Report
ATMOS ENERGY CORPORATION	(1) [x] An Original (2) [ ] A Resubmission	(Mo, Da, Yr)	Dec. 31, 2014

Comparative Balance Sheet (Assets and Other Debits) (continued)

Line No.	Title of Account (a)	Reference Page Number (b)	Current Year End of Quarter/Year Balance (c)	Prior Year End Balance 12/31 (d)
44	Residuals (Elec) and Extracted Products (Gas) (153)	-	-	-
45	Plant Materials and Operating Supplies (154)	-	2,956,630	2,458,916
46	Merchandise (155)	-	173	173
47	Other Materials and Supplies (156)	-	44,259	44,258
48	Nuclear Materials Held for Sale (157)	-	-	-
49	Allowances (158.1 and 158.2)	-	-	-
50	(Less) Noncurrent Portion of Allowances	-	-	-
51	Stores Expense Undistributed (163)	-	3,363,018	3,416,832
52	Gas Stored Underground - Current (164.1)	220	214,485,938	197,529,036
53	Liquefied Natural Gas Stored & Held for Processing (164.2-164.3)	220	-	-
54	Prepayments (165)	230	33,017,426	27,660,546
55	Advances for Gas (166 thru 167)	-	-	-
56	Interest and Dividends Receivable (171)	-	-	-
57	Rents Receivable (172)	-	-	-
58	Accrued Utility Revenues (173)	-	-	-
59	Miscellaneous Current and Accrued Assets (174)	-	(3,242,706)	89,867,427
60	Derivative Instrument Assets (175)	-	-	-
61	(Less) Long-Term Portion of Derivative Instruments Assets (175)	-	-	-
62	Derivative Instrument Assets - Hedges (176)	-	-	-
63	(Less) Long-Term Portion of Derivative Instruments Assets - Hedges (176)	-	-	-
64	TOTAL Current and Accrued Assets (Total of lines 32 thru 63)		817,056,699	1,049,074,810
65	**DEFERRED DEBITS**			
66	Unamortized Debt Expense (181)	-	18,799,857	14,823,908
67	Extraordinary Property Losses (182.1)	230	-	-
68	Unrecovered Plant and Regulatory Study Costs (182.2)	230	-	-
69	Other Regulatory Assets (182.3)	232	23,344,460	24,510,655
70	Preliminary Survey and Investigation Charges (Electric) (183)	-	-	-
71	Preliminary Survey and Investigation Charges (Gas) (183.1-183.2)	-	-	-
72	Clearing Accounts (184)	-	(312,927)	256,869
73	Temporary Facilities (185)	-	-	-
74	Miscellaneous Deferred Debits (186)	233	852,286,963	902,579,524
75	Deferred Losses from Disposition of Utility Plant (187)	-	-	-
76	Research, Development, and Demonstration Expend. (188)	-	-	-
77	Unamortized Loss on Reacquired Debt (189)	-	18,237,568	20,795,470
78	Accumulated Deferred Income Taxes (190)	234-235	257,762,289	240,694,139
79	Unrecovered Purchased Gas Costs (191)	-	(23,084,889)	(42,066,497)
80	TOTAL Deferred Debits (Total of lines 66 thru 79)		1,147,033,321	1,161,594,068
81	TOTAL Assets & Other Debits (Total lines 10-15, 30, 64, & 80)		8,366,192,646	7,929,559,779

Name of Respondent **ATMOS ENERGY CORPORATION**	This Report Is: (1) [x] An Original (2) [ ] A Resubmission	Date of Report (Mo, Da, Yr)	Year of Report Dec. 31, 2014

Comparative Balance Sheet (Liabilities and Other Credits)

Line No.	Title of Account (a)	Reference Page Number (b)	Current Year End of Quarter/Year Balance (c)	Prior Year End Balance 12/31 (d)
1	**PROPRIETARY CAPITAL**			
2	Common Stock Issued (201)	250-251	504,271	454,792
3	Preferred Stock Issued (204)	250-251	-	-
4	Capital Stock Subscribed (202, 205)	252	-	-
5	Stock Liability for Conversion (203, 206)	252	-	-
6	Premium on Capital Stock (207)	252	-	-
7	Other Paid-In Capital (208-211)	253	2,181,643,907	1,769,516,586
8	Installments Received on Capital Stock (212)	252	-	-
9	(Less) Discount on Capital Stock (213)	254	-	-
10	(Less) Capital Stock Expense (214)	254	-	-
11	Retained Earnings (215, 215.1, 216)	118-119	519,179,528	405,820,097
12	Unappropriated Undistributed Subsidiary Earnings (216.1)	118-119	-	-
13	(Less) Reacquired Capital Stock (217)	250-251	-	-
14	Accumulated Other Comprehensive Income (219)	117	(63,620,817)	59,587,268
15	TOTAL Proprietary Capital (Total of lines 2 thru 14)	-	2,637,706,889	2,235,378,743
16	**LONG TERM DEBT**			
17	Bonds (221)	256-257	-	-
18	(Less) Reacquired Bonds (222)	256-257	-	-
19	Advances from Associated Companies (223)	256-257	-	-
20	Other Long-Term Debt (224)	256-257	2,460,000,000	2,460,000,000
21	Unamortized Premium on Long-Term Debt (225)	258-259	-	-
22	(Less) Unamortized Discount on Long-Term Debt - Dr (226)	258-259	(4,868,576)	(4,249,985)
23	(Less) Current Portion of Long-Term Debt	-	-	(500,000,000)
24	TOTAL Long-Term Debt (Total of lines 17 thru 23)	-	2,455,131,424	1,955,750,015
25	**OTHER NONCURRENT LIABILITIES**			
26	Obligations Under Capital Leases-Noncurrent (227)	-	-	-
27	Accumulated Provision for Property Insurance (228.1)	-	-	-
28	Accumulated Provision for Injuries and Damages (228.2)	-	13,555,127	12,724,487
29	Accumulated Provision for Pensions and Benefits (228.3)	-	-	-
30	Accumulated Miscellaneous Operating Provisions (228.4)	-	502,074	423,880
31	Accumulated Provision for Rate Refunds (229)	-	-	-

Name of Respondent	This Report Is:	Date of Report	Year of Report
ATMOS ENERGY CORPORATION	(1) [x] An Original (2) [ ] A Resubmission	(Mo, Da, Yr)	Dec. 31, 2014

Comparative Balance Sheet (Liabilities and Other Credits)

Line No.	Title of Account (a)	Reference Page Number (b)	Current Year End of Quarter/Year Balance (c)	Prior Year End Balance 12/31 (d)
32	Long-Term Portion of Derivative Instrument Liabilities	-	-	-
33	Long-Term Portion of Derivative Instrument Liabilities - Hedges	-	-	-
34	Asset Retirement Obligations (230)	-	-	-
35	TOTAL Other Noncurrent Liabilities (Total of lines 26 thru 34)		14,057,201	13,148,367
36	**CURRENT AND ACCRUED LIABILITIES**			
37	Current Portion of Long-Term Debt	-	-	500,000,000
38	Notes Payable (231)	-	550,902,916	689,795,231
39	Accounts Payable (232)	-	244,710,256	293,493,965
40	Notes Payable to Associated Companies (233)	-	240,600,000	283,000,000
41	Accounts Payable to Associated Companies (234)	-	-	-
42	Customer Deposits (235)	-	55,991,243	45,097,986
43	Taxes Accrued (236)	262-263	86,909,219	66,522,346
44	Interest Accrued (237)	-	34,544,914	35,314,241
45	Dividends Declared (238)	-	-	-
46	Matured Long-Term Debt (239)	-	-	-
47	Matured Interest (240)	-	-	-
48	Tax Collections Payable (241)	-	13,561,271	20,154,840
49	Miscellaneous Current and Accrued Liabilities (242)	268	64,668,207	47,060,186
50	Obligations Under Capital Leases - Current (243)		-	-
51	Derivative Instrument Liabilities (244)	-	-	-
52	(Less) Long-Term Portion of Derivative Instrument Liabilities	-	-	-
53	Derivative Instrument Liabilities - Hedges (245)	-	-	-
54	(Less) Long-Term Portion of Derivative Instrument Liabilities - Hedges	-	- -	- -
55	TOTAL Current & Accrued Liabilities (Total of line 37 thru 54)		1,291,888,026	1,980,438,795
56	**DEFERRED CREDITS**			
57	Customer Advances for Construction (252)	-	9,894,317	11,772,896
58	Accumulated Deferred Investment Tax Credits (255)	-	11,422	17,767
59	Deferred Gains from Disposition of Utility Plant (256)	-	-	-
60	Other Deferred Credits (253)	269	348,303,584	255,697,212
61	Other Regulatory Liabilities (254)	278	2,766,240	1,051,332
62	Unamortized Gain on Reacquired Debt (257)	-	-	-
63	Accumulated Deferred Income Taxes - Accelerated Amortization (281)	-	-	-
64	Accumulated Deferred Income Taxes - Other Property (282)	274-275	1,555,123,615	1,352,383,309
65	Accumulated Deferred Income Taxes - Other (283)	276-277	51,309,928	123,921,343
66	TOTAL Deferred Credits (Total of lines 57 thru 65)		1,967,409,106	1,744,843,859
67	TOTAL Liabilities & Other Credits (Lines 15, 24, 35, 55 & 66)		8,366,192,646	7,929,559,779

Name of Respondent	This Report Is:	Date of Report	Year of Report
ATMOS ENERGY CORPORATION	(1) [x] An Original (2) [ ] A Resubmission	(Mo, Da, Yr)	Dec. 31, 2014

Statement of Income

1. Enter in column (e) the operations for the reporting quarter and in column (f) the balance for the same three month period for the prior year. Do not report annual amounts in these columns.
2. Report in column (g) the quarter to date amounts for electric utility function; in column (i) the quarter to date amounts for gas utility, and in (k) the quarter to date amounts for other utility function for the current year quarter/annual.
3. Report in column (h) the quarter to date amounts for electric utility function; in column (j) the quarter to date amounts for gas utility, and in (l) the quarter to date amounts for other utility function for the prior year quarter.
4. If additional columns are needed place them in a footnote.

Line No.	Title of Account (a)	Reference Page Number (b)	Total Current Year to Date Balance for Quarter/Year (c)	Total Prior Year to Date Balance for Quarter/Year (d)	Current 3 Months Ended Qtr Only - No Fourth Qtr (e)	Current 3 Months Ended Qtr Only - No Fourth Qtr (f)
1	**UTILITY OPERATING INCOME**					
2	Gas Operating Revenues (400)	300-301	3,157,102,181	2,690,891,230		
3	Operating Expenses					
4	Operation Expenses (401)	317-325	2,096,990,517	1,749,320,494		
5	Maintenance Expenses (402)	317-325	15,886,811	16,884,472		
6	Depreciation Expenses (403)	336-338	260,348,228	241,029,147		
7	Depreciation Expense for Asset Retirement Costs (403.1)	336-338	-	-		
8	Amortization & Depletion of Utility Plant (404 - 405)	336-338	-	-		
9	Amortization of Utility Plant Acquisition Adjustment (406)		(7,585,281)	(8,331,528)		
10	Amortization of Property Losses, Unrecovered Plant and Regulatory Study Costs (407.1)		3,774,220	-		
11	Amortization of Conversion Expenses (407.2)		-	-		
12	Regulatory Debits (407.3)		1,865,312	2,607,606		
13	(Less) Regulatory Credits (407.4)		(269,565)	(359,227)		
14	Taxes Other than Income Taxes (408.1)	262-263	216,247,924	185,798,802		
15	Income Taxes - Federal (409.1)	262-263	(15,440,719)	(6,210,499)		
16	Income Taxes - Other (409.1)	262-263	4,646,161	2,299,200		
17	Provision of Deferred Income Taxes (410.1)	234-235 272-277	183,434,857	147,972,154		
18	(Less) Provision for Deferred Income Taxes - Credit (411.1)	234-235 272-277	-	-		
19	Investment Tax Credit Adjustment - Net (411.4)		(6,345)	(19,892)		
20	(Less) Gains from Disposition of Utility Plant (411.6)		-	-		
21	Losses from Disposition of Utility Plant (411.7)		-	-		
22	(Less) Gains from Disposition of Allowances (411.8)		-	-		
23	Losses from Disposition of Allowances (411.9)		-	-		
24	Accretion Expense (411.10)		-	-		
25	TOTAL Utility Operating Expenses (Total lines 4 thru 24)		2,759,892,120	2,330,990,729		
26	Net Utility Operating Income (Total of lines 2 less 25) (Carry forward to page 116, line 27)		397,210,061	359,900,501		

Name of Respondent **ATMOS ENERGY CORPORATION**	This Report Is: (1) [x] An Original (2) [ ] A Resubmission	Date of Report (Mo, Da, Yr)	Year of Report Dec. 31, 2014

Statement of Income

Line No.	Elect. Utility Current Year to Date (in dollars) (g)	Elec. Utility Previous Year to Date (in dollars) (h)	Gas Utility Current Year to Date (in dollars) (i)	Gas Utility Previous Year to Date (in dollars) (j)	Other Utility Current Year to Date (in dollars) (k)	Other Utility Previous Year to Date (in dollars) (l)
1						
2			3,157,102,181	2,690,891,230		
3						
4			2,096,990,517	1,749,320,494		
5			15,886,811	16,884,472		
6			260,348,228	241,029,147		
7			-	-		
8			-	-		
9			(7,585,281)	(8,331,528)		
10			3,774,220	-		
11			-	-		
12			1,865,312	2,607,606		
13			(269,565)	(359,227)		
14			216,247,924	185,798,802		
15			(15,440,719)	(6,210,499)		
16			4,646,161	2,299,200		
17			183,434,857	147,972,154		
18			-	-		
19			(6,345)	(19,892)		
20			-	-		
21			-	-		
22			-	-		
23			-	-		
24			-	-		
25			2,759,892,120	2,330,990,729		
26			397,210,061	359,900,501		

Name of Respondent	This Report Is:	Date of Report	Year of Report
ATMOS ENERGY CORPORATION	(1) [x] An Original (2) [ ] A Resubmission	(Mo, Da, Yr)	Dec. 31, 2014

Statement of Income (continued)

Line No.	Title of Account (a)	Reference Page Number (b)	Total Current Year to Date Balance for Quarter/Year (c)	Total Prior Year to Date Balance for Quarter/Year (d)	Current 3 Months Ended Qtr Only - No Fourth Qtr (e)	Current 3 Months Ended Qtr Only - No Fourth Qtr (f)
27	Net Utility Operating Income (Carried forward from page 114)		397,210,061	359,900,501		
28	**OTHER INCOME AND DEDUCTIONS**					
29	Other Income					
30	Nonutility Operating Income					
31	Rev. from Merchandising, Jobbing & Contract Work (415)		-	153		
32	(Less) Costs and Expense of Merchandising, Job & Contract Work (416)		(2,952)	(23,025)		
33	Revenues from Nonutility Operations (417)		22,587	70,132		
34	(Less) Expenses of Nonutility Operations (417.1)		-	-		
35	Nonoperating Rental Income (418)		-	-		
36	Equity in Earnings of Subsidiary Companies (418.1)		-	-		
37	Interest and Dividend Income (419)		2,037,442	2,198,833		
38	Allowance for Other Funds Used During Construction (419.1)		-	-		
39	Miscellaneous Nonoperating Income (421)		7,058,708	8,804,950		
40	Gain on Disposition of Property (421.1)		36,636	9,186,962		
41	TOTAL Other Income (Total of lines 31 thru 40)		9,152,421	20,238,005		
42	Other Income Deductions					
43	Loss on Disposition of Property (421.2)		860,733	409,724		
44	Miscellaneous Amortization (425)		-	-		
45	Donations (426.1)	340	3,817,004	3,664,163		
46	Life Insurance (426.2)		-	-		
47	Penalties (426.3)	340	1,345,968	522,069		
48	Expenditures for Certain Civic, Political and Related Activities (426.4)	340	1,554,368	1,654,474		
49	Other Deductions (426.5)	340	3,812,853	4,246,321		
50	TOTAL Other Income Deductions (Lines 43 thru 49)		11,390,926	10,496,751		
51	Taxes Applicable to Other Income and Deductions					
52	Taxes Other than Income Taxes (408.2)		-	-		
53	Income Taxes - Federal (409.2)		-	-		
54	Income Taxes - Other (409.2)		-	-		
55	Provision for Deferred Income Taxes (410.2)		-	-		
56	(Less) Provision for Deferred Income Taxes - Credit (411.2)		-	-		
57	Investment Tax Credit Adjustments - Net (411.5)		-	-		
58	(Less) Investment Tax Credits (420)		-	-		
59	Total Taxes on Other Income & Deductions (Lines 52-58)		-	-		
60	Net Other Income and Deductions (Total lines 41, 50, 59)		(2,238,505)	9,741,254		

Name of Respondent	This Report Is:	Date of Report	Year of Report
ATMOS ENERGY CORPORATION	(1) [x] An Original (2) [ ] A Resubmission	(Mo, Da, Yr)	Dec. 31, 2014

Statement of Income (continued)

Line No.	Title of Account (a)	Reference Page Number (b)	Total Current Year to Date Balance for Quarter/Year (c)	Total Prior Year to Date Balance for Quarter/Year (d)	Current 3 Months Ended Qtr Only - No Fourth Qtr (e)	Current 3 Months Ended Qtr Only - No Fourth Qtr (f)
61	**INTEREST CHARGES**					
62	Interest on Long-Term Debt (427)	256-257	147,061,876	147,785,175		
63	Amortization of Debt Discount And Expense (428)	258-259	1,785,513	1,807,282		
64	Amortization of Loss on Reacquired Debt (428.1)		2,557,902	2,550,908		
65	(Less) Amortization of Premium on Debt - Credit (429)		-	-		
66	(Less) Amort. of Gain on Reacquired Debt - Credit (429.1)		-	-		
67	Interest on Debt to Associated Companies (430)	340	1,935,837	864,816		
68	Other Interest Expense (431)	340	(22,810,192)	(20,356,004)		
69	(Less) Allowance for Borrowed Funds Used During Construction - Credit (432)		(1,650,424)	(1,893,945)		
70	Net Interest Charges (Total of lines 62 thru 69)		128,880,512	130,758,232		
71	Income Before Extraordinary Items (Lines 27, 60, & 70)		266,091,044	238,883,523		
72	**EXTRAORDINARY ITEMS**					
73	Extraordinary Income (434)		-	-		
74	(Less) Extraordinary Deductions (435)		-	-		
75	Net Extraordinary Items (Total of line 73 less line 74)		-	-		
76	Income Taxes - Federal and Other (409.3)		-	-		
77	Extraordinary Items after Taxes (Total of line 75 less line 76)		-	-		
78	Net Income (Total of line 71 and 77)		266,091,044	238,883,523		

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Statement of Accumulated Comprehensive Income and Hedging Activities

1. Report in columns (b) (c) and (e) the amounts of accumulated other comprehensive income items, on a net-of-tax basis, where appropriate.

2. Report in columns (f) and (g) the amounts of other categories of other cash flow hedges.

3. For each category of hedges that have been accounted for as "fair value hedges", report the accounts affected and the related amounts in a footnote.

Line No.	Item (a)	Unrealized Gains and Losses on available-for-sale securities (b)	Minimum Pension Liability Adjustment (net amount) (c)	Foreign Currency Hedges (d)	Other Adjustments (e)
1	Balance of Account 219 at Beginning of Preceding Qtr/Year	5,176,064	-	-	-
2	Preceding Qtr/Year Reclassification from Account 219 to Net Income	-	-	-	-
3	Preceding Qtr/Year Changes in Fair Value	2,563,477	-	-	-
4	Total (lines 2 and 3)	2,563,477	-	-	-
5	Balance of Account 219 at End of Preceding Qtr/Year / Beginning of Current Qtr/Year	7,739,541	-	-	-
6	Current Qtr/Year Reclassifications from Account 219 to Net Income	-	-	-	-
7	Current Qtr/Year Changes in Fair Value	(1,191,780)	-	-	-
8	Total (lines 6 and 7)	(1,191,780)	-	-	-
9	Balance of Account 219 at End of Current Qtr/Year	6,547,761	-	-	-

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Statement of Accumulated Comprehensive Income and Hedging Activities (continued)

Line No.	Other Cash Flow Hedges Interest Rate Swaps (f)	Other Cash Flow Hedges (Insert Category) (g)	Total for each category of items recorded in Account 219 (h)	Net Income (Carried Forward from Page 116, Line 78) (i)	Total Comprehensive Income (j)
1	(32,009,211)		(26,833,147)		
2	-		-		
3	83,856,938		86,420,415		
4	83,856,938		86,420,415	238,883,523	325,303,938
5	51,847,727		59,587,268		
6	-		-		
7	(122,016,305)		(123,208,085)		
8	(122,016,305)		(123,208,085)	266,091,044	142,882,959
9	(70,168,578)		(63,620,817)		

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Statement of Retained Earnings

1. Report all changes in appropriated retained earnings, unappropriated retained earnings, and unappropriated undistributed subsidiary earnings for the year.
2. Each credit and debit during the year should be identified as to the retained earnings account in which recorded (Accounts 433, 436-439 inclusive). Show the contra primary account affected in column (b).
3. State the purpose and amount for each reservation or appropriation of retained earnings.
4. List first Account 439, Adjustments to Retained Earnings, reflecting adjustments to the opening balance of retained earnings. Follow by credit, then debit items, in that order.
5. Show dividends for each class and series of capital stock.

Line No.	Item (a)	Contra Primary Account Affected (b)	Current Quarter/ Year to Date Balance (c)	Previous Quarter/ Year to Date Balance (d)
	UNAPPROPRIATED RETAINED EARNINGS			
1	Balance - Beginning of Period		405,820,097	297,811,947
2	Changes (Identify by prescribed retained earnings accounts)			
3	Adjustments to Retained Earnings (Account 439)			
4	Other Adjustments:		14,842	76,029
5	TOTAL Adjustments to Retained Earnings (Account 439)			
6	Balance Transferred from Income (Account 433 less Account 418.1)		266,091,044	238,883,523
7	Appropriations of Retained Earnings (Account 436)			
7.1				
7.2				
8	TOTAL Appropriations of Retained Earnings (436) (Total lines 7.1 thru 7.2)		-	-
9	Dividends Declared - Preferred Stock (Account 437)			
9.1				
9.2				
10	TOTAL Dividends Declared - Preferred Stock (437) (Total lines 9.1 thru 9.2)		-	-
11	Dividends Declared - Common Stock (Account 438)			
11.1	Dividends Declared - 2013		-	130,951,402
11.2	Dividends Declared - 2014		152,746,455	-
12	TOTAL Dividends Declared - Common Stock (438) (Total lines 11.1 thru 11.2)		152,746,455	130,951,402
13	Transfers from Account 216.1, Unappropriated Undistributed Subsidiary Earnings		-	-
14	Balance - End of Year (Total of lines 1, 4, 5, 6, 8, 10, 12, and 13)		519,179,528	405,820,097
15	**APPROPRIATED RETAINED EARNINGS (Account 215)**			
16	TOTAL Appropriated Retained Earnings (Account 215) (footnote details)		-	-
17	**APPROPRIATED RETAINED EARNINGS - AMORT. RESERVE, FEDERAL (215.1)**			
18	TOTAL Appropriated Retained Earnings - Amortization Reserve, Federal (Account 215.1)		-	-
19	TOTAL Appropriated Retained Earnings (Accounts 215, 215.1, 216) (Line 16 & 17)		-	-
20	TOTAL Retained Earnings (Account 215, 215.1, 216) (Lines 14 & 18)		519,179,528	405,820,097
21	**UNAPPROPRIATED UNDISTRIBUTED SUBSIDIARY EARNINGS (Account 216.1)**			
	Report only on an Annual Basis no Quarterly			
22	Balance - Beginning of Year (Debit or Credit)			
23	Equity in Earnings for Year (Credit) (Account 418.1)			
24	(Less) Dividends Received (Debit)			
25	Other Changes (Explain)			
26	Balance - End of Year			

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STATEMENT OF CASH FLOWS

1. Information about noncash investing and financing activities should be provided on page 122. Provide also on page 122 a reconciliation between "Cash and Cash Equivalents at End of Year: with related amounts on the balance sheet.
2. Under "Other" specify significant amounts and group others.
3. Operating Activities-Other: Include gains and losses pertaining to operating activities only. Gains and losses pertaining to investing and financing activities should be reported in those activities. Show on page 122 the amounts of interest paid (net of amounts capitalized) and income taxes paid.

Line No.	DESCRIPTION (See Instructions for Explanation of Codes) (a)	Current Year Amount (b)	Previous Year Amount (c)
1	Net Cash Flow from Operating Activities:		
2	Net Income (Line 72(c) on page 116)	266,091,044	238,883,523
3	Noncash Charges (Credits) to Income:		
4	Depreciation and Depletion	252,762,947	232,697,619
5	Amortization of (Specify)	-	-
5.01	Franchises, Software and Acquisition Adjustments	1,023,124	772,149
5.02	Gain on Sale of Discontinued Operations	-	(8,777,238)
6	Deferred Income Taxes (Net)	183,434,857	147,972,154
7	Other	34,610,845	26,846,537
8	Net (Increase) Decrease in Receivables	90,005,079	(162,336,278)
9	Net (Increase) Decrease in Inventory	(16,956,902)	(8,720,325)
10	Net (Increase) Decrease in Allowances Inventory	-	-
11	Net Increase (Decrease) in Payables and Accrued Expenses	(48,554,095)	36,203,570
12	Net (Increase) Decrease in Other Regulatory Assets	-	-
13	Net Increase (Decrease) in Other Regulatory Liabilities	-	-
14	(Less) Allowance for Other Funds Used During Construction	-	-
15	(Less) Undistributed Earnings from Subsidiary Companies	-	-
16	Other: Changes in other assets and liabilities	6,311,092	45,298,956
16.01			
16.02			
16.03			
17	Net Cash Provided by (Used in) Operating Activities		
18	(Total of lines 2 thru 16)	768,727,991	548,840,667
19			
20	Cash Flows from Investments Activities:		
21	Construction and Acquisition of Plant (including land):		
22	Gross Additions to Utility Plant (less nuclear fuel)	(913,986,091)	(832,554,076)
23	Gross Additions to Nuclear Fuel	-	-
24	Gross Additions to Common Utility Plant	-	-
25	Gross Additions to Nonutility Plant	-	-
26	(Less) Allowance for Other Funds Used During Construction	-	-
27	Other: Acquisitions	-	-
27.01			
27.02			
28	Cash Outflows for Plant (Total of lines 22 thru 27)	(913,986,091)	(832,554,076)
29			
30	Acquisition of Other Noncurrent Assets (d)	-	-
31	Proceeds from the Sale of Discontinued Operations	-	153,022,808
32	Retirements of Property, Plant, and Equipment	6,635,159	(10,282,924)
33	Investments in and Advances to Assoc. and Subsidiary Companies	-	-
34	Contributions and Advances from Assoc. and Subsidiary Companies	-	-
35	Disposition of Investments in (and Advances to)		
36	Associated and Subsidiary Companies	-	-
37			
38	Purchase of Investment Securities (a)	-	-
39	Proceeds from Sales of Investment Securities (a)	-	-

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STATEMENT OF CASH FLOWS

4. Investing Activities: Include at Other (Line 27) net cash outflow to acquire other companies. Provide a reconciliation of assets acquired with liabilities assumed on page 122. Do not include on this statement the dollar amount of leases capitalized per U. S. of A. General Instruction 20; instead provide a reconciliation of the dollar amount of leases capitalized with the plant cost on page 122.

5. Codes used:
   (a) Net proceeds or payments.
   (b) Bonds, debentures and other long-term debt.
   (c) Include commercial paper.
   (d) Identify separately such items as investments, fixed assets, intangibles, etc.

6. Enter on page 122 clarifications and explanations.

7. At lines 5, 16, 27, 47, 56, 58, and 65, add rows as necessary to report all data. Number the extra rows in sequence, 5.01, 5.02, etc.

Line No.	DESCRIPTION (See Instructions for Explanation of Codes) (a)	Current Year Amount (b)	Previous Year Amount (c)
40	Loans Made or Purchased	-	-
41	Collections on Loans	-	-
42			
43	Net (Increase) Decrease in Receivables	-	-
44	Net (Increase) Decrease in Inventory	-	-
45	Net (Increase) Decrease in Allowances Held for Speculation	-	-
46	Net Increase (Decrease) in Payables and Accrued Expenses	-	-
47	Other: Proceeds from sale of assets	-	-
47.01			
47.02			
48	Net Cash Provided by (Used in) Investing Activities		
49	(Total of lines 28 thru 47)	(907,350,932)	(689,814,192)
50			
51	Cash Flows from Financing Activities		
52	Proceeds from Issuance of:		
53	Long-Term Debt (b)	493,537,775	493,793,163
54	Preferred Stock	-	-
55	Common Stock	10,597,935	1,214,034
56	Other: Proceeds from equity offering, net	390,205,351	-
56.01	Other: Issuance of Common Stock for Contribution to Subsidiary	-	-
57	Net Increase in Short-Term Debt (c)	(178,473,915)	(75,219,400)
58	Other:	-	-
58.01	Settlement of interest rate agreements	13,364,350	(66,625,704)
58.02			
58.03			
59	Cash Provided by Outside Sources (Total of lines 53 thru 58.02)	729,231,496	353,162,093
60			
61	Payments for Retirement of:		
62	Long-Term Debt (b)	(500,000,000)	-
63	Preferred Stock	-	-
64	Common Stock	-	-
65	Other: Repurchase of Common Stock	-	-
65.01	Other: Repurchase of Equity Awards	(10,412,707)	(8,315,199)
66	Net Decrease in Short-Term Debt (c)	-	-
67			
68	Dividends on Preferred Stock	-	-
69	Dividends on Common Stock	(151,856,430)	(130,106,927)
70	Net Cash Provided by (Used in) Financing Activities		
71	(Total of lines 59 thru 69)	66,962,359	214,739,967
72			
73	Net Increase (Decrease) in Cash and Cash Equivalents		
74	(Total of lines 18, 49, and 71)	(71,660,582)	73,766,442
75			
76	Cash and Cash Equivalents at Beginning of Year	150,703,043	76,936,601
77			
78	Cash and Cash Equivalents at End of Year	79,042,461	150,703,043

Name of Respondent **ATMOS ENERGY CORPORATION**	This Report Is: (1) [x] An Original (2) [ ] A Resubmission	Date of Report (Mo, Da, Yr)	Year of Report Dec. 31, 2014

Notes to Financial Statements

1. Provide important disclosures regarding the Balance Sheet, Statement of Income for the Year, Statement of Retained Earnings for the Year, and Statement of Cash Flow, or any account thereof. Classify the disclosures according to each financial statement, providing a subheading for each statement except where a disclosure is applicable to more than one statement. The disclosures must be on the same subject matters and in the same level of detail that would be required if the respondent issued general purpose financial statements to the public or shareholders.
2. Furnish details as to any significant contingent assets or liabilities existing at year end, and briefly explain any action initiated by the Internal Revenue Service involving possible assessment of additional income taxes of material amount, or a claim for refund of income taxes of a material amount initiated by the utility. Also, briefly explain any dividends in arrears on cumulative preferred stock.
3. Furnish details on the respondent's pension plans, post-retirement benefits other than pensions (PBOP) plans, and post-employment benefit plans as required by instruction no. 1 and, in addition, disclose for each individual plan the current year's cash contributions. Furnish details on the accounting for the plans and any changes in the method of accounting for them. Include details on the accounting for transition obligations or assets, gains or losses, the amounts deferred and the expected recovery periods. Also, disclose any current year's plan or trust curtailment, terminations, transfers, or reversions of assets. Entities that participate in multiemployer postretirement benefit plans (e.g. parent company sponsored pension plans) disclose in addition to the required disclosures for the consolidated plan, (1) the amount of cost recognized in the respondent's financial statements for each plan for the period presented, and (2) the basis for determining the respondent's share of the total plan costs.
4. Furnish details on the respondent's asset retirement obligations (ARO) as required by instruction no. 1 and, in addition, disclose the amounts recovered through rates to settle such obligations. Identify any mechanism or account in which recovered funds are being placed (i.e. trust funds, insurance policies, surety bonds). Furnish details on the accounting for the asset retirement obligations and any changes in the measurement or method of accounting for the obligations. Include details on the accounting for settlement of the obligations and any gains or losses expected or incurred on the settlement.
5. Provide a list of all environmental credits received during the reporting period.
6. Provide a summary of revenues and expenses for each tracked cost and special surcharge.
7. Where Account 189, Unamortized Loss on Reacquired Debt, and 257, Unamortized Gain on Reacquired Debt, are not used, give an explanation, providing the rate treatment given these item. See General Instruction 17 of the Uniform System of Accounts.
8. Explain concisely any retained earnings restrictions and state the amount of retained earnings affected by such restrictions.
9. Disclose details on any significant financial changes during the reporting year to the respondent or the respondent's consolidated group that directly affect the respondent's gas pipeline operations, including: sales; transfers or mergers of affiliates, investments in new partnerships, sales of gas pipeline facilities or the sale of ownership interests in the gas pipeline to limited partnerships, investments in related industries (i.e., production, gathering), major pipeline investments, acquisitions by the parent corporation(s), and distributions of capital.
10. Explain concisely unsettled rate proceedings where a contingency exists such that the company may need to refund material amount to the utility's customers or that the utility may receive a material refund with respect to power or gas purchases. State for each year affected the gross revenues or costs to which the contingency relates and the tax effects and explain the major factors that affect the rights of the utility to retain such revenues or to recover amounts paid with respect to power and gas purchases.
11. Explain concisely significant amounts of any refunds made or received during the year resulting from settlement of any rate proceeding affecting revenues received or costs incurred for power or gas purchases, and summarize the adjustments made to balance sheet, income, and expense accounts.
12. Explain concisely only those significant changes in accounting methods made during the year which had an effect on net income, including the basis of allocations and apportionments from those used in the preceding year. Also give the approximate dollar effect on such changes.
13. For the 3Q disclosures, respondent must provide in the notes sufficient disclosures so as to make the interim information not misleading. Disclosures which would substantially duplicate the disclosures contained in the most recent FERC Annual Report may be omitted.
14. For the 3Q disclosures, the disclosures shall be provided where events subsequent to the end of the most recent year have occurred which have a material effect on the respondent. Respondent must include in the notes significant changes since the most recently completed year in such items as: accounting principles and practices; estimates inherent in the preparation of the financial statements; status of long-term contracts; capitalization including significant new borrowings or modifications of existing financing agreements; and changes resulting from business combinations or dispositions. However were material contingencies exist, the disclosure of such matters shall be provided even though a significant change since year end may not have occurred.
15. Finally, if the notes to the financial statements relating to the respondent appearing in the annual report to the stockholders are applicable and furnish the data required by the above instructions, such notes my be included herein.

1. This report includes the operating results for the regulated operations of Atmos Energy Corporation, which includes the Colorado and Kansas jurisdictions (Colorado-Kansas Division); Louisiana jurisdiction (Louisiana Division); Georgia, Tennessee, Kentucky and Virginia jurisdictions (Kentucky/Mid-States Division); Mississippi jurisdiction (Mississippi Division) and Texas jurisdiction (West Texas, Mid-Tex and Atmos Pipeline-Texas Divisions) for the years ended December 31, 2013 and 2014. As our Georgia operations were sold on April 1, 2013, operating results for Georgia are included for the prior year period January 1, 2013 through March 31, 2013 only.
2. For additional disclosures regarding contingencies, income tax and other matters see the Notes to Consolidated Financial Statements in the accompanying Annual Report on Form 10-K for the year ended September 30, 2014 of Atmos Energy Corporation.
3. For additional disclosures regarding pension plans, post-retirement plans and other matters, see the Notes to Consolidated Financial Statements in the accompanying Annual Report on Form 10-K for the year ended September 30, 2014 of Atmos Energy Corporation.
4. For additional disclosures regarding asset retirement obligations, see the Notes to Consolidated Financial Statements in the accompanying Annual Report on Form 10-K for the year ended September 30, 2014 of Atmos Energy Corporation.
5. None
6. None
7. None
8. None
9. None
10. Please see page 9 of Form 10-K for the year ended September 30, 2014 of Atmos Energy Corporation.
11. Please see pages 7-12 of Form 10-K for the year ended September 30, 2014 of Atmos Energy Corporation.
12. None
13. None
14. None
15. See references to our 10-K noted above.

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Summary of Utility Plant and Accumulated Provisions for Depreciation, Amortization and Depletion

Line No.	Item (a)	Total Company For the Current Qtr/Year (b)
1	**UTILITY PLANT**	
2	In Service:	
3	Plant in Service (Classified)	9,061,942,631
4	Property Under Capital Leases	-
5	Plant Purchased or Sold	-
6	Completed Construction not Classified	-
7	Experimental Plant Unclassified	-
8	TOTAL (Enter Total of lines 3 thru 7)	9,061,942,631
9	Leased to Others	-
10	Held for Future Use	-
11	Construction Work in Progress	155,457,586
12	Acquisition Adjustments	(119,209,689)
13	TOTAL Utility Plant (Enter Total of lines 8 thru 12)	9,098,190,528
14	Accumulated Provision for Depreciation, Amortization and Depletion	2,784,295,479
15	Net Utility Plant (Enter Total of line 13 less 14)	6,313,895,049
16	**DETAILS OF ACCUMULATED PROVISIONS FOR DEPRECIATION, AMORTIZATION AND DEPLETION**	
17	In Service:	
18	Depreciation	2,819,373,146
19	Amortization and Depletion of Producing Natural Gas Land and Land Rights	-
20	Amortization of Underground Storage Land and Land Rights	-
21	Amortization of Other Utility Plant	9,845,399
22	TOTAL in Service (Enter Total of lines 18 thru 21)	2,829,218,545
23	Leased to Others:	
24	Depreciation	-
25	Amortization and Depreciation	-
26	TOTAL Leased to Others (Enter Total of lines 24 and 25)	-
27	Held for Future Use	
28	Depreciation	-
29	Amortization	-
30	TOTAL Held for Future Use (Enter Total of lines 28 and 29)	-
31	Abandonment of Leases (Natural Gas)	-
32	Amortization of Plant Acquisition Adjustment	(44,923,066)
33	TOTAL Accumulated Provisions (Agree with line 14 above) (Lines 22, 26, 30, 31 & 32)	2,784,295,479

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Summary of Utility Plant and Accumulated Provisions for Depreciation, Amortization and Depletion (continued)

Line No.	Electric (a)	Gas (d)	Other (specify) (e)	Common (f)
1	[redacted]			
2				
3		ALL GAS		
4				
5				
6				
7				
8				
9				
10				
11				
12				
13				
14				
15				
16	[redacted]			
17				
18				
19				
20				
21				
22				
23	[redacted]			
24				
25				
26				
27	[redacted]			
28				
29				
30				
31				
32				
33				

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Gas Plant in Service (Accounts 101, 102, 103 and 106)

1. Report below the original cost of gas plant in service according to the prescribed accounts.
2. In addition to Account 101, Gas Plant in Service (Classified), this page and the next include Account 102, Gas Plant Purchased or Sold, Account 103, Experimental Gas Plant Unclassified, and Account 106, Completed Construction Not Classified - Gas.
3. Include in column (c) and (d), as appropriate corrections of additions and retirements for the current or preceding year.
4. Enclose in parenthesis credit adjustments of plant accounts to indicate the negative effect of such accounts.
5. Classify Account 106 according to prescribed accounts, on an estimated basis if necessary, and include the entries in column (c). Also to be included in column (c) are entries for reversals of tentative distributions of prior year reported in column (b). Likewise, if the respondent has a significant amount of plant retirements which have not been classified to primary accounts at the end of the year, include in column (d) a tentative distribution of such retirements, on an estimated basis, with appropriate contra entry to the account for accumulated depreciation provision. Include also in column (d) reversals of tentative distributions of prior year's unclassified retirements. Attach supplemental statement showing the account distributions of these tentative classifications in

Line No.		Account (a)	Balance at Beginning of Year (b)	Additions (c)
1		**INTANGIBLE PLANT**		
2	301	Organization	259,097	-
3	302	Franchises and Consents	700,000	-
4	303	Miscellaneous Intangible Plant	13,470,641	-
5		TOTAL Intangible Plant (Total of line 2 thru 4)	14,429,738	-
6		**PRODUCTION PLANT**		
7		Natural Gas Production and Gathering Plant		
8	325		-	-
9	325.2	Producing Leaseholds	2,353	-
10	325.3	Gas Rights	-	-
11	325.4	Right-of-ways	83,421	-
12	325.5	Other Land and Land Rights	-	-
13	326	Gas Wells Structures	-	-
14	327	Field Compressor Station Structures	-	-
15	328	Field Measuring and Regulator Station Structures	-	-
16	329	Other Structures	-	-
17	330	Producing Gas Wells - Well Construction	-	-
18	331	Producing Gas Wells - Well Equipment	3,492	-
19	332	Field Lines	575,381	-
20	333	Field Compressor Station Structures	-	-
21	334	Field Measuring and Regulator Station Structures	192,384	-
22	335	Drilling and Cleaning Equipment	-	-
23	336	Purification Equipment	44,369	-
24	337	Other Equipment	-	-
25	338	Unsuccessful Exploration & Development Costs	-	-
26		TOTAL Production and Gathering (Total of lines 8 thru 25)	901,400	-
27		**PRODUCTS EXTRACTION PLANT**		
28	304	Land and Land Rights	66,181	-
29	305	Structures and Improvements	-	-
30	311	Compression Equipment	327,438	-
31	340	Land and Land Rights	-	-
32	342	Extraction and Refining Equipment	-	-
33	343	Pipe Lines	-	-
34	344	Extracted Products Storage Equipment	-	-
35	345	Compressor Equipment	-	-

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Gas Plant in Service (Accounts 101, 102, 103 and 106) (continued)

in column (c) and (d), including the reversals of the prior years tentative account distributions of these amounts. Careful observation of the above instructions and the texts of Account 101 and 106 will avoid serious omissions of respondent's reported amount for the plant actually in service at end of year.

6. Show in column (f) reclassifications or transfers within utility plant accounts. Include also in column (f) the additions or reductions of primary account classifications arising from distributions of amounts initially recorded in Account 102. In showing the clearance of Account 102, include in column (e) the amounts with respect to accumulated provision for depreciation, acquisition adjustments, etc., and show in column (f) only the offset to the debits or credits to primary account classifications.
7. For Acct 399, state the nature and use of plant included in this account and if substantial in amount submit a supplementary statement showing subaccount classification of such plant conforming to the requirements of these pages.
8. For each amount comprising the reported balance and changes in Account 102, state the property purchased or sold, name of vendor or purchaser, and date of transaction. If proposed journal entries have been filed with the Commission as required by the Uniform System of Accounts, give date of such filing.

Line No.		Retirements (d)	Adjustments (e)	Transfers (f)	Balance at End of Year (g)
1					
2	301	-	-	-	259,097
3	302	-	-	-	700,000
4	303	46,901	-	-	13,423,740
5		46,901	-	-	14,382,837
6					
7					
8	325	-	-	-	-
9	325.2	2,353	-	-	-
10	325.3	-	-	-	-
11	325.4	150	-	-	83,271
12	325.5	-	-	-	-
13	326	-	-	-	-
14	327	-	-	-	-
15	328	-	-	-	-
16	329	-	-	-	-
17	330	-	-	-	-
18	331	3,492	-	-	-
19	332	31,849	-	-	543,532
20	333	-	-	-	-
21	334	183,204	-	-	9,180
22	335	-	-	-	-
23	336	44,219	-	-	150
24	337	-	-	-	-
25	338	-	-	-	-
26		265,267	-	-	636,133
27					
28	304	-	-	-	66,181
29	305	-	-	-	-
30	311	327,438	-	-	-
31	340	-	-	-	-
32	342	-	-	-	-
33	343	-	-	-	-
34	344	-	-	-	-
35	345	-	-	-	-

Name of Respondent **ATMOS ENERGY CORPORATION**	This Report Is: (1) [x] An Original (2) [ ] A Resubmission	Date of Report (Mo, Da, Yr)	Year of Report Dec. 31, 2014

Gas Plant in Service (Accounts 101, 102, 103 and 106)

Line No.	Account (a)	Balance at Beginning of Year (b)	Additions (c)
36	346 Gas Measuring and Regulating Equipment	-	-
37	347 Other Equipment	-	-
38	TOTAL Products Extraction Plant (Lines 28 thru 35)	393,619	-
39	TOTAL Natural Gas Production Plant (Line 26 and 38)	1,295,019	-
40	Manufactured Gas Prod. Plant (Submit Suppl. Statement)	-	-
41	TOTAL Production Plant (Total line 39 and 40)	1,295,019	-
42	**NATURAL GAS STORAGE AND PROCESSING PLANT**		
43	Underground Storage Plant		
44	350.1 Land	800,690	2,201,346
45	350.2 Rights-of-Way	711,660	-
46	351 Structures and Improvements	22,345,387	956,446
47	352 Wells	56,215,224	2,451,075
48	352.1 Storage Leaseholds and Rights	386,606	-
49	352.2 Reservoirs	-	-
50	352.3 Non-recoverable Natural Gas	-	-
51	353 Lines	9,297,444	192,331
52	354 Compressor Station Equipment	87,862,163	3,893,146
53	355 Measuring and Regulating Equipment	23,777,244	928,903
54	356 Purification Equipment	52,875,874	73,558
55	357 Other Equipment	1,109,068	3,071
56	TOTAL Underground Storage Plant (Lines 44 thru 55)	255,381,360	10,699,876
57	Other Storage Plant		
58	360 Land and Land Rights	-	-
59	361 Structures and Improvements	449,883	-
60	362 Gas Holders	1,651,237	-
61	363 Purification Equipment	-	-
62	363.1 Liquefaction Equipment	2,028,880	-
63	363.2 Vaporizing Equipment	1,409,785	-
64	363.3 Compressor Equipment	-	-
65	363.4 Measuring and Regulating Equipment	-	-
66	363.5 Other Equipment	1,441,328	-
67	TOTAL Other Storage Plant (Lines 58 thru 66)	6,981,113	-
68	Base Load Liquefied Natural Gas Terminaling & Processing Plant		
69	364.1 Land and Land Rights	-	-
70	364.2 Structures and Improvements	-	-
71	364.3 LNG Processing Terminal Equipment	-	-
72	364.4 LNG Transportation Equipment	-	-
73	364.5 Measuring and Regulating Equipment	-	-
74	364.6 Compressor Station Equipment	-	-
75	364.7 Communications Equipment	-	-
76	364.8 Other Equipment	-	-
77	TOTAL Base Load Liquefied Natural Gas, Terminaling and Processing Plant (Total of lines 69 thru 76)	-	-
78	TOTAL Natural Gas Storage and Processing Plant (Total of lines 56, 67, and 77)	262,362,473	10,699,876

Name of Respondent **ATMOS ENERGY CORPORATION**	This Report Is: (1) [x] An Original (2) [ ] A Resubmission	Date of Report (Mo, Da, Yr)	Year of Report Dec. 31, 2014

Gas Plant in Service (Accounts 101, 102, 103 and 106) (continued)

Line No.		Retirements (d)	Adjustments (e)	Transfers (f)	Balance at End of Year (g)
36	346	-	-	-	-
37	347	-	-	-	-
38		327,438	-	-	66,181
39		592,705	-	-	702,314
40		-	-	-	-
41		592,705	-	-	702,314
42	[redacted]				
43					
44	350.1	-	-	-	3,002,036
45	350.2	-	-	-	711,660
46	351	61,914	-	31,846	23,271,765
47	352	1,810,265	-	(1,277,510)	55,578,524
48	352.1	-	-	-	386,606
49	352.2	-	-	-	-
50	352.3	-	-	-	-
51	353	14,856	-	2,649,069	12,123,988
52	354	516,492	-	(3,768,589)	87,470,228
53	355	100,026	-	4,594,453	29,200,574
54	356	-	-	(2,101,225)	50,848,207
55	357	6,203	-	(339,944)	765,992
56		2,509,756	-	(211,900)	263,359,580
57	[redacted]				
58	360	-	-	-	-
59	361	449,883	-	-	-
60	362	1,651,165	-	-	72
61	363	-	-	-	-
62	363.1	2,028,880	-	-	-
63	363.2	1,409,785	-	-	-
64	363.3	-	-	-	-
65	363.4	-	-	-	-
66	363.5	351,258	-	-	1,090,070
67		5,890,971	-	-	1,090,142
68	[redacted]				
69	364.1	-	-	-	-
70	364.2	-	-	-	-
71	364.3	-	-	-	-
72	364.4	-	-	-	-
73	364.5	-	-	-	-
74	364.6	-	-	-	-
75	364.7	-	-	-	-
76	364.8	-	-	-	-
77		-	-	-	-
78		8,400,727	-	(211,900)	264,449,722

Name of Respondent **ATMOS ENERGY CORPORATION**	This Report Is: (1) [x] An Original (2) [ ] A Resubmission	Date of Report (Mo, Da, Yr)	Year of Report Dec. 31, 2014

Gas Plant in Service (Accounts 101, 102, 103 and 106)

Line No.	Account (a)		Balance at Beginning of Year (b)	Additions (c)
79		**TRANSMISSION PLANT**		
80	365.1	Land and Land Rights	2,912,768	55,765
81	365.2	Rights-of-Way	23,867,382	-
82	366	Structures and Improvements	8,849,621	1,450,185
83	367	Mains	1,171,267,733	177,410,369
84	368	Compressor Station Equipment	127,030,020	18,615,810
85	369	Measuring and Regulating Station Equipment	173,776,922	39,252,681
86	370	Communication Equipment	13,286,158	232,228
87	371	Other Equipment	4,336,440	-
88		TOTAL Transmission Plant (Total of lines 80 thru 87)	1,525,327,044	237,017,038
89		**DISTRIBUTION PLANT**		
90	374	Land and Land Rights	14,616,271	1,263,868
91	375	Structures and Improvements	4,026,128	39,438
92	376	Mains	3,059,960,137	298,843,263
93	377	Compressor Station Equipment	217,930	-
94	378	Measuring and Regulating Station Equipment - General	94,425,333	13,052,875
95	379	Measuring and Regulating Station Equipment - City Gate	34,926,107	2,837,348
96	380	Services	1,682,883,312	140,758,624
97	381	Meters	412,966,754	61,647,861
98	382	Meter Installations	378,354,299	16,890,868
99	383	House Regulators	122,710,277	9,534,156
100	384	House Regulator Installations	2,804,339	-
101	385	Industrial Measuring and Regulating Station Equipment	15,695,191	701,280
102	386	Other Property on Customers' Premises	52,916	-
103	387	Other Equipment	2,837,125	81,309
104	388	Contributions in Aid Of Construction	-	-
105		TOTAL Distribution Plant (Total of lines 90 thru 104)	5,826,476,119	545,650,890
106		**GENERAL PLANT**		
107	389	Land and Land Rights	20,737,091	1,767,166
108	390	Structures and Improvements	167,233,009	27,285,974
109	391	Office Furniture and Equipment	44,080,483	3,874,269
110	392	Transportation Equipment	22,704,677	5,693,408
111	393	Stores Equipment	467,435	-
112	394	Tools, Shop, and Garage Equipment	43,726,135	6,561,639
113	395	Laboratory Equipment	1,721,712	52,311
114	396	Power Operated Equipment	16,930,291	1,665,447
115	397	Communication Equipment	15,780,661	534,545
116	398	Miscellaneous Equipment	26,669,890	1,380,653
117		Subtotal (Total of lines 107 thru 116)	360,051,384	48,815,412
118	399	Other Tangible Property	313,686,752	28,879,733
119		TOTAL General Plant (Total of lines 117 and 118)	673,738,136	77,695,145
120		TOTAL (Accounts 101 and 106)	8,303,628,529	871,062,949
121		Gas Plant Purchased (See Instr. 8)	-	-
122		(Less) Gas Plant Sold (See Instr. 8)	-	-
123		Experimental Gas Plant Unclassified	-	-
124		TOTAL Gas Plant in Service (Total of lines 120 thru 123)	8,303,628,529	871,062,949

Name of Respondent	This Report Is:	Date of Report	Year of Report
ATMOS ENERGY CORPORATION	(1) [x] An Original (2) [ ] A Resubmission	(Mo, Da, Yr)	Dec. 31, 2014

Gas Plant in Service (Accounts 101, 102, 103 and 106) (continued)

Line No.		Retirements (d)	Adjustments (e)	Transfers (f)	Balance at End of Year (g)
79					
80	365.1	18,647	-	(22,369)	2,927,517
81	365.2	64	-	13,363	23,880,681
82	366	-	-	(86,841)	10,212,965
83	367	7,915,368	(69)	(1,170,608)	1,339,592,057
84	368	832,538	-	(184,929)	144,628,363
85	369	2,867,314	(1,440)	1,310,262	211,471,111
86	370	14,637	-	31,589	13,535,338
87	371	4,002	-	72,474	4,404,912
88		11,652,570	(1,509)	(37,059)	1,750,652,944
89					
90	374	781	-	9,007	15,888,365
91	375	71,605	-	-	3,993,961
92	376	27,254,784	-	(591,708)	3,330,956,908
93	377	-	-	-	217,930
94	378	601,356	1,440	855,417	107,733,709
95	379	61,372	-	-	37,702,083
96	380	14,796,548	69	1,994	1,808,847,451
97	381	13,347,644	-	(223,924)	461,043,047
98	382	11,217,011	-	(1,265,810)	382,762,346
99	383	5,958,615	-	1,265,462	127,551,280
100	384	-	-	-	2,804,339
101	385	48,087	-	(25,751)	16,322,633
102	386	12	-	-	52,904
103	387	13,356	-	-	2,905,078
104	388	-	-	-	-
105		73,371,171	1,509	24,687	6,298,782,034
106					
107	389	70,358	-	-	22,433,899
108	390	1,008,367	-	-	193,510,616
109	391	2,227,419	-	-	45,727,333
110	392	1,019,322	-	-	27,378,763
111	393	29,197	-	-	438,238
112	394	1,137,913	-	34,644	49,184,505
113	395	146,067	-	-	1,627,956
114	396	1,558,426	-	-	17,037,312
115	397	399,530	-	224,272	16,139,948
116	398	556,236	-	(34,644)	27,459,663
117		8,152,835	-	224,272	400,938,233
118	399	10,531,938	-	-	332,034,547
119		18,684,773	-	224,272	732,972,780
120		112,748,847	-	-	9,061,942,631
121		-	-	-	-
122		-	-	-	-
123		-	-	-	-
124		112,748,847	-	-	9,061,942,631

Name of Respondent	This Report Is:	Date of Report	Year of Report
ATMOS ENERGY CORPORATION	(1) [x] An Original (2) [ ] A Resubmission	(Mo, Da, Yr)	Dec. 31, 2014

Gas Property and Capacity Leased from Others

1. Report below the information called for concerning gas property and capacity leased from others for gas operations.
2. For all leases in which the average annual lease payment over the initial term of the the lease exceeds $500,000, describe in column (c), if applicable: the property or capacity leased. Designate associated companies with an asterisk in column (b).

Line No.	Name of Lessor (a)	* (b)	Description of Lease (c)	Lease Payments for Current Year (d)
1	Texas Gas Transmission Corporation		Leased pipeline capacity	19,915,680
2	Gulf South Pipeline Company LP		Leased pipeline capacity	15,595,579
3	Southern Star Central Gas Pipeline		Leased pipeline capacity	15,174,188
4	Tennessee Gas Pipeline Co		Leased pipeline capacity	14,857,449
5	East Tennessee Natural Gas LLC		Leased pipeline capacity	14,422,004
6	Trans Louisiana Gas Pipeline, Inc.	*	Leased pipeline capacity	7,498,600
7	Oneok Westex Transmission LLC		Leased pipeline capacity	7,137,150
8	Tallgrass Interstate Gas Transmission		Leased pipeline capacity	6,909,524
9	Southern Natural Gas Company		Leased pipeline capacity	4,002,712
10	Xcel Energy		Leased pipeline capacity	3,763,932
11	El Paso Natural Gas Company		Leased pipeline capacity	3,236,763
12	Columbia Gulf Transmission Co		Leased pipeline capacity	2,996,063
13	Atmos Energy Holdings	*	Leased pipeline capacity	2,790,740
14	Oneok Texas Gas Storage LLC		Leased pipeline capacity	2,335,744
15	Colorado Interstate Gas Company		Leased pipeline capacity	2,227,195
16	Saltville Gas Storage Company LLC		Leased pipeline capacity	2,096,366
17	Enbridge Marketing (US) Inc		Leased pipeline capacity	1,442,107
18	Cheyenne Plains Gas Pipeline Co		Leased pipeline capacity	1,364,132
19	EnLink LIG, LLC		Leased pipeline capacity	1,317,600
20	Sequent Energy Management, L.P.		Leased pipeline capacity	1,290,002
21	Texas Eastern Transmission LP		Leased pipeline capacity	1,079,001
22	Petal Gas Storage, LLC		Leased pipeline capacity	960,000
23	Jefferson Island Storage and Hub		Leased pipeline capacity	900,000
24	Caledonia Energy Partners LLC		Leased pipeline capacity	750,000
25	Crosstex LIG LLC		Leased pipeline capacity	653,400
26	Northern Natural Gas Company		Leased pipeline capacity	644,378
27	Hill-Lake Gas Storage LLC		Leased pipeline capacity	640,000
28	Transwestern Pipeline Company		Leased pipeline capacity	602,351
29	Tenaska Gas Storage, LLC		Leased pipeline capacity	570,976
30	Other Leases < $500K Annually		Leased pipeline capacity	3,221,327
31				
32				
33				
34				
35	TOTAL			$ 140,394,963

Name of Respondent	This Report Is:	Date of Report	Year of Report
ATMOS ENERGY CORPORATION	(1) [x] An Original (2) [ ] A Resubmission	(Mo, Da, Yr)	Dec. 31, 2014

Gas Property and Capacity Leased to Others (Account 104)

1. For all leases in which the average lease income over the initial term of the lease exceeds $500,000 provide in column (c), a description of each facility or leased capacity that is classified as gas plant in service, and is leased to others for gas operations.
2. In column (d) provide the lease payments received from others.
3. Designate associated companies with an asterisk in column (b).

Line No.	Name of Lessor (a)	* (b)	Description of Lease (c)	Lease Payments for Current Year (d)
1	Not Applicable			
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35	TOTAL			$ -

Name of Respondent	This Report Is:	Date of Report	Year of Report
ATMOS ENERGY CORPORATION	(1) [x] An Original (2) [ ] A Resubmission	(Mo, Da, Yr)	Dec. 31, 2014

Gas Plant Held for Future Use (Account 105)

1. Report separately each property held for future use at end of the year having an original cost of $1,000,000 or more. Group other items of property held for future use.
2. For property having an original cost of $1,000,000 or more previously used in utility operations, now held for future use, give in column (a), in addition to other required information, the date that utility use of such property was discontinued, and the date the original cost was transferred to Account 105.

Line No.	Description and Location of Property (a)	Date Originally Included in this Account (b)	Date Expected to be Used in Utility Service (c)	Balance at End of Year (d)
1	NONE			
2				
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35	TOTAL			$ -

Name of Respondent **ATMOS ENERGY CORPORATION**	This Report Is: (1) [x] An Original (2) [ ] A Resubmission	Date of Report (Mo, Da, Yr)	Year of Report Dec. 31, 2014

Construction Work in Progress-Gas (Account 107)

1. Report below descriptions and balances at end of year of projects of contruction (Account 107)
2. Show items relating to "research, development, and demonstration" projects last, under a caption Research, Development, and Demonstartion (see Account 107 of the Uniform System of Accounts).
3. Minor projects (less than $1,000,000) may be grouped.

Line No.	Description of Project (a)	Construction Work in Progess-Gas (Account 107) (b)	Estimated Additional Cost of Project (c)
1	General Plant	15,421,295	11,500,000
2	Distribution Plant	64,291,999	44,400,000
3	Transmission Plant	67,931,994	99,700,000
4	Storage Plant	4,773,266	20,500,000
5	Other Minor Projects	3,039,032	200,000
6			
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35	TOTAL	155,457,586	176,300,000

Name of Respondent	This Report Is:	Date of Report	Year of Report
ATMOS ENERGY CORPORATION	(1) [x] An Original (2) [ ] A Resubmission	(Mo, Da, Yr)	Dec. 31, 2014

Non-Traditional Rate Treatment Afforded New Projects

1. The Commission's Certificate Policy Statement provides a threshold requirement for existing pipelines proposing new projects is that the pipeline must be prepared to financially support the project without relying on subsidization from its existing customers. See Certification of New Interstate Natural Gas Pipeline Facilities, 88 FERC P61,227 (1999); order clarifying policy 90 FERC P61,128 (2000); order clarifying policy, 92 FERC P61, 094 (2000) (Policy Statement). In column a, list the name of the facility granted non-traditional rate treatment.
2. In column b, list the CP Docket Number where the Commission authorized the facility.
3. In column c, indicate the type of rate treatment approved by the Commission (e.g. incremental, at risk)
4. In column d, list the amount in Account 101, Gas Plant in Service, associated with the facility.
5. In column e, list the amount in Account 108, Accumulated Provision for Depreciation of Gas Utility Plant, associated with the facility.

Line No.	Name of Facility (a)	CP Docket No. (b)	Type of Rate Treatment (c)	Gas Plant in Service (d)
1	Not Applicable			
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Name of Respondent **ATMOS ENERGY CORPORATION**	This Report Is: (1) [x] An Original (2) [ ] A Resubmission	Date of Report (Mo, Da, Yr)	Year of Report Dec. 31, 2014

Non-Traditional Rate Treatment Afforded New Projects

1. The Commission's Certificate Policy Statement provides a threshold requirement for existing pipelines proposing new projects is that the pipeline must be prepared to financially support the project without relying on subsidization from its existing customers. See Certification of New Interstate Natural Gas Pipeline Facilities, 88 FERC P61,227 (1999); order clarifying policy 90 FERC P61,128 (2000); order clarifying policy, 92 FERC P61, 094 (2000) (Policy Statement). In column a, list the name of the facility granted non-traditional rate treatment.
2. In column b, list the CP Docket Number where the Commission authorized the facility.
3. In column c, indicate the type of rate treatment approved by the Commission (e.g. incremental, at risk)
4. In column d, list the amount in Account 101, Gas Plant in Service, associated with the facility.
5. In column e, list the amount in Account 108, Accumulated Provision for Depreciation of Gas Utility Plant, associated with the facility.

Line No.	Accumulated Depreciation (e)	Accumulated Deferred Income Taxes (f)	Operating Expense (g)	Maintenance Expense (h)	Depreciation Expense (i)	Other Expenses (including taxes) (j)	Incremental Revenues (k)
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Name of Respondent	This Report Is:	Date of Report	Year of Report
ATMOS ENERGY CORPORATION	(1) [x] An Original (2) [ ] A Resubmission	(Mo, Da, Yr)	Dec. 31, 2014

General Description of Construction Overhead Procedure

1. For each construction overhead explain: (a) the nature and extent of work, etc., the overhead charges are intended to cover, (b) the general procedure for determining the amount capitalized, (c) the method of distribution to constructions jobs, (d) whether different rates are applied to different types of construction, (e) basis of differentiation in rates for different types of construction, and (f) whether the overhead is directly or indirectly assigned.
2. Show below the computation of allowance for funds used during construction rates, in accordance with the provisions of Gas Plant Instructions 3 (17) of the Uniform System of Accounts.
3. Where a net-of-tax rate for borrowed funds is used, show the appropriate tax effect adjustment to the computations below in a manner that clearly indicates the amount of reduction in the gross rate for tax effects.

1. (a) 1. Portion of Administrative and General Expenses
   2. Portion of Engineering Department Supervision attributed to construction.
   3. Portion of Field Supervision charged to construction.
   (b) Quarterly review of time spent on construction projects.
   (c) Proration of construction overheads to actual direct expenditures to construction orders.
   (d) The same rate for all construction items.
   (e) N/A
   (f) Indirectly assigned.

2. Capitalized interest based on the weighted average cost of total debt plus the weighted average cost of capital.

3. N/A

Computation of Allowance for Funds Used During Construction Rates

For line (5), column (d) below, enter the rate granted in the last rate proceeding. If not available, use the average rate earned during the preceding 3 years.
Identify, in a footnote, the specific entity used as the source for the capital structure figures - **Atmos Energy**
Indicate, in a footnote, if the reported rate of return is one that has been approved in a rate case, black-box settlement rate, or an actual three-year average rate - **rate used approved in a rate case**

1. Components of Formula (Derived from actual book balances and actual cost rates):

Line No.	Title (a)	Amount (b)	Capitalization Ratio (percent) (c)	Cost Rate Percentage (d)
1	Average Short-Term Debt	**S** 497,401,334		
2	Short-Term Interest			**s** 0.99%
3	Long-Term Debt	**D** 2,455,131,424	48.2%	**d** 6.03%
4	Preferred Stock	**P** -	-	**p** 0.00%
5	Common Equity	**C** 2,637,706,889	51.8%	**c** 10.50%
6	Total Capitalization	5,092,838,313	100.0%	
7	Average Construction Work in Progress Balance	**W** 207,670,747		

2. Gross Rate for Borrowed Funds	s(S/W) + d[(D/(D+P+C)) (1-(S/W))]	0.99%
3. Rate for Other Funds	[1-(S/W)] [p(P/(D+P+C)) + c(C/(D+P+C))]	N/A

4. Weighted Average Rate Actually Used for the Year:
   a. Rate for Borrowed Funds - 1.13%
   b. Rate for Other Funds - N/A

Note: The Gross Rate for Borrowed Funds was calculated using the formula listed above unless Average Short-Term Debt is greater than Average Construction Work in Progress Balance. In the case Average Short-Term Debt is greater than Average Construction Work in Progress Balance, the Gross Rate for Borrowed Funds will equal the Cost Rate Percentage for Short-Term Interest as it is assumed that the funds provided by short-term debt have been used to finance construction work in progress.

Name of Respondent	This Report Is:	Date of Report	Year of Report
ATMOS ENERGY CORPORATION	(1) [x] An Original (2) [ ] A Resubmission	(Mo, Da, Yr)	Dec. 31, 2014

Accumulated Provision for Depreciation of Gas Utility Plant (Account 108)

1. Explain in a footnote any important adjustments during the year.
2. Explain in a footnote any difference between the amount for book cost of plant retired, line 10, column (c), and that reported for gas plant in service, page 204-209, column (d), excluding retirements of nondepreciable property.
3. The provisions of Account 108 in the Uniform Systems of Accounts require that retirements of depreciable plant be recorded when such plant is removed from service. If the respondent has a significant amount of plant retired at year end which has not been recorded and/or classified to the various reserve functional classifications, make preliminary closing entries to tentatively functionalize the book cost of the plant retired. In addition, include all costs included in retirement work in progress at year end in the appropriate functional classifications.
4. Show separately interests credits under a sinking fund or similar method of depreciation accounting.
5. At lines 7 and 14, add rows as necessary to report all data. Additional rows should be numbered in sequence, e.g., 7.01, 7.02, etc.

Line No.	Item (a)	Total (c+d+e) (b)	Gas Plant in Service (c)	Gas Plant Held for Future Use (d)	Gas Plant Leased to Others (e)
	Section A. BALANCES AND CHANGES DURING YEAR				
1	Balance Beginning of Year	2,706,192,088	All Gas		
2	Depreciation Provisions for Year, Charged to				
3	(403) Depreciation Expense	260,348,228			
4	(403.1) Depreciation Expense for Asset Retirement Costs	-			
5	(413) Expense of Gas Plant Leased to Others	-			
6	Transportation Expenses - Clearing	-			
7	Other Clearing Accounts	-			
8	Other Accounts (Specify): Acquisitions	-			
9	Transfers and Adjustments	12,924,198			
10	TOTAL Depreciation Provision for Year (Lines 3 thru 8)	273,272,426			
11	Net Charges for Plant Retired:				
12	Book Cost of Plant Retired	112,748,847			
13	Cost of Removal	45,279,778			
14	Salvage (Credit)	(962,823)			
15	TOTAL Net Charges for Plant Retirements (Lines 12 thru 14)	157,065,802			
16	Other Debit or Credit Items (Describe) (footnote details):				
17	R.W.I.P.	(3,025,566)			
18	Book Cost of Asset Retirement Costs	-			
19	Balance End of Year (Lines 1, 10, 15, 16, and 18)	2,819,373,146			
20	**Section B. BALANCES AT END OF YEAR ACCORDING TO FUNCTIONAL CLASSIFICATIONS**				
21	Productions - Manufactured Gas				
22	Production and Gathering - Natural Gas				
23	Products - Natural Gas				
24	Underground Gas Storage				
25	Other Storage Plant				
26	Base Load LNG Terminaling and Processing Plant				
27	Transmission				
28	Distribution				
29	General				
30	TOTAL (Lines 21 thru 29)				

Name of Respondent	This Report Is:	Date of Report (Mo, Da, Yr)	Year Ending
Atmos Energy Corporation	[X] An Original [ ] A Resubmission		Dec. 31, 2014

GAS STORED (ACCOUNTS 117.1, 117.2, 117.3, 117.4, 164.1, 164.2, AND 164.3)

1. If during the year adjustments were made to the stored gas inventory reported in columns (d), (f), (g), and (h) (such as to correct cumulative inaccuracies of gas measurements), explain in a footnote the reason for the adjustments, the Dth and dollar amount of adjustment, and account charged or credited.

2. Report in column (e) all encroachments during the year upon the volumes designated as base gas, column (b), and system balancing gas, column (c), and gas property recordable in the plant accounts.

3. State in a footnote the basis of segregation of inventory between current and noncurrent portions. Also, state in a footnote the method used to report storage (i.e., fixed asset method or inventory method).

Line No.	Description (a)	(Account 117.1) (b)	(Account 117.2) (c)	Noncurrent (Account 117.3) (d)	(Account 117.4) (e)	Current (Account 164.1) (f)	LNG (Account 164.2) (g)	LNG (Account 164.3) (h)	Total (i)
1	Balance at Beginning of Year	29,320,395				197,529,036			226,849,431
2	Gas Delivered to Storage	0				216,374,990			216,374,990
3	Gas Withdrawn from Storage	0				186,455,026			186,455,026
4	Other Debits and Credits	0				(12,963,062)			(12,963,062)
5	Balance at End of Year	29,320,395				214,485,938			243,806,333
6	Dth	26,943,225				52,966,246			79,909,471
7	Amount per Dth	1.09				4.05			3.05

Note: Other Debits and Credits relate to various gas storage transfers. In 2014, the company began estimating current month storage activity.

Name of Respondent	This Report is:	Date of Report	Year of Report
Atmos Energy Corporation	(1) [X] An Original (2) [ ] A Resubmission	(Mo, Da, Yr)	Dec. 31, 2014

INVESTMENTS (Accounts 123, 124, 136)

1. Report below investments in Accounts 123, Investments in Associated Companies, 124, Other Investments, and 136, Temporary Cash Investments.
2. Provide a subheading for each account and list thereunder the information called for:
(a) Investment in Securities-List and describe each security owned, giving name of issuer, date acquired and date of maturity. For bonds, also give principal amount, date of issue, maturity, and interest rate. For capital stock (including capital stock of respondent reacquired under a definite plan for resale pursuant to authorization by the Board of Directors, and included in Account 124, Other Investments, state number of shares, class, and series of stock. Minor investments may be grouped by classes. Investments included in Account 136, Temporary Cash Investments, also may be grouped by classes.
(b) Investment Advances-Report separately for each person or company the amounts of loans or investment advances which are properly includable in Account 123. Include advances subject to current repayment in Accounts 145 and 146. With respect to each advance, show whether the advance is a note or open account.

Line No.	Description of Investment (a)	* (b)	Book Cost at Beginning of Year (If book cost is different from cost to respondent, give cost to respondent in a footnote and explain difference. (c)	Purchases or Additions During Year (d)
1	Other Investments A/C 124			
2	Miscellaneous		0	0
3				
4				
5	Temporary Cash Investments A/C 136			
6				
7	Treasury Securities		0	0
8				
9	Investments in Associated Companies A/C 123			
10				
11	None		0	0
12				
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Name of Respondent	This Report is:	Date of Report	Year of Report
Atmos Energy Corporation	(1) [X] An Original (2) [ ] A Resubmission	(Mo, Da, Yr)	Dec. 31, 2014

INVESTMENTS (Accounts 123, 124, 136) (Continued)

List each note giving date of issuance, maturity date, and specifying whether note is a renewal. Designate any advances due from officers, directors, stockholders, or employees. Exclude amounts reported on page 229.

3. Designate with an asterisk in column (b) any securities, notes or accounts that were pledged and in a footnote state the name of pledges and purpose of the pledge.

4. If Commission approval was required for any advance made or security acquired, designate such fact in a footnote and give name of Commission, date of authorization, and case or docket number.

5. Report in column (h) interest and dividend revenues from investments including such revenues from securities disposed of during the year.

6. In column (i) report for each investment disposed of during the year the gain or loss represented by the difference between cost of the investment (or the other amount at which carried in the books of account if different from cost) and the selling price thereof, not including any dividend or interest adjustment includable in column (h).

Sales or Other Dispositions During Year (e)	Principal Amount or No. of Shares at End of Year (f)	Book Cost at End of Year (If book cost is different from cost to respondent, give cost to respondent in a footnote and explain difference.) (g)	Revenue for Year (h)	Gain or Loss from Investment Disposed of (i)	Line No.
					1
0	0	0			2
					3
					4
					5
					6
0	0	0			7
					8
					9
					10
0	0	0			11
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Name of Respondent	This Report Is:	Date of Report (Mo, Da, Yr)	Year of Report
Atmos Energy Corporation	X An Original A Resubmission		Dec. 31, 2014

INVESTMENTS IN SUBSIDIARY COMPANIES (Account 123 & 123.1)

1. Report below investments in Accounts 123.1, Investments in Subsidiary Companies.
2. Provide a subheading for each company and list thereunder the information called for below. Sub-total by company and give a total in columns (e), (f), (g) and (h).
   (a) Investment in Securities-List and describe each security owned. For bonds give also principal amount, date of issue maturity, and interest rate.
   (b) Investment Advances-Report separately the amounts of loans or investment advances which are subject to repayment, but which are not subject to current settlement. With respect to each advance show whether the advance is a note or open account. List each note giving date of issuance, maturity date, and specifying whether note is a renewal.
3. Report separately the equity in undistributed subsidiary earnings since acquisition. The total in column (e) should equal the amount entered for Account 418.1.

Line No.	Description of Investment (a)	Date Acquired (b)	Date of Maturity (c)	Amount of Investment at Beginning of Year (d)
1	Atmos Energy Holdings, Inc.			42,812,823
2	Blue Flame Insurance Services, LTD			4,220,000
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40			TOTAL	47,032,823

Name of Respondent	This Report Is:	Date of Report (Mo, Da, Yr)	Year of Report
Atmos Energy Corporation	(1) [X] An Original (2) [ ] A Resubmission		Dec. 31, 2014

INVESTMENTS IN SUBSIDIARY COMPANIES (Account 123 & 123.1) (Continued)

4. Designate in a footnote, any securities, notes, or accounts that were pledged, and state the name of pledgee and purpose of the pledge.
5. If Commission approval was required for any advance made or security acquired, designate such fact in a footnote and give name of Commission, date of authorization, and case or docket number.
6. Report in column (f) interest and dividend revenues from investments, including such revenues from securities disposed of during the year.
7. In column (h) report for each investment disposed of during the year, the gain or loss represented by the difference between cost of the investment (or the other amount at which carried in the books of account if different from cost) and the selling price thereof, not including interest adjustment includable in column (f).
8. Report on Line 40, column (a) the total cost of Account 123.1.

Equity in Subsidiary Earnings for Year (e)	Revenues for Year (f)	Amount of Investment at End of Year (g)	Gain or Loss from Investment Disposed of (h)	Line No.
0	0	42,812,823	0	1
0	0	4,220,000	0	2
				3
				4
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0	0	47,032,823	0	40

Name of Respondent	This Report is:	Date of Report (Mo, Da, Yr)	Year of Report
Atmos Energy Corporation	(1) [X] An Original (2) [ ] A Resubmission		Dec. 31, 2014

PREPAYMENTS (Account 165)

1. Report below the particulars (details) on each prepayment.

Line No.	Nature of Prepayment (a)	Balance at End of Year (In Dollars) (b)
1.	Prepaid Insurance	14,993,666
2.	Prepaid Expenses (Rents, Hardware Maintenance, Software Maintenance, Supplies, Services, etc.)	11,658,013
3.	Prepaid Taxes	1,375,984
4.	Prepaid Revolving Credit Facility Fees	4,128,245
5.	Miscellaneous Prepayments	861,518
6.	TOTAL	33,017,426

EXTRAORDINARY PROPERTY LOSSES (Account 182.1)

Line No.	Description of Extraordinary Loss [Include the date of loss, the date of Commission authorization to use Account 182.1 and period of amortization (mo, yr, to my, yr)] Add rows as necessary to report all data.	Balance at Beginning of Year	Total Amount of Loss	Losses Recognized During Year	Written off During Year		Balance at End of Year
					Account Charged	Amount	
	(a)	(b)	(c)	(d)	(e)	(f)	(g)
7	None						
8							
9							
10							
11							
12							
13							
14							
15	TOTAL						

UNRECOVERED PLANT AND REGULATORY STUDY COSTS (182.2)

Line No.	Description of Unrecovered Plant and Regulatory Study Costs [Include in the description of costs, the date of Commission authorization to use Account 182.2 and period of amortization (mo, yr, to mo, yr)] Add rows as necessary to report all data. Number rows in sequence beginning with the next row number after the last row number used for extraordinary property losses.	Balance at Beginning of Year	Total Amount of Charges	Costs Recognized During Year	Written off During Year		Balance at End of Year
					Account Charged	Amount	
	(a)	(b)	(c)	(d)	(e)	(f)	(g)
16	None						
17							
18							
19							
20							
21							
22							
23							
24							
25							
26	TOTAL						

Name of Respondent	This Report is:	Date of Report	Year/Period of Report
Atmos Energy Corporation	(1) [X] An Original (2) [ ] A Resubmission	(Mo, Da, Yr)	Dec. 31, 2014

OTHER REGULATORY ASSETS (Account 182.3)

1. Report below details called for Concerning other regulatory assets which are created through the ratemaking actions of regulatory agencies (and not includable in other accounts).
2. For regulatory assets being amortized, show period of amortization in column (a).
3. Minor items (5% of the Balance at End of Year for Account 182.3 or amounts less than $250,000, whichever is less) may be grouped by classes.
4. Report separately any "Deferred Regulatory Commission Expenses" that are also reported on pages 350-351, Regulatory Commission Expenses.
5. Provide in a footnote, for each line item, the regulatory citation where authorization for the regulatory asset has been granted (e.g. Commission Order, state commission order, court decision).

Line No.	Description and Purpose of Other Regulatory Assets (a)	Balance at Beginning Current Quarter/Year (b)	Debits (c)	Written off During Quarter/Year Account Charged (d)	Written off During Period Amount Recovered (e)	Written off During Period Amount Deemed Unrecoverable (f)	Balance at End of Current Quarter/Year (g)
1							
2	Mid-States division regulatory asset established for the adoption of ASC 740 (formerly FAS 109 Accounting for Income Taxes). This account is being amortized over twenty years.	1,227,792	0	4073	137,148		1,090,644
3							
4							
5							
6							
7	Rate case expenses	1,842,568	8,120,308	various	8,512,257		1,450,619
8							
9	Ad Valorem	1,173,034	2,106,755	4081	3,245,782		34,007
10							
11	Pension and postretirement benefit cost	18,187,837	4,382,384	9260	4,860,599		17,709,622
12							
13	SERP benefit cost	228,202	280,763	9260	99,278		409,687
14							
15	Pipeline Safety Fee	31,359	2,300,325	various	2,270,181		61,503
16							
17	Denton deferred franchise fee	0	483,604	4081	392,787		90,817
18							
19	Dallas Annual Rate Review (DARR) Tariff	647,065	0	4030	215,176		431,889
20							
21	Maximum Allowable Operating Pressure (MAOP)	1,172,798	775,975	various	-		1,948,773
22							
23	Virginia Regulatory Asset	-	480,585	4073	363,686		116,899
24							
25							
26							
27							
28							
29							
30							
31							
32	TOTAL	24,510,655	18,930,699		20,096,894	0	23,344,460

Name Of Respondent	This Report Is:	Date of Report	Year of Report
Atmos Energy Corporation	(1) [X] An Original (2) [ ] A Resubmission	(Mo, Da, Yr)	Dec. 31, 2014

MISCELLANEOUS DEFERRED DEBITS (Account 186)

1. Report below the details called for concerning miscellaneous deferred debits.
2. For any deferred debit being amortized, show period of amortization in column (a).
3. Minor items (less than $250,000) may be grouped by classes.

Line No.	Description of Miscellaneous Deferred Debits (a)	Balance at Beginning of Year (b)	Debits (c)	CREDITS Account Charged (d)	CREDITS Amount (e)	Balance at End Of Year (f)
1	Payroll Clearing	(28,486)	985,850	various	971,996	(14,632)
2	LGS Integration Costs	5,120,168	0	various	524,744	4,595,424
3	Pension Assets	47,399,606	22,421,722		27,153,134	42,668,194
4	Retirement Costs	51,528,258	19,044,530	926	20,113,555	50,459,233
5	Regulatory Commission Expenses	3,963,446	0		2,987,162	976,284
6	Line Pack	4,385,237	0	various	0	4,385,237
7	Goodwill - Citizens Acquisition	114,214,967	(1,448,181)		(1,697,812)	114,464,598
8	Goodwill - KS storage fields	1,697,812	0		0	1,697,812
9	Goodwill - MVG Acquisition	90,892,978	0		0	90,892,978
10	Goodwill - Mid-Tex/Atmos Pipeline TX Acq.	498,647,878	430,478		13,671	499,064,685
11	Goodwill - Comfur T Acquisition	1,198,019	0		0	1,198,019
12	Deferred Asset Projects	(78,603)	3,249,349		3,268,120	(97,374)
13	APT Annual Adjustment Mechanism	5,772,591	14,640,404		14,789,665	5,623,330
14	Lincoln II Construction	108,380	0		34,226	74,154
15	Texas Rule 8.209	31,838,177	34,702,727		30,440,984	36,099,920
16	Risk Management Assets	45,877,925	242,961,939		288,715,395	124,469
17	Minor Items Each Less Than $250,000	41,171	651,032		617,571	74,632
18						
19						
20						
21						
22						
23						
24						
25						
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33						
34						
35	Subtotal		337,639,850		387,932,411	
36						
37						
38						
39	TOTAL	902,579,524	[redacted]			852,286,963

Name of Respondent	This Report Is:	Date of Report	Year of Report
Atmos Energy Corporation	(1) [X] An Original (2) [ ] A Resubmission	(Mo, Da, Yr)	Dec. 31, 2014

ACCUMULATED DEFERRED INCOME TAXES (Account 190)

1. Report the information called for below concerning the respondent's accounting for deferred income taxes.

2. At Other (Specify), include deferrals relating to other income and deductions.

3. At lines 4 and 6, add rows as necessary to report all data. Number the additional rows in sequence 4.01, 4.02, etc., and 6.01 6.02, etc.

4. If more space is needed, use separate pages as required.

Line No.	Account Subdivision (a)	Balance at Beginning of Year (b)	CHANGES DURING YEAR: Amounts Debited to Account 410.1 (c)	CHANGES DURING YEAR: Amounts Credited to Account 410.1 (d)
1	Account 190			
2	Electric			
3	Gas	240,694,139	17,696,878	0
4	Other (Define)			
5	Total (Total of lines 2 thru 4)			
6	Other (Specify)			
6.01				
6.02				
7	TOTAL Account 190 (Total of lines 5 thru 6.?)	240,694,139	17,696,878	0
8	Classification of TOTAL			
9	Federal Income Tax		15,357,882	0
10	State Income Tax		2,338,996	0
11	Local Income Tax			

Notes

Note: Amounts in the adjustment column represent adjustments between current and deferred provision accounts relating to acquisitions and other miscellaneous tax true-up adjustments.

Name of Respondent	This Report is:	Date of Report	Year of Report
Atmos Energy Corporation	(1) [X] An Original (2) [ ] A Resubmission	(Mo, Da, Yr)	Dec. 31, 2014

ACCUMULATED DEFERRED INCOME TAXES (Account 190) (Continued)

5. In the space provided below, identify by amount and classification, significant items for which deferred taxes are being provided. Indicate insignificant amounts listed under "Other."

6. Provide in a footnote a summary of the type and amount of deferred income taxes reported in the beginning-of-year and end-of-year balances for deferred income taxes that the respondent estimates could be included in the development of jurisdictional rates.

CHANGES DURING YEAR		ADJUSTMENTS					
		DEBITS		CREDITS			
Amounts Debited to Account 411.2 (e)	Amounts Credited to Account 411.2 (f)	Acct No (g)	Amount (h)	Acct No (i)	Amount (j)	Balance at End of Year (k)	Line No
[redacted]							1
							2
		various	0	various	628,728	257,762,289	3
							4
							5
							6
							6.01
							6.02
			0		628,728	257,762,289	7
[redacted]							8
					260,887		9
					367,841		10
							11

Name of Respondent	This Report Is	Date of Report (Mo, Da, Yr)	Year of Report
Atmos Energy Corporation	(1) [X] An Original (2) [ ] A Resubmission		Dec. 31, 2014

CAPITAL STOCK (Accounts 201 and 204)

1. Report below the details called for concerning common and preferred stock at end of year, distinguishing separate series of any general class. Show separate totals for common and preferred stock .

2. Entries in column (b) should represent the number of shares authorized by the articles of incorporation as amended to end of year.

3. Give details concerning shares of any class and series of stock authorized to be issued by a regulatory commission which have not yet been issued.

Line No.	Class and Series of Stock and Name of Stock Exchange (a)	Number of Share Authorized by Charter (b)	Par or Stated Value Per Share (c)	Call Price at End of Year (d)
1				
2	Common stock - NYSE - ATO	200,000,000	$0.005	
3				
4				
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Name of Respondent	This Report Is:	Date of Report (Mo,Da,Yr)	Year of Report
Atmos Energy Corporation	(1) X An Original (2) A Resubmission		Dec. 31, 2014

CAPITAL STOCK (Accounts 201 and 204) (Continued)

4. The identification of each class of preferred stock should show the dividend rate and whether the dividends are cumulative or noncumulative.

5. State in a footnote if any capital stock that has been nominally issued is nominally outstanding at end of year.

6. Give particulars (details) in column (a) of any nominally issued capital stock, reacquired stock, or stock in sinking and other funds which is pledged, stating name of pledged and purpose of pledge.

OUTSTANDING PER BALANCE SHEET (Total amount outstanding without reduction for amounts held by respondent)		HELD BY RESPONDENT AS REACQUIRED STOCK (Account 217)		HELD BY RESPONDENT IN SINKING AND OTHER FUNDS		Line No.
Shares (e)	Amount (f)	Shares (g)	Cost (h)	Shares (i)	Amount (j)	
						1
100,854,217	$504,271					2
						3
						4
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Name of Respondent	This Report Is:	Date of Report (Mo, Da, Yr)	Year of Report
Atmos Energy Corporation	X An Original A Resubmission		Dec. 31, 2014

CAPITAL STOCK SUBSCRIBED, CAPITAL STOCK LIABILITY FOR CONVERSION, PREMIUM ON CAPITAL STOCK, AND INSTALLMENTS RECEIVED ON CAPITAL STOCK (Accounts 202, 203, 205, 206, 207, and 212)

1. Show for each of the above accounts the amounts applying to each class and series of capital stock.
2. For Account 202, Common Stock Subscribed, and Account 205, Preferred Stock Subscribed, show the subscription price and the balance due on each class at the end of year.
3. Describe in a footnote the agreement and transactions under which a conversion liability existed under Account 203, Common Stock Liability for Conversion, or Account 206, Preferred Stock Liability for Conversion, at the end of year.
4. For Premium on Account 207, Capital Stock, designate with an asterisk in column (b), any amounts representing the excess of consideration received over stated values of stocks without par value.

Line No.	Name of Account and Description of Item (a)	* (b)	Number of Shares (c)	Amount (d)
1				
2	NONE			
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40	TOTAL		0	0

Name of Respondent	This Report Is:	Date of Report	Year of Report
Atmos Energy Corporation	(1) X An original (2) A Resubmission	(Mo, Da, Yr)	Dec. 31, 2014

OTHER PAID-IN CAPITAL (Accounts 208-211)

1. Report below the balance at the end of the year and the information specified below for the respective other paid-in capital accounts. Provide a subheading for each account and show a total for the account, as well as a total of all accounts for reconciliation with the balance sheet, page 112. Explain changes made in any account during the year and give the accounting entries effecting such change.

(a) Donations Received from Stockholders (Account 208) - State amount and briefly explain the origin and purpose of each donation.

(b). Reduction in Par or Stated Value of Capital Stock (Account 209) State amount and briefly explain the capital changes that gave rise to amounts reported under this caption including identification with the class and series of stock to which related.

(c) Gain on Resale or Cancellation of Reacquired Capital Stock (Account 210)-Report balance at beginning of year, credits, debits, and balance at end of year with a designation of the nature of each credit and debit identified by the class and series of stock to which related.

(d) Miscellaneous Paid-In Capital (Account 211) - Classify amounts included in this account according to captions that, together with brief explanations, disclose the general nature of the transactions that gave rise to the reported amounts.

Line No.	Item (a)	Amount (b)
1	Miscellaneous Paid-In Capital A/C 211	
2	Amounts paid for common stock in excess of the $0.005 stated value.	2,181,643,907
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40	TOTAL	2,181,643,907

Name of Respondent	This Report Is:	Date of Report	Year of Report
Atmos Energy Corporation	X An original A Resubmission	(Mo, Da, Yr)	Dec. 31, 2014

DISCOUNT ON CAPITAL STOCK (Account 213)

1. Report the balance at end of year of discount on capital stock for each class and series of capital stock. Use as many rows as necessary to report all data.

2. If any change occurred during the year in the balance with respect to any class or series of stock, attach a statement giving details of the change. State the reason for any charge-off during the year and specify the amount charged.

Line No.	Class and Series of Stock (a)	Balance at End of Year (b)
1	Not applicable	
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15	TOTAL	0

CAPITAL STOCK EXPENSE (Account 214)

1. Report the balance at end of year of capital stock expenses for each class and series of capital stock. Use as many rows as necessary to report all data. Number the rows in sequence starting from the last row number used for Discount on Capital Stock above.

2. If any change occurred during the year in the balance with respect to any class or series of stock, attach a statement giving details of the change. State the reason for any charge-off of capital stock expense and specify the account charged.

Line No.	Class and Series of Stock (a)	Balance at End of Year (b)
16	Not applicable	
17		
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29	TOTAL	0

Name of Respondent	This Report Is:	Date of Report	Year of Report
Atmos Energy Corporation	[X] An original [ ] A Resubmission	(Mo, Da, Yr)	Dec. 31, 2014

SECURITIES ISSUED OR ASSUMED AND SECURITIES REFUNDED OR RETIRED DURING THE YEAR

1. Furnish a supplemental statement briefly describing security financing and refinancing transactions during the year and the accounting for the securities, discounts, premiums, expenses, and related gains or losses. Identify as to Commission authorization numbers and dates.
2. Provide details showing the full accounting for the total principal amount, par value, or stated value of each class and series of security issued, assumed retired, or refunded and the accounting for premiums, discounts , expenses, and gains or losses relating to the securities. Set forth the facts of the accounting clearly with regard to redemption premiums, unamortized discounts, expenses, and gains or losses relating to securities retired or refunded, including the accounting for such amounts carried in the respondent's accounts at the date of the refunding or refinancing transactions with respect to securities previously refunded or retired.
3. Include in the identification of each class and series of security, as appropriate, the interest or dividend rate, nominal date of issuance, maturity date, aggregate principal amount, par value or stated value, and number of shares. Give also the issuance of redemption price and name of the principal underwriting firm through which the security transactions were consummated.
4. Where the accounting for amounts relating to securities refunded or retired is other than that specified in General Instruction 17 of the Uniform System of Accounts, give references to the Commission authorization for the different accounting and state the accounting method.
5. For securities assumed, give the name of the company for which the liability on the securities was assumed as well as details of the transactions whereby the respondent undertook to pay obligations of another company. If any unamortized discount, premiums, expenses, and gains or losses were taken over onto the respondent's books, furnish details of these amounts with amounts relating to refunded securities clearly earmarked.

<u>Securities Issued in 2014:</u>	Number of <u>Shares</u>	Stated <u>Value</u>
Common Stock with stated value $0.005:		
Directors' Fees	1,686	8
Outside Directors' Equity Incentive Compensation	4,578	23
Employee LTIP	665,754	3,329
Direct Stock Purchase Plan	144,086	720
February 2014 Offering	9,200,000	46,000
Retirement Savings Plan	75,580	378
Repurchase of Equity Awards	(195,769)	(979)
Total	9,895,915	49,479

Name of Respondent	This Report Is:	Date of Report (Mo, Da, Yr)	Year of Report
Atmos Energy Corporation	X An Original A Resubmission		Dec. 31, 2014

LONG-TERM DEBT (Accounts 221, 222, 223, and 224)

1. Report by Balance Sheet Account the details concerning long-term debt included in Accounts 221, Bonds, 222, Reacquired Bonds, 223, Advances from Associated Companies, and 224, Other Long-Term Debt.
2. For bonds assumed by the respondent, include in column (a) the name of the issuing company as well as a description of the bonds.
3. For advances from Associated Companies, report separately advances on notes and advances on open accounts. Designate demand notes as such. Include in column (a) names of associated companies from which advances were received.
4. For receivers' certificates, show in column (a) the name of the court and date of court order under which such certificates were issued.

Line No.	Class and Series of Obligation and Name of Stock Exchange (a)	Nominal Date of Issue (b)	Date of Maturity (c)	Outstanding (Total amount outstanding without reduction for amounts held by respondent) (Acct. 221) (d)
1	Long-Term Senior Notes:			
2	Unsecured 6.75% debentures	7/98	7/28	150,000,000
3	Unsecured 4.95% notes	10/04	10/14	-
4	Unsecured 5.95% notes	10/04	10/34	200,000,000
5	Unsecured 6.35% notes	6/07	6/17	250,000,000
6	Unsecured 8.50% notes	3/09	3/19	450,000,000
7	Unsecured 5.50% notes	6/11	6/41	400,000,000
8	Unsecured 4.15% notes	1/13	1/43	500,000,000
9	Unsecured 4.125% notes	10/14	10/44	500,000,000
10				
11				
12	Medium-Term Notes:			
13	MTN, Series A, 1995-1 , 6.67%	12/95	12/25	10,000,000
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40	TOTAL			2,460,000,000

Name of Respondent	This Report Is:	Date of Report (Mo, Da, Yr)	Year of Report
Atmos Energy Corporation	X An Original A Resubmission		Dec. 31, 2014

LONG-TERM DEBT (Accounts 221, 222, 223, and 224) (Continued)

5. In a supplemental statement, give explanatory details for Accounts 223 and 224 of net changes during the year. With respect to long-term advances, show for each company: (a) principal advanced during year, (b) interest added to principal amount, and (c) principal repaid during year. Give Commission authorization numbers and dates.
6. If the respondent has pledged any of its long-term debt securities, give particulars (details) in a footnote, including name of the pledgee and purpose of the pledge.
7. If the respondent has any long-term securities which have been nominally issued and are nominally outstanding at end of year, describe such securities in a footnote.
8. If interest expense was incurred during the year on any obligations retired or reacquired before end of year, include such interest expense in column (f). Explain in a footnote any difference between the total of column (f) and the total of Account 427, Interest on Long-Term Debt and Account 430, Interest on Debt to Associated Companies.
9. Give details concerning any long-term debt authorized by a regulatory commission but not yet issued.

INTEREST FOR YEAR		HELD BY RESPONDENT			
Rate (in %) (e)	Amount (Acct. 427) (f)	Reacquired Bonds (Acct. 222) (g)	Sinking and Other Funds (Acct. 242) (h)	Redemption Price Per $100 at End of Year (i)	Line No.
					1
6.75%	10,125,000			make whole	2
4.95%	22,223,161			make whole	3
5.95%	11,892,953			make whole	4
6.35%	15,400,020			make whole	5
8.50%	38,172,266			make whole	6
5.50%	21,330,698			make whole	7
4.15%	22,970,857			make whole	8
4.13%	4,279,920			make whole	9
					10
					11
					12
6.67%	667,000			N/A	13
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	147,061,876				40

Name of Respondent	This Report Is:	Date of Report (Mo, Da, Yr)	Year of Report
Atmos Energy Corporation	X An Original A Resubmission		Dec. 31, 2014

UNAMORTIZED DEBT EXPENSE, PREMIUM AND DISCOUNT ON LONG-TERM DEBT
(Accounts 181, 225, 226)

1. Report under separate subheadings for Unamortized Debt Expense, Unamortized Premium on Long-Term Debt and Unamortized Discount on Long-Term Debt, details of expense, premium or discount applicable to each class and series of long-term debt.
2. Show premium amounts by enclosing the figures in parenthesis.
3. In column (b) show the principal amount of bonds or other long-term debt originally issued.
4. In column (c) show the expense, premium or discount with respect to the amount of bonds or other long-term debt originally issued.

Line No.	Designation Long-Term Debt (a)	Principal Amount of Debt Issued (b)	Total Expense, Premium or Discount (c)	AMORTIZATION PERIOD Date From (d)	AMORTIZATION PERIOD Date To (e)
1	Unamortized Debt Discount:				
2	Unsecured 6.75% debentures	150,000,000	2,998,146	7/98	7/28
3	MTN, Series A, 1995-1 , 6.67%	10,000,000	233,308	12/95	12/25
4	Unsecured 4.95% notes	-	4,498,263	10/04	10/14
5	Unsecured 5.95% notes	200,000,000	3,458,334	10/04	10/34
6	Unsecured 6.35% notes	250,000,000	3,070,417	6/07	6/17
7	Unsecured 8.50% notes	450,000,000	4,612,981	3/09	3/19
8	Unsecured 5.50% notes	400,000,000	5,680,593	6/11	6/41
9	Unsecured 4.15% notes	500,000,000	6,306,185	1/13	1/43
10	Unsecured 4.125% notes	500,000,000	6,462,225	10/14	10/44
11	Planned debt issuance Jun-17	see note 1	see note 1	n/a	n/a
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13					
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34	Note 1: In October 2012, we entered into forward starting interest rate swaps to fix the Treasury yield component associated with the anticipated issuance of $250 million 30-year unsecured senior notes in fiscal 2017. This balance relates to the fees for transaction management services in connection with the forward starting interest rate swaps. These amounts will be amortized over the life of the new senior notes after they are issued.				
35					
36					
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39					
40	TOTAL	2,460,000,000	37,320,452		

Name of Respondent	This Report Is:	Date of Report	Year of Report
Atmos Energy Corporation	[X] An Original [ ] A Resubmission	(Mo,Da,Yr)	Dec. 31, 2014

UNAMORTIZED DEBT EXPENSE, PREMIUM AND DISCOUNT ON LONG-TERM DEBT
(Accounts 181, 225, 226)

5. Furnish in a footnote details regarding the treatment of unamortized debt expense, premium or discount associated with issues redeemed during the year. Also, give in a footnote the date of the Commission's authorization of treatment other than as specified by the Uniform System of Accounts.

6. Identify separately undisposed amounts applicable to issues which were redeemed in prior years.

7. Explain any debits and credits other than amortization debited to Account 428, Amortization of Debt Discount and Expense, or credited to Account 429, Amortization of Premium on Debt-Credit.

Balance at Beginning of Year (f)	Debits During Year (Acct. 181) (g)	Credits During Year (Acct. 181) (h)	Balance at End of Year (i)	Line No.
				1
1,453,745	-	99,938	1,353,807	2
94,032	-	7,790	86,242	3
377,350	-	377,350	-	4
2,407,530	-	115,723	2,291,807	5
1,004,060	-	286,874	717,186	6
2,386,522	-	454,576	1,931,946	7
5,123,067	-	186,860	4,936,207	8
6,103,837	-	210,220	5,893,617	9
82,170	6,380,053	46,183	6,416,040	10
41,580	-	-	41,580	11
				12
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19,073,893	6,380,053	1,785,513	23,668,433	40

Name of Respondent	This Report Is:	Date of Report (Mo, Da, Yr)	Year of Report
Atmos Energy Corporation	X An Original A Resubmission		Dec. 31, 2014

UNAMORTIZED LOSS AND GAIN ON REACQUIRED DEBT (Accounts 189, 257)

1. Report under separate subheadings for Unamortized Loss and Unamortized Gain on Reacquired Debt, details of gain and loss, including maturity date, on reacquisition applicable to each class and series of long-term debt. If gain or loss resulted from a refunding transaction, include also the maturity date of the new issue.
2. In column (c) show the principal amount of bonds or other long-term debt reacquired.
3. In column (d) show the net gain and net loss realized on each debt reacquisition as computed in accordance with General Instruction 17 of the Uniform Systems of Accounts.
4. Show loss amounts by enclosing the figures in parentheses.
5. Explain in a footnote any debits and credits other than amortization debited to Account 428.1, Amortization of Loss on Reacquired Debt, or credited to Account 429.1, Amortization of Gain on Reacquired Debt-Credit.

Line No.	Designation of Long-Term Debt (a)	Date Reacquired (b)	Principal of Debt Reacquired (c)	Net Gain or Net Loss (d)	Balance at Beginning of Year (e)	Balance at End of Year (f)
1						
2	FMB Series J, 9.40%	6/05	17,000,000.00	(8,511,783)	4,109,581	3,549,184
3	FMB Series Q, 9.75%	6/05	20,000,000.00	(4,828,420)	2,138,011	1,800,430
4	FMB Series T, 9.32%	6/05	18,000,000.00	(5,691,858)	2,690,369	2,327,623
5	FMB Series U, 8.77%	6/05	20,000,000.00	(5,957,960)	3,072,659	2,703,940
6	Unsecured 6.35% notes	6/07	250,000,000.00	(201,674)	70,586	50,419
7	FMB Series P, 10.43%	5/08	6,250,000.00	(202,500)	129,708	95,871
8	Unsecured 4.00% notes	4/09	400,000,000.00	(7,065,937)	3,709,617	3,003,023
9	Unsecured 5.125% notes	8/12	250,000,000.00	(5,035,804)	4,874,939	4,707,078
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40	TOTAL				20,795,470	18,237,568

Name of Respondent	This Report Is:	Date of Report	Year of Report
Atmos Energy Corporation	[X] An Original [ ] A Resubmission	(Mo, Da, Yr)	Dec. 31, 2014

RECONCILIATION OF REPORTED NET INCOME WITH TAXABLE INCOME FOR FEDERAL INCOME TAXES

1. Report the reconciliation of reported net income for the year with taxable income used in computing Federal income tax accruals and show computation of such tax accruals. Include in the reconciliation, as far as practicable, the same detail as furnished on Schedule M-1 of the tax return for the year. Submit a reconciliation even though there is no taxable income for the year. Indicate clearly the nature of each reconciling amount.

2. If the utility is a member of a group which files consolidated Federal tax return, reconcile reported net income with taxable net income as if a separate return were to be filed, indicating, however, intercompany amounts to be eliminated in such a consolidated return. State names of group members, tax assigned to each group member, and basis of allocation, assignment, or sharing of the consolidated tax among the group members.

Line No.	Particulars (Details) (a)	Amount (b)
1	**Net Income for the Year as of 9/30/14**	254,575,241
2	**Reconciling Items for the Year**	
3	**Taxable Income Not Reported on Books**	
4		
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8		
9	**Deductions Recorded on Books Not Deducted for Return**	
10	FIT Expense	146,596,502
11	Deferred Gas Costs	11,499,999
12	Pension Expense	27,714,676
13	MIP / VPP Accrual	3,745,180
14	Aid in Construction	32,589,227
15	RSGP	(3,074,096)
16	FAS 106 Adjustment	4,382,811
17	SEBP Adjustment	(7,259,487)
18	Allowance for Doubtful Accounts	2,141,451
19	WACOG to FIFO Adjustment	13,622,268
20	Capitalized Interest Adjustment	6,143,873
21	State Income Tax Deduction	6,682,021
22	Other, Net	33,233,856
23	**Income Recorded on Books Not Included in Return**	
24	Gain/loss on Sale of Assets	(2,184,482)
25	Dividends Received Deduction	(1,077,655)
26	**Deductions on Return Not Charged Against Book Income**	
27	Depreciation Adjustment	(85,910,337)
28	Capitalized Overhead Adjustment	(49,474,341)
29	Goodwill	(37,439,168)
30	ESOP Dividends	(6,592,306)
31	Miscellaneous Accrued	(50)
32	Capitalized Software	(11,133,683)
33	Repairs Deduction	(390,609,889)
34	TX Rule 8.209 Reg Asset Deferral	(33,206,325)
35	Over Recoveries of PGA	(31,377,091)
36	Other, net	(17,811,937)
37	**Federal Tax Net Income**	(134,223,742)
38	**Show Computation of Tax:**	
39	Federal Tax Net Income	(134,223,742)
40	Federal Income Tax Rate	35%
41	**Federal Income Tax Liability as of 9/30/14**	(46,978,310)

Name of Respondent	This Report Is:	Date of Report (Mo, Da, Yr)	Year of Report
Atmos Energy Corporation	X An Original A Resubmission		Dec. 31, 2014

TAXES ACCRUED, PREPAID AND CHARGED DURING THE YEAR

1. Give details of the combined prepaid and accrued tax accounts and show the total taxes charged to operations and other accounts during the year. Do not include gasoline and other sales taxes which have been charged to the accounts to which the taxed material was charged. If the actual or estimated amounts of such taxes are known, show the amounts in a footnote and designate whether estimated or actual amounts.

2. Include on this page, taxes paid during the year and charged direct to final accounts, (not charged to prepaid or accrued taxes). Enter the amounts in both columns (d) and (e). The balancing of this page is not affected by the inclusion of these taxes.

3. Include in column (d) taxes charged during the year, taxes charged to operations and other accounts through (a) accruals credited to taxes accrued, (b) amounts credited to the portion of prepaid taxes chargeable to current year, and (c) taxes paid and charged direct to operations or accounts other than accrued and prepaid tax accounts.

4. List the aggregate of each kind of tax in such manner

Line No.	Kind of Tax (See Instruction 5) (a)	BALANCE AT BEGINNING OF YEAR: Taxes Accrued (Account 236) (b)	BALANCE AT BEGINNING OF YEAR: Prepaid Taxes (Incl. in Account 165) (c)
1	FICA	(4,799,104)	
2	FUTA	(10,609)	
3	SUTA	9,882	
4	Property and Other	66,523,691	0
5	Franchise - Other	10,087,312	164,163
6	Gross Receipts	33,482	(643,373)
7	Use Tax	566,842	0
8	Federal Income	(4,197,965)	
9	State Income	(3,396,178)	
10	Franchise - Capital Based	1,890,149	
11	Federal Tax Interest / Penalty	(217,000)	
12	State Tax Interest / Penalty		
13			
14			
15	Note: Adjustments for Federal & State Income taxes related to adjustments made		
16	between current and deferred provision accounts with respect to acquisitions		
17	made and other miscellaneous tax true-up adjustments.		
18	TOTAL	66,490,502	(479,210)

DISTRIBUTION OF TAXES CHARGED (Show utility department where applicable and account charged.)

Line No.	Electric Account 408.1, 409.1) (i)	Gas (Account 408.1, 409.1) (j)		Other Utility Departments (Account 408.1, 409.1) (k)	Other Income and Deductions (Account 408.2, 409.2) (l)
1					
2		Taxes other than			
3		income taxes (408.1)	216,247,924		
4					
5		Income Taxes -			
6		Federal (409.1)	(15,440,719)		
7					
8		Income Taxes -			
9		State (409.1)	4,646,161		
10					
11		Other (including			
12		taxes Capitalized)	54,635,035		
13					
14	TOTAL		260,088,401		0

Name of Respondent	This Report Is:	Date of Report	Year of Report
Atmos Energy Corporation	(1) X An Original (2) A Resubmission	(Mo, Da, Yr)	Dec. 31, 2014

TAXES ACCRUED, PREPAID AND CHARGED DURING THE YEAR

that the total tax for each State and subdivision can readily be ascertained.

5. If any tax (exclude Federal and state income taxes) covers more than one year, show the required information separately for each tax year, identifying the year in column (a).

6. Enter all adjustments of the accrued and prepaid tax accounts in column (f) and explain each adjustment in a footnote. Designate debit adjustments by parentheses.

7. Do not include on this page entries with respect to deferred income taxes or taxes collected through payroll deductions or otherwise pending transmittal of such taxes to the taxing authority.

8. Show in column (i) thru (p) how the taxed accounts were distributed. Show both the utility department and number of account charged. For taxes charged to utility plant, show the number of the appropriate balance sheet plant account or subaccount.

9. For any tax apportioned to more than one utility department or account, state in a footnote the basis (necessity) of apportioning such tax.

10. Items under $250,000 may be grouped.

11. Report in column (q) the applicable effective state income tax rate.

Taxes Charged During Year (see footnote 1) (d)	Taxes Paid During Year (e)	Adjust-ments (f)	BALANCE AT END OF YEAR: Taxes Accrued (Account 236) (g)	BALANCE AT END OF YEAR: Prepaid Taxes (Incl. in Account 165) (h)	Line No.
30,507,102	(25,201,543)	28,399	534,854		1
239,476	(247,598)	9	(18,722)		2
494,959	(504,284)	37	594		3
86,944,728	(80,497,544)		72,970,875	0	4
84,866,591	(84,990,790)		10,794,745	(667,469)	5
35,367,053	(35,481,832)		(16,155)	(708,515)	6
30,042,380	(29,907,795)		701,427	0	7
(15,440,719)	12,129,575	2,257,113	(5,251,996)		8
4,646,161	5,764,321	(1,684,984)	5,329,320		9
2,291,331	(2,229,542)		1,951,938		10
129,339			(87,661)		11
			0		12
					13
					14
					15
					16
					17
260,088,401	(241,167,032)	600,574	86,909,219	(1,375,984)	18

DISTRIBUTION OF TAXES CHARGED (Show utility department where applicable and account charged.)

Extraordinary Items (Account 409.3) (m)	Other Utility Opn. Income (Account 408.1, 409.1) (n)	Adjustment to Ret. Earnings (Account 439) (o)	Other (p)	State/Local Income TaxRate (q)	Line No.
					1
					2
					3
					4
					5
				34.20%	6
					7
					8
				2.30%	9
					10
					11
					12
					13
	0		0		14

Footnote 1: These are the gross amounts of taxes charged. Some of these amounts are capitalized. Please note in column (j) the total amount of taxes charged to income statement account 408.1.

Name of Respondent	This Report Is:	Date of Report (Mo, Da, Yr)	Year of Report
Atmos Energy Corporation	X An Original A Resubmission		Dec. 31, 2014

MISCELLANEOUS CURRENT AND ACCRUED LIABILITIES (Account 242)

1. Describe and report the amount of other current and accrued liabilities at the end of year.

2. Minor items (less than $250,000) may be grouped under appropriate title.

Line No.	Item (a)	Balance at End of Year (b)
1	SFAS 106 - OPEB	10,371,598
2	Management Incentive/Variable Pay	6,417,000
3	Outstanding Checks in Escheatment Process	316,878
4	Liabilities from Risk Management Activities	13,701,077
5	Gas Imbalance	2,744,539
6	Deferred Billing AR	28,533,972
7	Reserve for Interim Rates Subject to Refund	2,305,346
8	Conservation & Energy Efficiency Program	314,111
9	Minor Items Each Less Than $250,000	(36,314)
10		
11		
12		
13		
14		
15		
16		
17		
18		
19		
20		
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22		
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41		
42	**TOTAL**	64,668,207

Name of Respondent	This Report Is:	Date of Report	Year of Report
Atmos Energy Corporation	X An Original A Resubmission	(Mo, Da, Yr)	Dec. 31, 2014

OTHER DEFERRED CREDITS (Accounts 253)

1. Report below the details called for concerning other deferred credits.

2. For any deferred credit being amortized, show the period of amortization.

3. Minor items (less than $250,000) may be grouped by classes.

Line No.	Description of Other Deferred Credits (a)	Balance at Beginning of Year (b)	DEBITS Contra Acct (c)	DEBITS Amount (d)	Credits (e)	Balance at End of Year (f)
1	Directors' Deferred Compensation	441,042		140,667	49,333	349,708
2	Outside Directors' Retirement Plan	1,220,828		493,389	347,507	1,074,946
3	Retirement Cost	72,935,290		9,010,734	14,323,848	78,248,404
4	SFAS 106 - OPEB	165,394,555		411,019,445	413,546,701	167,921,811
5	Office Building Leases	8,010,644		487,493	1,100,872	8,624,023
6	Customer Contributions in aid of construction	797,859		166,857	0	631,002
7	Revenue deferred until rate change approval	2,713,472		9,608,190	6,894,718	0
8	Risk Management Activities	1,015,594		162,878,659	244,313,596	82,450,531
9	Liability for Uncertain Tax Positions	3,171,970		1,689,337	6,579,813	8,062,446
10	Liability for Income Tax Interest/Penalties	0		0	410,923	410,923
11	Conservation Program	0		103,535,906	103,910,697	374,791
12	Minor Items Each Less Than $250,000	(4,042)		38,336	197,377	154,999
13						
14						
15						
16						
17						
18						
19						
20						
21						
22						
23						
24						
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26						
27						
28						
29						
30						
31						
32						
33						
34						
35						
36						
37	TOTAL	255,697,212		699,069,013	791,675,385	348,303,584

Name of Respondent	This Report Is:	Date of Report (Mo, Da, Yr)	Year of Report
Atmos Energy Corporation	X An Original A Resubmission		Dec. 31, 2014

ACCUMULATED DEFERRED INCOME TAXES - OTHER PROPERTY (Account 282)

1. Report the information called for below concerning the respondent's accounting for deferred income taxes relating to property not subject to accelerated amortization.

2. For Other, include deferrals relating to other income and deductions.

Line No.	Account Subdivisions (a)	Balance at Beginning of Year (b)	Amounts Debited to Account 410.1 (c)	Amounts Credited to Account 410.1 (d)
1	Account 282			
2	Electric			
3	Gas	1,352,383,309	202,740,306	0
4	Other (Define)			
5	TOTAL (Enter Total of lines 2 thru 4)	1,352,383,309	202,740,306	0
6	Other (Specify)			
6.01				
6.02				
7.02	TOTAL Account 282 (Enter of lines 5 thru 6.?)	1,352,383,309	202,740,306	0
8.02	Classification of TOTAL			
9.02	Federal Income Tax		189,171,903	
10.02	State Income Tax		13,568,403	
11.02	Local Income Tax			

Notes

Note: Amounts in the adjustment column represent adjustments between current and deferred provision accounts relating to acquisitions and other miscellaneous tax true-up adjustments.

Name of Respondent	This Report Is:	Date of Report (Mo,Da,Yr)	Year of Report
Atmos Energy Corporation	[X] An Original [ ] A Resubmission		Dec. 31, 2014

ACCUMULATED DEFERRED INCOME TAXES - OTHER PROPERTY (Account 282) (continued)

3. Add rows as necessary to report all data. When rows are added, the additional row numbers should follow in sequence, 4.01, 4.02 and 6.01, 6.02, etc. Use separate pages as required.

5. Provide in a footnote a summary of the type and amount of deferred income taxes reported in the beginning-of-year and end-of-year balances for deferred income taxes that the respondent estimates could be included in the development of jurisdictional rates.

CHANGES DURING YEAR		ADJUSTMENTS					
		Debits		Credits		Balance at End of Year	Line No.
Amounts Debited to Account 411.2 (e)	Amounts Credited to Account 411.2 (f)	Account No. (g)	Amount (h)	Account No. (i)	Amount (j)	(k)	
							1
							2
0	0	various	0	various		1,555,123,615	3
							4
0	0		0		0	1,555,123,615	5
							6
							6.01
							6.02
0	0		0		0	1,555,123,615	7
							8
			0				9
			0				10
							11

Name of Respondent	This Report Is:	Date of Report	Year of Report
Atmos Energy Corporation	(1) [X] An Original (2) [ ] A Resubmission	(Mo, Da, Yr)	Dec. 31, 2014

ACCUMULATED DEFERRED INCOME TAXES - OTHER (Account 283)

1. Report the information called for below concerning the respondent's accounting for deferred income taxes relating to amounts recorded in Account 283.

2. For Other (Specify), include deferrals relating to other income and deductions.

Line No.	Account Subdivisions (a)	Balance at Beginning of Year (b)	CHANGES DURING YEAR: Amounts Debited to Account 410.1 (c)	CHANGES DURING YEAR: Amounts Credited to Account 410.1 (d)
1	Account 283			
2	Electric			
3				
4				
5				
6				
7				
8	Other			
9	TOTAL Electric (Enter Total of lines 3 thru 8)			
10	Gas			
11	Accumulated Deferred Tax Liability	123,921,343	0	1,608,571
12				
13				
14				
15				
16	Other			
17	TOTAL Gas (Total of 11 thru 16)	123,921,343	0	1,608,571
18	Other (Specify)			
19	TOTAL (Acct 283) (Total of lines 9, 17, and 18)	123,921,343	0	1,608,571
20	Classification of TOTAL			
21	Federal Income Tax		0	1,749,660
22	State Income Tax		0	(141,089)
23	Local Income Tax			

NOTES

Note: Amounts in the adjustment column represent adjustments between current and deferred provision accounts relating to acquisitions and other miscellaneous tax true-up adjustments.

Name of Respondent	This Report Is:	Date of Report	Year of Report
Atmos Energy Corporation	(1) [X] An Original (2) [ ] A Resubmission	(Mo,Da,Yr)	Dec. 31, 2014

ACCUMULATED DEFERRED INCOME TAXES - OTHER (Account 283) (Continued)

3. Provide in the space below explanations for pages 276 and 277. Include amounts relating to insignificant items
4. Use separate pages as required.
5. Provide in a footnote a summary of the type and amount of deferred income taxes reported in the beginning-of-year and end-of-year balances for deferred income taxes that the respondent estimates could be included in the development of jurisdictional rates.

CHANGES DURING YEAR		ADJUSTMENTS				Balance at End of Year	Line No.
		Debits		Credits			
Amounts Debited to Account 410.2 (e)	Amounts Credited to Account 411.2 (f)	Account Credited (g)	Amount (h)	Account Debited (i)	Amount (j)	(k)	
[redacted]							1
							2
							3
							4
							5
							6
							7
							8
							9
[redacted]							10
0	0	various	0	various	71,002,844	51,309,928	11
							12
							13
							14
							15
							16
0	0		0		71,002,844	51,309,928	17
							18
0	0		0		71,002,844	51,309,928	19
[redacted]							20
			0		66,528,692		21
			0		4,474,152		22
							23

NOTES (Continued)

Name of Respondent	This Report is:	Date of Report (Mo, Da, Yr)	Year/Period of Report
Atmos Energy Corporation	(1) [X] An Original (2) [ ] A Resubmission		Dec. 31, 2014

OTHER REGULATORY LIABILITIES (Account 254)

1. Report below the details called for concerning other regulatory liabilities which are created through the ratemaking actions of regulatory agencies (and not includable in other amounts).
2. For regulatory liabilities being amortized, show period of amortization in Column (a).
3. Minor items (5% of the Balance at End of Year for Account 254 or amounts less than $250,000, whichever is less) may be grouped by classes.
4. Provide in a footnote, for each line item, the regulatory citation where the respondent was directed to refund the regulatory liability (e.g. Commission Order, state Commission order, court decision).

Line No.	Description and Purpose of Other Regulatory Liabilities (a)	Balance at Beginning of Current Quarter/Year (b)	Written off during Quarter/Period Account Credited (c)	Written off During Period Amount Refunded (d)	Written off During Period Amount Deemed Non-Refundable (e)	Credits (f)	Balance at End of Current Quarter/Year (g)
1	Deferred Tax Recovery	1,010,067	407.4	280,241	-	10,676	740,502
2	WNA Recovery	0	48xx	-	-	1,140,816	1,140,816
3	Colorado DSM	0	-	-	-	809,249	809,249
4	Minor Items Each Less Than $250,000	41,265	various	42,767	-	77,175	75,673
5							
6							
7							
8							
9							
10							
11							
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39							
40							
41							
42							
43							
44							
45	TOTAL	1,051,332	[redacted]	323,008	0	2,037,916	2,766,240

Name of Respondent	This Report Is:		Date of Report	Year of Report
ATMOS ENERGY CORPORATION	(1) [x] An Original (2) [ ] A Resubmission		(Mo, Da, Yr)	Dec. 31, 2014

Monthly Quantity & Revenue by Rate Schedule

1. Reference to account numbers in the USofA is provided in parentheses beside applicable data. Quantities must not be adjusted for discounts.
2. Total Quantities and Revenues in whole numbers
3. Report revenues and quantities of gas by rate schedule. Where transportation services are bundled with storage services, reflect only transportation Dth. When reporting storage, report Dth of gas withdrawn from storage and revenues by rate schedule.

Line No.	Item (a)	Month 1 Quantity (see footnote 1) (b)	Month 1 Revenue Costs and Take-or-Pay (c)	Month 1 Revenue (GRI & ACA) (d)	Month 1 Revenue (Other) (see footnote 1) (e)	Month 1 Revenue (Total) (see footnote 1) (f)
1	Total Sales (480-488) (see footnote 2)	305,964,155			2,993,480,541	2,993,480,541
2						
3	Transportation of Gas for Others (489.2 and 489.3)					
4	Revenues from Transportation of Gas of Others Through Transmission Facilities (489.2) (see footnote 3)	515,535,341			86,821,045	86,821,045
5						
6	Revenues from Transportation of Gas of Others Through Distribution Facilities (489.3) (see footnote 2)	151,186,820			71,717,450	71,717,450
7						
8						
9						
10	Total Transportation (Other than Gathering)	666,722,161			158,538,495	158,538,495
11	Storage (489.4)					
12	Revenues from Storing Gas of Others (489.4) (see footnote 4)				4,260,853	4,260,853
13						
14						
15	Total Storage				4,260,853	4,260,853
16	Gathering (489.1)					
17	Gathering-Firm					
18	Gathering-Interruptible					
19	Total Gathering (489.1)					
20	Additional Revenues					
21	Products Sales and Extraction (490-492)				497,302	497,302
22	Rents (493-494)				210,683	210,683
23	Other Gas Revenues (495)				2,419,653	2,419,653
24	(Less) Provision for Rate Refunds				2,305,346	2,305,346
25	Total Additional Revenues				822,292	822,292
26	Total Operating Revenues (Total of lines 1,9,14 and 24)	972,686,316	-	-	3,157,102,181	3,157,102,181

Footnote 1: As we do not prepare quarterly FERC Form 2 information the data in columns (b) through (f) above is for the 12 months ending 12/31/14.

Footnote 2: Due to the voluminous amount of data for our gas rates and tariffs for our account 480-488 revenues we have not separately listed on page 299. Please go to http://www.atmosenergy.com/about/tariffs.html to see our gas rates and tariffs by state.

Footnote 3: Please see pages 299.1 (1-9).

Footnote 4: Please see page 299.2.

Name of Respondent **ATMOS ENERGY CORPORATION**	This Report Is: (1) [x] An Original (2) [ ] A Resubmission	Date of Report (Mo, Da, Yr)	Year of Report Dec. 31, 2014

Monthly Quantity & Revenue Data by Rate Schedule

4. Revenues in Column (c) include transition costs from upstream pipelines. Revenue (Other) in Column (e) includes reservation charges received by the pipeline plus usage charges, less revenues reflected in Columns (c) and (d). Include in Column (e), revenue for Accounts 490-495.
5. Enter footnotes as appropriate.

Line No.	Month 2 Quantity (g)	Month 2 Revenue Costs and Take-or-Pay (h)	Month 2 Revenue (GRI & ACA) (i)	Month 2 Revenue (Other) (j)	Month 2 Revenue (Total) (k)	Month 3 Quantity (l)	Month 3 Revenue Costs and Take-or-Pay (m)	Month 3 Revenue (GRI & ACA) (n)	Month 3 Revenue (Other) (o)	Month 3 Revenue (Total) (p)
1										
2	[redacted]									
3										
4										
5										
6										
7										
8										
9										
10	[redacted]									
11										
12										
13										
14										
15	[redacted]									
16										
17										
18										
19										
20										
21										
22										
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24										
25										

Name of Respondent	This Report Is:	Date of Report	Year of Report
ATMOS ENERGY CORPORATION	(1) [x] An Original (2) [ ] A Resubmission	(Mo, Da, Yr)	Dec. 31, 2014

Monthly Quantity & Revenue by Rate Schedule

Revenue From Transportation of Gas of Others Through Transmission Facilities (Account 489.2)

Line No.	Sub Acct. (a)	Tariff Number (b)	Customer Name or RRC Customer ID No. (c)	Volume (MMBtu) Delivered (e)	Annual Revenue (f)	Line No.
1	489.2	TN-6777-TM-17631	CN-6777-TM-33109	107,358	32,368.45	1
2	489.2	TN-6777-TM-24099	CN-6777-TM-34843	8,663,428	100,835.48	2
3	489.2	TN-6777-TT-15166	CN-6777-TT-31950	3,121,355	219,587.33	3
4	489.2	TN-6777-TT-15167	CN-6777-TT-19073	20,951	9,395.44	4
5	489.2	TN-6777-TT-15626	CN-6777-TT-32392	1,087,069	283,865.95	5
6	489.2	TN-6777-TT-15627	CN-6777-TT-19410	22,647	9,239.60	6
7	489.2	TN-6777-TT-15628	CN-6777-TT-19231	807,007	146,248.98	7
8	489.2	TN-6777-TT-15629	CN-6777-TT-18988	674,183	110,815.97	8
9	489.2	TN-6777-TT-15631	CN-6777-TT-19319	138,044	32,769.30	9
10	489.2	TN-6777-TT-15632	CN-6777-TT-19242	76,928	21,214.60	10
11	489.2	TN-6777-TT-15633	CN-6777-TT-18999	70,197	23,321.42	11
12	489.2	TN-6777-TT-15634	CN-6777-TT-18922	55,482	15,607.96	12
13	489.2	TN-6777-TT-15635	CN-6777-TT-19003	50,214	30,752.54	13
14	489.2	TN-6777-TT-15636	CN-6777-TT-19133	152,353	546,983.65	14
15	489.2	TN-6777-TT-15637	CN-6777-TT-19091	224,634	62,434.36	15
16	489.2	TN-6777-TT-15638	CN-6777-TT-19091	108,210	22,835.53	16
17	489.2	TN-6777-TT-15640	CN-6777-TT-19187	527,433	305,073.22	17
18	489.2	TN-6777-TT-15641	CN-6777-TT-19301	1,250	2,939.26	18
19	489.2	TN-6777-TT-15643	CN-6777-TT-19332	296,344	182,550.26	19
20	489.2	TN-6777-TT-15645	CN-6777-TT-19022	11,077	2,398.73	20
21	489.2	TN-6777-TT-15646	CN-6777-TT-32418	23,445	5,705.24	21
22	489.2	TN-6777-TT-15649	CN-6777-TT-18971	135,129	27,806.89	22
23	489.2	TN-6777-TT-15650	CN-6777-TT-19352	323,770	54,081.17	23
24	489.2	TN-6777-TT-15651	CN-6777-TT-19216	226,219	35,455.36	24
25	489.2	TN-6777-TT-15652	CN-6777-TT-32410	28,800	8,187.40	25
26	489.2	TN-6777-TT-15653	CN-6777-TT-32232	640,030	145,019.27	26
27	489.2	TN-6777-TT-15655	CN-6777-TT-32230	637,373	134,200.45	27
28	489.2	TN-6777-TT-15656	CN-6777-TT-18921	51,430	165,107.66	28
29	489.2	TN-6777-TT-15663	CN-6777-TT-18981	39,082	18,377.43	29
30	489.2	TN-6777-TT-15665	CN-6777-TT-34560	39,767	49,694.78	30
31	489.2	TN-6777-TT-15666	CN-6777-TT-19390	16,335	26,030.87	31
32	489.2	TN-6777-TT-15667	CN-6777-TT-19168	91,045	36,965.87	32
33	489.2	TN-6777-TT-15668	CN-6777-TT-19334	45,757	14,052.47	33
34	489.2	TN-6777-TT-15669	CN-6777-TT-19356	33,195	8,082.14	34
35	489.2	TN-6777-TT-15670	CN-6777-TT-19103	45,398	16,115.88	35
36	489.2	TN-6777-TT-15907	CN-6777-TT-19121	40,628	20,212.40	36
37	489.2	TN-6777-TT-15911	CN-6777-TT-19461	817,812	205,475.30	37
38	489.2	TN-6777-TT-15912	CN-6777-TT-18929	31,890,980	71,912.02	38
39	489.2	TN-6777-TT-16019	CN-6777-TT-19325	671,566	197,520.61	39
40	489.2	TN-6777-TT-16033	CN-6777-TT-32460	60,497	17,631.85	40
41	489.2	TN-6777-TT-16048	CN-6777-TT-32430	16,102	5,163.97	41
42	489.2	TN-6777-TT-16050	CN-6777-TT-25819	1,202,203	217,478.52	42
43	489.2	TN-6777-TT-16054	CN-6777-TT-19325	256,140	57,124.33	43
44	489.2	TN-6777-TT-16068	CN-6777-TT-19060	99,517	20,002.91	44
45	489.2	TN-6777-TT-16071	CN-6777-TT-19386	15,557	6,253.90	45

Name of Respondent	This Report Is:	Date of Report	Year of Report
ATMOS ENERGY CORPORATION	(1) [x] An Original (2) [ ] A Resubmission	(Mo, Da, Yr)	Dec. 31, 2014

Monthly Quantity & Revenue by Rate Schedule

Revenue From Transportation of Gas of Others Through Transmission Facilities (Account 489.2)

Line No.	Sub Acct. (a)	Tariff Number (b)	Customer Name or RRC Customer ID No. (c)	Volume (MMBtu) Delivered (e)	Annual Revenue (f)	Line No.
46	489.2	TN-6777-TT-16077	CN-6777-TT-19366	728,265	58,736.03	46
47	489.2	TN-6777-TT-16351	CN-6777-TT-19035	2,100,200	131,536.95	47
48	489.2	TN-6777-TT-16356	CN-6777-TT-25644	249,262	79,559.82	48
49	489.2	TN-6777-TT-16358	CN-6777-TT-25644	9,870	1,785.48	49
50	489.2	TN-6777-TT-16366	CN-6777-TT-19374	12,400	1,370.82	50
51	489.2	TN-6777-TT-16583	CN-6777-TT-19062	4,185,084	727,588.43	51
52	489.2	TN-6777-TT-16587	CN-6777-TT-19017	4,129,607	243,076.92	52
53	489.2	TN-6777-TT-16588	CN-6777-TT-25686	243,991	63,972.96	53
54	489.2	TN-6777-TT-16608	CN-6777-TT-25644	3,063,146	173,271.03	54
55	489.2	TN-6777-TT-16642	CN-6777-TT-19460	9,043	15,152.21	55
56	489.2	TN-6777-TT-16685	CN-6777-TT-19035	1,246,219	250,490.02	56
57	489.2	TN-6777-TT-16735	CN-6777-TT-25671	182,918	178,830.74	57
58	489.2	TN-6777-TT-16861	CN-6777-TT-19400	108,874	28,389.28	58
59	489.2	TN-6777-TT-16864	CN-6777-TT-25143	727,824	173,302.89	59
60	489.2	TN-6777-TT-16881	CN-6777-TT-18939	90,243	8,927.87	60
61	489.2	TN-6777-TT-16952	CN-6777-TT-19418	292,745	59,337.55	61
62	489.2	TN-6777-TT-17012	CN-6777-TT-19280	488,848	79,755.05	62
63	489.2	TN-6777-TT-17018	CN-6777-TT-19402	68,254	22,624.48	63
64	489.2	TN-6777-TT-17020	CN-6777-TT-19371	29,985	12,683.06	64
65	489.2	TN-6777-TT-17023	CN-6777-TT-19085	153,159	24,397.64	65
66	489.2	TN-6777-TT-17024	CN-6777-TT-19415	1,030,584	260,769.06	66
67	489.2	TN-6777-TT-17025	CN-6777-TT-19162	68,814	27,733.07	67
68	489.2	TN-6777-TT-17027	CN-6777-TT-19403	356,143	88,685.60	68
69	489.2	TN-6777-TT-17028	CN-6777-TT-19285	10,973	2,740.36	69
70	489.2	TN-6777-TT-17338	CN-6777-TT-18926	30,643	2,125.15	70
71	489.2	TN-6777-TT-17347	CN-6777-TT-19325	241,815	60,756.03	71
72	489.2	TN-6777-TT-17371	CN-6777-TT-30227	2,038,812	188,864.01	72
73	489.2	TN-6777-TT-17375	CN-6777-TT-19073	3,293,483	213,372.42	73
74	489.2	TN-6777-TT-17377	CN-6777-TT-19059	668,750	48,621.41	74
75	489.2	TN-6777-TT-17378	CN-6777-TT-19460	243,956	70,661.89	75
76	489.2	TN-6777-TT-17381	CN-6777-TT-19383	24,834	4,742.06	76
77	489.2	TN-6777-TT-17409	CN-6777-TT-19012	95,560	14,405.67	77
78	489.2	TN-6777-TT-17512	CN-6777-TT-25698	544,764	38,324.14	78
79	489.2	TN-6777-TT-17521	CN-6777-TT-32408	249	7,321.08	79
80	489.2	TN-6777-TT-17659	CN-6777-TT-34090	5,000	351.75	80
81	489.2	TN-6777-TT-17660	CN-6777-TT-31810	13,030,347	2,404,815.54	81
82	489.2	TN-6777-TT-17661	CN-6777-TT-19217	3,663	1,472.53	82
83	489.2	TN-6777-TT-17664	CN-6777-TT-19366	186,464	168,974.73	83
84	489.2	TN-6777-TT-17665	CN-6777-TT-19121	76,440	30,728.89	84
85	489.2	TN-6777-TT-17667	CN-6777-TT-26839	2,641,203	591,221.37	85
86	489.2	TN-6777-TT-17690	CN-6777-TT-32442	1,519,197	335,287.80	86
87	489.2	TN-6777-TT-17691	CN-6777-TT-19215	130,436	30,959.72	87
88	489.2	TN-6777-TT-17693	CN-6777-TT-19049	60,088	29,116.99	88
89	489.2	TN-6777-TT-17694	CN-6777-TT-25904	1,435,888	574,514.50	89
90	489.2	TN-6777-TT-17936	CN-6777-TT-19380	363,252	156,450.78	90

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Monthly Quantity & Revenue by Rate Schedule

Revenue From Transportation of Gas of Others Through Transmission Facilities (Account 489.2)

Line No.	Sub Acct. (a)	Tariff Number (b)	Customer Name or RRC Customer ID No. (c)	Volume (MMBtu) Delivered (e)	Annual Revenue (f)	Line No.
91	489.2	TN-6777-TT-17937	CN-6777-TT-18962	6,281,556	749,032.17	91
92	489.2	TN-6777-TT-17938	CN-6777-TT-26560	18,858	18,169.42	92
93	489.2	TN-6777-TT-18201	CN-6777-TT-27208	86,525	15,652.38	93
94	489.2	TN-6777-TT-18203	CN-6777-TT-25688	1,599,531	1,072,900.52	94
95	489.2	TN-6777-TT-18344	CN-6777-TT-27382	699,706	49,517.88	95
96	489.2	TN-6777-TT-18473	CN-6777-TT-25733	368,886	72,557.39	96
97	489.2	TN-6777-TT-18573	CN-6777-TT-26825	79,050	794.45	97
98	489.2	TN-6777-TT-18585	CN-6777-TT-26881	26,514,637	2,209,017.31	98
99	489.2	TN-6777-TT-18611	CN-6777-TT-19019	31,422	5,281.06	99
100	489.2	TN-6777-TT-18669	CN-6777-TT-34448	404,000	23,758.60	100
101	489.2	TN-6777-TT-18935	CN-6777-TT-34448	12,845,452	1,549,161.52	101
102	489.2	TN-6777-TT-19368	CN-6777-TT-19015	8,500,611	8,596,950.11	102
103	489.2	TN-6777-TT-20132	CN-6777-TT-31331	875,403	60,080.84	103
104	489.2	TN-6777-TT-20134	CN-6777-TT-19057	309,169	77,678.73	104
105	489.2	TN-6777-TT-20210	CN-6777-TT-19057	145,638	43,909.86	105
106	489.2	TN-6777-TT-20213	CN-6777-TT-19074	1,527,740	230,306.80	106
107	489.2	TN-6777-TT-20416	CN-6777-TT-34452	5,290,810	826,021.22	107
108	489.2	TN-6777-TT-20418	CN-6777-TT-34452	5,241,046	1,208,029.45	108
109	489.2	TN-6777-TT-20738	CN-6777-TT-34526	873,206	220,501.82	109
110	489.2	TN-6777-TT-20964	CN-6777-TT-19100	425,871	360,758.60	110
111	489.2	TN-6777-TT-20965	CN-6777-TT-26847	7,464	35,596.70	111
112	489.2	TN-6777-TT-21170	CN-6777-TT-29695	166,096	95,564.86	112
113	489.2	TN-6777-TT-21174	CN-6777-TT-25851	115,928	26,287.80	113
114	489.2	TN-6777-TT-21177	CN-6777-TT-26847	160,294	38,100.28	114
115	489.2	TN-6777-TT-21184	CN-6777-TT-18939	2,797,622	28,374.21	115
116	489.2	TN-6777-TT-22228	CN-6777-TT-29178	264,255	10,813.55	116
117	489.2	TN-6777-TT-22233	CN-6777-TT-19365	1,195,735	13,011.18	117
118	489.2	TN-6777-TT-22235	CN-6777-TT-18987	2,902,205	658,880.97	118
119	489.2	TN-6777-TT-22236	CN-6777-TT-19152	980,083	635,354.91	119
120	489.2	TN-6777-TT-22241	CN-6777-TT-19048	2,776,434	439,567.92	120
121	489.2	TN-6777-TT-22242	CN-6777-TT-19149	603,760	355,139.28	121
122	489.2	TN-6777-TT-22246	CN-6777-TT-31341	161,805	11,149.82	122
123	489.2	TN-6777-TT-22269	CN-6777-TT-34670	490,710	105,859.25	123
124	489.2	TN-6777-TT-22314	CN-6777-TT-31331	11,469	5,836.99	124
125	489.2	TN-6777-TT-22889	CN-6777-TT-31810	304,900	70,351.13	125
126	489.2	TN-6777-TT-23037	CN-6777-TT-25065	248,687	90,454.09	126
127	489.2	TN-6777-TT-23038	CN-6777-TT-26847	49,928,751	11,290,140.06	127
128	489.2	TN-6777-TT-23039	CN-6777-TT-26841	117,350	59,869.42	128
129	489.2	TN-6777-TT-23040	CN-6777-TT-31950	3,247,205	1,665,236.34	129
130	489.2	TN-6777-TT-23041	CN-6777-TT-31950	13,940	29,376.80	130
131	489.2	TN-6777-TT-23044	CN-6777-TT-18935	944,875	452,910.81	131
132	489.2	TN-6777-TT-23075	CN-6777-TT-19116	437,851	143,079.68	132
133	489.2	TN-6777-TT-23222	CN-6777-TT-25688	568,500	34,521.75	133
134	489.2	TN-6777-TT-23223	CN-6777-TT-34703	55,084	11,071.88	134
135	489.2	TN-6777-TT-23224	CN-6777-TT-31337	240,840	36,306.63	135

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Monthly Quantity & Revenue by Rate Schedule

Revenue From Transportation of Gas of Others Through Transmission Facilities (Account 489.2)

Line No.	Sub Acct. (a)	Tariff Number (b)	Customer Name or RRC Customer ID No. (c)	Volume (MMBtu) Delivered (e)	Annual Revenue (f)	Line No.
136	489.2	TN-6777-TT-23227	CN-6777-TT-18913	193,595	35,903.59	136
137	489.2	TN-6777-TT-23228	CN-6777-TT-32093	44,314	6,680.33	137
138	489.2	TN-6777-TT-23414	CN-6777-TT-30109	9,110	30,890.23	138
139	489.2	TN-6777-TT-23415	CN-6777-TT-18988	164,281	36,535.80	139
140	489.2	TN-6777-TT-23654	CN-6777-TT-34842	486,715	31,889.49	140
141	489.2	TN-6777-TT-23668	CN-6777-TT-18941	2,564,807	602,134.41	141
142	489.2	TN-6777-TT-23897	CN-6777-TT-25644	5,469,175	62,626.90	142
143	489.2	TN-6777-TT-24101	CN-6777-TT-32958	5,423,691	55,861.10	143
144	489.2	TN-6777-TT-24102	CN-6777-TT-34562	77,158	43,788.98	144
145	489.2	TN-6777-TT-24104	CN-6777-TT-32964	22,724	21,036.15	145
146	489.2	TN-6777-TT-24145	CN-6777-TT-31810	49,200	9,419.71	146
147	489.2	TN-6777-TT-24167	CN-6777-TT-32994	37,489	10,871.16	147
148	489.2	TN-6777-TT-24179	CN-6777-TT-33023	5,440	3,627.18	148
149	489.2	TN-6777-TT-24177	CN-6777-TT-33021	252	15,139.02	149
150	489.2	TN-6777-TT-24178	CN-6777-TT-19119	1,428,805	170,474.05	150
151	489.2	TN-6777-TT-24168	CN-6777-TT-25880	2,312,913	606,895.79	151
152	489.2	TN-6777-TT-24242	CN-6777-TT-31427	148,736	83,686.80	152
153	489.2	TN-6777-TT-24238	CN-6777-TT-25877	11,711	7,551.56	153
154	489.2	TN-6777-TT-24411	CN-6777-TT-19036	35,649,300	4,070,285.21	154
155	489.2	TN-6777-TT-24412	CN-6777-TT-26839	3,932,040	618,970.37	155
156	489.2	TN-6777-TT-24481	CN-6777-TT-30105	256,440	85,048.34	156
157	489.2	TN-6777-TT-24597	CN-6777-TT-32958	306,036	18,977.21	157
158	489.2	TN-6777-TT-24599	CN-6777-TT-26871	1,005,821	202,170.01	158
159	489.2	TN-6777-TT-24600	CN-6777-TT-35117	33,947	13,646.72	159
160	489.2	TN-6777-TT-24792	CN-6777-TT-19313	173,077	103,393.66	160
161	489.2	TN-6777-TT-24793	CN-6777-TT-32958	54,100	9,152.55	161
162	489.2	TN-6777-TT-24797	CN-6777-TT-29595	2,902,055	320,822.20	162
163	489.2	TN-6777-TT-24813	CN-6777-TT-32404	2,316,300	200,699.54	163
164	489.2	TN-6777-TT-24842	CN-6777-TT-30109	69,195	52,305.36	164
165	489.2	TN-6777-TT-24845	CN-6777-TT-33732	804,831	291,503.32	165
166	489.2	TN-6777-TT-25101	CN-6777-TT-33874	179,000	35,979.00	166
167	489.2	TN-6777-TT-25226	CN-6777-TT-33132	1,222,169	78,932.70	167
168	489.2	TN-6777-TT-25227	CN-6777-TT-33953	281,401	328,449.09	168
169	489.2	TN-6777-TT-25228	CN-6777-TT-19176	222,171	55,023.75	169
170	489.2	TN-6777-TT-25229	CN-6777-TT-30105	413,955	165,844.63	170
171	489.2	TN-6777-TT-25230	CN-6777-TT-31810	1,933,000	498,611.02	171
172	489.2	TN-6777-TT-25353	CN-6777-TT-33196	71,217	5,621.02	172
173	489.2	TN-6777-TT-25354	CN-6777-TT-19057	5,042,000	616,266.00	173
174	489.2	TN-6777-TT-25355	CN-6777-TT-18930	5,999,162	1,336,556.68	174
175	489.2	TN-6777-TT-25457	CN-6777-TT-30109	68,217	23,951.10	175
176	489.2	TN-6777-TT-25508	CN-6777-TT-34109	16,950	31,317.81	176
177	489.2	TN-6777-TT-25690	CN-6777-TT-29693	792,684	185,607.56	177
178	489.2	TN-6777-TT-25711	CN-6777-TT-25894	2,001,359	346,912.05	178
179	489.2	TN-6777-TT-25713	CN-6777-TT-30227	12,027,994	1,367,551.74	179
180	489.2	TN-6777-TT-25825	CN-6777-TT-34337	69,729	19,409.19	180

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Revenue From Transportation of Gas of Others Through Transmission Facilities (Account 489.2)

Line No.	Sub Acct. (a)	Tariff Number (b)	Customer Name or RRC Customer ID No. (c)	Volume (MMBtu) Delivered (e)	Annual Revenue (f)	Line No.
181	489.2	TN-6777-TT-25826	CN-6777-TT-25595	13,884	23,640.55	181
182	489.2	TN-6777-TT-25879	CN-6777-TT-19283	2,303,116	436,815.59	182
183	489.2	TN-6777-TT-25880	CN-6777-TT-34387	196,107	34,252.69	183
184	489.2	TN-6777-TT-25881	CN-6777-TT-34389	27,305	11,089.58	184
185	489.2	TN-6777-TT-26024	CN-6777-TT-34454	17,059	13,924.37	185
186	489.2	TN-6777-TT-26141	CN-6777-TT-26338	6,570,253	904,985.41	186
187	489.2	TN-6777-TT-26273	CN-6777-TT-19074	12,511,895	2,113,104.57	187
188	489.2	TN-6777-TT-26374	CN-6777-TT-34700	73,625	4,391.36	188
189	489.2	TN-6777-TT-26492	CN-6777-TT-34736	12,815,663	1,941,619.71	189
190	489.2	TN-6777-TT-26493	CN-6777-TT-25756	10,498	3,165.14	190
191	489.2	TN-6777-TT-26622	CN-6777-TT-34783	43,861	96,551.00	191
192	489.2	TN-6777-TT-26627	CN-6777-TT-34700	75	1,273.34	192
193	489.2	TN-6777-TT-26628	CN-6777-TT-19255	155,343	33,181.65	193
194	489.2	TN-6777-TT-26629	CN-6777-TT-25644	7,789,799	1,428,433.97	194
195	489.2	TN-6777-TT-26693	CN-6777-TT-34839	11,816	15,705.82	195
196	489.2	TN-6777-TT-26705	CN-6777-TT-35011	18,535	11,239.50	196
197	489.2	TN-6777-TT-26844	CN-6777-TT-30109	18,779	13,894.54	197
198	489.2	TN-6777-TT-26845	CN-6777-TT-19165	485,134	104,500.92	198
199	489.2	TN-6777-TT-26898	CN-6777-TT-19421	5,000	251.25	199
200	489.2	TN-6777-TT-26899	CN-6777-TT-35111	5,219	734.31	200
201	489.2	TN-6777-TT-26900	CN-6777-TT-27382	159,984	27,705.61	201
202	489.2	TN-6777-TT-26902	CN-6777-TT-18930	5,000	3,768.75	202
203	489.2	TN-6777-TT-26903	CN-6777-TT-19074	84,161	44,188.32	203
204	489.2	TN-6777-TT-26989	CN-6777-TT-34619	1,455	584.90	204
205	489.2	TN-6777-TT-26990	CN-6777-TT-35141	28,090	194.89	205
206	489.2	TN-6777-TT-27002	CN-6777-TT-32994	29,489	10,874.17	206
207	489.2	TN-6777-TT-27162	CN-6777-TT-35297	3,873	8,218.92	207
208	489.2	TN-6777-TT-27163	CN-6777-TT-31810	1,610,400	291,321.36	208
209	489.2	TN-6777-TT-27224	CN-6777-TT-35356	25,000	1,758.75	209
210	489.2	TN-6777-TT-27266	CN-6777-TT-35449	18,711	3,362.03	210
211	489.2	TN-6777-TM-15097	CN-6777-TM-18904	-	3,112.50	211
212	489.2	TN-6777-TM-15104	CN-6777-TM-32831	-	635.85	212
213	489.2	TN-6777-TM-15105	CN-6777-TM-18895	-	11,276.20	213
214	489.2	TN-6777-TM-15106	CN-6777-TM-18478	-	39,769.75	214
215	489.2	TN-6777-TM-15108	CN-6777-TM-35047	-	3,597.70	215
216	489.2	TN-6777-TM-15110	CN-6777-TM-18371	-	444.95	216
217	489.2	TN-6777-TM-15112	CN-6777-TM-18689	-	575.75	217
218	489.2	TN-6777-TM-15113	CN-6777-TM-18790	-	17,206.85	218
219	489.2	TN-6777-TM-15116	CN-6777-TM-18713	-	103.40	219
220	489.2	TN-6777-TM-15119	CN-6777-TM-18869	-	279.35	220
221	489.2	TN-6777-TM-15121	CN-6777-TM-18470	-	15,664.80	221
222	489.2	TN-6777-TM-15122	CN-6777-TM-18874	-	2,636.30	222
223	489.2	TN-6777-TM-15126	CN-6777-TM-18429	-	7,215.10	223
224	489.2	TN-6777-TM-15127	CN-6777-TM-18478	-	24,778.70	224
225	489.2	TN-6777-TM-15132	CN-6777-TM-18743	-	5,944.52	225

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Revenue From Transportation of Gas of Others Through Transmission Facilities (Account 489.2)

Line No.	Sub Acct. (a)	Tariff Number (b)	Customer Name or RRC Customer ID No. (c)	Volume (MMBtu) Delivered (e)	Annual Revenue (f)	Line No.
226	489.2	TN-6777-TM-15133	CN-6777-TM-18560	-	5,958.56	226
227	489.2	TN-6777-TM-15135	CN-6777-TM-18874	-	2,656.28	227
228	489.2	TN-6777-TM-15136	CN-6777-TM-18701	-	8,727.41	228
229	489.2	TN-6777-TM-15161	CN-6777-TM-18604	-	6,422.70	229
230	489.2	TN-6777-TM-15797	CN-6777-TM-18900	-	26,662.08	230
231	489.2	TN-6777-TT-16681	CN-6777-TT-19035	-	2,082,832.35	231
232	489.2	TN-6777-TM-15743	CN-6777-TM-32425	-	1,940.52	232
233	489.2	TN-6777-TM-15138	CN-6777-TM-18397	-	3,618.00	233
234	489.2	TN-6777-TM-15798	CN-6777-TM-32421	-	3,618.00	234
235	489.2	TN-6777-TM-15800	CN-6777-TM-18637	-	3,015.00	235
236	489.2	TN-6777-TM-15802	CN-6777-TM-18429	-	3,618.00	236
237	489.2	TN-6777-TM-15808	CN-6777-TM-18407	-	1,507.50	237
238	489.2	TN-6777-TM-15814	CN-6777-TM-18689	-	2,831.95	238
239	489.2	TN-6777-TM-15815	CN-6777-TM-18869	-	3,618.00	239
240	489.2	TN-6777-TM-15831	CN-6777-TM-18489	-	3,618.00	240
241	489.2	TN-6777-TM-17295	CN-6777-TM-18606	-	3,618.00	241
242	489.2	TN-6777-TM-18122	CN-6777-TM-18479	-	2,676.46	242
243	489.2	TN-6777-TM-18558	CN-6777-TM-35050	-	1,507.56	243
244	489.2	TN-6777-TM-22219	CN-6777-TM-32447	-	(603.00)	244
245	489.2	TN-6777-TM-23033	CN-6777-TM-26893	-	3,618.00	245
246	489.2	TN-6777-TT-16357	CN-6777-TT-19035	-	1,467,300.00	246
247	489.2	TN-6777-TT-16646	CN-6777-TT-19059	-	955.35	247
248	489.2	TN-6777-TT-16674	CN-6777-TT-25698	-	453,222.84	248
249	489.2	TN-6777-TT-17513	CN-6777-TT-19461	-	1,507.56	249
250	489.2	TN-6777-TT-17516	CN-6777-TT-32394	-	(603.00)	250
251	489.2	TN-6777-TT-17885	CN-6777-TT-19394	-	7,050.08	251
252	489.2	TN-6777-TT-18582	CN-6777-TT-18939	-	15.48	252
253	489.2	TN-6777-TT-20417	CN-6777-TT-19058	-	35,049.38	253
254	489.2	TN-6777-TT-22231	CN-6777-TT-29178	-	115,489.68	254
255	489.2	TN-6777-TT-22232	CN-6777-TT-31335	-	65,696.85	255
256	489.2	TN-6777-TT-22247	CN-6777-TT-31341	-	(48,240.00)	256
257	489.2	TN-6777-TT-25688	CN-6777-TT-26338	-	488,204.88	257
258	489.2	TN-6777-TT-25689	CN-6777-TT-26885	-	135,347.37	258
259	489.2	TN-6777-TT-25878	CN-6777-TT-35120	-	665,389.76	259
260	489.2	TN-6777-TT-26901	CN-6777-TT-34842	-	7,646.39	260
261	489.2	TN-6777-TT-27164	CN-6777-TT-35340	-	8,321.81	261
262	489.2	TN-6777-TT-27396	CN-6777-TT-35488	-	7,769.86	262
263	489.2	TN-6777-TM-15064	CN-6777-TM-18689	-	584.57	263
264	489.2	TN-6777-TM-17300	CN-6777-TM-32413	-	4,917.00	264
265	489.2	TN-6777-TM-17636	CN-6777-TM-18517	-	22,867.04	265
266	489.2	TN-6777-TM-17638	CN-6777-TM-18904	-	3,143.90	266
267	489.2	TN-6777-TM-17710	CN-6777-TM-18619	-	26,727.36	267
268	489.2	TN-6777-TM-17713	CN-6777-TM-18900	-	26,797.45	268
269	489.2	TN-6777-TM-17714	CN-6777-TM-18584	-	70,879.75	269
270	489.2	TN-6777-TM-17715	CN-6777-TM-18660	-	16,236.24	270

Name of Respondent	This Report Is:	Date of Report	Year of Report
ATMOS ENERGY CORPORATION	(1) [x] An Original (2) [ ] A Resubmission	(Mo, Da, Yr)	Dec. 31, 2014

Monthly Quantity & Revenue by Rate Schedule

Revenue From Transportation of Gas of Others Through Transmission Facilities (Account 489.2)

Line No.	Sub Acct. (a)	Tariff Number (b)	Customer Name or RRC Customer ID No. (c)	Volume (MMBtu) Delivered (e)	Annual Revenue (f)	Line No.
271	489.2	TN-6777-TM-17718	CN-6777-TM-18604	-	6,487.55	271
272	489.2	TN-6777-TM-17720	CN-6777-TM-18397	-	2,660.52	272
273	489.2	TN-6777-TM-17721	CN-6777-TM-18622	-	15,340.46	273
274	489.2	TN-6777-TM-17724	CN-6777-TM-32419	-	1,887.68	274
275	489.2	TN-6777-TM-17726	CN-6777-TM-18891	-	19,893.40	275
276	489.2	TN-6777-TM-17729	CN-6777-TM-18594	-	4,249.74	276
277	489.2	TN-6777-TM-17732	CN-6777-TM-32393	-	226,628.75	277
278	489.2	TN-6777-TM-17733	CN-6777-TM-18701	-	8,684.00	278
279	489.2	TN-6777-TM-17734	CN-6777-TM-26872	-	4,279.50	279
280	489.2	TN-6777-TM-17736	CN-6777-TM-35047	-	2,936.80	280
281	489.2	TN-6777-TM-17737	CN-6777-TM-26868	-	13,651.56	281
282	489.2	TN-6777-TM-17738	CN-6777-TM-32453	-	299,759.40	282
283	489.2	TN-6777-TM-17884	CN-6777-TM-18639	-	34,783.87	283
284	489.2	TN-6777-TM-18304	CN-6777-TM-27315	-	4,472.55	284
285	489.2	TN-6777-TM-18556	CN-6777-TM-18560	-	4,888.18	285
286	489.2	TN-6777-TM-18559	CN-6777-TM-26876	-	3,771.62	286
287	489.2	TN-6777-TM-18560	CN-6777-TM-26878	-	2,003.60	287
288	489.2	TN-6777-TM-18562	CN-6777-TM-32395	-	2,280.65	288
289	489.2	TN-6777-TM-19118	CN-6777-TM-27315	-	817,577.30	289
290	489.2	TN-6777-TM-22216	CN-6777-TM-31336	-	7,933.44	290
291	489.2	TN-6777-TM-23034	CN-6777-TM-31945	-	(48.69)	291
292	489.2	TN-6777-TM-23036	CN-6777-TM-29596	-	6,678.72	292
293	489.2	TN-6777-TM-23215	CN-6777-TM-32004	-	141,946.52	293
294	489.2	TN-6777-TM-23895	CN-6777-TM-32827	-	23.28	294
295	489.2	TN-6777-TM-25822	CN-6777-TM-32455	-	1,036,106.70	295
296	489.2	TN-6777-TM-25823	CN-6777-TM-18599	-	308,151.36	296
297	489.2	TN-6777-TM-25876	CN-6777-TM-18701	-	2,136.18	297
298	489.2	TN-6777-TM-26019	CN-6777-TM-34449	-	4,895.78	298
299	489.2	TN-6777-TM-26020	CN-6777-TM-32004	-	839,269.63	299
300	489.2	TN-6777-TM-26021	CN-6777-TM-34451	-	267,659.32	300
301	489.2	TN-6777-TM-26022	CN-6777-TM-30104	-	33,867.30	301
302	489.2	TN-6777-TM-26171	CN-6777-TM-33952	-	34,021.97	302
303	489.2	TN-6777-TT-22310	CN-6777-TT-31438	-	14,159.64	303
304	489.2	TN-6777-TT-22449	CN-6777-TT-26847	-	5,280.72	304
305	489.2	TN-6777-TT-24795	CN-6777-TT-19384	-	20,968.88	305
306	489.2	TN-6777-TT-24796	CN-6777-TT-33688	-	237,922.51	306
307	489.2	TN-6777-TT-25357	CN-6777-TT-34004	-	(27,478.71)	307
308	489.2	TN-6777-TT-25712	CN-6777-TT-33132	-	86,195.08	308
309	489.2	TN-6777-TT-26272	CN-6777-TT-34619	-	742.75	309
310	489.2	TN-6777-TT-26322	CN-6777-TT-32456	-	807,778.40	310
311	489.2	TN-6777-TM-15817	CN-6777-TM-32403	-	2,211.00	311
312	489.2	TN-6777-TM-15833	CN-6777-TM-18808	-	60,300.00	312
313	489.2	TN-6777-TM-16880	CN-6777-TM-18382	-	8,844.00	313
314	489.2	TN-6777-TM-17293	CN-6777-TM-18516	-	10,561.71	314
317	489.2	TN-6777-TM-23212	CN-6777-TM-31809	-	1,124.29	317

Name of Respondent	This Report Is:	Date of Report	Year of Report
ATMOS ENERGY CORPORATION	(1) [x] An Original (2) [ ] A Resubmission	(Mo, Da, Yr)	Dec. 31, 2014

Monthly Quantity & Revenue by Rate Schedule

Revenue From Transportation of Gas of Others Through Transmission Facilities (Account 489.2)

Line No.	Sub Acct. (a)	Tariff Number (b)	Customer Name or RRC Customer ID No. (c)	Volume (MMBtu) Delivered (e)	Annual Revenue (f)	Line No.
321	489.2	TN-6777-TM-27395	CN-6777-TM-31809	-	3,216.00	321
322	489.2	TN-6777-TT-16610	CN-6777-TT-30227	-	2,472.30	322
323	489.2	TN-6777-TT-26688	CN-6777-TT-31331	-	243,009.00	323
324	489.2	TN-6777-TT-26904	CN-6777-TT-34842	-	1,481.09	324
325	489.2	TN-6777-TT-27167	CN-6777-TT-35356	-	1,356.75	325
326	489.2	NGV (no tariff)	Various	15,100	19,116.11	326
327	489.2	NGPA Section 311	APACHE CORPORATION	1,259,867	226,776.06	327
328	489.2	NGPA Section 311	APACHE CORPORATION	2,321	348.15	328
329	489.2	NGPA Section 311	APACHE CORPORATION	2,667	2,000.25	329
330	489.2	NGPA Section 311	ATLAS PIPELINE MID-CONTINENT WEST-TEX, LLC	16,662,515	2,455,737.88	330
331	489.2	NGPA Section 311	ATMOS ENERGY MARKETING, LLC	1,243,076	114,285.66	331
332	489.2	NGPA Section 311	ATMOS ENERGY MARKETING, LLC	2,691	538.20	332
333	489.2	NGPA Section 311	ATMOS ENERGY MARKETING, LLC	199,987	2,435.16	333
334	489.2	NGPA Section 311	CERF SHELBY, LLC	55,281	11,491.05	334
335	489.2	NGPA Section 311	CHESAPEAKE ENERGY MARKETING, INC.	4,355,975	525,077.50	335
336	489.2	NGPA Section 311	CONOCOPHILLIPS COMPANY	528,694	41,840.37	336
337	489.2	NGPA Section 311	CONOCOPHILLIPS COMPANY	25,200	4,536.00	337
338	489.2	NGPA Section 311	CONOCOPHILLIPS COMPANY	103,800	13,630.00	338
339	489.2	NGPA Section 311	CONOCOPHILLIPS COMPANY	1,592,677	27,894.58	339
340	489.2	NGPA Section 311	CONOCOPHILLIPS COMPANY	465,703	83,826.54	340
341	489.2	NGPA Section 311	CONTINUUM ENERGY SERVICES, LLC	47,044	3,248.08	341
342	489.2	NGPA Section 311	DALLAS CLEAN ENERGY LLC	1,796,332	579,220.95	342
343	489.2	NGPA Section 311	DCP GUADALUPE PIPELINE, LLC	1,160,348	11,603.48	343
344	489.2	NGPA Section 311	DCP MIDSTREAM MARKETING, LLC	119,981	11,749.50	344
345	489.2	NGPA Section 311	DEVON GAS SERVICES, L.P.	503,900	30,234.00	345
346	489.2	NGPA Section 311	DEVON GAS SERVICES, L.P.	23,167,788	463,355.76	346
347	489.2	NGPA Section 311	DEVON GAS SERVICES, L.P.	1,166,600	128,026.00	347
348	489.2	NGPA Section 311	DTE ENERGY TRADING, INC.	529,345	38,853.24	348
349	489.2	NGPA Section 311	DTE ENERGY TRADING, INC.	332,224	93,744.90	349
350	489.2	NGPA Section 311	EDF TRADING NORTH AMERICA, LLC	51,423	5,142.30	350
351	489.2	NGPA Section 311	ENBRIDGE MARKETING (U.S.) L.P.	140,204	10,933.24	351
352	489.2	NGPA Section 311	ENBRIDGE MARKETING (U.S.) L.P.	79,594	7,959.40	352
353	489.2	NGPA Section 311	ENLINK GAS MARKETING, LP	4,500	810.00	353
354	489.2	NGPA Section 311	ETC MARKETING COMPANY, LTD.	593,038	30,029.51	354
355	489.2	NGPA Section 311	ETC MARKETING COMPANY, LTD.	122,313	12,231.30	355
356	489.2	NGPA Section 311	HYDROCARBON EXCHANGE CORP.	1,412,159	169,459.08	356
357	489.2	NGPA Section 311	IBERDROLA ENERGY SERVICES, LLC	142,000	12,340.00	357
358	489.2	NGPA Section 311	IBERDROLA ENERGY SERVICES, LLC	9,952	6,966.40	358
359	489.2	NGPA Section 311	JP MORGAN VENTURES ENERGY CORP.	449,865	31,290.55	359
360	489.2	NGPA Section 311	JP MORGAN VENTURES ENERGY CORP.	359,798	48,732.82	360
361	489.2	NGPA Section 311	MUNICH RE TRADING LLC	370,841	47,746.16	361
362	489.2	NGPA Section 311	MUNICH RE TRADING LLC	2,742,101	35,670.26	362
363	489.2	NGPA Section 311	MUNICH RE TRADING LLC	154,300	24,391.65	363
364	489.2	NGPA Section 311	NEW GULF RESOURCES, LLC	-	(0.32)	364
365	489.2	NGPA Section 311	NEXTERA ENERGY POWER MARKETING, LLC	50,823	3,505.43	365

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Monthly Quantity & Revenue by Rate Schedule

Revenue From Transportation of Gas of Others Through Transmission Facilities (Account 489.2)

Line No.	Sub Acct. (a)	Tariff Number (b)	Customer Name or RRC Customer ID No. (c)	Volume (MMBtu) Delivered (e)	Annual Revenue (f)	Line No.
366	489.2	NGPA Section 311	NEXTERA ENERGY POWER MARKETING, LLC	1,398,383	237,725.11	366
367	489.2	NGPA Section 311	NJR ENERGY SERVICES COMPANY	150,957	1,509.57	367
368	489.2	NGPA Section 311	NSL ENERGY MARKETING, JV	57,079,091	1,137,503.86	368
369	489.2	NGPA Section 311	OKLAHOMA NATURAL GAS COMPANY	1,760,051	776,183.15	369
370	489.2	NGPA Section 311	PREMIER NATURAL RESOURCES II, LLC	1,160,161	159,545.90	370
371	489.2	NGPA Section 311	PREMIER NATURAL RESOURCES II, LLC	1,151,815	51,905.89	371
372	489.2	NGPA Section 311	REGENCY LOGISTICS AND TRADING LLC	339,500	24,420.00	372
373	489.2	NGPA Section 311	SEQUENT ENERGY MANAGEMENT LP	492,840	41,239.69	373
374	489.2	NGPA Section 311	SPARK ENERGY GAS, LP.	1,096,355	10,963.55	374
375	489.2	NGPA Section 311	TARGA GAS MARKETING, L.L.C.	1,779,669	316,950.64	375
376	489.2	NGPA Section 311	TARGA GAS MARKETING, L.L.C.	680,284	87,628.12	376
377	489.2	NGPA Section 311	TARGA GAS MARKETING, L.L.C.	101,038	15,286.15	377
378	489.2	NGPA Section 311	TARGA GAS MARKETING, L.L.C.	1,189,511	59,475.55	378
379	489.2	NGPA Section 311	TARGA GAS MARKETING, L.L.C.	3,929,347	707,282.46	379
380	489.2	NGPA Section 311	TENASKA GAS STORAGE, LLC	840,092	13,844.72	380
381	489.2	NGPA Section 311	TENASKA MARKETING VENTURES	578,715	73,773.50	381
382	489.2	NGPA Section 311	TENASKA MARKETING VENTURES	461,331	144,050.98	382
383	489.2	NGPA Section 311	TEXAS ENERGY MANAGEMENT	36,000	4,200.00	383
384	489.2	NGPA Section 311	TOTAL GAS & POWER NORTH AMERICA, INC.	476,672	33,367.04	384
385	489.2	NGPA Section 311	TOTAL GAS & POWER NORTH AMERICA, INC.	367,000	77,435.00	385
386	489.2	NGPA Section 311	TOTAL GAS & POWER NORTH AMERICA, INC.	467,759	56,131.08	386
387	489.2	NGPA Section 311	TWIN EAGLE RESOURCE MANAGEMENT	5,000	350.00	387
388	489.2	NGPA Section 311	WELLS FARGO COMMODITIES, LLC	326,884	28,425.09	388
389	489.2	NGPA Section 311	MUNICH RE TRADING LLC	-	2,376.00	389
393	489.2	Total Contracts		519,970,073	86,572,746.98	393
394	489.2	Accrual of Unbilled Transportation Revenues		2,071,901	728,463.61	394
395		Rider Revenue Accrual Amounts		-	(112,240.18)	395
396	489.2	Total Revenue from Transportation of Gas of Others in Texas		522,041,974	87,188,970.41	396

Other Reconciling Amounts		(367,925.41)
Total Transportation Revenue 489.2 (agrees to page 299 row 4 col f)		$ 86,821,045.00
Total Transportion Volumes 489.2 (515,535,341 in Mcf)	522,041,974	MMbtu

Note: The data in the above rate schedule is provided on page 28 and 28A of our 2014 Atmos Pipeline - Texas annual report.

Name of Respondent **ATMOS ENERGY CORPORATION**	This Report Is: (1) [x] An Original (2) [ ] A Resubmission	Date of Report (Mo, Da, Yr)	Year of Report Dec. 31, 2014

Monthly Quantity & Revenue by Rate Schedule

Revenue From Storing Gas of Others (Account 489.4)

Line No.	Tariff Number (a)	Customer Name or Customer ID No. (b)	Amount (c)	Line No.
1	NGPA Section 311	ATMOS ENERGY MARKETING, LLC	$ 6,308	1
2	NGPA Section 311	CONOCOPHILLIPS COMPANY	804	2
3	NGPA Section 311	MUNICH RE TRADING LLC	2,693	3
4	NGPA Section 311	TENASKA GAS STORAGE, LLC	987	4
5	TN-6777-TM-22222	CN-6777-TM-18808	260,782	5
6	TN-6777-TM-22250	CN-6777-TM-18382	737,236	6
7	TN-6777-TM-24405	CN-6777-TM-32565	703,751	7
8	TN-6777-TT-17937	CN-6777-TT-18962	929,604	8
9	TN-6777-TT-18203	CN-6777-TT-25688	918,789	9
10	TN-6777-TT-23896	CN-6777-TT-25644	570,629	10
11	TN-6777-TT-24100	CN-6777-TT-32958	271,369	11
14	Accrual of Unbilled Storage Revenues		(142,100)	14
15	TOTAL Revenue From Storage		**$ 4,260,853**	15

Note: The data in the above rate schedule is provided on page 29 of our 2014 Atmos Pipeline - Texas annual report filed with the Texas Railroad Commission.

Name of Respondent	This Report Is:	Date of Report	Year of Report
ATMOS ENERGY CORPORATION	(1) [x] An Original (2) [ ] A Resubmission	(Mo, Da, Yr)	Dec. 31, 2014

Gas Operating Revenues

1. Report below natural gas operating revenues for each prescribed account total. The amounts must be consistent with the detailed data on succeeding pages.
2. Revenues in columns (b) and (c) include transition costs from upstream pipelines.
3. Other Revenues in column (f) and (g) include reservation charges received by the pipeline plus usage charges, less revenues reflected in columns (b) through (e). Include in columns (f) and (g) revenues for Accounts 480-495.

Line No.	Item (a)	Revenues for Transition Costs and Take-or-Pay Amount for Current Year (b)	Revenues for Transition Costs and Take-or-Pay Amount for Previous Year (c)	Revenues for GRI and ACA Amount for Current Year (d)	Revenues for GRI and ACA Amount for Previous Year (e)
1	480 Residential Sales	-	-	-	-
2	481 Commercial and Industrial Sales	-	-	-	-
3	482 Other Sales to Public Authorities	-	-	-	-
4	483 Sales for Resale	-	-	-	-
5	484 Interdepartmental Sales	-	-	-	-
6	485 Intracompany Transfers	-	-	-	-
7	487 Forfeited Discounts	-	-	-	-
8	488 Miscellaneous Service Revenues	-	-	-	-
9 10	489.1 Revenues from Transportation of Gas of Others Through Gathering Facilities	-	-	-	-
11 12	489.2 Revenues from Transportation of Gas of Other Through Transmission Facilities	-	-	-	-
13 14	489.3 Revenues from Transportation of Gas of Other Through Distribution Facilities	-	-	-	-
15	489.4 Revenues from Storing Gas of Others	-	-	-	-
16	490 Sales of Prod. Ext. from Natural Gas	-	-	-	-
17	491 Revenues from Natural Gas Proc. By Others	-	-	-	-
18	492 Incidental Gasoline and Oil Sales	-	-	-	-
19	493 Rent from Gas Property	-	-	-	-
20	494 Interdepartmental Rents	-	-	-	-
21	495 Other Gas Revenues	-	-	-	-
22	Subtotal:	-	-	-	-
23	496 (Less) Provision for Rate Refunds	-	-	-	-
24	TOTAL:	-	-	-	-

Name of Respondent	This Report Is:	Date of Report	Year of Report
ATMOS ENERGY CORPORATION	(1) [x] An Original (2) [ ] A Resubmission	(Mo, Da, Yr)	Dec. 31, 2014

Gas Operating Revenues

4. If increases or decreases from previous year are not derived from previously reported figures, explain any inconsistencies in a footnote.
5. On Page 108, include information on major changes during the year, new service, and important rate increases or decreases.
6. Report the revenue from transportation services that are bundled with storage services as transportation service revenue.

Line No.	Other Revenues Amount for Current Year (f)	Other Revenues Amount for Previous Year (g)	Total Operating Reveunes Amount for Current Year (h)	Total Operating Revenues Amount for Previous Year (i)	Dekatherm of Natural Gas Amount for Current Year (j)	Dekatherm of Natural Gas Amount for Previous Year (k)
1	1,929,408,096	1,649,109,831	1,929,408,096	1,649,109,831	179,232,667	170,114,069
2	978,223,450	809,549,304	978,223,450	809,549,304	118,922,342	113,139,017
3	57,138,709	53,248,604	57,138,709	53,248,604	7,839,412	8,184,719
4	(86,790)	1,340,658	(86,790)	1,340,658	(30,266)	326,229
5	-	-	-	-		
6	-	-	-	-	[redacted]	[redacted]
7	7,072,692	3,974,129	7,072,692	3,974,129	[redacted]	[redacted]
8	21,724,384	16,440,427	21,724,384	16,440,427	[redacted]	[redacted]
9						
10	-	-	-	-	-	-
11						
12	86,821,045	81,621,042	86,821,045	81,621,042	515,535,341	494,281,007
13						
14	71,717,450	61,864,460	71,717,450	61,864,460	151,186,820	138,363,188
15	4,260,853	5,606,639	4,260,853	5,606,639	-	-
16	-	6,787	-	6,787	[redacted]	[redacted]
17	-	-	-	-	[redacted]	[redacted]
18	497,302	463,926	497,302	463,926	[redacted]	[redacted]
19	210,683	215,448	210,683	215,448	[redacted]	[redacted]
20	-	-	-	-	[redacted]	[redacted]
21	2,419,653	7,449,975	2,419,653	7,449,975	[redacted]	[redacted]
22	3,159,407,527	2,690,891,230	3,159,407,527	2,690,891,230	[redacted]	[redacted]
23	2,305,346	-	2,305,346	-	[redacted]	[redacted]
24	3,157,102,181	2,690,891,230	3,157,102,181	2,690,891,230	[redacted]	[redacted]

Name of Respondent **ATMOS ENERGY CORPORATION**	This Report Is: (1) [x] An Original (2) [ ] A Resubmission	Date of Report (Mo, Da, Yr)	Year of Report Dec. 31, 2014

Revenues from Transportation of Gas of Others Through Gathering Facilities (Account 489.1)

1. Report revenue and Dth of gas delivered through gathering facilities by zone of receipt (i.e. state in which gas enters respondent's systems).
2. Revenues for penalties including penalties for unauthorized overruns must be reported on page 308.

Line No.	Rate Schedule and Zone of Receipt (a)	Revenues for Transition Costs and Take-or-Pay Amount for Current Year (b)	Revenues for Transition Costs and Take-or-Pay Amount for Previous Year (c)	Revenues for GRI and ACA Amount for Current Year (d)	Revenues for GRI and ACA Amount for Previous Year (e)
1	N/A				
2					
3					
4					
5					
6					
7					
8					
9					
10					
11					
12					
13					
14					
15					
16					
17					
18					
19					
20					

Name of Respondent **ATMOS ENERGY CORPORATION**	This Report Is: (1) [x] An Original (2) [ ] A Resubmission	Date of Report (Mo, Da, Yr)	Year of Report Dec. 31, 2014

Revenues from Transportation of Gas of Others Through Gathering Facilities (Account 489.1)

3. Other Revenues in columns (f) and (g) include reservation charges received by the pipeline plus usage charges, less revenue reflected in columns (b) through (e).
4. Delivered Dth of gas must not be adjusted for discounting.

Line No.	Other Revenues Amount for Current Year (f)	Other Revenues Amount for Previous Year (g)	Total Operating Reveunes Amount for Current Year (h)	Total Operating Revenues Amount for Previous Year (i)	Dekatherm of Natural Gas Amount for Current Year (j)	Dekatherm of Natural Gas Amount for Previous Year (k)
1	N/A					
2						
3						
4						
5						
6						
7						
8						
9						
10						
11						
12						
13						
14						
15						
16						
17						
18						
19						
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Name of Respondent	This Report Is:	Date of Report	Year of Report
ATMOS ENERGY CORPORATION	(1) [x] An Original (2) [ ] A Resubmission	(Mo, Da, Yr)	Dec. 31, 2014

Revenues from Transportation of Gas of Others Through Transmission Facilities (Account 489.2)

1. Report reveunes and Dth of gas delivered by Zone of Delivery by Rate Schedule. Total by Zone of Delivery and for all zones. If respondent does not have separate zones, provide totals by rate schedule.
2. Revenues for penalities including penalities for unauthorized overruns must be reported on page 308.
3. Other Revenues in column (f) and (g) include reservation charges received by the pipeline plus usage charges for transportation and hub services, less revenue reflected in columns (b) through (e).

Line No.	Zone of Delivery Rate Schedule (a)	Revenues for Transition Costs and Take-or-Pay Amount for Current Year (b)	Revenues for Transition Costs and Take-or-Pay Amount for Previous Year (c)	Revenues for GRI and ACA Amount for Current Year (d)	Revenues for GRI and ACA Amount for Previous Year (e)
1	Texas *				
2					
3					
4					
5					
6					
7					
8					
9					
10					
11					
12					
13					
14					
15					
16					
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19					
20					
	* These amounts relate to our Atmos Pipeline - Texas Division; for rate schedule please see page 299.1.				

Name of Respondent **ATMOS ENERGY CORPORATION**	This Report Is: (1) [x] An Original (2) [ ] A Resubmission	Date of Report (Mo, Da, Yr)	Year of Report Dec. 31, 2014

Revenues from Transportation of Gas of Others Through Transmission Facilities (Account 489.2)

4. Delivered Dth of gas must not be adjusted for discounting.
5. Each incremental rate schedule and each individually certificated rate schedule must be separately reported.
6. Where transportation services are bundled with storage services, report total revenues but only transportation Dth.

Line No.	Other Revenues Amount for Current Year (f)	Other Revenues Amount for Previous Year (g)	Total Operating Revenues Amount for Current Year (h)	Total Operating Revenues Amount for Previous Year (i)	Dekatherm of Natural Gas Amount for Current Year (j)	Dekatherm of Natural Gas Amount for Previous Year (k)
1	86,821,045	81,621,042	86,821,045	81,621,042	515,535,341	494,281,007
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3						
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Name of Respondent **ATMOS ENERGY CORPORATION**	This Report Is: (1) [x] An Original (2) [ ] A Resubmission	Date of Report (Mo, Da, Yr)	Year of Report Dec. 31, 2014

Revenues from Storing Gas of Others (Account 489.4)

1. Report revenues and Dth of gas withdrawn from storage by Rate Schedule and in total.
2. Revenues for penalities including penalities for unauthorized overruns must be reported on page 308.
3. Other Revenues in column (f) and (g) include reservation charges, deliverability charges, injection and withdrawal charges, less revenues reflected in columns (b) through (e).

Line No.	Rate Schedule (a)	Revenues for Transition Costs and Take-or-Pay Amount for Current Year (b)	Revenues for Transition Costs and Take-or-Pay Amount for Previous Year (c)	Revenues for GRI and ACA Amount for Current Year (d)	Revenues for GRI and ACA Amount for Previous Year (e)
1	Texas *				
2					
3					
4					
5					
6					
7					
8					
9					
10					
11					
12					
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15					
16					
17					
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19					
20					
	* These amounts relate to our Atmos Pipeline - TX Division; for rate schedule please see page 299.2.				

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Revenues from Storing Gas of Others (Account 489.4)

4. Dth of gas withdrawn from storage must not be adjusted for discounting.
5. Where transportation services are bundled with storage services, report only Dth withdrawn from storage.

Line No.	Other Revenues Amount for Current Year (f)	Other Revenues Amount for Previous Year (g)	Total Operating Revenues Amount for Current Year (h)	Total Operating Revenues Amount for Previous Year (i)	Dekatherm of Natural Gas Amount for Current Year (j)	Dekatherm of Natural Gas Amount for Previous Year (k)
1	4,260,853	5,606,639	4,260,853	5,606,639	*	*
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Name of Respondent	This Report Is:	Date of Report	Year of Report
ATMOS ENERGY CORPORATION	(1) [x] An Original (2) [ ] A Resubmission	(Mo, Da, Yr)	Dec. 31, 2014

Other Gas Revenues (Account 495)

1. For transactions with annual revenues of $250,000 or more, describe, for each transaction, commissions on sales of distributions of gas of others, compensation for minor or incidental services provided for others, penalties, profit or loss on sales of material and supplies, sales of steam, water, or electricity, miscellaneous royalties, revenues from dehydration, other processing of gas of others, and gains on settlements of imbalance receivables. Separately report revenues from cash-out penalties.

Line No.	Description of Transaction (a)	Revenues (in dollars) (b)
1	Surcharge	1,272,043
2	End-User Pooling Services	913,503
3	Miscellaneous	234,107
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6		
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30	TOTAL	2,419,653

Name of Respondent	This Report Is:	Date of Report	Year of Report
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Discounted Rate Services and Negotiated Rate Services

1. In column b, report the revenues from discounted rate services.
2. In column c, report the volumes of discounted rate services.
3. In column d, report the revenues from negotiated rate services.
4. In column e, report the volumes of negotiated rate services.

Line No.	Account (a)	Discounted Rate Services Revenue (b)	Discounted Rate Services Volumes (c)	Negotiated Rate Services Revenue (d)	Negotiated Rate Services Volumes (e)
1	Natural Gas Distribution and Transport	51,049,432	61,371,043		
2					
3					
4					
5					
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Name of Respondent	This Report Is:	Date of Report	Year of Report
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Gas Operation and Maintenance Expenses

1. Report operation and maintenance expenses. If the amount for previous year is not derived from previously reported figures, explain in footnotes.
2. Provide in footnotes the source of the index used to determine the price for gas supplied by shippers as reflected on line 74.

Line No.	Account (a)	Amount for Current Year (b)	Amount for Previous Year (c)
1	1. PRODUCTION EXPENSES		
2	A. Manufactured Gas Production		
3	Manufactured Gas Production (Submit Supplemental Statement)	1,302	1,331
4	B. Natural Gas Production		
5	B1. Natural Gas Production and Gathering		
6	Operation		
7	750 Operation Supervision and Engineering	-	-
8	751 Production Maps and Records	-	475
9	752 Gas Well Expenses	2,673	25,073
10	753 Field Lines Expenses	-	12
11	754 Field Compressor Station Expenses	-	-
12	755 Field Compressor Station Fuel and Power	-	-
13	756 Field Measuring and Regulating Station Expenses	-	-
14	757 Purification Expenses	-	-
15	758 Gas Well Royalties	-	-
16	759 Other Expenses	5,000	1,000
17	760 Rents	-	-
18	TOTAL Operation (Total of lines 7 thru 17)	7,673	26,560
19	Maintenance		
20	761 Maintenance Supervision and Engineering	-	-
21	762 Maintenance of Structures and Improvements	-	-
22	763 Maintenance of Producing Gas Wells	-	-
23	764 Maintenance of Field Lines	-	-
24	765 Maintenance of Field Compressor Station Equipment	-	-
25	766 Maintenance of Field Measuring and Regulating Station Equipment	-	-
26	767 Maintenance of Purification Equipment	-	-
27	768 Maintenance of Drilling and Clearing Equipment	-	-
28	769 Maintenance of Other Equipment	-	-
29	TOTAL Maintenance (Total of lines 20 thru 28)	-	-
30	TOTAL Natural Gas Production and Gathering (Total of lines 18 and 29)	7,673	26,560

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Gas Operation and Maintenance Expenses (Continued)

Line No.	Account (a)	Amount for Current Year (b)	Amount for Previous Year (c)
31	B2. Products Extraction		
32	Operation		
33	770 Operation Supervision and Engineering	-	-
34	771 Operation Labor	-	-
35	772 Gas Shrinkage	-	-
36	773 Fuel	-	-
37	774 Power	7,020	7,164
38	775 Materials	-	-
39	776 Operation Supplies and Expenses	-	-
40	777 Gas Processed by Others	-	-
41	778 Royalties on Products Extracted	-	-
42	779 Marketing Expenses	-	-
43	780 Products Purchased for Resale	-	-
44	781 Variation in Products Inventory	-	-
45	(Less) 782 Extracted Products Used by the Utility-Credit	-	-
46	783 Rents	-	-
47	TOTAL Operation (Total of lines 33 thru 46)	7,020	7,164
48	Maintenance		
49	784 Maintenance Supervision and Engineering	-	1,345
50	785 Maintenance of Structures and Improvements	-	-
51	786 Maintenance of Extraction and Refining Equipment	-	-
52	787 Maintenance of Pipe Lines	-	-
53	788 Maintenance of Extracted Products Storage Equipment	-	-
54	789 Maintenance of Compressor Equipment	-	-
55	790 Maintenance of Gas Measuring and Regulating Equipment	-	-
56	791 Maintenance of Other Equipment	-	-
57	TOTAL Maintenance (Total of lines 49 thru 56)	-	1,345
58	TOTAL Products Extraction (Total of lines 47 and 57)	7,020	8,509

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Gas Operation and Maintenance Expenses (Continued)

Line No.	Account (a)	Amount for Current Year (b)	Amount for Previous Year (c)
59	C. Exploration and Development		
60	Operation		
61	795 Delay Rentals	-	-
62	796 Nonproductive Well Drilling	-	-
63	797 Abandoned Leases	-	-
64	798 Other Exploration	-	-
65	TOTAL Exploration and Development (Total of lines 61 thru 64)	-	-
66	D. Other Gas Supply Expenses		
67	Operation		
68	800 Natural Gas Well Head Purchases	-	-
69	800.1 Natural Gas Well Head Purchases, Intracompany Transfers	(4,679,952)	4,856,276
70	801 Natural Gas Field Line Purchases	3,529,666	4,684,707
71	802 Natural Gas Gasoline Plant Outlet Purchases	-	-
72	803 Natural Gas Transmission Line Purchases	733,870,924	553,266,337
73	804 Natural Gas City Gate Purchases	745,862,765	541,734,767
74	804.1 Liquefied Natural Gas Purchases	-	-
75	805 Other Gas Purchases	(2,502,824)	(889,966)
76	(Less) 805.1 Purchases Gas Cost Adjustments	(204,128,164)	40,483,840
77	TOTAL Purchased Gas (Total of lines 68 thru 76)	1,271,952,415	1,144,135,961
78	806 Exchange Gas	(495,514)	(7,063,778)
79	Purchased Gas Expenses		
80	807.1 Well Expense - Purchased Gas	-	-
81	807.2 Operation of Purchased Gas Measuring Stations	-	-
82	807.3 Maintenance of Purchased Gas Measuring Stations	-	-
83	807.4 Purchased Gas Calculations Expenses	-	-
84	807.5 Other Purchased Gas Expenses	-	-
85	TOTAL Purchased Gas Expenses (Total of lines 80 thru 84)	-	-

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Gas Operation and Maintenance Expenses (Continued)

Line No.	Account (a)	Amount for Current Year (b)	Amount for Previous Year (c)
86	808.1 Gas Withdrawn from Storage - Debit	186,455,026	159,369,192
87	(Less) 808.2 Gas Delivered to Storage - Credit	(216,374,990)	(166,592,313)
88	809.1 Withdrawals of Liquefied Natural Gas for Processing - Debit	-	-
89	(Less) 809.2 Deliveries of Natural Gas for Processing - Credit	-	-
90	Gas Used in Utility Operation - Credit		
91	810 Gas Used for Compressor Station Fuel - Credit	-	-
92	811 Gas Used for Products Extraction - Credit	-	-
93	812 Gas Used for Other Utility Operations - Credit	(200,350)	(175,169)
94	TOTAL Gas Used in Utility Operations - Credit (Total of lines 91 thru 93)	(200,350)	(175,169)
95	813 Other Gas Supply Expenses	1,155,029	1,433,955
96	TOTAL Other Gas Supply Exp. (Total of lines 77, 78, 85, 86 thru 89, 94, 95)	1,242,491,616	1,131,107,848
97	TOTAL Production Expenses (Total of lines 3, 30, 58, 65, and 96)	1,242,507,611	1,131,144,248
98	2. NAT. GAS STORAGE, TERMINALING & PROCESSING EXPENSES		
99	A. Underground Storage Expenses		
100	Operation		
101	814 Operation Supervision and Engineering	1,045,542	304,829
102	815 Maps and Records	-	-
103	816 Wells Expenses	1,071,798	1,053,195
104	817 Lines Expense	225,510	340,309
105	818 Compressor Station Expenses	2,461,547	2,525,948
106	819 Compressor Station Fuel and Power	159,238	87,252
107	820 Measuring and Regulating Station Expenses	67,911	75,542
108	821 Purification Expenses	133,662	120,831
109	822 Exploration and Development	-	-
110	823 Gas Losses	-	-
111	824 Other Expenses	57,600	35,000
112	825 Storage Well Royalties	117,321	98,325
113	826 Rents	492	144
114	TOTAL Operation (Total of lines of 101 thru 113)	5,340,621	4,641,375

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Gas Operation and Maintenance Expenses (Continued)

Line No.	Account (a)	Amount for Current Year (b)	Amount for Previous Year (c)
115	Maintenance		
116	830 Maintenance Supervision and Engineering	-	-
117	831 Maintenance of Structures and Improvements	37,631	9,465
118	832 Maintenance of Reservoirs and Wells	-	-
119	833 Maintenance of Lines	377	(27,117)
120	834 Maintenance of Compressor Station Equipment	3,060,362	2,457,166
121	835 Maintenance of Measuring and Regulating Station Equipment	15,320	37,551
122	836 Maintenance of Purification Equipment	414,379	414,583
123	837 Maintenance of Other Equipment	706	4,697
124	TOTAL Maintenance (Total of lines 116 thru 123)	3,528,775	2,896,345
125	TOTAL Underground Storage Expenses (Total of lines 114 and 124)	8,869,396	7,537,720
126	B. Other Storage Expenses		
127	Operation		
128	840 Operation Supervision and Engineering	434	825
129	841 Operation Labor and Expenses	70,835	59,451
130	842 Rents	35,049	35,700
131	842.1 Fuel	-	-
132	842.2 Power	-	-
133	842.3 Gas Losses	-	-
134	TOTAL Operation (Total of lines 128 thru 133)	106,318	95,976
135	Maintenance		
136	843.1 Maintenance Supervision and Engineering	-	-
137	843.2 Maintenance of Structures	-	10,158
138	843.3 Maintenance of Gas Holders	-	3,828
139	843.4 Maintenance of Purification Equipment	-	-
140	843.5 Maintenance of Liquefaction Equipment	-	38,272
141	843.6 Maintenance of Vaporizing Equipment	-	-
142	843.7 Maintenance of Compressor Equipment	-	-
143	843.8 Maintenance of Measuring and Regulating Equipment	-	-
144	843.9 Maintenance of Other Equipment	-	-
145	TOTAL Maintenance (Total of lines 136 thru 144)	-	52,258
146	TOTAL Other Storage Expenses (Total of lines 134 and 145)	106,318	148,234

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Gas Operation and Maintenance Expenses (Continued)

Line No.	Account (a)	Amount for Current Year (b)	Amount for Previous Year (c)
147	C. Liquefied Natural Gas Terminaling and Processing Expenses		
148	Operation		
149	844.1 Operation Supervision and Engineering	-	-
150	844.2 LNG Processing Terminal Labor and Expenses	-	-
151	844.3 Liquefaction Processing Labor and Expenses	-	-
152	844.4 Liquefaction Transportation Labor and Expenses	-	-
153	844.5 Measuring and Regulating Labor and Expenese	-	-
154	844.6 Compressor Station Labor and Expenses	-	-
155	844.7 Communication System Expenses	-	-
156	844.8 System Control and Load Dispatching	-	-
157	845.1 Fuel	-	-
158	845.2 Power	-	-
159	845.3 Rents	-	-
160	845.4 Demurrage Charges	-	-
161	(Less) 845.5 Wharfage Receipts - Credit	-	-
162	845.6 Processing Liquefied or Vaporized Gas by Others	-	-
163	846.1 Gas Losses	-	-
164	846.2 Other Expenses	-	-
165	TOTAL Operation (Total of lines 149 thru 164)	-	-
166	Maintenance		
167	847.1 Maintenance Supervision and Engineering	-	-
168	847.2 Maintenance of Structures and Improvements	-	-
169	847.3 Maintenance of LNG Processing Terminal Equipment	-	-
170	847.4 Maintenance of LNG Transportation Equipment	-	-
171	847.5 Maintenance of Measuring and Regulating Equipment	-	-
172	847.6 Maintenance of Compressor Station Equipment	-	-
173	847.7 Maintenance of Communication Equipment	-	-
174	847.8 Maintenance of Other Equipment	-	-
175	TOTAL Maintenance (Total of lines 167 thru 174)	-	-
176	TOTAL Liquefied Nat. Gas Terminaling and Proc. Exp. (Lines 165 and 175)	-	-
177	TOTAL Natural Gas Storage (Total of lines 125, 146, and 176)	8,975,714	7,685,954

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Gas Operation and Maintenance Expenses (Continued)

Line No.	Account (a)	Amount for Current Year (b)	Amount for Previous Year (c)
178	3. TRANSMISSION EXPENSES		
179	Operation		
180	850 Operation Supervision and Engineering	314,947	106,463
181	851 System Control and Load Dispatching	1,607,456	1,620,421
182	852 Communication System Expenses	1,930,934	1,551,812
183	853 Compressor Station Labor and Expenses	683,090	930,984
184	854 Gas for Compressor Station Fuel	98	3,225
185	855 Other Fuel and Power for Compressor Stations	140,666	135,515
186	856 Mains Expenses	55,609,710	40,037,234
187	857 Measuring and Regulating Station Expenses	2,201,303	2,132,890
188	858 Transmission and Compression of Gas by Others	382,865,818	170,361,536
189	859 Other Expenses	(264)	587,795
190	860 Rents	51,153	(11,653)
191	TOTAL Operation (Total of lines 180 thru 190)	445,404,911	217,456,222
192	Maintenance		
193	861 Maintenance Supervision and Engineering	138,850	76,046
194	862 Maintenance of Structures and Improvements	18,226	6,762
195	863 Maintenance of Mains	1,614,665	1,219,301
196	864 Maintenance of Compressor Station Equipment	1,664,693	1,032,077
197	865 Maintenance of Measuring and Regulating Station Equipment	706,225	592,454
198	866 Maintenance of Communication Equipment	96,258	99,773
199	867 Maintenance of Other Equipment	28,714	19,216
200	TOTAL Maintenance (Total of lines 193 thru 199)	4,267,631	3,045,629
201	TOTAL Transmission Expenses (Total of lines 191 and 200)	449,672,542	220,501,851
202	4. DISTRIBUTION EXPENSES		
203	Operation		
204	870 Operation Supervision and Engineering	25,138,236	30,403,159
205	871 Distribution Load Dispatching	1,225,943	1,297,945
206	872 Compressor Station Labor and Expenses	2,483	(21)
207	873 Compressor Station Fuel and Power	-	-

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Gas Operation and Maintenance Expenses (Continued)

Line No.	Account (a)	Amount for Current Year (b)	Amount for Previous Year (c)
208	874 Mains and Services Expenses	65,900,587	65,271,106
209	875 Measuring and Regulating Station Expenses - General	2,492,024	2,398,889
210	876 Measuring and Regulating Station Expenses - Industrial	86,741	104,995
211	877 Measuring and Regulating Station Expenses - City Gas Check Station	412,898	558,318
212	878 Meter and House Regulator Expenses	11,192,242	10,379,686
213	879 Customer Installations Expenses	2,457,793	2,307,326
214	880 Other Expenses	6,829,666	6,863,195
215	881 Rents	3,136,573	3,198,077
216	TOTAL Operation (Total of lines 204 thru 215)	118,875,186	122,782,675
217	Maintenance		
218	885 Maintenance Supervision and Engineering	860,254	911,403
219	886 Maintenance of Structures and Improvements	89,098	129,479
220	887 Maintenance of Mains	2,491,069	2,821,211
221	888 Maintenance of Compressor Station Equipment	836	1,751
222	889 Maintenance of Measuring & Regulating Station Equipment - General	2,251,119	2,427,681
223	890 Maintenance of Measuring & Regulating Station Equipment - Industrial	169,332	185,509
224	891 Maintenance of Meas. & Reg. Station Eqiup. - City Gate Check Station	88,428	79,081
225	892 Maintenance of Services	365,585	397,086
226	893 Maintenance of Meters and House Regulators	430,268	519,538
227	894 Maintenance of Other Equipment	503,890	1,085,000
228	TOTAL Maintenance (Total of lines 218 thru 227)	7,249,879	8,557,739
229	TOTAL Distribution Expenses (Total of lines 216 and 228)	126,125,065	131,340,414
230	5. CUSTOMER ACCOUNTS EXPENSES		
231	Operation		
232	901 Supervision	6,383,214	3,351,262
233	902 Meter Reading Expenses	16,171,024	17,258,162
234	903 Customer Records and Collection Expenses	52,901,948	42,644,406

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Gas Operation and Maintenance Expenses (Continued)

Line No.	Account (a)	Amount for Current Year (b)	Amount for Previous Year (c)
235	904 Uncollectible Accounts	18,327,997	14,211,089
236	905 Miscellaneous Customer Accounts Expense	444,109	662,963
237	TOTAL Customer Accounts Expenses (Total of lines 232 thru 236)	94,228,292	78,127,882
238	6. CUSTOMER SERVICE AND INFORMATIONAL EXPENSES		
239	Operation		
240	907 Supervision	101,440	104,631
241	908 Customer Assistance Expenses	654,733	497,628
242	909 Informational and Instructional Expenses	925,592	963,735
243	910 Miscellaneous Customer Service and Informational Expenses	4,295,194	4,574,397
244	TOTAL Customer Service and Information Expenses (Lines 240 thru 243)	5,976,959	6,140,391
245	7. SALES EXPENSES		
246	Operation		
247	911 Supervision	1,273,990	1,184,560
248	912 Demonstrating and Selling Expenses	1,450,885	1,632,728
249	913 Advertising Expenses	1,773,139	2,153,564
250	916 Miscellaneous Sales Expenses	1,438,323	1,389,595
251	TOTAL Sales Expenses (Total of lines 247 thru 250)	5,936,337	6,360,447
252	8. ADMINISTRATIVE AND GENERAL EXPENSES		
253	Operation		
254	920 Administrative and General Salaries	(10,321,134)	(4,214,815)
255	921 Office Supplies and Expenses	32,549,242	27,053,904
256	(Less) 922 Administrative Expenses Transferred - Credit	(2,011,194)	(2,615,770)
257	923 Outside Services Employed	20,191,222	15,607,302
258	924 Property Insurance	2,163,814	2,539,663
259	925 Injuries and Damages	19,823,897	20,702,729
260	926 Employee Pensions and Benefits	102,076,052	109,331,422
261	927 Franchise Requirements	3,029	5,988
262	928 Regulatory Commission Expenses	1,066,462	666,242
263	(Less) 929 Duplicate Charges - Credit	-	-
264	930.1 General Advertising Expenses	5,096	4,000
265	930.2 Miscellaneous General Expenses	5,659,682	5,533,584
266	931 Rents	7,408,114	7,958,374
267	TOTAL Operation (Total of lines 254 thru 266)	178,614,282	182,572,623
268	Maintenance		
269	932 Maintenance of General Plant	840,526	2,331,156
270	TOTAL Administrative and General Expenses (Total of lines 267 and 269)	179,454,808	184,903,779
271	TOTAL Gas O&M Expenses (Lines 97, 177, 201, 229, 237, 244, 251, & 270)	2,112,877,328	1,766,204,966

Atmos Energy Corporation
Manufactured Gas Production
Supplement to Page 317, Line 3
2014

	Current Year	Previous Year
L/P Gas Expense	-	-
Gas Mixing Expense	-	-
Misc. Production Expense	1,302	1,331
TOTAL Operations	1,302	1,331
Structures & Improvements	-	-
Production Equipment	-	-
TOTAL Maintenance	-	-
TOTAL Mfg. Gas Production	1,302	1,331

Name of Respondent	This Report Is:	Date of Report (Mo, Da, Yr)	Year of Report
Atmos Energy Corporation	X An Original A Resubmission		Dec. 31, 2014

EXCHANGE AND IMBALANCE TRANSACTIONS

1. Report below details by zone and rate schedule concerning the gas quantities and related dollar amount of imbalances associated with system balancing and no-notice service. Also, report certificated natural gas exchange transactions during the year. Provide subtotals for imbalance and no-notice quantities for exchanges. If respondent does not have separate zones, provide totals by rate schedule. Minor exchange transactions (less than (100,000 Dth) may be grouped.

Line No.	Zone/Rate Schedule (a)	Gas Received from Others Amount (b)	Gas Received from Others Dth (c)	Gas Delivered to Others Amount (d)	Gas Delivered to Others Dth (e)
1	Louisiana Division	8,529	2,579	-	-
2	West Texas Division	59,887	19,186	-	-
3	KY/Mid-States Division	-	-	2,454,883	475,365
4	Colorado/Kansas Division	-	-	115,360	13,722
5	Mississippi Division	-	-	304,509	59,204
6	Mid-Tex Division	2,310,822	309,230	-	-
7					
8					
9					
10					
11					
12					
13					
14					
15					
16					
17					
18					
19					
20					
21					
22					
23					
24					
25	TOTAL	2,379,238	330,995	2,874,752	548,291

Name of Respondent	This Report Is:	Date of Report (Mo, Da, Yr)	Year of Report
Atmos Energy Corporation	X An Original A Resubmission		Dec. 31, 2014

GAS USED IN UTILITY OPERATIONS

1. Report below details of credits during the year to Accounts 810, 811 and 812.
2. If any natural gas was used by the respondent for which a charge was not made to the appropriate operating expense or other account list separately in column (c) the Dth of gas used, omitting entries in column (d).

Line No.	Purpose for Which Gas Was Used (a)	Account Charged (b)	Natural Gas: Gas Used (DTH) (c)	Natural Gas: Amount of Credit (in dollars) (d)	Manufactured Gas: Gas Used (DTH) (e)	Manufactured Gas: Amount of Credit (f)
1	810 Gas used for Compressor Station Fuel-Cr					
2	811 Gas used for Products Extraction-Cr					
3	Gas Shrinkage and Other Usage in Respdn'ts Own Proc.					
4	Gas Shrinkage, Etc. for Respondent's Gas Processed by Others					
5	812 Gas used for Other Util. Oprs-Cr (Rpt sep. for each prin. use. Group minor uses)					
6	Company Used Gas		110,274	479,069		
7	Other Utility Operations			(278,719)		
8						
9						
10						
11						
12						
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14						
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16						
17						
18						
19						
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21						
22						
23						
24						
25	TOTAL		110,274	200,350		

Name of Respondent	This Report Is:	Date of Report (Mo,Da,Yr)	Year of Report
Atmos Energy Corporation	(1) [X] An Original (2) [ ] A Resubmission		December 31, 2014

TRANSMISSION AND COMPRESSION OF GAS BY OTHERS (ACCOUNT 858)

1. Report below details concerning gas transported or compressed for respondent by others equaling more than 1,000,000 Dth and amounts of payments for such services during the year. Minor items (less than 1,000,000) Dth may be grouped. Also include in column (c) amounts paid as transition costs to an upstream pipeline.

2. In column (a) give name of companies, points of delivery and receipt of gas. Designate points of delivery and receipt so that they can be identified readily on a map of respondent's pipeline system.

3. Designate associated companies with an asterisk in column (b).

Line No.	Name of Company and Description of Service Performed (a)	* (b)	Amount of Payment (in dollars) (c)	Dth of Gas Delivered (d)
1	3rd Party Transport		386,017	
2				
3	Transmission and compression of gas by			
4	others to Atmos Pipeline - Texas		100,523	
5				
6	Transmission and compression of gas by			
7	others to City Gate Service		152,072,221	
8				
9	PGA Recoveries		230,307,057	
10				
11				
12				
13				
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22				
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24				
25				
26		TOTAL	382,865,818	

Name of Respondent **ATMOS ENERGY CORPORATION**	This Report Is: (1) [x] An Original (2) [ ] A Resubmission	Date of Report (Mo, Da, Yr)	Year of Report Dec. 31, 2014

Other Gas Supply Expenses (Account 813)

1. Report other gas supply expenses by descriptive titles that clearly indicate the nature of such expenses. Show maintenance expenses, revaluation of monthly encroachments recorded in Account 117.4, and losses on settlements of imbalance and gas losses not associated with storage separately. Indicate the functional classification and purpose of property to which any expenses relate. List separately items of $250,000 or more.

Line No.	Description (a)	Amount (in dollars) (b)
1	Storage Demand Fees	1,159,930
2	Minor Items Each Less Than $250,000	(4,901)
4		
5		
6		
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28		
29		
30	**TOTAL**	1,155,029

Name of Respondent	This Report Is:	Date of Report	Year of Report
Atmos Energy Corporation	X An Original A Resubmission	(Mo, Da, Yr)	Dec. 31, 2014

MISCELLANEOUS GENERAL EXPENSES (Account 930.2)

1. Provide the information requested below on miscellaneous general expenses.
2. For Other Expenses, show the (a) purpose (b) recipient and (c) amount of such items. List separately amounts of $250,000 or more however, amounts less than $250,000 may be grouped if the number of items so grouped is shown.

Line No.	Description (a)	Amount (in dollars) (b)
1	Industry association dues	883,177
2	Experimental and general research expenses	
	a. Gas Research Institute (GRI)	
	b. Other	
3	Publishing and distribution information and reports to stockholders; trustee; registrar; and transfer agent fees and expenses, and other expenses of servicing outstanding securities of the respondent	1,294,030
4	Directors Fees	1,013,617
5	Board Management & Directors Expenses	35,559
6	Directors Retirement Expenses	1,802,498
7	Outside Services Expenses	118,153
8	Club Dues and Membership Fees	246,721
9	Other Miscellaneous General Expenses (No individual amounts greater than $250,000)	265,927
10		
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12		
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20		
21		
22	TOTAL	5,659,682

Name of Respondent	This Report Is:	Date of Report	Year of Report
ATMOS ENERGY CORPORATION	(1) [x] An Original (2) [ ] A Resubmission	(Mo, Da, Yr)	Dec. 31, 2014

Depreciation, Depletion and Amortization of Gas Plant (Accts 403, 404.1, 404.2, 404.4, 405)
(Except Amortization of Acquisition Adjustments)

1. Report in Section A the amounts of depreciation expense, depletion and amortization for the accounts indicated and classified according to the plant functional groups shown.
2. Report in Section B, column (b) all depreciable or amortizable plant balances to which rates are applied and show a composite total. (If more desirable, report by plant account, subaccount or functional classifications other than those pre-printed in column (a). Indicate in a footnote the manner in which column (b) balances are obtained. If average balances are used, state

Section A. Summary of Depreciation, Depletion, and Amortization Charges

Line No.	Functional Classification (a)	Depreciation Expense (Account 403) (b)	Amortization Expense for Asset Retirement Costs (Account 403.1) (c)	Amortization and Depletion of Producing Natural Gas Land and Land Rights (Account 404.1) (d)
1	Intangible Plant	-	-	-
2	Production Plant, Manufactured Gas	-	-	-
3	Production and Gathering Plant, Natural Gas	6,965,754	-	-
4	Products Extraction Plant	-	-	-
5	Underground Gas Storage Plant	108,067	-	-
6	Other Storage Plant	-	-	-
7	Base Load LNG Terminaling & Processing Plant	-	-	-
8	Transmission Plant	36,285,449	-	-
9	Distribution Plant	177,154,858	-	-
10	General Plant	39,834,100	-	-
11	Common Plant - Gas	-	-	-
12				
13				
14				
15				
16				
17				
18				
19				
20	TOTAL	260,348,228	-	-

Name of Respondent **ATMOS ENERGY CORPORATION**	This Report Is: (1) [x] An Original (2) [ ] A Resubmission	Date of Report (Mo, Da, Yr)	Year of Report Dec. 31, 2014

Depreciation, Depletion and Amortization of Gas Plant (Accts 403, 404.1, 404.2, 404.4, 405)
(Except Amortization of Acquisition Adjustments) (continued)

method of averaging used. For column (c) report available information for each plant functional classification listed in column (a). If composite depreciation accounting is used, report available information called for in columns (b) and (c) on this basis. Where the unit-of-production method is used to determine depreciation charges, show in a footnote any revisions made to estimated gas reserves.

3. If provisions for depreciation were made during the year in addition to depreciation provided by application of reported rates, state in a footnote the amounts and nature of the provisions and the plant items to which related.

Section A. Summary of Depreciation, Depletion, and Amortization Charges

Line No.	Amortization of Underground Storage Land and Land Rights (Account 404.2) (e)	Amortization of Other Limited-term Gas Plant (Account 404.3) (f)	Amortization of Other Gas Plant (Account 405) (g)	TOTAL (b to g) (h)	Functional Classification (a)
1	-	-	-	-	Intangible Plant
2	-	-	-	-	Production Plant, Manufactured Gas
3	-	-	-	6,965,754	Production and Gathering Plant, Natural Gas
4	-	-	-	-	Products Extraction Plant
5	-	-	-	108,067	Underground Gas Storage Plant
6	-	-	-	-	Other Storage Plant
7	-	-	-	-	Base Load LNG Terminaling & Processing Plant
8	-	-	-	36,285,449	Transmission Plant
9	-	-	-	177,154,858	Distribution Plant
10	-	-	-	39,834,100	General Plant
11	-	-	-	-	Common Plant - Gas
12					
13					
14					
15					
16					
17					
18					
19					
20	-	-	-	260,348,228	TOTAL

Name of Respondent	This Report Is:	Date of Report	Year of Report
ATMOS ENERGY CORPORATION	(1) [x] An Original (2) [ ] A Resubmission	(Mo, Da, Yr)	Dec. 31, 2014

Depreciation, Depletion and Amortization of Gas Plant (Accts 403, 404.1, 404.2, 404.4, 405)
(Except Amortization of Acquisition Adjustments) (continued)

4. Add rows as necessary to completely report all data. Number the additional rows in sequence as 2.01, 2.02, 3.01, 3.02, etc.

Section B. Factors Used in Estimating Depreciation Charges

Line No.	Functional Classification (a)	Plant Bases (b)	Applied Depreciation or Amortization Rates (percent) (c)
1	Production and Gathering Plant		
2	Offshore	-	-
3	Onshore	702,314	N/A
4	Underground Gas Storage Plant	264,449,722	N/A
5	Distribution Plant	6,298,782,034	N/A
6	Transmission Plant		
7	Offshore	-	-
8	Onshore	1,750,652,944	N/A
9	General Plant	732,972,780	N/A
10			
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15			
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25			
	Note: Depreciation rates are established for each separate regulatory division and depreciated by FERC account thus we do not have depreciation rates by functional class.		

Name of Respondent	This Report Is:	Date of Report	Year of Report
ATMOS ENERGY CORPORATION	(1) [x] An Original (2) [ ] A Resubmission	(Mo, Da, Yr)	Dec. 31, 2014

Particulars Concerning Certain Income Deductions and Interest Charges Accounts

Report the information specified below, in the order given, for the respective income deduction and interest charges accounts.

(a) Miscellaneous Amortization (Account 425) - Describe the nature of items included in this account, the contra account charged, the total of amortization charges for the year, and the period of amortization.

(b) Miscellaneous Income Deductions - Report the nature, payee, and amount of other income deductions for the year as required by Accounts 426.1, Donations; 426.2, Life Insurance; 426.3, Penalties; 426.4, Expenditures for Certain Civic, Political and Related Activities; and 426.5, Other Deductions, of the Uniform System of Accounts. Amounts of less than $250,000 may be grouped by classes within the above accounts.

(c) Interest on Debt to Associated Companies (Account 430) - For each associated company that incurred interest on debt during the year, indicate the amount and interest rate respectively for (a) advances on notes, (b) advances on open account, (c) notes payable, (d) accounts payable, and (e) other debt, and total interest. Explain the nature of other debt on which interest was incurred during the year.

(d) Other Interest Expense (Account 431) - Report details including the amount and interest rate for other interest charges incurred during the year.

Line No.	Item (a)	Amount (b)
1	Other Income Deductions - Account 426	
2	Donations	3,817,004
3	Penalties	1,345,968
4	Political Activities	808,877
5	Civic Activities	745,491
6	Sports Events and Entertainment	1,927,053
7	Energy Efficiency Program	531,473
8	Meals and Entertainment	681,637
9	Board Meeting Expenses	287,397
10	Misc. Employee/General Expense	385,293
11	TOTAL	10,530,193
12		
13		
14	Interest on Debt to Associated Companies - Account 430	
15	Interest on Short-term Debt	1,935,837
16		
17	Other Interest Expense - Account 431	
18	Interest on Short-term Debt	-
19	Interest on Customer Deposits - Rates vary according to state	580,823
20	Commitment Fees	2,098,700
21	Penalty - Interest	5,470
22	Interest on Commercial Paper	541,568
23	Interest on Taxes	175,922
24	Interest on Deferred Director Compensation	19,332
25	Deferred Interest - Infrastructure	(26,232,007)
26	TOTAL	(22,810,192)

Name of Respondent **Atmos Energy Corporation**	This Report Is: X An Original A Resubmission	Date of Report (Mo, Da, Yr)	Year of Report Dec. 31, 2014

REGULATORY COMMISSION EXPENSES

1. Report below details of regulatory commission expenses incurred during the current year (or in previous years, if being-amortized) relating to formal cases before a regulatory body, or cases in which such a body was a party.

2. In columns (b) and (c), indicate whether the expenses were assessed by a regulatory body or were otherwise incurred by the utility.

Line No.	Description (Furnish name of regulatory commission or body, the docket or case number, and a description of the case.) (a)	Assessed by Regulatory Commission (b)	Expenses of Utility (c)	Total Expenses to Date (d)	Deferred in Account 182.3 at Beginning of Year (e)
1	Colorado Rate Cases				-
2	Kansas Rate Cases				333,646
3	Kentucky Rate Cases				-
4	Mid-Tex Division Rate Cases				2,246,572
5	Pipeline Texas Rate Cases				1,585,800
6	West Texas Rate Cases				1,639,996
7					
8					
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27					
28			0	0	5,806,014

Name of Respondent	This Report Is:	Date of Report (Mo,Da,Yr)	Year of Report
Atmos Energy Corporation	X An Original A Resubmission		Dec. 31, 2014

REGULATORY COMMISSION EXPENSES (Continued)

3. Show in column (k) any expenses incurred in prior years that are being amortized. List in column (a) the period of amortization.
4. Identify separately all annual charge adjustments (ACA).
5. List in column (f), (g), and (h) expenses incurred during year which were charges currently to income, plant or other accounts.
6. Minor items (less than $250,000) may be grouped.

EXPENSES INCURRED DURING YEAR				AMORTIZED DURING YEAR			
CHARGED CURRENTLY TO							
Department (f)	Account No. (g)	Amount (h)	Deferred to Account 182.3 (i)	Contra Account (j)	Amount (k)	Deferred in Account 182.3 End of Year (l)	Line No.
Colorado			573,237		97,222	476,015	1
Kansas			443,667		150,141	627,172	2
Kentucky			29,229		-	29,229	3
Texas					1,644,302	602,270	4
Texas					1,585,800	-	5
Texas					947,779	692,217	6
							7
							8
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	Note: Balances include $976,284 of Regulatory Commission costs recorded in Account 186.						23
							24
							25
							26
							27
		0	1,046,133		4,425,244	2,426,903	28

Name of Respondent **ATMOS ENERGY CORPORATION**	This Report Is: (1) [x] An Original (2) [ ] A Resubmission	Date of Report (Mo, Da, Yr)	Year of Report Dec. 31, 2014

Employee Pensions and Benefits (Account 926)

1. Report below the items contained in Account 926, Employee Pensions and Benefits.

Line No.	Expense (a)	Amount (b)
1	Medical/Dental Benefits	27,876,122
2	Postretirement Benefits	14,210,115
3	Pension Cost	18,959,477
4	Restricted Stock Expense	12,330,288
5	Employee Incentive Compensation	17,769,164
6	401(k) Match	7,498,460
7	Long-term Disability	1,209,825
8	Basic Life Insurance	836,799
9	Service Awards	846,162
10	Education Assistance Program	310,379
11	Other	229,261
12		
13		
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24		
25		
	Total	102,076,052

Name of Respondent	This Report Is:		Date of Report (Mo, Da, Yr)	Year of Report
Atmos Energy Corporation	X An Original A Resubmission			Dec. 31, 2014

DISTRIBUTION OF SALARIES AND WAGES

Report below the distribution of total salaries and wages for the year. Segregate amounts originally charged to clearing accounts to Utility Departments, Construction, Plant Removals and Other Accounts, and enter such amounts in the appropriate lines and columns provided. Salaries and wages billed to the Respondent by an affiliated company must be assigned to the particular operating function(s) relating to the expenses.

In determining this segregation of salaries and wages originally charged to clearing accounts, a method of approximation giving substantially correct results may be used. When reporting detail of other accounts, enter as many rows as necessary numbered sequentially starting with 75.01, 75.02, etc.

Line No.	Classification (a)	Direct Payroll Distribution (b)	Payroll Billed by Affiliated Companies (c)	Allocation of Payroll Charged for Clearing Accounts Clearing Accounts (d)	Total (e)
1	Electric				
2	Operation				
3	Production	-		-	-
4	Transmission	-		-	-
5	Distribution	-		-	-
6	Customer Accounts	-		-	-
7	Customer Service and Informational	-		-	-
8	Sales	-		-	-
9	Administrative and General	-		-	-
10	TOTAL Operation (Total of lines 3 thru 9)	-		-	-
11	Maintenance				
12	Production	-		-	-
13	Transmission	-		-	-
14	Distribution	-		-	-
15	Administrative and General	-		-	-
16	TOTAL Maint. (Total of lines 12 thru 15)	-		-	-
17	Total Operation and Maintenance				
18	Production (Total of lines 3 thru 12)	-		-	-
19	Transmission (Total of lines 4 and 13)	-		-	-
20	Distribution (Total of lines 5 and 14)	-		-	-
21	Customer Accounts (Line 6)	-		-	-
22	Customer Service and Informational (Line 7)	-		-	-
23	Sales (Line 8)	-		-	-
24	Administrative and General (Total of lines 9 and 15)	-		-	-
25	TOTAL Oper. and Maint. (Total lines 18 thru 24)	-		-	-
26	Gas				
27	Operation				
28	Production - Manufactured Gas			-	-
29	Production - Nat. Gas (Including Expl. and Dev.)	-		-	-
30	Other Gas Supply	-		-	-
31	Storage, LNG Terminating and Processing	2,606,892		-	2,606,892
32	Transmission	14,609,898		-	14,609,898
33	Distribution	44,129,127		-	44,129,127
34	Customer Accounts	44,852,607		-	44,852,607
35	Customer Service and Informational	4,074,622		-	4,074,622
36	Sales	3,837,558		-	3,837,558
37	Administrative and General	42,519,115		-	42,519,115
38	TOTAL Operation (Total of lines 28 thru 37)	156,629,819		-	156,629,819
39	Maintenance				
40	Production - Manufactured Gas	-		-	-
41	Production - Natural Gas (Inc. Expl. & Dev.)	-		-	-
42	Other Gas Supply	-		-	-
43	Storage, LNG Terminating and Processing	818,981		-	818,981
44	Transmission	1,191,346		-	1,191,346
45	Distribution	5,635,641		-	5,635,641
46	Administrative and General	45,444		-	45,444
47	TOTAL Maint. (Total of lines 40 thru 46)	7,691,412		-	7,691,412

Name of Respondent	This Report Is:		Date of Report	Year of Report
Atmos Energy Corporation	X An Original A Resubmission		(Mo, Da, Yr)	Dec. 31, 2014

DISTRIBUTION OF SALARIES AND WAGES (Continued)

Line No.	Classification (a)	Direct Payroll Distribution (b)	Payroll Billed by Affiliated Companies (c)	Allocation of Payroll Charged for Clearing Accounts Clearing Accounts (d)	Total (e)
48	Gas (Continued)				
49	Total Operation and Maintenance				
50	Production - Manufactured Gas (Lines 28 and 40)	-		-	-
51	Production - Natural Gas (Including Expl. and Dev.) (Lines 29 and 41)	-		-	-
52	Other Gas Supply (Lines 30 and 42)	-		-	-
53	Storage, LNG Terminaling and Processing (Lines 31 and 43)	3,425,873		-	3,425,873
54	Transmission (Lines 32 and 44)	15,801,244		-	15,801,244
55	Distribution (Lines 33 and 45)	49,764,768		-	49,764,768
56	Customer Accounts (Line 34)	44,852,607		-	44,852,607
57	Customer Service and Informational (Line 35)	4,074,622		-	4,074,622
58	Sales (Line 36)	3,837,558		-	3,837,558
59	Administrative and General (Lines 37 and 46)	42,564,559		-	42,564,559
60	TOTAL Operation and Maint. (Total of lines 50 thru 59)	164,321,231		-	164,321,231
61	Other Utility Departments				
62	Operation and Maintenance				
63	TOTAL All Utility Dept. (Total of lines 25, 60, and 62)	164,321,231		-	164,321,231
64	Utility Plant				
65	Construction (By Utility Departments)				
66	Electric Plant	-		-	-
67	Gas Plant	126,709,815		-	126,709,815
68	Other	-		-	-
69	TOTAL Construction (Total lines 66 thru 68)	126,709,815		-	126,709,815
70	Plant Removal (By Utility Departments)				
71	Electric Plant	-		-	-
72	Gas Plant	8,594,222		-	8,594,222
73	Other	-		-	-
74	TOTAL Plant Removal (Total of lines 71 thru 73)	8,594,222		-	8,594,222
75					
75.01	Other Accounts (Specify):				
75.02	Costs and Expenses of Merchandising, Jobbing, and				
75.03	Contract Work (416)	-		-	-
75.04	Warehouse (163)	1,465,537		-	1,465,537
75.05	Other (426.4, 426.5)	379,143		-	379,143
75.06					
75.07					
75.08					
75.09					
75.10					
75.11					
75.12					
75.13					
75.14					
75.15					
75.16					
75.17					
75.18					
75.19					
75.20					
75.21					
75.22					
76	TOTAL Other Accounts	1,844,680		-	1,844,680
77	TOTAL SALARIES AND WAGES	301,469,948		-	301,469,948

Name of Respondent	This Report Is:	Date of Report (Mo, Da, Yr)	Year/Period of Report
Atmos Energy Corporation	[X] An Original [ ] A Resubmission		Dec. 31, 2014

CHARGES FOR OUTSIDE PROFESSIONAL AND OTHER CONSULTATIVE SERVICES

1. Report the information specified below for all charges made during the year included in any account (including plant accounts) for outside consultative and other professional services. These services include rate, management, construction, engineering, research, financial, valuation, legal, accounting, purchasing, advertising, labor relations, and public relations rendered for the respondent under written or oral arrangement, for which aggregate payments were made during the year to any corporation partnership, organization of any kind, or individual (other than for services as an employee for payments made for medical and related services) amounting to more than $250,000, including payments for legislative services, except those which should be reported in Account 426.4 Expenditures for Certain Civic, Political and Related Activities.

(a) Name of person or organization rendering services.

(b) Total changes for the year.

2. Sum under a description "Other", all of the aforementioned services amounting to $250,000 or less.

3. Total under a description "Total", the total of all of the aforementioned services.

4. Charges for outside professional and other consultative services provided by associated (affiliated) companies should be excluded from this schedule and be reported on Page 358, according to the instructions for that schedule.

Line No.	Description (a)	Amount (in dollars) (b)
1	3T BRUSH CONTROL LLC	1,199,166
2	A L STAFFING DBA SPHERION	876,122
3	ACCENTURE LLP	2,447,597
4	ACIS CORP	680,427
5	AEON PEC INC	294,139
6	ALLY LAND SERVICES	6,983,742
7	ANDERSON AND BYRD LLP	315,955
8	ARMAND CONSTRUCTION INC	1,122,434
9	ASPS HOLDINGS LLC	2,598,219
10	AUSTCO INC	332,116
11	B AND T CONSTRUCTION INC	950,077
12	BAKER BOTTS LLP	252,342
13	BAKER HUGHES OILFIELD OPERATIONS INC	432,329
14	BAKER HUGHES PIPELINE MANAGEMENT GROUP	272,022
15	BAKER SERVICES	1,797,615
16	BALCH AND BINGHAM LLP	1,020,817
17	BASS ENGINEERING COMPANY INC	608,487
18	BATES CONCRETE CONSTRUCTION INC	321,153
19	BENTON GEORGIA LLC	578,142
20	BH SYSTEMS CONSULTING LLC	781,891
21	BILFINGER TEPSCO INC	586,386
22	BLEVINS CONSTRUCTION INC	835,072
23	BOARDWALK PAVING AND CONSTRUCTION	4,145,104
24	BOBCAT CONTRACTING LLC	34,270,239
25	BRANDON BIRD UTILITIES CONSTRUCTION LLC	4,416,713
26	BROCK SERVICES LLC	1,330,618
27	BROWN AND GAY ENGINEERS INC	417,543
28	BURNS AND MCDONNELL	409,110
29	BUSHELS AND BLOOMS LLC	319,876
30	C AND S LEASE SERVICE	2,435,218
31	CANFER UTILITY SERVICES LLC	16,069,770
32	CCB CONSTRUCTION AND ASSOCIATES INC	900,323
33	CIMARRON UNDERGROUND INC	3,119,675
34	CLICKSOFTWARE INC	286,181

Name of Respondent	This Report Is:	Date of Report	Year/Period of Report
Atmos Energy Corporation	X An Original A Resubmission	(Mo, Da, Yr)	Dec. 31, 2014

CHARGES FOR OUTSIDE PROFESSIONAL AND OTHER CONSULTATIVE SERVICES

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(a) Name of person or organization rendering services.

(b) Total changes for the year.

2. Sum under a description "Other", all of the aforementioned services amounting to $250,000 or less.

3. Total under a description "Total", the total of all of the aforementioned services.

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Line No.	Description (a)	Amount (in dollars) (b)
35	COBB FENDLEY	894,832
36	CONATSER CONSTRUCTION TX LP	660,586
37	CONSOLIDATED UTILITY SERVICES INC	2,048,765
38	CONTEGO HIM INC	1,040,009
39	CONTRACT CALLERS INC	816,306
40	CORNERSTONE SURVEYING INC	418,307
41	CORRPRO COMPANIES INC	2,931,089
42	CROSS UTILITIES LLC	1,104,629
43	CROSSFIRE LLC	2,036,937
44	CROWLEY PIPELINE AND LAND SURVEYING LLC	2,610,000
45	CULBERSON CONSTRUCTION INC	735,737
46	CWC RIGHT OF WAY INC	7,215,771
47	DALLAS CONSTRUCTORS INC	368,395
48	DAMBOLD AND WILSON PIPELINE CONSTRUCTION, INC.	1,283,385
49	DANCO EXCAVATION LLC	1,201,992
50	DAWSON GEOPHYSICAL COMPANY	1,419,063
51	DCG CONSTRUCTION LLC	266,151
52	DESERT NDT LLC	1,920,875
53	DEVINEY CONSTRUCTION COMPANY	292,489
54	DIAMOND EDGE SERVICES	311,166
55	DICKER STAFFING SERVICES	364,632
56	DICKSON UNDERGROUND UTILITY CONSTRUCTION LLC	495,402
57	DONALDSON CONSTRUCTION INC	498,056
58	DRIVER PIPELINE CO INC	27,008,777
59	DUFF AND PHELPS LLC	255,190
60	DYNAMIC RECOVERY SERVICES INC	307,479
61	EAKIN PIPELINE CONSTRUCTION INC	5,441,562
62	EFFECTIVE ENVIRONMENTAL INC	753,142
63	EL PASO NATURAL GAS COMPANY	3,789,194
64	EMC CORPORATION	266,894
65	EMS USA INC	1,694,186
66	ENBRIDGE G AND P (EAST TEXAS) LP	435,000
67	ENDURO PIPELINE SERVICES INC	408,900
68	ENERGY OUTREACH COLORADO	301,960
69	ENERGY TRANSFER FUEL LP	493,635
70	ENKITEC LP	552,285
71	ENVISION CONTRACTORS LLC	4,375,345
72	ERCON TECHNOLOGIES LLC	918,150

Name of Respondent	This Report Is:	Date of Report (Mo, Da, Yr)	Year/Period of Report
Atmos Energy Corporation	X An Original A Resubmission		Dec. 31, 2014

CHARGES FOR OUTSIDE PROFESSIONAL AND OTHER CONSULTATIVE SERVICES

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Line No.	Description (a)	Amount (in dollars) (b)
73	ERNST AND YOUNG LLP	2,858,977
74	EVANS CONSOLES INCORPORATED	272,997
75	EXPERIS US INC	616,269
76	EXPRESS SERVICES INC	316,774
77	EXTERRAN PARTNERS	519,879
78	FESCO LTD	1,092,676
79	FISERV INC	7,462,047
80	FISHEL COMPANY THE	380,220
81	FLINT ENERGY SERVICES INC	684,562
82	FOUR WINDS CONSTRUCTION COMPANY INC	468,835
83	FUTURE TELECOM LLC	3,193,260
84	G2 PARTNERS LLC	389,932
85	GREENES ENERGY GROUP LLC	283,331
86	GUY WILLIS INSPECTION CO INC	1,089,647
87	H AND T UTILITIES LLC	1,980,410
88	HALFF TRITEX LLC	2,634,499
89	HALL CONTRACTING OF KENTUCKY INC	5,049,606
90	HARRIS MCBURNEY COMPANY INC	1,872,886
91	HAYDEN CONSTRUCTION CO INC	1,571,347
92	HEATH CONSULTANTS INC	21,467,275
93	HIGH PROFILE INC	490,993
94	HINDS PAVING	343,747
95	HOLLAND AND HART LLP	753,643
96	HOLLOMAN CORPORATION	11,385,533
97	HUNTON AND WILLIAMS	3,984,102
98	INFINITUDE CREATIVE GROUP LP	692,125
99	INTEGRITY TESTING AND INSPECTION	696,649
100	INTERTEK MOODY	450,793
101	IRONHORSE UNLIMITED INC	776,550
102	J AND N UTILITIES	2,750,579
103	JAMES N BUSH CONSTRUCTION INC	350,257
104	JF CONSTRUCTION INC	9,864,347
105	JWs PIPELINE INTEGRITY SERVICES LLC	836,190
106	K AND K INC	615,281
107	KESTREL ENGINEERING INC	695,216
108	KING PIPELINE AND UTILITY COMPANY INC	3,735,465
109	KPMG LLP	1,135,501
110	KR SWERDFEGER CONSTRUCTION INC	2,024,613

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Atmos Energy Corporation	(1) X An Original (2) A Resubmission		Dec. 31, 2014

CHARGES FOR OUTSIDE PROFESSIONAL AND OTHER CONSULTATIVE SERVICES

1. Report the information specified below for all charges made during the year included in any account (including plant accounts) for outside consultative and other professional services. These services include rate, management, construction, engineering, research, financial, valuation, legal, accounting, purchasing, advertising, labor relations, and public relations rendered for the respondent under written or oral arrangement, for which aggregate payments were made during the year to any corporation partnership, organization of any kind, or individual (other than for services as an employee for payments made for medical and related services) amounting to more than $250,000, including payments for legislative services, except those which should be reported in Account 426.4 Expenditures for Certain Civic, Political and Related Activities.

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Line No.	Description (a)	Amount (in dollars) (b)
111	KRAMER KOMPANY	1,779,097
112	LA NATURAL GAS SERVICES LLC	2,844,931
113	LARRETT ENERGY SERVICES INC	17,074,343
114	LASEN INC	692,272
115	LAWS CONSTRUCTION CO INC	2,203,329
116	LEXISNEXIS RISK DATA MANAGEMENT INC	318,884
117	LOCKE LORD LLP	432,030
118	LOCKHART TRENCHING AND BORING LLC	429,587
119	LOWES CONSTRUCTION LLC	1,849,777
120	LUCIDITY CONSULTING GROUP LP	428,749
121	LUTT ENTERPRISES INC	383,730
122	MAGNOLIA RIVER SERVICES INC	831,528
123	MANAGEMENT DECISIONS INC	300,796
124	MARCO INSPECTION SERVICES LLC	376,221
125	MARK ROWE CONSTRUCTION	572,883
126	MASTEC NORTH AMERICA INC	2,708,780
127	MATRIX RESOURCES INC	356,546
128	MCLEANS CP INSTALLATION INC	1,712,284
129	MEDINA IRRIGATION INC	2,335,133
130	MESA PRODUCTS INC	3,543,141
131	MILLER PIPELINE CORP	9,875,980
132	MISSION SITE SERVICES LLC	2,011,843
133	MJ LOCATING SERVICE LLC	1,597,732
134	MOODY CONSTRUCTION CO INC	1,140,636
135	MOORE AND VAN ALLEN PLLC	476,114
136	MWM ARCHITECTS INC	503,672
137	NATURAL GAS PIPELINE COMPANY OF AMERICA LLC	663,855
138	NDE SOLUTIONS LLC	455,919
139	NETHERLAND SEWELL AND ASSOCIATES INC	344,452
140	NEW DAWN PLUMBING	695,216
141	NIELS FUGAL SONS COMPANY	333,122
142	NORTHERN PIPELINE CONSTRUCTION COMPANY	7,135,265
143	OPEN RANGE RIGHT OF WAY MANAGEMENT LLC	3,521,006
144	PANTHEON CONSTRUCTION INC	4,840,261
145	PARSLEY COFFIN RENNER LLP	692,271
146	PB ENERGY STORAGE SERVICES INC	381,177
147	PCI UTILITIES LLC	294,818
148	PEC CONSTRUCTION LLC	353,185

Name of Respondent	This Report Is:	Date of Report (Mo, Da, Yr)	Year/Period of Report
Atmos Energy Corporation	(1) X An Original (2) A Resubmission		Dec. 31, 2014

CHARGES FOR OUTSIDE PROFESSIONAL AND OTHER CONSULTATIVE SERVICES

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Line No.	Description (a)	Amount (in dollars) (b)
149	PEDRO SS SERVICES INC	1,591,773
150	PHELPS DUNBAR LLP	1,187,152
151	PIPELINE CONSTRUCTION COMPANY INC	947,597
152	PIPELINE ENVIRONMENTAL AND COMPRESSION INDUSTRIES LLC	1,343,420
153	PIPELINE INTEGRITY RESOURCES INC	412,592
154	PLAUCHE MASELLI PARKERSON LLP	672,714
155	POWERPLAN CONSULTANTS INC	251,627
156	PREMIER ENERGY SERVICES LLC	1,406,462
157	PROCURE INC	307,941
158	PROFESSIONAL FINANCE COMPANY INC	370,161
159	PROGRESSIVE WASTE SOLUTIONS OF TX	572,124
160	REAL PROPERTY RESOURCES INC	451,500
161	REVELL CONSTRUCTION COMPANY INC	514,209
162	RMC SURVEYING LLC	633,826
163	RONALD CARROLL SURVEYOR INC	272,422
164	ROSEN USA	2,365,358
165	RWE SERVICES LLC	869,212
166	S AND S SERVICES	590,874
167	S AND V UNDERGROUND CONSTRUCTION LLC	375,732
168	SAULSBURY INDUSTRIES INC	1,303,958
169	SAUNDERS CONSTRUCTION INC	1,106,342
170	SET ENVIRONMENTAL INC	1,031,650
171	SIEMENS INDUSTRY INC	975,231
172	SKEENS CONSTRUCTION INC	286,022
173	SMETANA AND ASSOCIATES CONSTRUCTION CO IN	3,148,070
174	SPHERION STAFFING LLC	1,068,915
175	STERLING LP	474,797
176	STORMCON LLC	591,250
177	STRIKE LLC	2,756,533
178	STRUCTURE TONE SOUTHWEST INC	14,159,233
179	SUBMAR INC	647,298
180	SUNGARD CONSULTING SERVICES LLC	1,951,965
181	SUNGARD ENERGY SYSTEMS	2,358,804
182	SUNLAND FIELD SERVICES INC	1,559,515
183	SWANN CONSTRUCTION INC	517,204
184	T C UNDERGROUND INC	377,873
185	TAYLOR CONSTRUCTION COMPANY	2,894,577
186	TDW SERVICES INC	4,038,696

Name of Respondent	This Report Is:	Date of Report	Year/Period of Report
Atmos Energy Corporation	(1) X An Original (2) A Resubmission	(Mo, Da, Yr)	Dec. 31, 2014

CHARGES FOR OUTSIDE PROFESSIONAL AND OTHER CONSULTATIVE SERVICES

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Line No.	Description (a)	Amount (in dollars) (b)
187	TEAGUE NALL AND PERKINS INC	755,356
188	TEAM CONSTRUCTION LLC	9,148,781
189	TECHNICAL INSTALLATION COMPANY LLC	3,682,172
190	TEXAS AERIAL INSPECTIONS LLC	2,067,546
191	TEXAS EXCAVATION SAFETY SYSTEM INC	1,261,885
192	TEXAS QA SERVICES INC	482,349
193	TEXAS STATE UTILITIES INC	1,775,086
194	TEXCON GENERAL CONTRACTORS	765,044
195	TJ INSPECTION INC	10,487,447
196	TOMS DITCHING AND BACKHOE INC	552,373
197	TOTAL ENERGY CORPORATION	329,480
198	TRI STATE UTILITY CONTRACTORS INC	755,794
199	TRITON CONSTRUCTION INC	270,621
200	TROY CONSTRUCTION LLC	14,613,317
201	TURNER BIOLOGICAL CONSULTING LLC	2,000,829
202	TWIN CITIES TECHNOLOGIES	274,189
203	UBISENSE INC	1,500,610
204	UNIVERSAL ENSCO INC	3,966,246
205	US ANALYTICS SOLUTIONS GROUP LLC	672,803
206	US BANK	1,954,683
207	US PAYMENTS LLC	563,915
208	USIC LOCATING SERVICES INC	1,044,685
209	WATKINS CONSTRUCTION CO LTD	26,733,890
210	WERNER PROPERTY SERVICES	932,140
211	WESTHILL CONSTRUCTION INC	1,921,917
212	WILLBROS T AND D SERVICES	3,615,543
213	Other (Each Amounting to $250,000 or Less)	43,976,661
214	TOTAL	536,110,466
215		
216		
217		
218		
219		
220		
221		
222		
223		
224		

Name of Respondent	This Report Is:	Date of Report	Year of Report
ATMOS ENERGY CORPORATION	(1) [x] An Original (2) [ ] A Resubmission	(Mo, Da, Yr)	Dec. 31, 2014

Transactions with Associated (Affiliated) Companies

1. Report below the information called for concerning all goods or services received from or provided to associated (affiliated) companies amounting to more than $250,000.
2. Sum under a description "Other" all of the aforementioned goods and services amounting to $250,000 or less.
3. Total under a description "Total" the total of all of the aforementioned goods and services.
4. Where amounts billed to or received from the associated (affiliated) company are based on an allocation process, explain in a footnote the basis of the allocation.

Line No.	Description of the Good or Service (a)	Name of Associated/Affiliated Company (b)	Account(s) Charged or Credited (c)	Amount Charged or Credited (d)
1	Goods or Services Provided by Affiliated Company			
2				
3	Property Insurance	Blueflame Insurance Services, LTD	146	3,463,458
4				
5				
6				
7				
8				
9				
10				
11				
12				
13				
14				
15				
16				
17				
18				
19				
20	Goods or Services Provided for Affiliated Company			
21				
22	Various Shared Services and Other Activity	Atmos Energy Holdings, Inc	146	30,168,189
23				
24				
25				
26				
27				
28				
29				
30				
31				
32				
33				
34				
35				
36				
37				
38				
39				
40	Total			33,631,647

Name of Respondent	This Report Is:	Date of Report (Mo, Da, Yr)	Year of Report
Atmos Energy Corporation	(1) [X] An Original (2) [ ] A Resubmission		Dec. 31, 2014

COMPRESSOR STATIONS

1. Report below particulars (details) concerning compressor stations. Use the following subheadings: field compressor stations, products extraction compressor stations, underground storage compressor stations, transmission compressor stations, distribution compressor stations, and other compressor stations.

2. For column (a), indicate the production areas where such stations are used. Relatively small field compressor stations may be grouped by production areas. Show the number of stations grouped. Designate any station under a title other than full ownership. State in a footnote the name of owner or co-owner, the nature of respondent's title, and percent of ownership,

Line No.	Name of Station and Location (a)	Number of Units at Station (b)	Certificated Horsepower for Each Station (c)	Plant Cost (d)
1	Underground Storage Compressor Stations:			
2	Kentucky (4 stations)	4		6,878,416
3				
4				
5				
6				
7	Kansas (1 station)	2		17,066,161
8				
9				
10				
11	Mississippi * (2 stations)	1		***
12				
13				
14	Texas (5 stations)	12		109,887,922
15				
16				
17				
18				
19				
20	Transmission Compressor Stations:			
21	Texas (13 stations)	27		***
22				
23				
24				
25				
26				
27				
28				
29				
30				
31	* The compressor stations for these underground storage facilities are leased from a third party.			
32	** Expenses related to these compressor stations are incurred by the third party from whom we lease the compressor stations.			
33	*** Detail by compressor not available			
34		46		133,832,499

Name of Respondent	This Report Is:	Date of Report (Mo,Da,Yr)	Year of Report
Atmos Energy Corporation	(1) [X] An Original (2) [ ] A Resubmission		Dec. 31, 2014

COMPRESSOR STATIONS (Continued)

if jointly owned. Designate any station that was not operated during the past year. State in a footnote whether the book cost of such station has been retired in the books of account, or what disposition of the station and its book cost are contemplated. Designate any compressor units in transmission compressor installed and put into operation during the year and show in a footnote the size of each such unit, and the date each such unit was placed in operation.

3. For column (d), include the type of fuel or power, if other than natural gas. If two types of fuel or power are used, show separate entries for natural gas and the other fuel or power.

Expenses (except depreciation and taxes) Fuel (e)	Expenses (except depreciation and taxes) Power (f)	Expenses (except depreciation and taxes) Other (g)	Gas for Compressor Fuel in Dth (h)	Electricity for Compressor Station in kWh (i)	Operational Data Total Compressor Hours of Operation During Year (j)	Operational Data Number of Compressors Operated at Time of Station Peak (k)	Date of Station Peak (l)	Line No.
								1
	12,303		9,214		2,522			2
								3
								4
								5
								6
	4,425		10,525		907			7
								8
								9
								10
	**		12,401		4,252			11
								12
								13
	80,647		363,797		15,957			14
								15
								16
								17
								18
								19
								20
	332,909		1,639,210		65,870			21
								22
								23
								24
								25
								26
								27
								28
								29
								30
								31
								32
								33
	430,284		2,035,147		89,508			34

Name of Respondent	This Report Is:	Date of Report	Year of Report
Atmos Energy Corporation	[X] An Original [ ] A Resubmission	(Mo, Da, Yr)	Dec. 31, 2014

GAS STORAGE PROJECTS

1. Report injections and withdrawals of gas for all storage projects used by respondent.

Line No.	Item (a)	Gas belonging to Respondent (Dth) (b)	Gas belonging to Others (Dth) (c)	Total Amount (Dth) (d)
	Storage Operations (In Dth)			
1	Gas Delivered to Storage			
2	January	3,063,635	(1,008,827)	2,054,808
3	February	441,000	2,910,101	3,351,101
4	March	810,655	772,886	1,583,541
5	April	2,256,475	(393,597)	1,862,878
6	May	2,358,697	796,016	3,154,713
7	June	2,906,846	702,908	3,609,754
8	July	2,894,951	1,392,289	4,287,240
9	August	2,895,465	(785,559)	2,109,906
10	September	2,911,202	463,449	3,374,651
11	October	2,922,787	660,515	3,583,302
12	November	1,873,637	1,767,978	3,641,615
13	December	538,143	1,304,739	1,842,882
14	TOTAL (Enter Total of Lines 2 thru 13)	25,873,493	8,582,898	34,456,391
15	Gas withdrawn from Storage			
16	January	5,565,416	2,339,464	7,904,880
17	February	5,323,540	1,147,852	6,471,392
18	March	3,545,604	1,990,048	5,535,652
19	April	1,815,459	521,852	2,337,311
20	May	516,860	(103,029)	413,831
21	June	158,178	(156,253)	1,925
22	July	167,710	(166,358)	1,352
23	August	429,343	(135,470)	293,873
24	September	55,439	(54,369)	1,070
25	October	1,106,003	(1,104,921)	1,082
26	November	3,170,077	(234,579)	2,935,498
27	December	4,355,038	438,501	4,793,539
28	TOTAL (Enter Total of Lines 16 thru 27)	26,208,667	4,482,738	30,691,405

Note: Amounts reported on this page reflect only gas storage activity in company owned underground storage facilities (listed on page 508). It does not include amounts stored in third party facilities, such as pipelines or non-utility affiliates. It does not include any LNG gas produced for peaking purposes.

Name of Respondent	This Report Is:	Date of Report	Year of Report
Atmos Energy Corporation	X An Original A Resubmission	(Mo, Da, Yr)	Dec. 31, 2014

GAS STORAGE PROJECTS (Continued)

Line No.	Item (a)	Total Amount (b)
	Storage Operations	
1	Top or Working Gas End of Year	36,676,930
2	Cushion Gas (Including Native Gas)	26,943,225
3	Total Gas in Reservoir (Enter Total of Line 1 and 2)	63,620,155
4	Certificated Storage Capacity	82,616,041
5	Number of Injection - Withdrawal Wells	156
6	Number of Observation Wells	25
7	Maximum Day's Withdrawal from Storage	1,027,965
8	Date of Maximum Days' Withdrawal	6-Jan-14
9	LNG Terminal Companies (In Dth)	-
10	Number of Tanks	-
11	Capacity of Tanks	-
12	LNG Volume	
13	Received at "Ship Rail"	-
14	Transferred to Tanks	-
15	Withdrawn from Tanks	-
16	"Boil Off" Vaporization Loss	-

This page includes only underground storage facilities owned directly by Atmos Energy Corporation's regulated operations. See page 508.
It does not include underground storage owned by non-utility affiliates or third parties that also provide storage services to Atmos.

Name of Respondent	This Report Is:	Date of Report	Year of Report
Atmos Energy Corporation	[X] An Original [ ] A Resubmission	(Mo, Da, Yr)	Dec. 31, 2014

TRANSMISSION LINES

1. Report below by States the total miles of transmission lines of each transmission system operated by respondent at end of year.
2. Report separately any lines held under a title other than full ownership. Designate such lines with an asterisk, in column (b) and a footnote state the name of owner, or co-owner, nature of respondent's title, and percent ownership if jointly owned.
3. Report separately any line that was not operated during the past year. Enter in a footnote the details and state whether the book cost of such a line, or any portion thereof, has been retired in the books of account, or what disposition of the line and its book costs are contemplated.
4. Report the number of miles of pipe to one decimal point.

Line No.	Designation (Identification) of Line or Group of Lines (a)	* (b)	Total Miles of Pipe (c)
1			
2	Kansas		9.0
3	Kentucky		195.5
4	Louisiana		20.5
5	Mississippi		291.0
6	Tennessee		65.4
7	Texas		5,889.2
8	Virginia		1.3
9			
10			
11			
12			
13			
14			
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41			
42	TOTAL		6,471.9

Name of Respondent	This Report Is:	Date of Report (Mo, Da, Yr)	Year of Report
Atmos Energy Corporation	X An Original A Resubmission		Dec. 31, 2014

TRANSMISSION SYSTEM PEAK DELIVERIES

1. Report below the total transmission system deliveries of gas, excluding deliveries to storage, for the periods of system peak deliveries indicated below, during the twelve months embracing the heating season overlapping the year's end for which this report is submitted, classified as to sales subject to FERC rate schedules and other sales. The season's peak normally will be reached before the due date of this report, April 30, which permits inclusion of the peak information required on this page.

2. Report Mcf on a pressure bas of 14.73 psia at 60F.

Line No.	Item (a)	Month/Day/ Year (b)	Amount of Mcf (c)	Curtailments on Month/Day Indicated (d)
	Section A. Three Highest Days of System Peak Deliveries			
1	Date of Highest Day's Deliveries	1/6/2014		
2	Deliveries to Customers Subject to FERC Rate Schedules			
3	Deliveries to Others		5,670,809	N/A
4	TOTAL		5,670,809	
5	Date of Second Highest Day's Deliveries	2/6/2014		
6	Deliveries to Customers Subject to FERC Rate Schedules			
7	Deliveries to Others		5,459,264	N/A
8	TOTAL		5,459,264	
9	Date of Third Highest Day's Deliveries	1/23/2014		
10	Deliveries to Customers Subject to FERC Rate Schedules			
11	Deliveries to Others		5,209,114	N/A
12	TOTAL		5,209,114	
	Section B. Highest Consecutive 3-Day System Peak Deliveries (and Supplies)			
13	Date of Three Consecutive Days' Highest System Peak Deliveries	2/5/2014 - 2/7/2014		
14	Deliveries to Customers Subject to FERC Rate Schedules			
15	Deliveries to Others		15,429,027	N/A
16	TOTAL		15,429,027	
17	Supplies from Line Pack			
18	Supplies from Underground Storage			
19	Supplies from Other Peaking Facilities			
	Section C. Highest Month's System Deliveries			
20	Month of Highest Month's System Deliveries	January		
21	Deliveries to Customers Subject to FERC Rate Schedules			
22	Deliveries to Others		79,831,710	
23	TOTAL		79,831,710	

Name of Respondent	This Report Is:	Date of Report	Year of Report
Atmos Energy Corporation	X An Original A Resubmission	(Mo, Da, Yr)	Dec. 31, 2014

AUXILIARY PEAKING FACILITIES

1. Report below auxiliary facilities of the respondent for meeting seasonal peak demands on the respondent's system, such as underground storage projects, liquefied petroleum gas installations, gas liquefaction plant, oil gas sets, etc.

2. For column (c), for underground storage projects, report the delivery capacity on February 1 of the heating season overlapping the year-end for which this report is submitted. For other facilities, report the rated maximum daily delivery capacities.

3. For column (d), indicate or exclude (as appropriate) the cost of any plant used jointly with another facility on the basis of predominant use, unless the auxiliary peaking facility is a separate plant as contemplated by general instruction 12 of the Uniform System of Accounts.

Line No.	Location of Facility (a)	Type of Facility (b)	Maximum Daily Delivery Capacity of Facility Dth (c)	Cost of Facility (In dollars) (d)	Was Facility Operated on Day of Highest Transmission Peak Delivery — Yes (e)	No (f)
1	Kentucky (4 facilities)	Underground storage	105,100	6,878,416	X	
2						
3	Mississippi (2 facilities)	Underground storage	31,000	*	X	
4						
5	Kansas (1 facility)	Underground storage	45,000	17,066,161	X	
6						
7	Texas (5 facilities)	Underground storage	1,235,000	109,887,922	X	
8						
9						
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13						
14						
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27						
28	* The compressor stations for these underground storage facilities are leased from a third party.					
29						
30						

Name of Respondent	This Report Is:	Date of Report (Mo, Da, Yr)	Year/Period of Report
Atmos Energy Corporation	X An Original A Resubmission		Dec. 31, 2014

GAS ACCOUNT - NATURAL GAS

1. The purpose of this schedule is to account for the quantity of natural gas received and delivered by the respondent.
2. Natural gas means either natural gas unmixed or any mixture of natural and manufactured gas.
3. Enter in column (c) the year to date Dth as reported in the schedules indicated for the items of receipts and deliveries.
4. Enter in column (d) the respective quarter's Dth as reported in the schedules indicated for the items of receipts and deliveries.
5. Indicate in a footnote the quantities of bundled sales and transportation gas and specify the line on which such quantities are listed.
6. If the respondent operates two or more systems which are not interconnected, submit separate pages for this purpose.
7. Indicate by footnote the quantities of gas not subject to Commission regulation which did not incur FERC regulatory costs by showing (1) the local distribution volumes another jurisdictional pipeline delivered to the local distribution company portion of the reporting pipeline (2) the quantities that the reporting pipeline transported or sold through its local distribution facilities or intrastate facilities and which the reporting pipeline received through gathering facilities or intrastate facilities, but not through any of the interstate portion of the reporting pipeline, and (3) the gathering line quantities that were not destined for interstate market or that were not transported through any interstate portion of the reporting pipeline.
8. Indicate in a footnote the specific gas purchase expense account(s) and related to which the aggregate volumes reported on line No. 3 relate.
9. Indicate in a footnote (1) the system supply quantities of gas that are stored by the reporting pipeline, during the reporting year and also reported as sales,transportation and compression volumes by the reporting pipeline during the same reporting year, (2) the system supply quantities of gas that are stored by the reporting pipeline during the reporting year which the reporting pipeline intends to sell or transport in a future reporting year, and (3) contract storage quantities.
10. Also indicate the volumes of pipeline production field sales that are included in both the company's total sales figure and the company's total transportation figure. Add additional information as necessary to the footnotes.

Line No.	Item (a)	Ref. Page No. of FERC Form Nos. 2/2-A (b)	Total Amount of Dth Year to Date (c)	Current 3 months Ended Amount of Dth Quarterly Only (d)
01	NAME OF SYSTEM:			
2	GAS RECEIVED			
3	Gas Purchases (Accounts 800-805)		324,319,950	
4	Gas of Others Received for Gathering (Account 489.1)	303		
5	Gas of Others Received for Transmission (Account 489.2)	305	515,535,341	
6	Gas of Others Received for Distribution (Account 489.3)	301	151,186,820	
7	Gas of Others Received for Contract Storage (Account 489.4)	307		
8	Exchanged Gas Received from Others (Account 806)	328	330,995	
9	Gas Received as Imbalances (Account 806)	328		
10	Receipts of Respondent's Gas Transported by Others (Account 858)	332		
11	Other Gas Withdrawn from Storage (Account 808.1)		46,950,678	
12	Gas Received from Shippers as Compressor Station Fuel			
13	Gas Received from Shippers as Lost and Unaccounted for			
14	Other (footnote)	521a	4,871,198	
15	Total Receipts (Total of lines 3 thru 14)		1,043,194,982	
16	GAS DELIVERED			
17	Gas Sales (Accounts 480-484)		305,964,155	
18	Deliveries of Gas Gathered for Others (Account 489.1)	303		
19	Deliveries of Gas Transported for Others (Account 489.2)	305	515,535,341	
20	Deliveries of Gas Distributed for Others (Account 489.3)	301	151,186,820	
21	Deliveries of Contract Storage Gas (Account 489.4)	307		
22	Exchange Gas Delivered to Others (Account 806)	328	548,291	
23	Gas Delivered as Imbalances (Account 806)	328		
24	Deliveries of Gas to Others for Transportation (Account 858)	332		
25	Other Gas Delivered to Storage (Account 808.2)		51,029,585	
26	Gas Used for Compressor Station Fuel	509	2,035,147	
27	Gas Used for Other Utility Operations	331	110,274	
28	Gas Used for Other Transport Operations	521a	161,146	
29	Disposition of Excess Retention Gas	521b	0	
30	Total Deliveries (Total of lines 17 thru 27)		1,026,570,759	
31	GAS UNACCOUNTED FOR			
32	Production System Losses			
33	Gathering System Losses			
34	Transmission System Losses		2,274,016	
35	Distribution System Losses		14,350,207	
36	Storage System Losses			
37				
38	Total Unaccounted For (Total of lines 30 thru 35)		16,624,223	
39	Total Deliveries & Unaccounted For (Total of lines 28 and 36)		1,043,194,982	

Footnote: This is the amount received from shippers that agrees to line 4 on page 521a. We do not separate the amount of retention we receive from shippers between that attributable to compressor station fuel and LUG as shown in lines 12 and 13 above so we included in line 14 Other.

Name of Respondent	This Report Is:	Date of Report	Year of Report
ATMOS ENERGY CORPORATION	(1) [x] An Original (2) [ ] A Resubmission	(Mo, Da, Yr)	Dec. 31, 2014

Shipper Supplied Gas for the Current Quarter

1. Report monthly (1) shipper supplied gas for the current quarter and gas consumed in pipeline operations, (2) the disposition of any excess, the accounting recognition given to such disposition and the specific account(s) charged or credited, and (3) the source of gas used to meet any deficiency, the accounting recognition given to the gas used to meet the deficiency, including the accounting basis of the gas and the specific account(s) charged or credited.
2. On lines 7, 14, 22 and 30 report only the dekatherms of gas provided by shippers under tariff terms and conditions for gathering, production/extraction/processing, transmission, distribution and storage service and the use of that gas for compressor fuel, other operational purposes and lost and unaccounted for. The dekatherms must be broken out by functional categories on Lines 2-6, 9-13, 16-21 and 24-29. The dekatherms must be reported in column (d) unless the company has discounted or negotiated rates which should be reported in columns (b) and (c).
3. On lines 7, 14, 22 and 30 report only the dollar amounts of gas provided by shippers under tariff terms and conditions for gathering, production/extraction/processing, transmission, distribution and storage service and the use of that gas for compressor fuel, other operational purposes and lost and unaccounted for. The dollar amounts must be broken out by functional categories on Lines 2-6, 9-13, 16-21 and 24-29. The dollar amounts must be reported in column (h) unless the company has discounted or negotiated rates which should be reported in columns (f) and (g). The accounting should disclose the account(s) debited and credited in columns (m) and (n).
4. Indicate in a footnote the basis for valuing the gas reported in Columns (f), (g) and (h).
5. Report in columns (j), (k) and (l) the amount of fuel waived, discounted or reduced as part of a negotiated rate agreement.
6. On lines 32-37 report the dekatherms and dollar value of the excess or deficiency in shipper supplied gas broken out by functional category and whether recourse rate, discounted or negotiated rate.
7. On lines 39 through 51 report the dekatherms, the dollar amount and the account(s) credited in Column (o) for the dispositions of gas listed in column (a).
8. On lines 53 through 65 report the dekatherms, the dollar amount and the account(s) debited in Column (n) for the sources of gas reported in column (a).
9. On lines 66 and 67, report forwardhaul and backhaul volume in Dths of throughput.
10. Where appropriate, provide a full explanation of the allocation process used in reported numbers in a footnote.

Line No.	Item (a)	Month 1 Discounted Rate Dth (b)	Month 1 Negotiated Rate Dth (c)	Month 1 Recourse Rate Dth (d)	Month 1 Total Dth (e)
1	**Shipper Supplied Gas (Lines 13 and 14 page 520)**				
2	Gathering				
3	Production/Extraction/Processing				
4	Transmission				4,871,198
5	Distribution				
6	Storage				
7	**Total Shipper Supplied Gas**				4,871,198
8	**Less Gas Used for Compressor Station Fuel (Line 26, Page 520)**				
9	Gathering				
10	Production/Extraction/Processing				
11	Transmission				(1,748,142)
12	Distribution				
13	Storage				
14	**Total Gas Used in Compressors**				(1,748,142)
15	**Less Gas Used for Other Deliveries and Gas Used for Other Operations (Line 27, Page 520) (Footnote)**				
16	Gathering				
17	Production/Extraction/Processing				
18	Transmission				(161,146)
19	Distribution				
20	Storage				
21	Other Deliveries (specify) (footnote details)				
22	**Total Gas Used For Other Deliveries and Gas Used for Other Operations**				(161,146)
23	**Less Gas Lost and Unaccounted For (Line 32, Page 520)**				
24	Gathering				
25	Production/Extraction/Processing				
26	Transmission				(2,274,016)
27	Distribution				
28	Storage				
29	Other Losses (specify) (footnote details)				
30	**Total Gas Lost and Unaccounted For**				(2,274,016)
31					
32					
33					
34					
35					

Footnote: The volumes reported in column (e) above are mcfs not Dths.

Footnote: As we do not prepare quarterly FERC information the data in column (e) above is for the 12 months ending 12/31/14.

Footnote: The amount in line 18 above is due to blowdowns, quantifiable leaks and line damage.

Footnote: These mcfs primarily include negotiated and tariff based volumes.

Name of Respondent	This Report Is:	Date of Report	Year of Report
ATMOS ENERGY CORPORATION	(1) [x] An Original (2) [ ] A Resubmission	(Mo, Da, Yr)	Dec. 31, 2014

Shipper Supplied Gas for the Current Quarter (continued)

Line No.	Item (a)	Month 1 Discounted Rate Dth (b)	Month 1 Negotiated Rate Dth (c)	Month 1 Recourse Rate Dth (d)	Month 1 Total Dth (e)
31	**Net Excess or (Deficiency)**				
32	Gathering				
33	Production/Extraction				
34	Transmission				687,894
35	Distribution				
36	Storage				
37	**Total Net Excess or (Deficiency)**				**687,894**
38	**Disposition of Excess Gas:**				
39	Gas sold to others				0
40	Gas used to meet imbalances				
41	Gas added to system gas				687,894
42	Gas returned to shippers				
43	Other (list)				
44					
45					
46					
47					
48					
49					
50					
51	**Total Disposition of Excess Gas**				687,894
52	**Gas Acquired to Meet Deficiency:**				
53	System Gas				
54	Purchased gas				
55	Other (list)				
56					
57					
58					
59					
60					
61	**Total Gas Acquired to Meet Deficiency**				
62					
63					
64					
65					

Name of Respondent ATMOS ENERGY CORPORATION	This Report Is: (1) [x] An Original (2) [ ] A Resubmission	Date of Report (Mo, Da, Yr)			Year of Report Dec. 31, 2014

Shipper Supplied Gas for the Current Quarter (continued)

	Amount Collected (Dollars)				Amount (in Dth) Not Collected				Month 1	Month 1
Line No.	Month 1 Discounted Rate Amount (f)	Month 1 Negotiated Rate Amount (g)	Month 1 Recourse Rate Amount (h)	Month 1 Total Amount (i)	Month 1 Waived Dth (j)	Month 1 Discounted Dth (k)	Month 1 Negotiated Dth (l)	Month 1 Total Dth (m)	Account(s) Debited (n)	Account(s) Credited (o)
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Name of Respondent ATMOS ENERGY CORPORATION	This Report Is: (1) [x] An Original (2) [ ] A Resubmission	Date of Report (Mo, Da, Yr)			Year of Report Dec. 31, 2014

Shipper Supplied Gas for the Current Quarter (continued)

	Amount Collected (Dollars)				Amount (in Dth) Not Collected					
Line No.	Month 1 Discounted Rate Amount (f)	Month 1 Negotiated Rate Amount (g)	Month 1 Recourse Rate Amount (h)	Month 1 Total Amount (i)	Month 1 Waived Dth (j)	Month 1 Discounted Dth (k)	Month 1 Negotiated Dth (l)	Month 1 Total Dth (m)	Month 1 Account(s) Debited (n)	Month 1 Account(s) Credited (o)
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Name of Respondent	This Report Is:	Date of Report (Mo, Da, Yr)	Year of Report
Atmos Energy Corporation	(1) [X] An Original (2) [ ] A Resubmission		Dec. 31, 2014

SYSTEM MAPS

1. Furnish 5 copies of a system map (one with each filed copy of this report) of the facilities operated by the respondent for the production, gathering, transportation, and sale of natural gas. New maps need not be furnished if no important change has occurred in the facilities operated by the respondent since the date of the maps furnished with a previous year's annual report. If however, maps are not furnished for this reason, reference should be made in the space below to the year's annual report with which the maps were furnished.

2. Indicate the following information on the maps:
   - (a) Transmission lines.
   - (b) Incremental facilities.
   - (c) Location of gathering areas.
   - (d) Location of zones and rate areas.
   - (e) Location of storage fields.
   - (f) Location of natural gas fields.
   - (g) Locations of compressor stations.
   - (h) Normal direction of gas flow (indicated by arrows).
   - (i) Size of pipe.
   - (j) Location of products extraction plants, stabilization plants, purification plants, recycling areas, etc.
   - (k) Principal communities receiving service through the respondent's pipeline.

3. In addition, show on each map: graphic scale of the map; date of the facts the map purports to show; a legend giving all symbols and abbreviations used; designations of facilities leased to or from another company, giving name of such other company.

4. Maps not larger than 24 inches square are desired. If necessary, however, submit larger maps to show essential information. Fold the maps to a size not larger than this report. Bind the maps to the report.

See our web site at www.atmosenergy.com for a copy of current system map.

Select: ABOUT US in the heading.

Select: Utility Operations from the left menu.

View System Map.

Name of Respondent	This Report Is:	Date of Report	Year of Report
Atmos Energy Corporation	(1) X An Original (2) A Resubmission	(Mo,Da,Yr)	Dec. 31, 2014

FOOTNOTE REFERENCE

Page No. (a)	Line or Item No. (b)	Column No. (c)	Footnote No. (d)

Name of Respondent Atmos Energy Corporation	This Report Is: (1) [X] An Original (2) [ ] A Resubmission	Date of Report (Mo,Da,Yr)	Year of Report Dec. 31, 2014

FOOTNOTE TEXT

Footnote No. (a)	Footnote Text (b)

INDEX

REQUEST:

Section 16. Applications for General Adjustments of Existing Rates.

(7) Each application requesting a general adjustment in rates supported by a fully forecasted test period shall include the following or a statement explaining why the required information does not exist and is not applicable to the utility's application:

(l) The annual report to shareholders or members and the statistical supplements covering the most recent two (2) years from the application filing date;

RESPONSE:

Please see attachment FR_16(7)(l)_Att1 for the Summary Annual Reports and attachment FR_16(7)(l)_Att2 for the Statistical Summaries during the last two years.

ATTACHMENTS:

ATTACHMENT 1 - Atmos Energy Corporation, FR_16(7)(l)_Att1 - Summary Annual Reports.pdf, 72 Pages.

ATTACHMENT 2 - Atmos Energy Corporation, FR_16(7)(l)_Att2 - Statistical Summaries.pdf, 81 Pages.

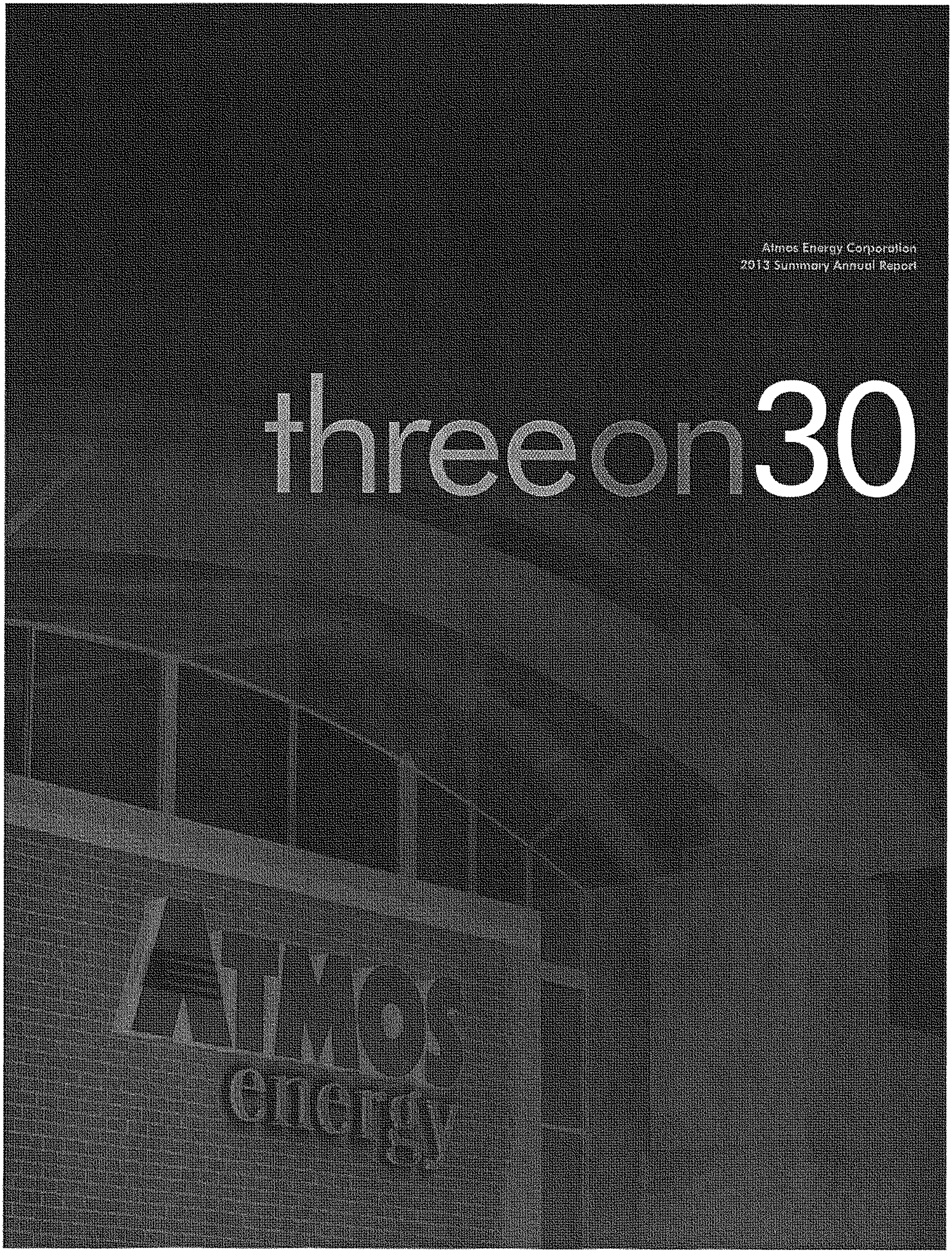
Respondent: Jason Schneider

CASE NO. 2015-00343
FR_16(7)(l)
ATTACHMENT 1

ATMOS energy.

Atmos Energy Corporation
2013 Summary Annual Report

threeon30




30 years: A solid foundation.

CASE NO. 2015-00343
FR_16(7)(l)
ATTACHMENT 1

A prosperous future.

three perspectives.

LEFT: In 1983, Charles K. Vaughan was named CEO of Energas Company, a newly independent natural gas utility serving West Texas. The company's former owner, Pioneer Corporation, had given the fledgling company few resources but had required it to pay its first dividend within 90 days after the spinoff. Charlie recalled, "We had no cash and no ability to pay that dividend." Then, the coldest West Texas winter in 50 years turned the Texas Panhandle as white as cotton, and Energas sold a record amount of gas. "We made more money than we knew what to do with," Charlie said. Nature's beneficence helped save the company and put it on the road to success.

CASE NO. 2015-00343
FR 16(7)(l)
ATTACHMENT 1

ABOVE: Continuity and consistency of leadership have served Atmos Energy well. In 1997, newly named chairman, president and chief executive officer Robert W. Best (left) began meeting monthly for dinner with previous chairman Charles K. Vaughan (center) to discuss business, make plans and enjoy each other's company. Current CEO Kim R. Cocklin (right) joined the dinners in 2008 when he was named president and chief operating officer. Friends, colleagues and mentors, the three share a commitment to the heritage, the present and the future of Atmos Energy.

Atmos Energy was nurtured by the snows of the Texas Panhandle 30 eventful years ago. Among many people who have helped build the company's legacy, three leaders stand out for their dedication to its customers, shareholders and employees. The vision of growth and independence of Charles Vaughan ... the creation of lasting assets and a remarkable culture by Bob Best ... and today's strategic and sustainable leadership under Kim Cocklin ... endow Atmos Energy with a solid foundation and a prosperous future.

three perspectives.

1

CHARLES VAUGHAN: Establishing growth and independence

With grit and determination, Charles K. Vaughan bootstrapped Atmos Energy from a small West Texas natural gas utility into a nationally known gas distributor. His 56 years of service to the company have made him not only the company's guiding force, but also its moral compass. His passion for keeping the company independent and prosperous is matched by his heartfelt dedication to the company's employees.

When you were named CEO in 1983, many said the company wouldn't survive, but it did. How did you do it?

It was the result of a bit of luck and a lot of dedication. We had just been spun off in October from Pioneer Corporation, and our employees were being told by former colleagues that the company couldn't survive the first year.

Then in late November, the coldest winter in half a century swept across West Texas, and the freezing temperatures lasted for weeks. We sold more natural gas than ever, and we made a lot of money that first year.

The employees who came with us were courageous, and I was dedicated to them. I was determined to do whatever we had to do to survive. I think that same dedication and courage and determination still exist at Atmos Energy today.

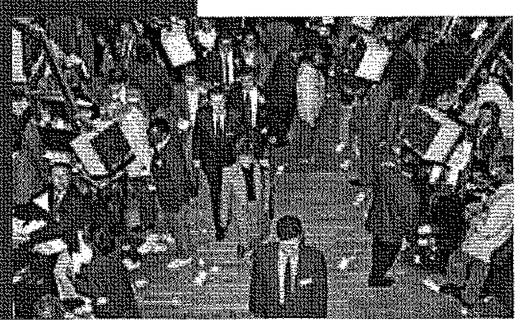
What is the most important characteristic of a strong organization?

Focus. You have to maintain the focus that will carry your vision forward.

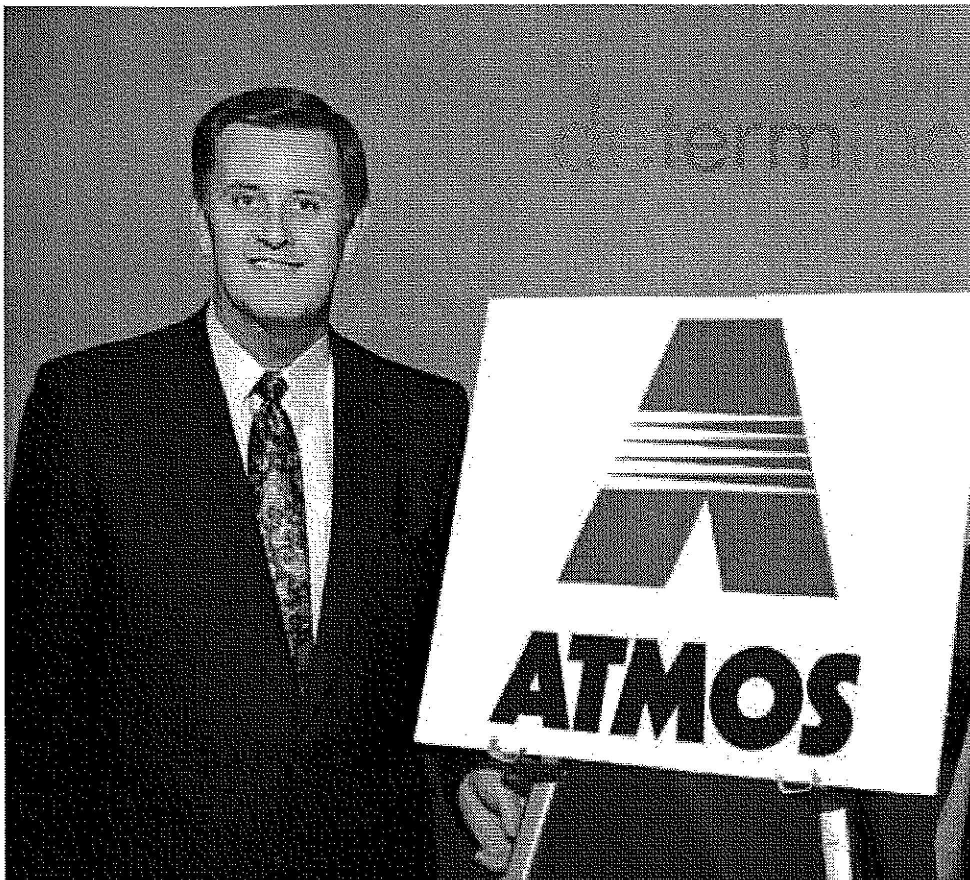
In the past, our corporate vision was about growth and development through acquisitions. That strategy requires appropriate risk-taking, a bit of gambling and a lot of courage.

Bob Best was extremely courageous as CEO in taking steps that tripled the

BELOW: To raise capital for expansion, Charlie Vaughan worked to attract attention from the financial community. A major move was listing the company on the New York Stock Exchange. On October 3, 1988, Charlie and his wife, Barbara, toured the NYSE, and Charlie bought share No. 1 of Atmos Energy Corporation common stock.

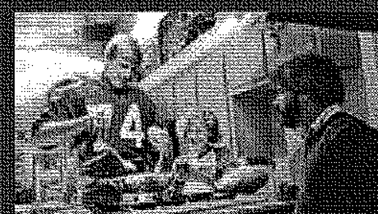


determination >>



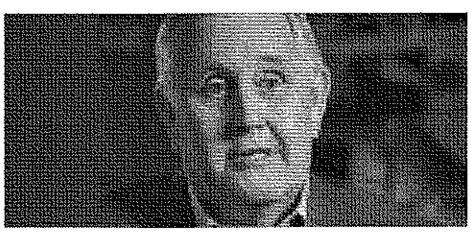
"Together, we're going to make this company grow."
—CHARLES K. VAUGHAN

LEFT: Creating a strong, separate brand for the company was one of Charlie's goals. "We wanted a new name that was distinctive and tied to the energy industry," Charlie said. After considering more than 100 choices, he announced the winner, Atmos Energy. The corporation changed to its present name on October 1, 1988.



ABOVE: "At the time of the spinoff from Pioneer, we began thinking about a new vision for the company. We needed to change the direction to better reflect our intent to eventually become a nationally known utility company," Charlie said. He personally recruited the highly respected former Dallas Cowboys Hall of Famer Bob Lilly, who appeared in television and newspaper advertising as the company's spokesperson.

size of the company. Current CEO Kim Cocklin is showing a great deal of courage, too, by investing billions of dollars in the company's infrastructure through strategic capital spending. Not to mention, he's already made tough choices to divest operations when it made sense. It takes courage to sell profitable operations. But, it's all based on your focus for the future.



You became an industry maverick in late 1985 when you launched the first-ever hostile takeover of a utility.

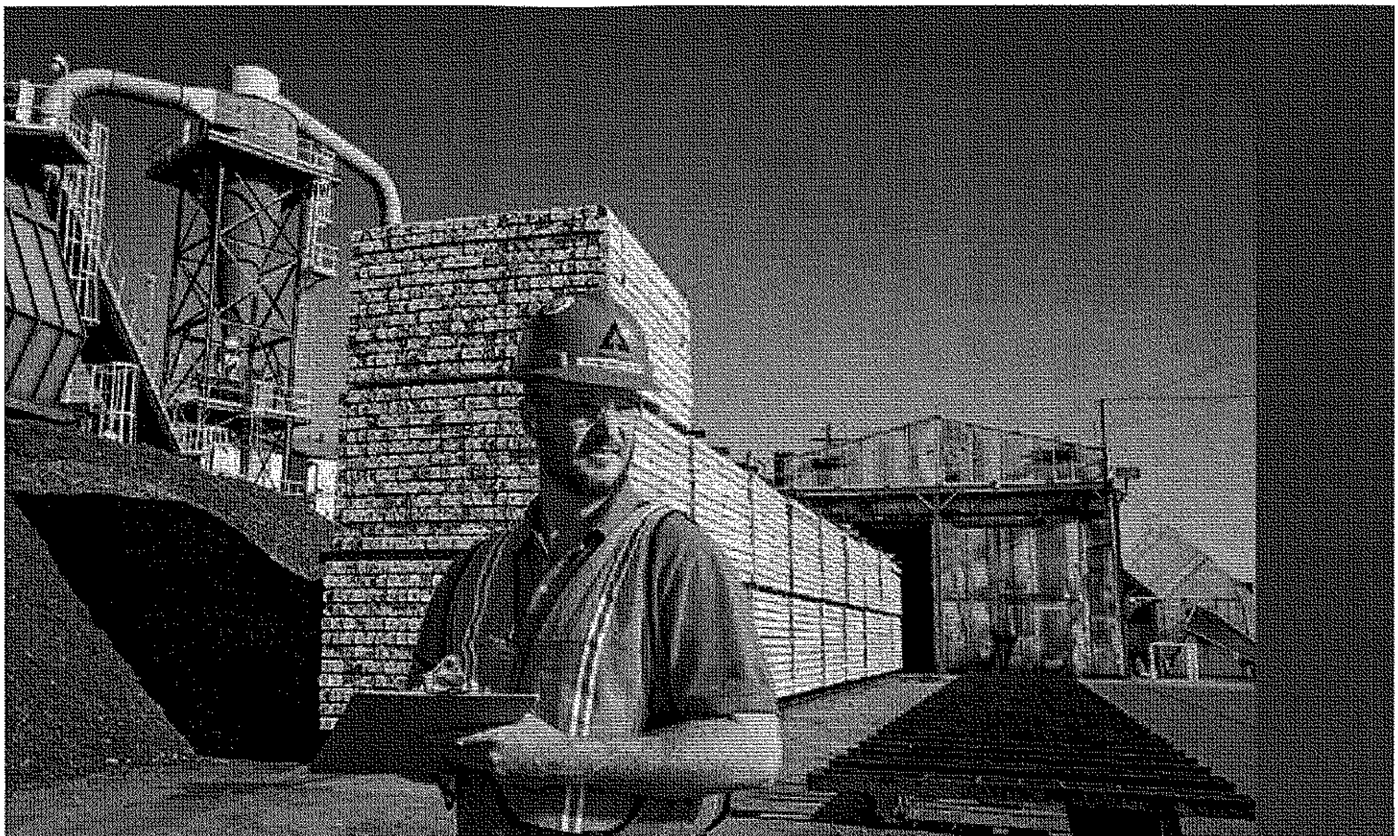
We had to do something, or the company wouldn't have survived. Our service territory was limited to West Texas, and it was not growing. What's more, the natural gas business in this country was being deregulated. So, with support from the board, we devised a plan to expand and made a tender offer for Trans Louisiana Gas Company, which had recently been in play.

CEOs at other utilities and securities analysts told me I was crazy, that the deal would never close. But, in time, our negotiations turned friendly, and we completed the acquisition. Buying Trans La increased our number of customers by about 25 percent. We also added many large industrial users to our customer mix, and we diversified operations with a different economy, different customer demands and different state regulations.

Most important of all, we proved we could grow by acquiring utility assets. We could build on a bigger base, so that we could buy an even larger property the next time around. And, that's what we did, again and again.

What kind of investments is Atmos Energy making today?

We're investing in growth by putting pipe in the ground rather than by acquiring companies. Kim is focusing on the company's mission today, not what it was when Bob was CEO or when I was CEO. Kim is a brilliant thinker and financial strategist as well as a dedicated people person. He's transitioning the company's focus from acquiring assets to investing in existing assets; he's reinforcing the infrastructure to seek stable earnings growth in the years ahead.



ABOVE: Acquiring Trans Louisiana Gas Company in 1986 diversified operations and added large industrial users. One of those long-time customers, Weyerhaeuser Company, uses natural gas at its plants for drying lumber and manufacturing wood products.

How do you invest in the long-term future when Wall Street is so interested in the present?

There's more to success than just the bottom line and the latest quarterly financials. Kim, Bob and I share a common commitment to Atmos Energy's employees. That dedication to the employees has built a stronger base than anything else this company could ever have done.

You can talk to a company meter reader you see on the street—and I've literally done it—and he'll tell you how much he and his fellow employees love this company and how dedicated they are to its success. It's quite contagious.

Bob carries this enthusiasm for people forward, and Kim demonstrates the same passion, too. With such a spirit, it's easier to see the longer-term, larger picture. That's what makes Atmos Energy enduring … financially or otherwise.

The utility industry expects an exodus of employees during the next five years, as more than two out of five current workers reach retirement. What would you say to a new employee starting at Atmos Energy today?

One thing that should never change is what's inside you—honesty, good moral character, integrity and dedication to those around you. A selfish view of the world undercuts your own effort and career while it causes the company to start going downhill. I'm confident Atmos Energy is prepared for the future because of the strong character

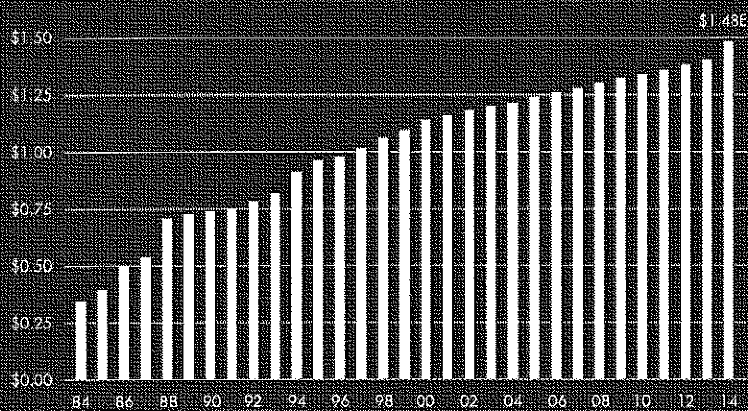
"One thing that should never change is what's inside you—honesty, good moral character, integrity and dedication to those around you."

—CHARLES K. VAUGHAN

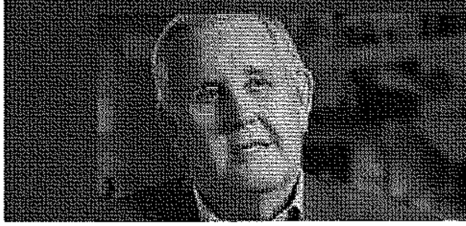
commitment >>

BELOW: Charlie's management style was to meet every employee and to personally welcome those of the utilities Atmos Energy acquired. The lasting bond between company leaders and employees "has built a stronger base than anything else this company could ever have done," he said.

Atmos Energy Dividend History
In dollars, adjusted for mergers and acquisitions



Charlie Vaughan, Bob Best and Kim Cocklin concur that only a financially healthy utility can serve its customers and communities well. The company's 30-year history of consecutively raising its annual cash dividend is one of the best indicators of this financial strength.



of its employees. Our success is due to the individual integrity and morality of each employee.

As a young manager, you often challenged the status quo and constantly pushed for improvements.

In my case, I guess that's where ignorance came in. I was a thorn in the side of management. I was always looking for better ways to do things and was always curious. I roamed around all the departments after I was transferred to the company headquarters. I saw things that could be tied together to be improved. So, I was always in my boss's office, recommending how we could do things better.

I was nosy, and I wasn't afraid to speak up. When you speak up, it should never be about you, but about all of us and the good of the company as a whole.

The 1980s and 1990s were years of egregious corporate excess. How did you steer clear of that?

We were building a company to last, not one to flip. I gave up raises and stock options, so employees could get them. I could have sold the company and made a lot of money personally and retired. But, I could never take advantage of the situation for personal gain. I had worked my way up from humble beginnings, and so had most of the company's employees. The trust among us would never have allowed me to betray their dedication to the company.

If you want a good, clean, high-quality company, you have to make decisions that are good, clean and high-quality.

How do you stay true to your promise? Again, it's focus. Many leaders begin to think they're untouchable. Once they get to the top, they get carried away and go off in selfish directions. They want to buy this company, expand into that territory, join the jet set, or whatever. Their decision-making deteriorates from what's good for the company to what's exciting for them.

That kind of thinking wasn't for me. And, when I look at our company leaders today, it's the same. They're all working together, pulling for the team.

Why did you retire at an early age?

I knew it was time for a change. We needed a personality different from mine to run the company. We needed someone to succeed me who could take the company to the next level. It took me a while to find the right person, but I knew what qualities were needed, and the board agreed with me. After a few attempts, we were finally able to hire Bob Best, and he was truly the right leader. Selecting him gave me the physical and mental freedom to move on, because I knew the company would be in the right hands.

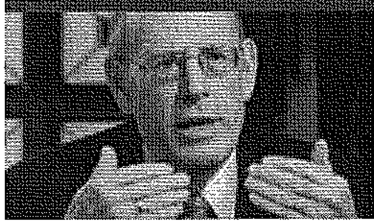
How do you feel, looking back at all you achieved?

I feel good; however, I often feel guilty about the management style I had to use. Needless to say, in looking at the company today, I feel good about where it is and where it's going. The future is so bright for Atmos Energy, with solid leadership, motivated employees, a sound business model and valuable contributions to the communities we serve.

2

BOB BEST: Continuing growth and a strong culture

When Robert W. Best joined Atmos Energy as chairman, president and CEO in 1997, he was already a well-known industry leader. Best followed the visionary strategy set by Charles K. Vaughan, making major acquisitions that tripled the size of Atmos Energy. He also burnished a culture that is now the envy of other utilities and a major force driving the company's safety efforts, service excellence and financial performance.



As CEO, you led acquisitions that made Atmos Energy one of the country's largest natural gas distributors. You also came to epitomize the spirit of Atmos Energy by developing a strong organizational culture. What are you most proud of after more than 16 years with the company?

I'll tell you what I feel the best about: Atmos Energy is in really good shape. Like Charlie Vaughan, I left at the right time. I wanted the company to be not only financially strong, but culturally sound, as well.

We completed six major acquisitions. We improved customer service, put in new customer-support systems, built a world-class technical training center, set up a community foundation and forged supportive political alliances.

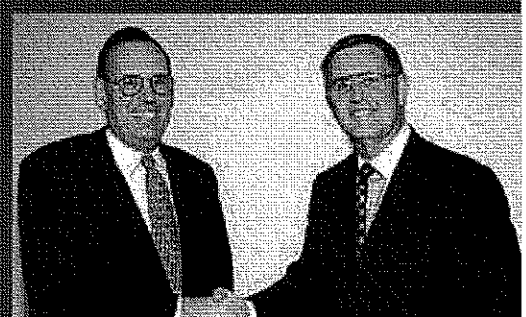
Most important, we developed an engaging culture. Our culture continues to bloom; our people are engaged. It's exciting to see the company progressing so well in so many ways.

Working at Atmos Energy has been the highlight of my career. I wouldn't have had that opportunity had Charlie not called me one Sunday morning at the urging of his wife, Barbara. I can't thank Charlie and Barbara enough for all their support and friendship for my family and me through the years. I deeply respect and love them both.

I am also proud of working with Charlie and the board to bring Kim Cocklin to Atmos Energy. Kim and I have been friends for more than 30 years. He is an excellent leader who cares deeply about our employees. He is doing an exceptional job as CEO.

How will Atmos Energy's culture continue to move the company forward?

I've always said, if you make business about business, it's hard to rally your employees. It really is. Instead, you've



ABOVE: Charlie Vaughan greeted Bob Best on his first day as Atmos Energy's chairman, president and chief executive officer. The two had known each other for years through industry associations and Bob's leadership of an interstate natural gas transmission company that supplied Atmos Energy.

> "Hiring Bob Best was the 'best' decision I ever made."
>
> —CHARLES K. VAUGHAN

community >>

BELOW: As new acquisitions caused Atmos Energy's workforce to grow, Bob launched quarterly satellite broadcasts in 2001 to personally stay in touch with all employees about company goals, new projects and financial results.

got to build a business on the foundation of a great culture.

To cultivate a great culture means a lot of things. It means picking the right people, promoting the right people and treating everyone fairly. What employees believe drives everything. Their attitude and spirit drive customer service, which is our reputation, safety practices, community service and financial performance. Culture drives *everything*.

You have to focus on financial performance, too, because we're measured by our results. But, to grow the financial performance, you have to create the right chemistry and the right environment.

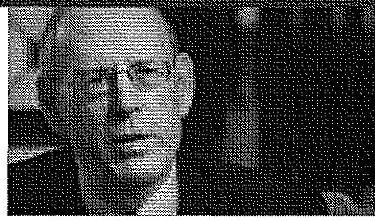
Unlike most companies, Atmos Energy has had tremendous continuity with Charlie Vaughan, myself and now Kim Cocklin. Our genuine mutual respect, admiration and friendship show that we are like-minded about the value of creating a great culture.

What is so special about AtmoSpirit?

It's always intrigued me that companies spend millions of dollars on what I would call technical training. Yet, they don't spend much on what I call spiritual training to develop the individual in his or her career.

When I was first named CEO of another company at age 38, I thought you could tell people how to behave. But, everyone hears it differently if there's no common language. Without a defined culture that every employee can see and experience, there's no sense of community feeling or personal commitment.

So, when we embarked on our AtmoSpirit training, I felt strongly that culture isn't just something for the rank and file. It's for everyone—and our company's



leaders are required to participate as much, if not more, than everyone else.

AtmoSpirit is a hands-on experience. In group meetings, our employees discuss different situations and role-play concepts like, "What does teamwork mean? What does coaching mean?"

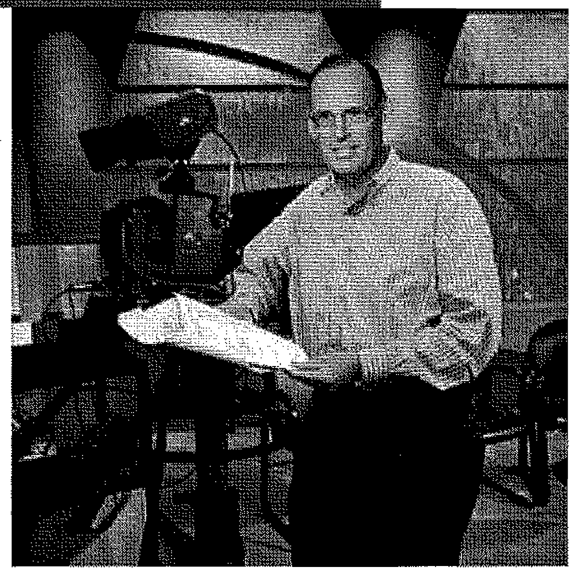
In one example, a participant is blindfolded and instructed to hit a bull's-eye on a target with a dart, which is almost impossible. Then, the group leader says, "Well, let's try harder!" It's obvious that kind of indirection is not coaching. But, once the group leader tells the employee that the target is 4 feet away and 6 feet high, the employee's chances of hitting the bull's-eye go up dramatically. That's coaching, and that's the essence of the culture we instill.

Is it more difficult for a CEO to make decisions today?

People talk about decisions as though they're right or wrong—black or white. Decisions aren't innately right or wrong; they are decisions, and they usually are colored with lots of grays.

You might decide differently than I would, yet somebody has to be the quarterback. Somebody's got to be the coach. Somebody's got to make critical decisions, and you can't disregard plays sent in from the sidelines.

So, you take everything into account, make the best decision you can at the time and then watch the results.



No one bats 1,000. So, I've always felt that you cannot let pride, ego or just plain stubbornness keep you from modifying a decision to make it better. CEOs are not omniscient or infallible; we're just human beings.

You've always considered yourself not just a manager, but a coach. What's the distinction?

My dad was a coach; so, I really thought I might become a coach one day, too. However, he passed away when I was a sophomore in high school, and I decided not to go that route. I feel though I have been a coach in a business setting.

Getting people to understand their roles. Creating the right environment. Picking the right people. Achieving the right chemistry. Expecting certain things of people. Asking people to work together and creating a common good. That's coaching, and winning in business is the financial score. I feel coaching has been my calling.

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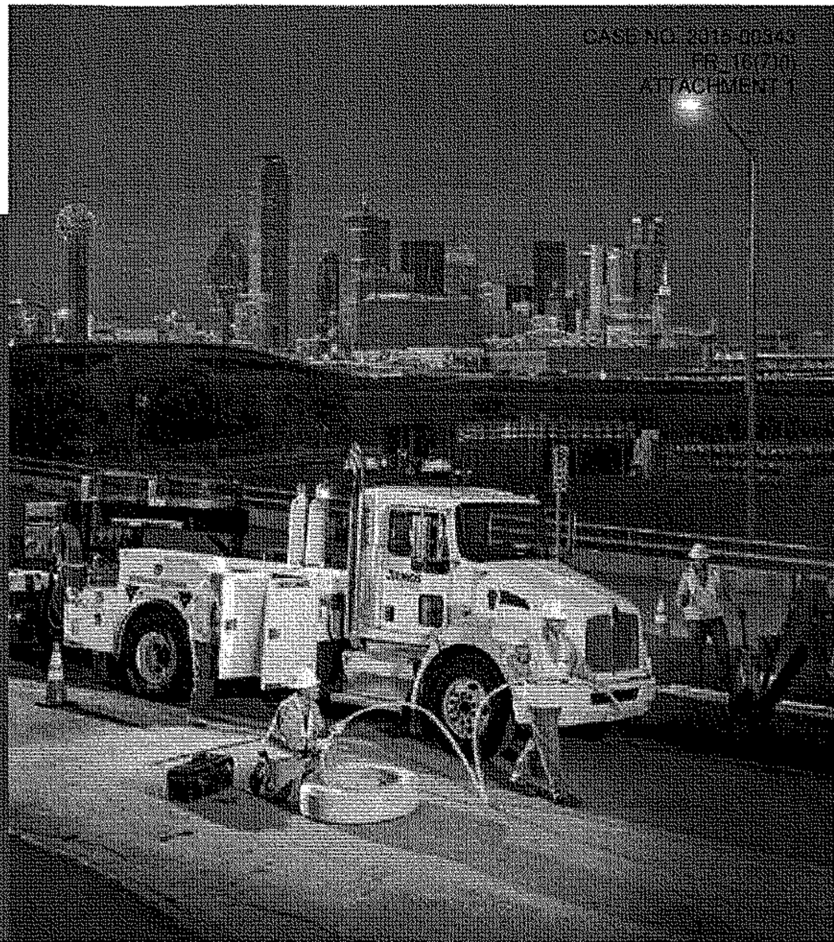
ATTACHMENT 1



RIGHT: Charlie Vaughan moved the company's headquarters to Dallas in 1986, but it wasn't until 2004, when Atmos Energy acquired the distribution and transmission assets of TXU Gas, that it began serving the Dallas-Fort Worth Metroplex, the country's fourth-largest metropolitan area. The acquisition of TXU Gas assets made Atmos Energy one of the largest natural gas distributors in the United States.

Many companies develop complex, even overreaching, strategies. Why has Atmos Energy been so focused on the natural gas utility business?

We've stuck to our knitting. We've had a clear strategic and tactical path as to what we need to get done. We've stayed focused on what we know, with our eye on the ball. We've gotten very good at it, and we're improving our game all the time.

A highlight of your tenure was acquiring the distribution and pipeline assets of TXU Gas. That acquisition nearly doubled the size of Atmos Energy overnight. What gave you the confidence to do so big a deal?

The vision of Charlie and the board was a clear expectation that the company would grow through acquisitions. As a result, Atmos Energy made 10 major acquisitions. Each one added growth and diversity and expanded the foundation to make succeeding acquisitions. The company became very good at managing

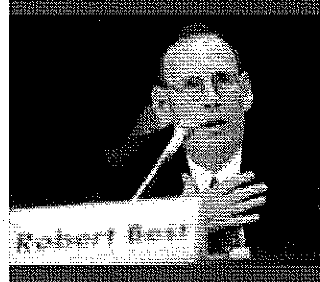
infrastructure, transitioning systems and integrating new customers. It also had a reputation for a sound culture and a deep commitment to its employees.

Acquiring the TXU Gas assets in 2004 was the largest acquisition the company had made; it doubled our size. It was exciting because we acquired outstanding assets, extremely talented employees and the opportunity to serve 550 additional communities in Texas as well as Dallas, the city where we are headquartered.

You also were successful in achieving timely recovery in rates for major capital investments and decoupling the company's rates from its customers' throughput. Why were those goals so important?

"Americans finally are coming around to realize how energy efficient and environmentally beneficial natural gas is for the country."

—ROBERT W. BEST



ABOVE: Bob Best, one of the natural gas industry's leading advocates, testified in 2000 at a U.S. Senate hearing. As CEO of Atmos Energy, he distinguished himself by serving as chairman of the American Gas Association, American Gas Foundation and Southern Gas Association. Kim Cocklin has observed, "Bob is a missionary for natural gas."

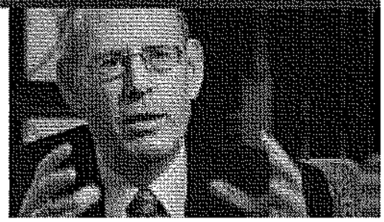
prosperity >>

We have worked to improve our rate structure to help our customers and the company.

When you're investing billions of dollars in infrastructure improvements, the saying "time is money" is very true. We have sought to begin recovering in rates the investments we make in infrastructure as soon as possible as well as to start earning a return on those investments. Regulatory lag, as it's called, can hinder such a vigorous replacement and expansion program like ours. We want our pipelines, compressor stations and other facilities that deliver natural gas to be in top working order to ensure safe and reliable service for our customers and communities.

We also want our income to be independent from our customers' consumption. Weather patterns, more-efficient appliances, customer conservation, even high gas prices—none of which we can control—can dramatically affect total throughput. And, that same volatility can play havoc with the customers' bills or the company's earnings.

Therefore, we have put in place rate mechanisms based on the investments we've made in our system and a fair compensation for the utility service we



deliver. We earn our income from operating, maintaining and enhancing our infrastructure, not from the price of gas we deliver or the volumes of gas we deliver. That way our customers get the best deal from the natural gas they use, while promoting energy efficiency to help the environment.

It's a far more certain way to manage a gas distribution system while it provides the quality of service customers demand. Not surprisingly, our regulators have agreed with this approach, too.

Is natural gas an environmentally sustainable fuel?

Strictly defined, natural gas is a fossil fuel, having a finite volume locked within the Earth. The supply is not unending, like that of wind or solar energy. Nevertheless, for years, even energy experts tended to underestimate the gas resource base and the role technology could play in obtaining more natural gas. Not that long ago, people in our own industry were warning that we'd have gas shortages or run out entirely.

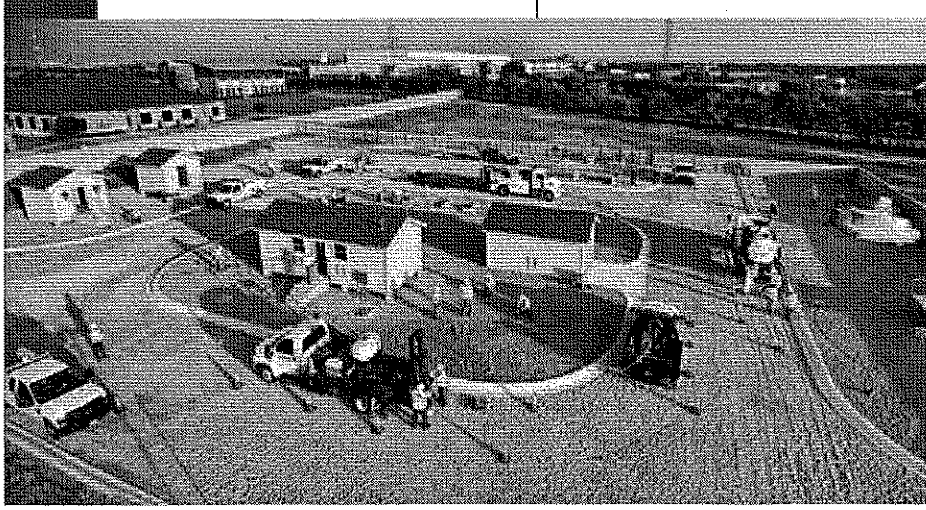
Natural gas is an abundant and versatile fuel. It's the best fuel for cooking, heating, water heating and industrial manufacturing. One of the biggest challenges for our industry is to explain the enormous potential of gas. Coal always outflanked us in the past, but the claim of "clean coal" is an oxymoron. There's no such thing. Now Americans finally are coming around to realize how energy efficient and environmentally beneficial natural gas is for the country.

What do you hope will be the legacy of your tenure at Atmos Energy?

It was always my goal to retire when the company was in excellent shape and to leave with dignity. Equally important to me was to be viewed as one who had stayed true to his personal values and had made decisions based on a strong moral compass.

I hope to be remembered for creating a culture in which employees are respected, appreciated and developed, both personally and professionally. Also, I'm proud that, with the help of many others along the way, we were able to grow the company's asset base threefold and to develop a talented leadership team to guide the company into the future.

I am full of gratitude for the wonderful opportunity I was given to lead Atmos Energy Corporation for 15 years. With Kim in place as CEO and with the strong support of the board of directors and our enterprise leadership team, Atmos Energy's future is very bright indeed.



LEFT: Gas City at the company's Charles K. Vaughan Center simulates a mini-community with buildings, streets, pipelines and other utility infrastructure. Employees practice what they learn in the center's classrooms in hands-on situations. Called the finest facility of its kind, the center underscores Atmos Energy's commitment to advancing safe and reliable service

3 KIM COCKLIN: Building shareholder value

Kim R. Cocklin leads Atmos Energy today, continuing the continuity from Charles K. Vaughan and Robert W. Best. Witty and warm, he is a respected strategist who is investing in the company's impressive portfolio of existing assets to modernize its distribution and transmission system. These significant infusions of capital help ensure safe and reliable customer service as they create a platform for steady earnings growth.

"There's no better spot to be than in natural gas right now, especially if you're delivering gas to residential and commercial users."

—KIM R. COCKLIN

You are following in the footsteps of two successful leaders. What lessons have you learned from them?

Following Charles Vaughan and Bob Best is like taking over at quarterback for a team that had Tom Brady or Peyton Manning playing. The whole was always greater than the sum of the parts with Charlie and Bob. They always helped all the players on the team seek to reach their full potential. They made them better.

What I've learned from them is a tremendous recipe for success. They took a genuine interest in everybody they met. They built a great company by developing a great team.

RIGHT: Supporting economic development and new jobs is one way we build shareholder value. At West Point, Mississippi, Atmos Energy marketing and engineering representatives confer with officials of Yokohama Tire Company about plans to fuel a new multi-million-dollar tire manufacturing plant.

What's the future for natural gas?

The road to recovery in this economy is natural gas. We must have affordable energy, telecommunications, financial services and consumer products. Those are the four food groups necessary for a strong economy.

Natural gas is all-American. It's affordable and abundant, and it's going to remain abundant for decades into the future. It's also environmentally clean and safe.

To President Obama's credit, he has pushed for a national energy policy that takes advantage of natural gas. At the same time, the public is starting to understand the many benefits of natural gas. So, the future seems very bright.

What's your view on investing today in natural gas distribution?

There's no better spot to be than in natural gas right now, especially if you're delivering gas to residential and commercial users. That's primarily what we do for a living at Atmos Energy. We touch more than 3 million natural gas

strength >>

LEFT: Our strategy today is to invest in our infrastructure to ensure safe and reliable service. A major transmission project during fiscal 2013 was our 24-inch Line WX, being installed west of Fort Worth, Texas. It will help Atmos Pipeline–Texas supply the needs of local gas distribution utilities in the state.

customers in a positive way, and we contribute to the economic well-being of the 1,406 communities we serve because of our continuing investments in infrastructure and people.

How does Atmos Energy's nonregulated business add to shareholder value?

Today, there's more pipe and more supply for natural gas than ever. Much of it is the result of shale-gas development. Therefore, our nonregulated business doesn't seek to make money from selling the gas itself, but from delivering it.

Our natural gas marketing group provides a value-added service to more than 1,000 steady customers, including municipalities, smaller commercial businesses and some industrial customers that do not have an energy manager.

For example, the City of Rising Star, Texas, hires our gas marketing company to provide the energy services that the

city needs to serve the community. Atmos Energy Marketing essentially contracts for transportation and storage. It buys the gas supply and nominates that supply at the wellhead. It schedules the delivery at the city gate. It bills the city and then allocates those bills for the residential, commercial and industrial customers.

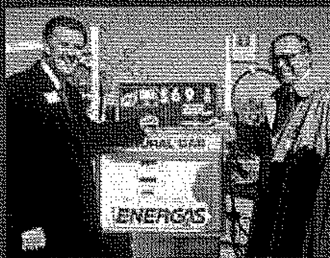
Our nonregulated segment is generating about 10 cents of annual earnings per diluted share, which is a tremendous contribution. Many other natural gas marketing companies are struggling or out of business, but we have a lot of traction around how we're managing our gas marketing company. In fact, our adoption of a delivered-gas energy services model was part of the reason that Standard & Poor's upgraded Atmos Energy in late 2013.

What does Atmos Energy's portfolio of businesses and territories look like today?

When I became CEO, Atmos Energy was distributing natural gas in 12 states. Our acquisitions had helped us to grow in size, but we also needed to grow smarter. After a healthy discussion and debate with Charlie and Bob and the board, we stepped back and evaluated the company's portfolio of assets, looking at it jurisdiction by jurisdiction.

The key question was: Were we getting too stretched out? Were there costly inefficiencies? For instance, we had 5,000 customers in Iowa. Did it make sense to serve only 5,000 customers in one state that requires the filings, taxes, licensing, fees and compliances as does a state where we have a significantly larger customer base?

Consequently, we elected to sell our operations in Iowa, Illinois, Missouri and Georgia when we were approached with an offer. It's a better situation for us, but more importantly, it's a better deal for our former employees, customers and communities there, too.



ABOVE AND RIGHT: Atmos Energy's leaders have long advocated using clean-burning and abundant natural gas to fuel fleet vehicles efficiently. In 1991, Charlie Vaughan demonstrated a compressed natural gas fueling station at a press conference in Lubbock, Texas. Today, a natural-gas-fueled bus of the Lafayette, Louisiana, Transit System reflects the growing public approval of this idea to save money and reduce air pollution.

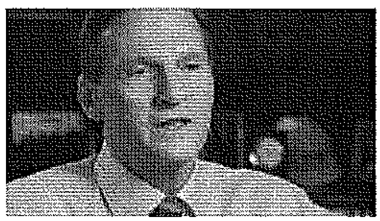
Does Atmos Energy view ratemaking differently than other utilities do?

For a regulated utility, ratemaking is how rates of compensation are set for serving customers. A lot of technical know-how goes into the process. But, ultimately, the focus should be on win-win outcomes.

Ratemaking is all about balancing the economic interests of the consumer against the operational needs of the utility. The utility's needs are always to invest in assets to enhance safety and reliability—not necessarily to make money, but to modernize assets and ensure that they're rehabilitated or replaced or repaired sufficiently, so that you're continuing to serve customers safely and reliably.

You can never win a rate case at the expense of the customers. If you do, it's going to be very, very short-lived. That's why we've sought out negotiated solutions with our communities. We've developed rate mechanisms with fair compromises to avoid filing rate cases every year. And, we have opted for settlements whenever we can achieve them.

If you consider ratemaking not as an adversarial exercise, but as relationship



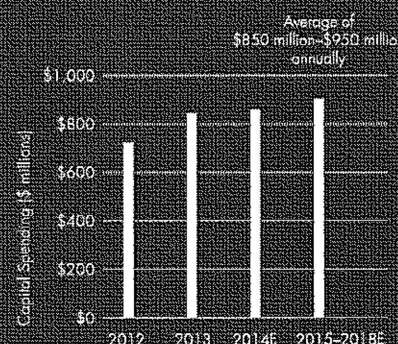
building, this otherwise mandatory process can help establish long-term partnerships.

What is the state of Atmos Energy's infrastructure today?

We've invested more than $1.4 billion during the past three years to improve safety and reliability while not increasing our customers' bills. About 85 percent of an average gas customer's bill is the cost of natural gas. Our customers have seen average winter gas-heating bills at or below what they experienced three years ago. The difference between today's lower cost of natural gas and our allowed rate allows us to invest more in our communities' natural gas infrastructure.

Unlike other entities that haven't paid attention to the state of their infrastructure, natural gas utilities have done a

Growth Fueled by Increased Capital Spend
Financed with a Blend of Cash Flow, Debt and Equity



Atmos Energy's capital spending has grown significantly as we invest more in our natural gas distribution and regulated transmission and storage infrastructure. These investments will modernize and improve operations for safety and reliability.

"Ratemaking is all about balancing the economic interests of the consumer against the operational needs of the utility." —KIM R. COCKLIN

results >>

ABOVE: Atmos Energy emphasizes excellence in customer service. Foremost is the selection and training of our customer service representatives, who handle up to 2,000 calls an hour at our two domestic call centers in Amarillo and Waco, Texas. In fiscal 2011, the company opened a new state-of-the-art call center in Amarillo. In fiscal 2013, a team involving hundreds of employees completed installation of a new customer-service, billing and dispatch software system.

good job getting ahead of the need for modernization. Atmos Energy's own infrastructure is strong, safe and ready to support more natural gas customers.

Atmos Energy has a unique culture. How does culture play a role in the company's success?

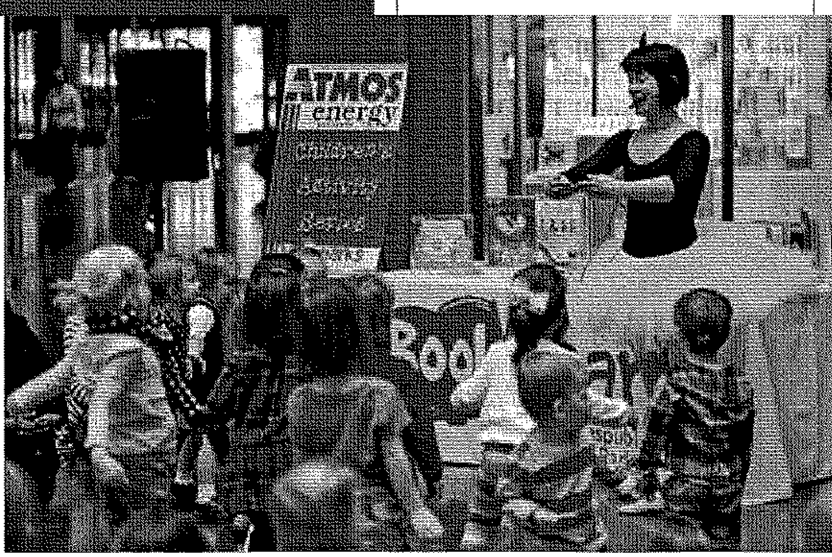
Culture is going to trump strategy every time. You have to give employees more than just a paycheck, because they're looking for more than money. We have a culture that is worth belonging to. Every company has a business plan or a financial plan, HR plan or strategic plan. But, most of them don't have a culture plan, because they don't know how to create it, live it and measure it. We do.

Central to the company's culture is AtmoSpirit. Why is it so important to success?

People are mystified by AtmoSpirit. They have absolutely no idea how we can invest in that program and take the time that we dedicate to it. You might think that's the soft stuff but, in reality, that's the gray matter. It is integral to our success, and our results prove it works. In 10-year stock returns, Atmos Energy ranks with Exxon Mobil, AT&T, Coca-Cola, Johnson & Johnson, the Dow, S&P, JPMorgan Chase and GE. Much of our success has to do with AtmoSpirit.

Atmos Energy seems to focus more on outcomes than on financials.

We do. If you get the right results the right way with the right people—because it's the right thing to do, then you're going to be successful, and the numbers usually take care of themselves. Now, that's not to say we don't maintain a keen eye on our financials. Nevertheless, we don't judge our performance by numbers alone. Real outcomes are much more about how we operate, the opportunities we create, the people we serve and the returns our shareholders earn from their investments.



LEFT: Supporting communities is another major point of continuity during the past 30 years. Atmos Energy generously supports the United Way, energy assistance programs, Habitat for Humanity, chambers of commerce, disease prevention and treatment campaigns, and many local appeals. An important area of support is public education and literacy. Inside Dallas' largest shopping mall, Atmos Energy sponsors the Dallas Public Library's Bookmarks branch, where children are entranced by librarians, storytellers and performers through the magic of reading.

To Our Shareholders

By all accounts, Atmos Energy's 2013 fiscal year was outstanding, and its prospects for future growth and prosperity are excellent.

Fiscal 2013 Highlights

- $2.64 earnings per diluted share, an 11% increase over fiscal 2012
- $1.40 per share annual dividend
- 23% total shareholder return
- $845.0 million in capital expenditures
- $122.3 million annual operating income increase from rate activities
- Georgia distribution assets sold for $153 million
- Reduced weighted average cost of long-term debt to 6.23%
- Standard & Poor's credit rating upgrade to A-

Earnings per diluted share went up 27 cents over fiscal 2012 results to $2.64. Consolidated net income rose 12 percent, year over year, to $243.2 million, marking our 11th consecutive year of increased earnings.

Return on average shareholders' equity was 9.7 percent, and total shareholder return was 23 percent.

Shareholders received annual dividends per share of $1.40. In November 2013, the board of directors raised the dividend by 8 cents a share, or 5.7 percent, to an annual indicated rate of $1.48 in fiscal 2014. Taking into account the effects of the company's mergers and acquisitions, our dividend has increased every year for the past 30 years.

Our results came from successfully executing our strategy of investing in our natural gas distribution system and seeking recovery of, and earnings on, such investments as soon as possible. We received approvals during fiscal 2013 for $122.3 million in annualized operating income increases as a result of rate filings and the effects of efficient rate mechanisms.

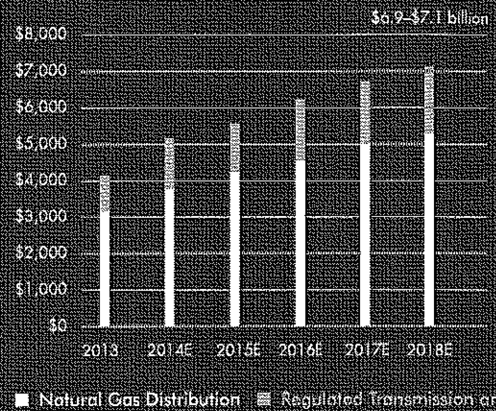
We also recorded a net-of-tax gain of $5.3 million, or 6 cents per diluted share,

Kim R. Cocklin
President and Chief Executive Officer

from the sale of our natural gas distribution assets in Georgia. The sale proceeds of $153 million were redeployed to fund growth opportunities in the remaining jurisdictions the company serves. By selling those assets, we streamlined our regulated operations to eight states and became more geographically efficient.

Regulated operations provided 95 percent of fiscal 2013 consolidated net income, with natural gas distribution contributing 67 percent and regulated transportation and storage providing 28 percent.

Capital Spending Results in Rate Base Growth
Dollars in millions



Our rate base of regulated assets is projected to grow to between $6.9 billion and $7.1 billion by the end of fiscal 2018. Our continuing investments in infrastructure improvements will be the primary driver for the growth in our future earnings.

Nonregulated operations contributed the remaining 5 percent of net income in fiscal 2013. The segment's $11 million of earnings reflected strong performance from focusing on its core delivered-gas business. Our gas marketing business continues to score high ratings in customer satisfaction and to maintain the loyalty of our long-time gas customers.

Focused Strategy

About 95 percent of our consolidated net income today comes from predictable rate-base-driven earnings. Our focused strategy is to modernize our infrastructure and ensure safe and reliable operations.

We have invested more than $1.4 billion during the past three years to repair, rehabilitate or replace aging segments of our pipeline network. We plan to accelerate our capital spending through the end of fiscal 2018 to advance our highest priorities of safety and reliability.

Investors are applauding natural gas utilities for making these critical infrastructure investments. The market recognizes the potential gains and reduced operational risks for innovative distribution companies like Atmos Energy that increase safeguards for the public. This support was evident on November 14, 2013, when our share price set an all-time high of $47.44.

In fiscal 2013, we invested a record $845.0 million in capital expenditures primarily for system improvements. For nearly 93 percent of that investment, we expect to begin earning a return on it within one year. Approximately 70 percent, or $589 million, of our fiscal 2013 capital spending was dedicated to safety and reliability projects.

The $112.1 million year-over-year increase in our fiscal 2013 capital expenditures was due to major pipeline expansion projects and more spending on cathodic protection to prevent corrosion of pipelines in our regulated transmission and storage segment.

Atmos Pipeline–Texas (APT), our regulated intrastate transmission and storage unit, completed major pipeline expansions that added capacity and capability to serve local gas utility distribution systems, including our Mid-Tex Division. Of note was the installation of 69 miles of 24-inch Line WX west of Fort Worth.

APT also added two 1,590-horsepower compressors at the Waha Hub, which is a confluence of several large pipelines, gas treatment plants and processors southwest of Monahans, Texas. These powerful compressors increase the opportunity to connect more natural gas supplies from the Permian Basin.

Solid Financial Foundation

Atmos Energy's solid financial foundation is reflected by its strong balance sheet. At fiscal year-end on September 30, 2013, our debt capitalization ratio was 52.2 percent, compared with 51.7 percent at September 30, 2012. At year-end, available liquidity of approximately $715 million was sufficient to meet our anticipated needs.

In January 2013, we reduced the weighted average cost of our long-term debt to 6.23 percent when we issued $500 million of 4.15 percent 30-year senior notes. Earlier, in October 2012, we executed forward starting interest-rate swaps. These swaps effectively fixed the treasury component of future debt issues at 3.13 percent for an expected $500 million issuance in fiscal 2015 and at 3.37 percent for an expected $250 million issuance in fiscal 2017.

> "We have invested more than $1.4 billion during the past three years to repair, rehabilitate or replace aging segments of our pipeline network."
>
> —KIM R. COCKLIN

The company's dividend payout ratio, which we expect to be between 53 percent and 55 percent in fiscal 2014, allows for continued dividend growth.

Recognizing the strength of the company's financial position, Standard & Poor's Corporation upgraded our senior secured debt rating from BBB+ to A- in October 2013. S&P cited an improved

growth >>

RIGHT: Modernization and expansion work is under way across our system to replace aging cast-iron and bare-steel pipelines with the latest technology.

business risk profile from an increasing contribution of earnings from our regulated operations and the focus of our nonregulated operations on its core delivered-gas business.

Creating Shareholder Value

We expect to invest between $830 million and $850 million in capital improvements in fiscal 2014. For the fiscal years 2015 to 2018, we estimate that our annual capital spending will average between $850 million and $950 million per year. We plan to finance our capital spending with cash flows, long-term debt and, to a lesser extent, equity.

We project that our rate base of regulatory assets will increase from approximately $4.4 billion today to between $6.9 billion and $7.1 billion by the end of fiscal 2018.

Due to our growing rate base, we estimate that our earnings per diluted share will rise at a compounded average growth rate of between 6 percent and 8 percent annually from fiscal 2013 through fiscal 2018.

For fiscal 2014, we forecast that earnings per diluted share will be between $2.66 and $2.76, excluding unrealized margins. For fiscal 2018, we project earnings per diluted share could be between $3.45 and $3.65.

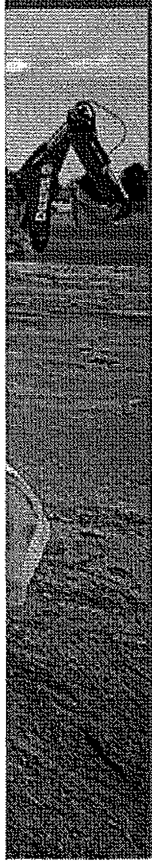
Board and Management Changes

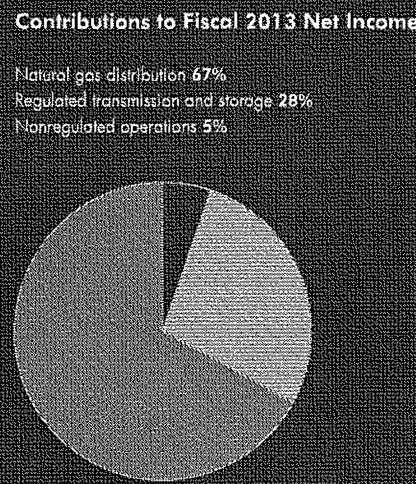
Charles K. Vaughan, who retired from the board of directors and as lead director on December 27, 2012, was named by the board to serve as honorary director.

After becoming chairman, president and chief executive office in 1983, Charlie virtually saved the company from imminent failure and likely acquisition by a much larger utility. His watchwords of independence and prosperity led to his devising an innovative strategy to expand and diversify operations. As a result, he built Atmos Energy into a leader in the natural gas distribution industry.

With more than 56 years of service to the company, Charlie continues to provide his wise counsel and strength of character to help guide and encourage our progress. We thank him for his willingness to continue serving our shareholders, customers and employees with the deep dedication that he has demonstrated throughout his career.

On April 1, 2013, Robert W. Best retired as executive chairman and as an employee of the company. Subsequent to his retirement, the board of directors appointed him to be chairman of the board.





"Due to our growing rate base, we estimate that our earnings per diluted share will rise at a compounded average growth rate of between 6 percent and 8 percent annually from fiscal 2013 through fiscal 2018." —KIM R. COCKLIN

Bob joined Atmos Energy in 1997 as chairman, president and chief executive officer. He was responsible for completing six major acquisitions that tripled the size of the company. Also, under his leadership, the company added nonregulated operations, modernized its customer-service facilities and technology systems, rebranded under the Atmos Energy® trademark in all states where it had operations, built the Charles K. Vaughan Center for training employees and put heightened emphasis on excellence in customer service.

Bob also stressed community service. He has long been active in national and local civic, charitable, educational and industry organizations, having served as chairman of the American Gas Association, American Gas Foundation, Southern Gas Association, the Dallas Regional Chamber, United Way of Greater Dallas, The Senior Source and many other organizations.

His foremost achievement, though, was developing our AtmoSpirit culture—which reflects in so many ways his own genuine respect for everyone and his gift as a coach who brings out the best in people. We thank Bob for all that he has contributed during the past 16 years and wish him the best in retirement—even though he still devotes many hours in the office, working to make Atmos Energy even better.

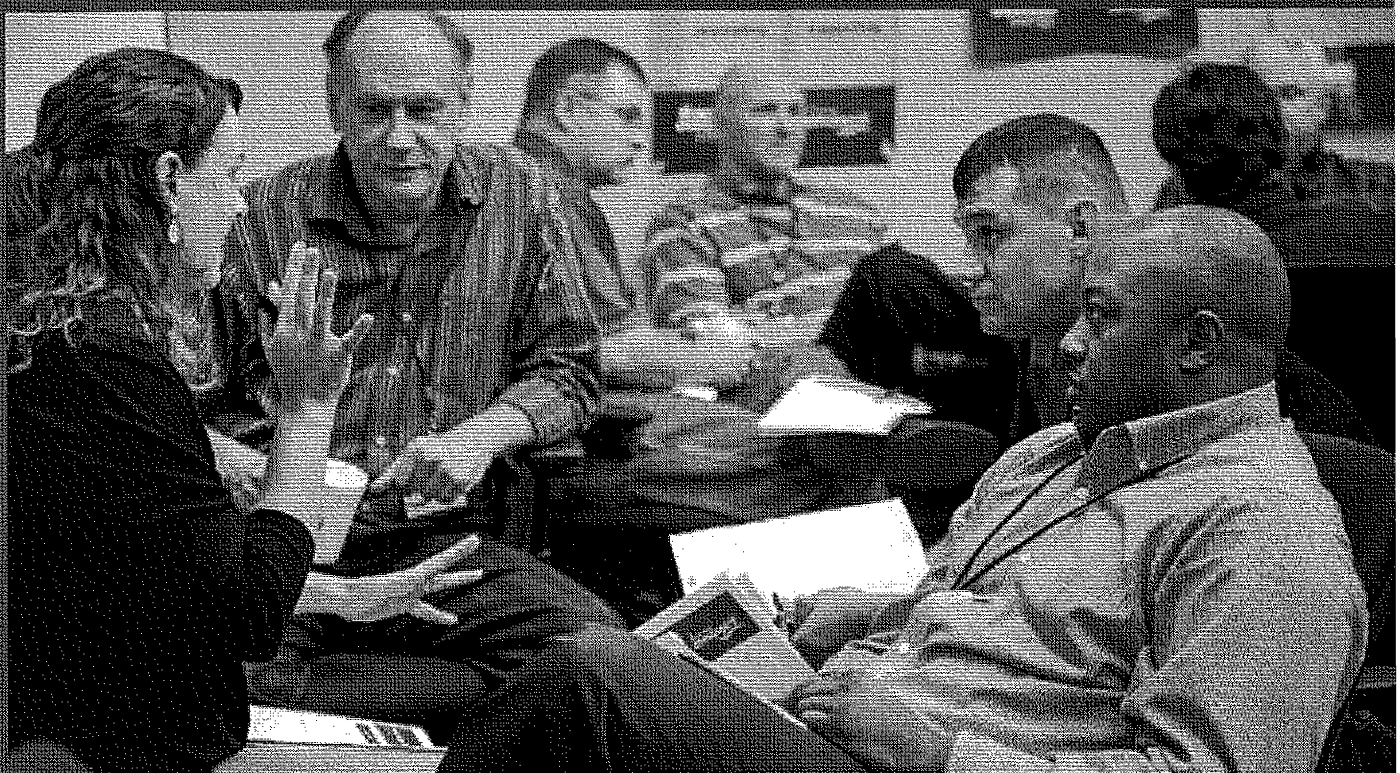
All of us at Atmos Energy appreciate your ownership of the company. Investing in a natural gas distribution company is a wise choice today because gas is an exceptional fuel. Natural gas provides comfort and convenience, an abundance of supply, energy efficiency, environmental benefits and the security of an all-American energy source. Atmos Energy is proud to deliver natural gas to its 3 million customers in 1,406 communities.

We pledge, as we continue to invest for safety and to build for the future, always to seek the right things for the right reasons with the right people.

Kim R. Cocklin

Kim R. Cocklin
President and Chief Executive Officer
December 4, 2013

CASE NO. 2015-00343
FR_16(7)(l)
ATTACHMENT 1



ABOVE: The importance of a common culture to the success of Atmos Energy's strategy led to the launch of AtmoSpirit for Leaders. The program provides selected employees with advanced training, so that they can serve as facilitators of the culture. By developing highly capable leaders, strengthening team results, solving enterprise problems and engaging employees to perform at their best, the program increases shareholder value.

Financial Highlights

Year Ended September 30 — Dollars in thousands, except per share data	2013	2012	Change
Operating revenues	$3,886,257	$3,438,483	13.0%
Gross profit	$1,412,050	$1,323,739	6.7%
Natural gas distribution net income — continuing operations	$ 150,856	$ 123,848	21.8%
Natural gas distribution net income — discontinued operations	12,851	24,521	(47.6)%
Regulated transmission and storage net income	68,260	63,059	8.2%
Nonregulated net income — continuing operations	11,582	5,289	119.0%
Nonregulated net loss — discontinued operations	(355)	—	(100.0)%
Total	$ 243,194	$ 216,717	12.2%
Total assets	$7,940,401	$7,495,675	5.9%
Total capitalization*	$5,036,080	$4,315,548	16.7%
Net income per share from continuing operations — diluted	$ 2.50	$ 2.10	19.0%
Net income per share from discontinued operations — diluted	$ 0.14	$ 0.27	(48.1)%
Net income per share — diluted	$ 2.64	$ 2.37	11.4%
Cash dividends per share	$ 1.40	$ 1.38	1.4%
Book value per share at end of year	$ 28.47	$ 26.14	8.9%
Natural gas distribution throughput — continuing operations (MMcf)	392,306	372,688	5.3%
Natural gas distribution throughput — discontinued operations (MMcf)	4,731	18,295	(74.1)%
Consolidated natural gas distribution throughput (MMcf)	397,037	390,983	1.5%
Consolidated regulated transmission and storage transportation volumes (MMcf)	467,178	466,527	0.1%
Consolidated nonregulated delivered gas sales volumes (MMcf)	343,669	351,628	(2.3)%
Meters in service at end of year	3,011,980	3,116,589	(3.4)%
Return on average shareholders' equity	9.7%	9.3%	4.3%
Shareholders' equity as a percentage of total capitalization (including short-term debt) at end of year	47.8%	48.3%	(1.0)%
Shareholders of record	16,662	17,775	(6.3)%
Weighted average shares outstanding — diluted (000s)	91,711	91,172	0.6%

* Total capitalization represents the sum of shareholders' equity and long-term debt, excluding current maturities.

Summary Annual Report

The financial information presented in this report about Atmos Energy Corporation is condensed. Our complete financial statements, including notes as well as management's discussion and analysis of financial condition and results of operations, are presented in our *Annual Report on Form 10-K*. Atmos Energy's chief executive officer and its chief financial officer have executed all certifications with respect to the financial statements contained therein and have completed management's report on internal control over financial reporting, which are required under the Sarbanes-Oxley Act of 2002 and all related rules and regulations of the Securities and Exchange Commission. Investors may request, without charge, our *Annual Report on Form 10-K* for the fiscal year ended September 30, 2013, by calling Investor Relations at 972-855-3729 between 8 a.m. and 5 p.m. Central time. Our *Annual Report on Form 10-K* also is available on Atmos Energy's website at www.atmosenergy.com. Additional investor information is presented on pages 31 and 32 of this report.

Atmos Energy at a Glance

Year Ended September 30	2013	2012
Meters in service		
Residential	2,755,831	2,846,134
Commercial	244,652	258,386
Industrial	1,500	1,891
Public authority and other	9,997	10,178
Total meters	3,011,980	3,116,589
Heating degree days*		
Actual (weighted average)	2,729	2,692
Percent of normal	103%	97%
Natural gas distribution sales volumes — continuing operations (MMcf)		
Residential	154,823	137,049
Commercial	88,850	82,516
Industrial	15,678	15,673
Public authority and other	9,811	9,228
Total	269,162	244,466
Natural gas distribution transportation volumes — continuing operations (MMcf)	136,357	132,595
Total natural gas distribution throughput — continuing operations (MMcf)	405,519	377,061
Natural gas distribution sales volumes — discontinued operations (MMcf)	3,611	11,259
Natural gas distribution transportation volumes — discontinued operations (MMcf)	1,120	7,036
Intersegment activity (MMcf)	(13,213)	(4,373)
Consolidated natural gas distribution throughput (MMcf)	397,037	390,983
Consolidated regulated transmission and storage transportation volumes (MMcf)	467,178	466,527
Consolidated nonregulated delivered gas sales volumes (MMcf)	343,669	351,628
Operating revenues (000s)		
Natural gas distribution sales revenues		
Residential	$1,512,495	$1,351,479
Commercial	661,930	587,651
Industrial	81,155	71,960
Public authority and other	60,557	54,334
Total gas distribution sales revenues	2,316,137	2,065,424
Transportation revenues	55,938	53,924
Other gas revenues	22,343	25,028
Total natural gas distribution revenues	2,394,418	2,144,376
Regulated transmission and storage revenues	89,011	92,604
Nonregulated revenues	1,402,828	1,201,503
Total operating revenues (000s)	$3,886,257	$3,438,483
Other statistics		
Gross plant (000s)	$7,722,019	$7,134,470
Net plant (000s)	$6,030,655	$5,475,604
Miles of pipe	72,884	73,875
Employees	4,720	4,759

* Heating degree days are adjusted for service areas with weather-normalized operations.

Condensed Consolidated Balance Sheets

Year Ended September 30 — Dollars in thousands, except share data	2013	2012
Assets		
Property, plant and equipment	$7,446,272	$6,860,358
Construction in progress	275,747	274,112
	7,722,019	7,134,470
Less accumulated depreciation and amortization	1,691,364	1,658,866
Net property, plant and equipment	6,030,655	5,475,604
Current assets		
Cash and cash equivalents	66,199	64,239
Accounts receivable, less allowance for doubtful accounts of $20,624 in 2013 and $9,425 in 2012	301,992	234,526
Gas stored underground	244,741	256,415
Other current assets	70,334	272,782
Total current assets	683,266	827,962
Goodwill and intangible assets	741,484	740,847
Deferred charges and other assets	484,996	451,262
	$7,940,401	$7,495,675
Capitalization and Liabilities		
Shareholders' equity		
Common stock, no par value (stated at $.005 per share); 200,000,000 shares authorized; issued and outstanding: 2013 – 90,640,211 shares, 2012 – 90,239,900 shares	$ 453	$ 451
Additional paid-in capital	1,765,811	1,745,467
Accumulated other comprehensive income (loss)	38,878	(47,607)
Retained earnings	775,267	660,932
Shareholders' equity	2,580,409	2,359,243
Long-term debt	2,455,671	1,956,305
Total capitalization	5,036,080	4,315,548
Current liabilities		
Accounts payable and accrued liabilities	241,611	215,229
Other current liabilities	368,891	489,665
Short-term debt	367,984	570,929
Current maturities of long-term debt	—	131
Total current liabilities	978,486	1,275,954
Deferred income taxes	1,164,053	1,015,083
Regulatory cost of removal obligation	359,299	381,164
Pension and postretirement liabilities	358,787	457,196
Deferred credits and other liabilities	43,696	50,730
	$7,940,401	$7,495,675

Condensed Consolidated Statements of Income

Year Ended September 30 — Dollars in thousands, except per share data	2013	2012	2011
Operating revenues			
Natural gas distribution segment	$2,399,493	$2,145,330	$2,470,664
Regulated transmission and storage segment	268,900	247,351	219,373
Nonregulated segment	1,598,711	1,351,303	2,024,893
Intersegment eliminations	(380,847)	(305,501)	(428,495)
	3,886,257	3,438,483	4,286,435
Purchased gas cost			
Natural gas distribution segment	1,318,257	1,122,587	1,452,721
Regulated transmission and storage segment	—	—	—
Nonregulated segment	1,535,380	1,296,179	1,959,893
Intersegment eliminations	(379,430)	(304,022)	(426,999)
	2,474,207	2,114,744	2,985,615
Gross profit	1,412,050	1,323,739	1,300,820
Operating expenses			
Operation and maintenance	488,020	453,613	442,965
Depreciation and amortization	235,079	237,525	223,832
Taxes, other than income	187,072	181,073	177,767
Asset impairments	—	5,288	30,270
Total operating expenses	910,171	877,499	874,834
Operating income	501,879	446,240	425,986
Miscellaneous income (expense), net	(197)	(14,644)	21,184
Interest charges	128,385	141,174	150,763
Income from continuing operations before income taxes	373,297	290,422	296,407
Income tax expense	142,599	98,226	106,819
Income from continuing operations	230,698	192,196	189,588
Income from discontinued operations, net of tax ($3,986, $10,066 and $12,372)	7,202	18,172	18,013
Gain on sale of discontinued operations, net of tax ($2,909, $3,519 and $0)	5,294	6,349	—
Net income	$ 243,194	$ 216,717	$ 207,601
Basic earnings per share			
Income per share from continuing operations	$ 2.54	$ 2.12	$ 2.08
Income per share from discontinued operations	0.14	0.27	0.20
Net income per share — basic	$ 2.68	$ 2.39	$ 2.28
Diluted earnings per share			
Income per share from continuing operations	$ 2.50	$ 2.10	$ 2.07
Income per share from discontinued operations	0.14	0.27	0.20
Net income per share — diluted	$ 2.64	$ 2.37	$ 2.27
Weighted average shares outstanding:			
Basic	90,533	90,150	90,201
Diluted	91,711	91,172	90,652

Condensed Consolidated Statements of Cash Flows

Year Ended September 30 — Dollars in thousands	2013	2012	2011
Cash Flows from Operating Activities			
Net income	$ 243,194	$ 216,717	$ 207,601
Adjustments to reconcile net income to net cash provided by operating activities:			
Asset impairments	—	5,288	30,270
Gain on sale of discontinued operations	(8,203)	(9,868)	—
Depreciation and amortization:			
Charged to depreciation and amortization	236,928	246,093	233,155
Charged to other accounts	679	484	228
Deferred income taxes	141,336	104,319	117,353
Stock-based compensation	17,814	19,222	11,586
Debt financing costs	8,480	8,147	9,438
Other	(2,887)	(493)	(961)
Changes in assets and liabilities	(24,214)	(2,992)	(25,826)
Net cash provided by operating activities	613,127	586,917	582,844
Cash Flows Used in Investing Activities			
Capital expenditures	(845,033)	(732,858)	(622,965)
Proceeds from the sale of discontinued operations	153,023	128,223	—
Other, net	(4,904)	(4,625)	(4,421)
Net cash used in investing activities	(696,914)	(609,260)	(627,386)
Cash Flows from Financing Activities			
Net increase (decrease) in short-term debt	(208,070)	354,141	83,306
Net proceeds from issuance of long-term debt	493,793	—	394,466
Settlement of Treasury lock agreements	(66,626)	—	20,079
Unwinding of Treasury lock agreements	—	—	27,803
Repayment of long-term debt	(131)	(257,034)	(360,131)
Cash dividends paid	(128,115)	(125,796)	(124,011)
Repurchase of common stock	—	(12,535)	—
Repurchase of equity awards	(5,150)	(5,219)	(5,299)
Issuance of common stock	46	1,606	7,796
Net cash provided by (used in) financing activities	85,747	(44,837)	44,009
Net increase (decrease) in cash and cash equivalents	1,960	(67,180)	(533)
Cash and cash equivalents at beginning of year	64,239	131,419	131,952
Cash and cash equivalents at end of year	$ 66,199	$ 64,239	$ 131,419

Report of Independent Registered Public Accounting Firm on Condensed Financial Statements

The Board of Directors and Shareholders of Atmos Energy Corporation

We have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the consolidated balance sheets of Atmos Energy Corporation at September 30, 2013 and 2012, and the related consolidated statements of income, comprehensive income, shareholders' equity, and cash flows for each of the three years in the period ended September 30, 2013 (not presented separately herein); and in our report dated November 13, 2013, we expressed an unqualified opinion on those consolidated financial statements.

In our opinion, the information set forth in the accompanying condensed consolidated financial statements is fairly stated in all material respects in relation to the consolidated financial statements from which it has been derived.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the effectiveness of Atmos Energy Corporation's internal control over financial reporting as of September 30, 2013, based on criteria established in Internal Control—Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (1992 framework) and our report dated November 13, 2013 (not presented separately herein) expressed an unqualified opinion thereon.

Ernst + Young LLP

Dallas, Texas
November 13, 2013

Condensed Financial and Statistical Summary 2009-2013

Year Ended September 30	2013	2012	2011	2010	2009
Balance Sheet Data at September 30 (000s)					
Capital expenditures	$ 845,033	$ 732,858	$ 622,965	$ 542,636	$ 509,494
Net property, plant and equipment	6,030,655	5,475,604	5,147,918	4,793,075	4,439,103
Working capital	(295,220)	(447,992)	143,355	(290,887)	91,519
Total assets	7,940,401	7,495,675	7,282,871	6,763,791	6,367,083
Shareholders' equity	2,580,409	2,359,243	2,255,421	2,178,348	2,176,761
Long-term debt, excluding current maturities	2,455,671	1,956,305	2,206,117	1,809,551	2,169,400
Total capitalization	5,036,080	4,315,548	4,461,538	3,987,899	4,346,161
Income Statement Data					
Operating revenues (000s)	$ 3,886,257	$ 3,438,483	$ 4,286,435	$ 4,661,060	$ 4,793,248
Gross profit (000s)	1,412,050	1,323,739	1,300,820	1,314,136	1,297,682
Income from continuing operations (000s)	230,698	192,196	189,588	189,851	175,026
Income from discontinued operations, net of tax (000s)	12,496	24,521	18,013	15,988	15,952
Net income (000s)	243,194	216,717	207,601	205,839	190,978
Income per share from continuing operations—diluted	2.50	2.10	2.07	2.03	1.90
Income per share from discontinued operations—diluted	0.14	0.27	0.20	0.17	0.17
Net income per diluted share	2.64	2.37	2.27	2.20	2.07
Common Stock Data					
Shares outstanding (000s)					
End of year	90,640	90,240	90,296	90,164	92,552
Weighted average — diluted	91,711	91,172	90,652	92,422	91,620
Cash dividends per share	$ 1.40	$ 1.38	$ 1.36	$ 1.34	$ 1.32
Shareholders of record	16,662	17,775	18,680	19,738	20,790
Market price — High	$ 45.19	$ 36.94	$ 34.98	$ 30.06	$ 28.80
Low	$ 33.20	$ 30.60	$ 28.87	$ 26.41	$ 20.20
End of year	$ 42.59	$ 35.79	$ 32.45	$ 29.25	$ 28.18
Book value per share at end of year	$ 28.47	$ 26.14	$ 24.98	$ 24.16	$ 23.52
Price/Earnings ratio at end of year	16.13	15.10	14.30	13.30	13.61
Market/Book ratio at end of year	1.50	1.37	1.30	1.21	1.20
Annualized dividend yield at end of year	3.3%	3.9%	4.2%	4.6%	4.7%
Customers and Volumes (as metered)					
Consolidated distribution gas sales volumes (MMcf)	272,773	255,725	289,927	322,628	282,117
Consolidated distribution gas transportation volumes (MMcf)	124,264	135,258	134,093	131,547	126,768
Consolidated distribution throughput (MMcf)	397,037	390,983	424,020	454,175	408,885
Consolidated transmission and storage transportation volumes (MMcf)	467,178	466,527	435,012	428,599	528,689
Consolidated nonregulated delivered gas sales volumes (MMcf)	343,669	351,628	384,799	353,853	370,569
Meters in service at end of year	3,011,980	3,116,589	3,213,191	3,186,040	3,178,844
Gas distribution average cost of gas per Mcf sold	$ 4.91	$ 4.64	$ 5.30	$ 5.77	$ 6.95
Gas distribution average transportation fee per Mcf	$ .45	$ .43	$ .46	$ .46	$ .46
Statistics					
Return on average shareholders' equity	9.7%	9.3%	9.1%	9.1%	8.9%
Number of employees	4,720	4,759	4,949	4,913	4,891
Net gas distribution plant per meter	$ 1,567	$ 1,468	$ 1,362	$ 1,243	$ 1,165
Gas distribution operation and maintenance expense per meter	$ 126	$ 118	$ 111	$ 114	$ 116
Meters per employee—gas distribution	662	680	676	676	678
Times interest earned before income taxes	4.01	3.27	3.13	3.09	2.82

Atmos Energy Officers

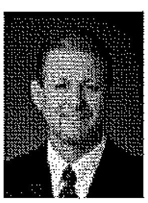
Senior Management Team

Kim R. Cocklin
President and
Chief Executive Officer

Bret J. Eckert
Senior Vice President and
Chief Financial Officer

Louis P. Gregory
Senior Vice President,
General Counsel and
Corporate Secretary

Michael E. Haefner
Senior Vice President,
Human Resources

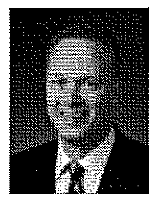


Marvin L. Sweetin
Senior Vice President,
Utility Operations

Regulated Divisions

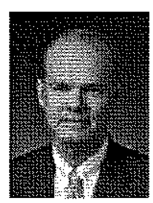
J. Kevin Akers
President,
Kentucky/Mid-States Division

Richard A. Erskine
President,
Atmos Pipeline–Texas Division

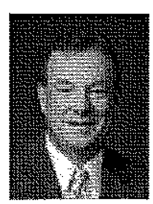


David E. Gates
President,
Mississippi Division

Gary W. Gregory
President,
Colorado-Kansas Division



Tom S. Hawkins, Jr.
President,
Louisiana Division



John A. Paris
President,
Mid-Tex Division

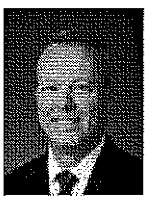
David J. Park
President,
West Texas Division

Atmos Energy Officers

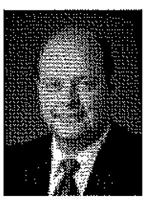
Nonregulated Operations

Mark S. Bergeron
President,
Atmos Energy Holdings, Inc.

Shared Services



Verlon R. Aston, Jr.
Vice President,
Governmental and
Public Affairs



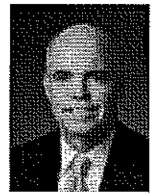
Clay C. Cash
Vice President,
Customer Service

Christopher T. Forsythe
Vice President and Controller

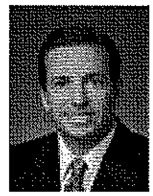
Susan K. Giles
Vice President,
Investor Relations

Richard J. Gius
Vice President and
Chief Information Officer

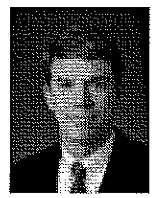
Shared Services (continued)



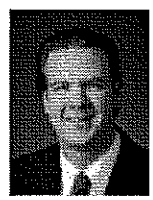
Conrad E. Gruber
Vice President,
Strategic Planning



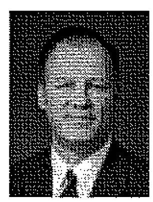
Kenneth M. Malter
Vice President,
Gas Supply and Services



John S. McDill
Vice President,
Pipeline Safety



Edward Pace McDonald IV
Vice President, Tax



Daniel M. Meziere
Vice President and Treasurer

Board of Directors

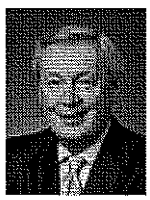
Robert W. Best
Chairman of the Board,
Atmos Energy Corporation
Dallas, Texas
Board member since 1997
Committee: Executive (Chairman)

Kim R. Cocklin
President and
Chief Executive Officer,
Atmos Energy Corporation
Dallas, Texas
Board member since 2009

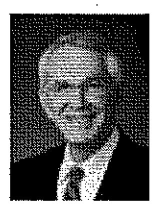
Richard W. Douglas
Executive Vice President,
Jones Lang LaSalle LLC
Dallas, Texas
Board member since 2007
Committees: Human Resources, Nominating and Corporate Governance, Work Session/Annual Meeting

Ruben E. Esquivel
Vice President for Community and Corporate Relations, UT Southwestern Medical Center
Dallas, Texas
Board member since 2008
Committees: Audit, Human Resources

Richard K. Gordon
General Partner,
Juniper Capital LP and
Juniper Energy LP
Houston, Texas
Board member since 2001
Committees: Human Resources (Chairman), Executive, Nominating and Corporate Governance

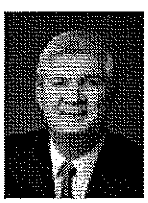


Robert C. Grable
Partner, Kelly Hart & Hallman LLP
Fort Worth, Texas
Board member since 2009
Committees: Audit, Human Resources, Work Session/Annual Meeting

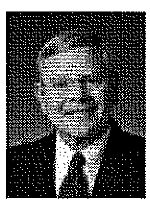


Dr. Thomas C. Meredith
President, Effective Leadership LLC
Oxford, Mississippi
Board member since 1995
Committees: Work Session/Annual Meeting (Chairman), Executive, Human Resources, Nominating and Corporate Governance

Nancy K. Quinn
Independent Energy Consultant
East Hampton, New York, and Key Biscayne, Florida
Board member since 2004
Lead Director since 2013
Committees: Audit (Chair), Executive, Nominating and Corporate Governance

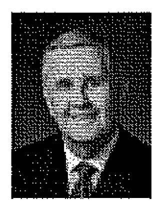


Richard A. Sampson
Retired Managing Director and Client Adviser,
JPMorgan Chase & Co.
Denver, Colorado
Board member since 2012
Committees: Audit, Human Resources



Stephen R. Springer
Retired Senior Vice President and General Manager,
Midstream Division,
The Williams Companies, Inc.
Fort Myers Beach, Florida
Board member since 2005
Committee: Work Session/Annual Meeting

Richard Ware II
President, Amarillo National Bank
Amarillo, Texas
Board member since 1994
Committees: Nominating and Corporate Governance (Chairman), Audit, Executive, Work Session/Annual Meeting



Charles K. Vaughan
Honorary Director,
Retired Chairman
of the Board and Lead Director,
Atmos Energy Corporation
Dallas, Texas
Board member from 1983 to 2012

Common Stock Listing
New York Stock Exchange. Trading symbol: ATO

Stock Transfer Agent and Registrar
American Stock Transfer & Trust Company, LLC
Operations Center
6201 15th Avenue
Brooklyn, New York 11219
800-543-3038

To inquire about your Atmos Energy common stock, please call AST at the telephone number above. You may use the agent's interactive voice response system 24 hours a day to learn about transferring stock or to check your recent account activity, all without the assistance of a customer service representative. Please have available your Atmos Energy shareholder account number and your Social Security or federal taxpayer ID number.

To speak to an AST customer service representative, please call the same number between 8 a.m. and 8 p.m. Eastern time, Monday through Thursday, or 8 a.m. to 5 p.m. Eastern time on Friday.

You also may send an email message on our transfer agent's website at www.amstock.com. Please refer to Atmos Energy in your email message and include your Atmos Energy shareholder account number.

Independent Registered Public Accounting Firm
Ernst & Young LLP
One Victory Park
Suite 2000
2323 Victory Avenue
Dallas, Texas 75219
214-969-8000

Form 10-K
Atmos Energy Corporation's *Annual Report on Form 10-K* is available at no charge from Investor Relations, Atmos Energy Corporation, P.O. Box 650205, Dallas, Texas 75265-0205 or by calling 972-855-3729 between 8 a.m. and 5 p.m. Central time. Atmos Energy's Form 10-K also may be viewed on Atmos Energy's website at www.atmosenergy.com.

Annual Meeting of Shareholders
The 2014 Annual Meeting of Shareholders will be held at the Charles K. Vaughan Center, 3697 Mapleshade Lane, Plano, Texas 75075 on Wednesday, February 5, 2014, at 9:00 a.m. Central time.

Direct Stock Purchase Plan
Atmos Energy has a Direct Stock Purchase Plan that is available to all investors. For an Enrollment Application Form and a Plan Prospectus, please call AST at 800-543-3038. The Prospectus is also available at www.atmosenergy.com. You may also obtain information by writing to Investor Relations, Atmos Energy Corporation, P.O. Box 650205, Dallas, Texas 75265-0205.

This is not an offer to sell, or a solicitation to buy, any securities of Atmos Energy Corporation. Shares of Atmos Energy common stock purchased through the Direct Stock Purchase Plan will be offered only by Prospectus.

Atmos Energy on the Internet
Information about Atmos Energy is available on the Internet at www.atmosenergy.com. Our website includes news releases, current and historical financial reports, other investor data, corporate governance documents, management biographies, customer information and facts about Atmos Energy's operations.

Atmos Energy Corporation Contacts
To contact Atmos Energy's Investor Relations, call 972-855-3729 between 8 a.m. and 5 p.m. Central time or send an email message to InvestorRelations@atmosenergy.com.

Securities analysts and investment managers, please contact:
Susan K. Giles
Vice President, Investor Relations
972-855-3729 (voice) 972-855-3040 (fax)
InvestorRelations@atmosenergy.com

Forward-looking Statements

The matters discussed or incorporated by reference in this *Summary Annual Report* may contain "forward-looking statements" within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934. All statements other than statements of historical fact included in this report are forward-looking statements made in good faith by the Company and are intended to qualify for the safe harbor from liability established by the Private Securities Litigation Reform Act of 1995. When used in this report or any other of the Company's documents or oral presentations, the words "anticipate," "believe," "estimate," "expect," "forecast," "goal," "intend," "objective," "plan," "projection," "seek," "strategy" or similar words are intended to identify forward-looking statements. Such forward-looking statements are subject to risks and uncertainties that could cause actual results to differ materially from those discussed in this report. These risks and uncertainties are discussed in the Company's *Annual Report on Form 10-K* for the fiscal year ended September 30, 2013. Although the Company believes these forward-looking statements to be reasonable, there can be no assurance that they will approximate actual experience or that the expectations derived from them will be realized. Further, the Company undertakes no obligation to update or revise any of its forward-looking statements, whether as a result of new information, future events or otherwise.

Other Information

You can view this *Summary Annual Report*, our *Annual Report on Form 10-K* and other financial documents for fiscal 2013 and previous years at www.atmosenergy.com.

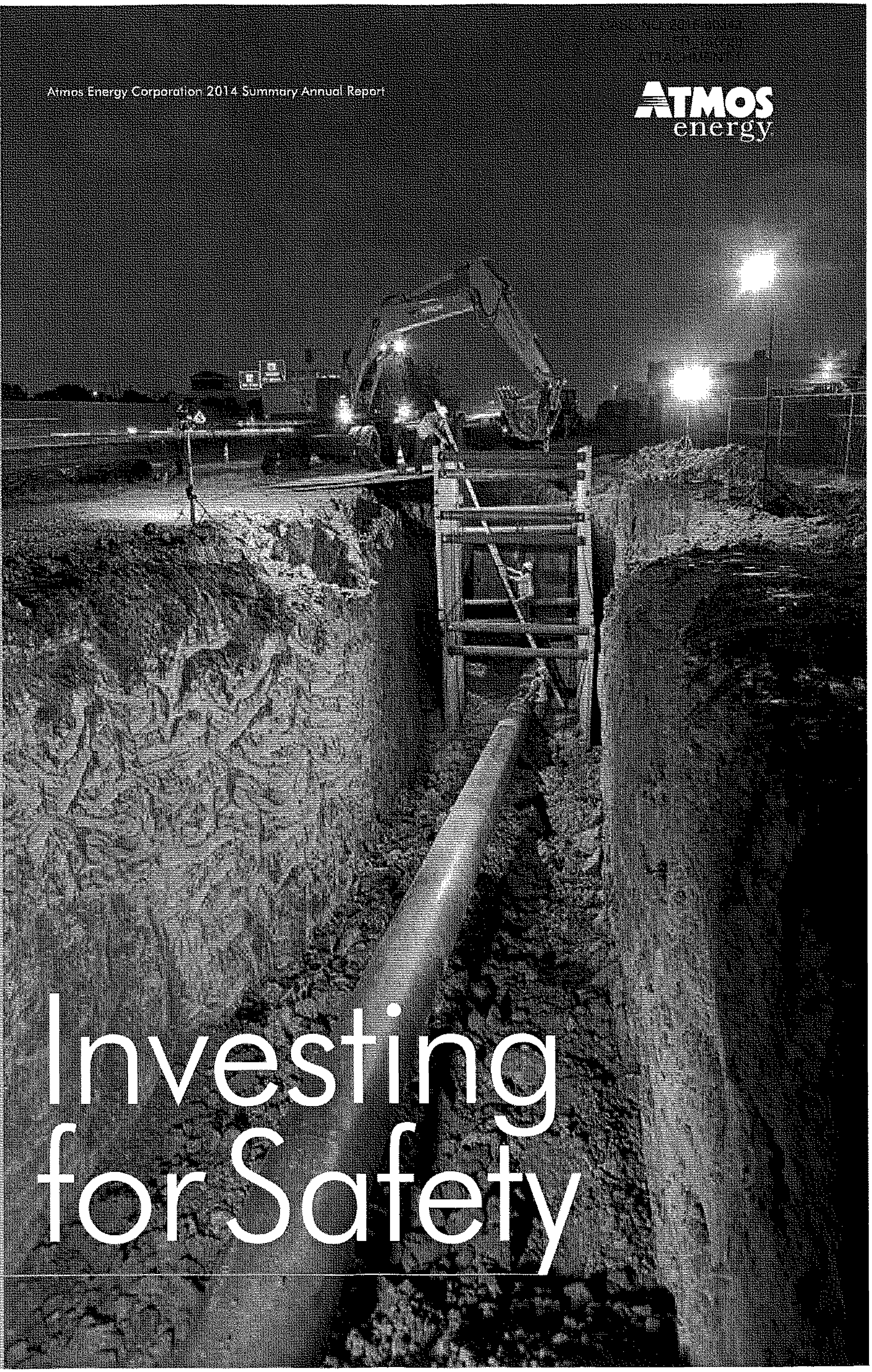
If you are a shareholder who would like to receive our *Summary Annual Report* and other company documents electronically in the future, please sign up for electronic distribution. It's convenient and easy, and it saves the costs to produce and distribute these materials.

To receive these documents by electronic delivery next year, please visit www.atmosenergy.com or www.proxyvote.com to give your consent. Please remember that accessing our *Summary Annual Report* and other company documents over the Internet may result in charges to you from your Internet service provider or telephone company.

ATMOS energy.

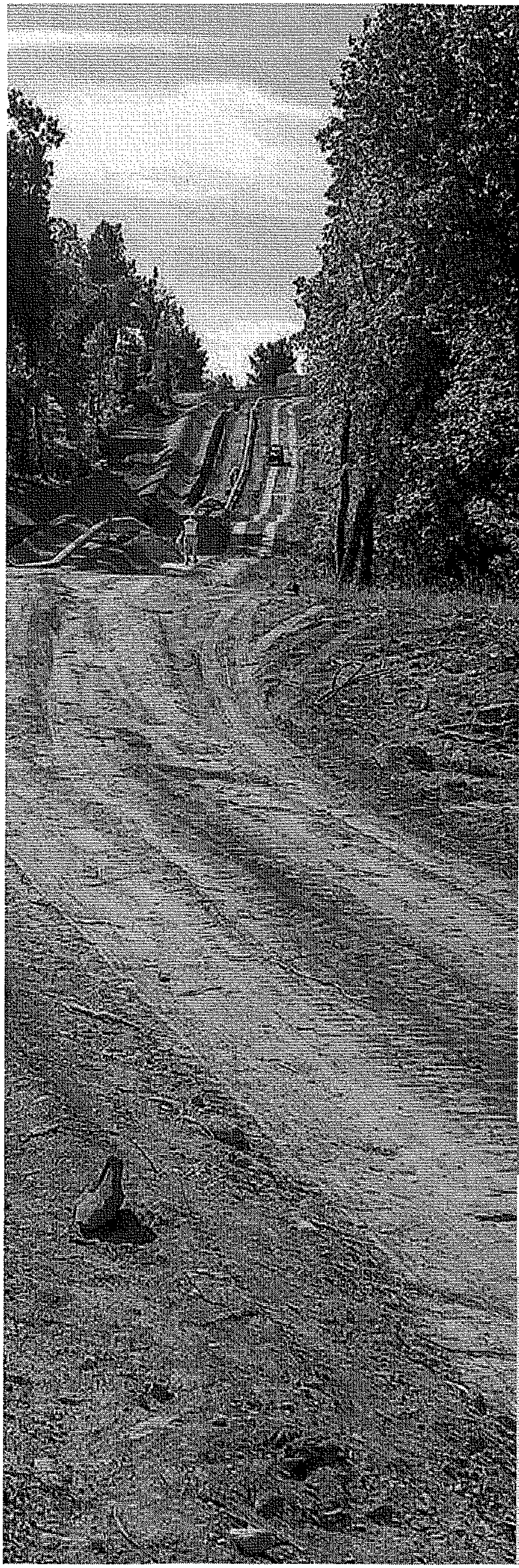
Atmos Energy Corporation
P.O. Box 650205
Dallas, Texas 75265-0205
atmosenergy.com

Atmos Energy Corporation 2014 Summary Annual Report



Investing for Safety

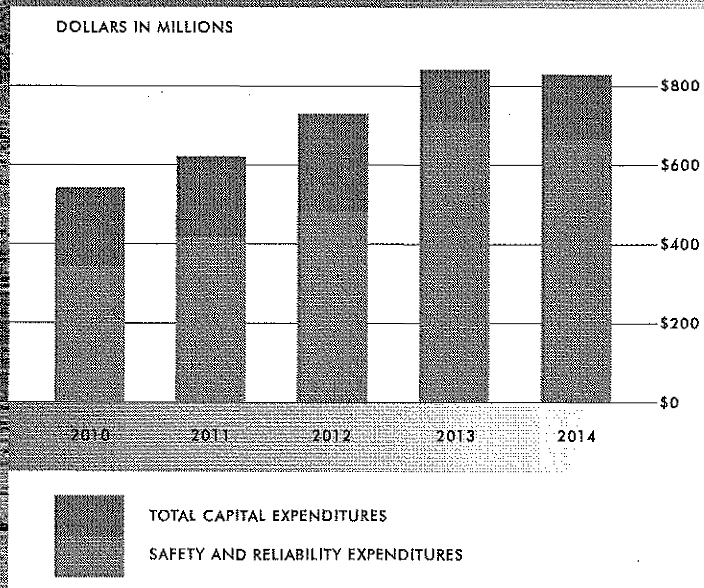
CASE NO. 2015-00343
FR_16(7)(l)
ATTACHMENT 1



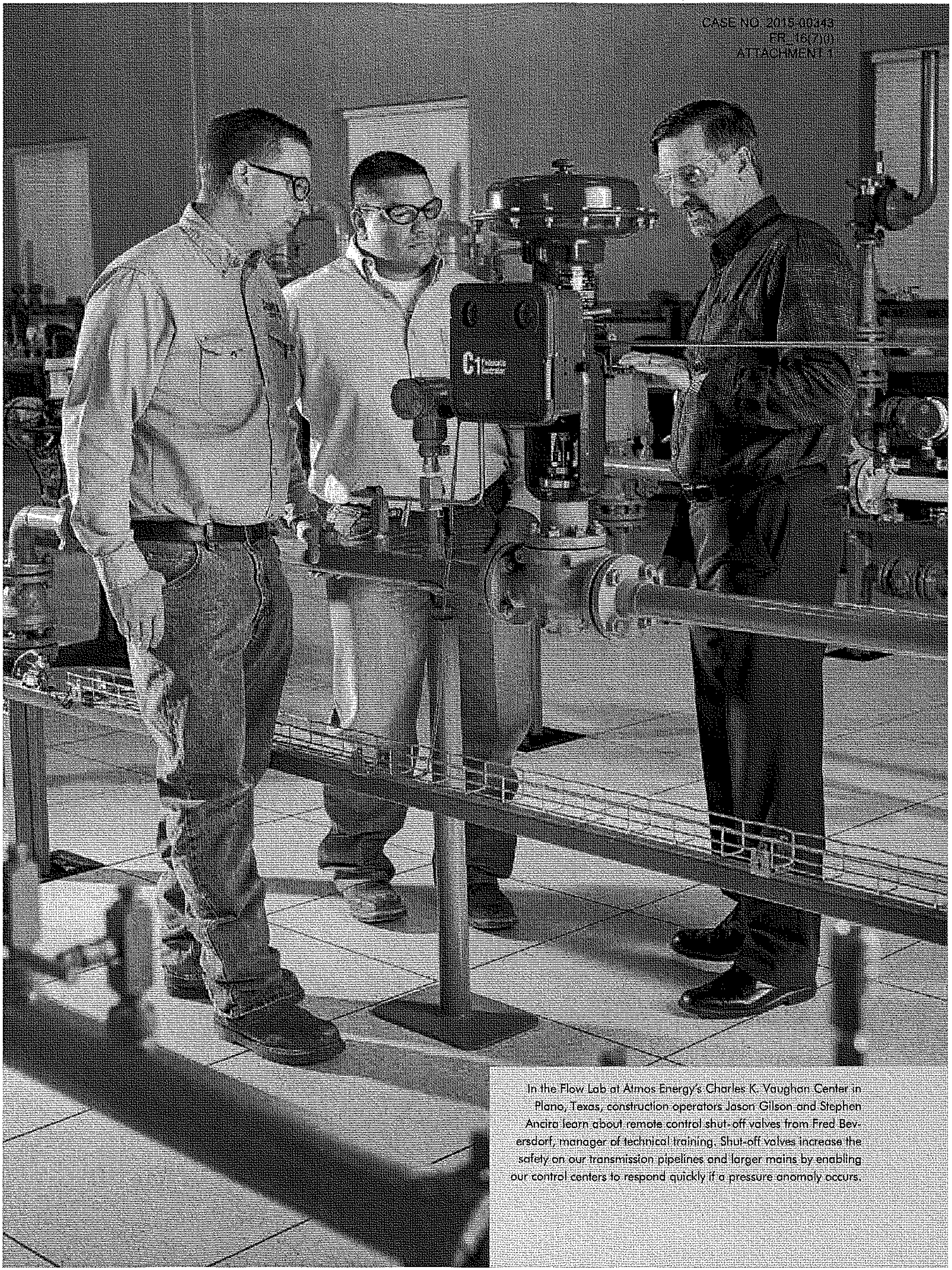
Never before has so much capital gone into modernizing the natural gas infrastructure in the United States.

Atmos Energy is a leader in pipeline modernization. Since 2007, it has invested about $5 billion dollars to renew and expand its distribution and transmission systems and to improve customer service. About 70 percent of that capital spending has been dedicated to increasing safety and reliability.

A LEADER IN MODERNIZATION



During fiscal 2014, Atmos Energy replaced nearly 475 miles of natural gas pipelines. Near Hopkinsville, Kentucky, the Kentucky/Mid-States Division installed 5.5 miles of coated steel pipe as the final phase of a multi-year project to replace some 25 miles of aging bare steel pipeline. The line brings gas to customers in area communities while supporting growth by industrial customers in nearby industrial parks. It effectively doubles the throughput of the former pipeline and allows more storage gas to be used from the company's nearby St. Charles storage field.



In the Flow Lab at Atmos Energy's Charles K. Vaughan Center in Plano, Texas, construction operators Jason Gilson and Stephen Ancira learn about remote control shut-off valves from Fred Beversdorf, manager of technical training. Shut-off valves increase the safety on our transmission pipelines and larger mains by enabling our control centers to respond quickly if a pressure anomaly occurs.

Investing for Safety

America's natural gas industry is pursuing an unprecedented program to enhance the safety, reliability and capacity of its 2.4 million miles of pipelines.

According to the U.S. Department of Transportation (DOT), pipelines rank as the country's safest mode of transportation.

The industry's outstanding safety record is the result of nearly 45 years of major pipeline improvements.

To enhance this excellent record, natural gas companies are planning to replace an estimated 8.4 percent of their 1.3 million miles of gas distribution pipelines and 6.8 percent of 895,000 miles of service lines.

Atmos Energy is a leader in pipeline modernization. Since 2007, it has invested about $5 billion dollars to renew and expand its distribution and transmission systems and to improve customer service. About 70 percent of that capital spending has been dedicated to increasing safety and reliability.

AMERICA'S SAFEST GAS COMPANY

"Our goal is to be the safest natural gas distributor in the nation," says Kim Cocklin, president and CEO of Atmos Energy Corporation.

"Our goal is more than an aspirational ideal. It is a commitment we make to our customers, communities, regulators and investors," he says. "Every employee has taken a pledge to strive to be incident-free every day."

To make a safe system even safer, Atmos Energy has fostered a "culture of safety" in the following ways:

- In 2010, Atmos Energy opened the Charles K. Vaughan Center, the finest technical training facility in the natural gas distribution industry.
- The company's training instructors are all seasoned experts with many years of operating experience.
- Its service technicians and construction operators continually train and recertify to meet federal Operator Qualification requirements.
- Its Coaching in the Moment safety program engages employees to be accountable not only for their own safety, but also to protect their fellow employees and others at a worksite.
- Its AtmoSpirit enculturation program for all employees stresses safety as the highest priority.

Atmos Energy has already removed all cast iron pipelines from its system in seven states. As part of our comprehensive pipeline infrastructure program, we will replace all remaining cast iron pipe.

Pipelines transport natural gas to more than **177 MILLION** Americans throughout the U.S.

"Realizing our goal to be the nation's safest gas utility requires us to invest significant amounts for rehabilitating, fortifying and replacing our regulated infrastructure," Cocklin says.

The company's fiscal 2015 capital expenditures are projected to be between $900 million and $1.0 billion, with more than 75 percent of these expenditures earmarked to improve safety and reliability. Capital spending in each of the fiscal years 2016 through 2018 should be between $900 million and $1.1 billion.

CALL TO ACTION

There are many reasons for modernizing aging pipelines at this time: industry initiatives, federal laws, safety concerns, regulatory directives, ratemaking mechanisms, environmental goals, energy efficiency, economic development, favorable debt and equity pricing, and low natural gas prices with abundant supplies.

Federal oversight of natural gas pipeline safety began with the Natural Gas Pipeline Safety Act of 1968. The law required the U.S. Department of Transportation to establish minimum safety standards for new pipeline facilities and for the transportation of natural gas.

In 2011, then-DOT Secretary Ray LaHood announced a national "Call to Action," directing the CEOs of pipeline companies to conduct a comprehensive review of their pipeline systems.

The secretary acknowledged that safety and regulatory needs vary in each state. But he called on state legislators and regulators to enact innovative rate structures that fit their unique circumstances.

LaHood emphasized the need for regulators to allow timely recovery of these replacement investments. He said that traditional ratemaking approaches can impede the imperative to make improvements.

The 50 states, which often set more stringent regulations than federal laws, have stepped up their own pipeline safety programs. The states have primary responsibility for regulating natural gas distribution systems and intrastate pipelines. Federal funding provides about half the cost of the states' pipeline inspection and enforcement programs, and this support has helped states focus on pipeline renewal.

SETTING PRIORITIES

The Pipeline and Hazardous Materials Safety Administration (PHMSA) within the DOT has identified cast iron and unprotected bare steel pipelines as the pipeline segments to begin replacing first.

These materials were once state-of-the-art technology, enhancing safety and reliability by displacing earlier piping materials like creosoted wood or clay pipe. However, pipelines have continually improved because of better pipe manufacturing, construction practices, and operation and maintenance.

Cast iron pipe was first used in the 1830s and continued being installed until the early 1950s.

Bare steel pipelines were used extensively for gas mains from the 1900s to the 1960s. Until pipeline coatings were required by federal mandate in 1970, some transmission and distribution operators continued to install bare steel pipelines, particularly in areas of the country with drier climates.

Atmos Energy has already removed all cast iron pipelines from its system in seven states. As part of our comprehensive pipeline infrastructure program, we will replace all remaining cast iron pipe and will rehabilitate or replace the remaining bare steel pipelines in our system.

ATMOS ENERGY INVESTING FOR SAFETY

Cast iron distribution mains top the list of pipelines scheduled for replacement across the country. Although some cast iron lines have operated safely for more than 100 years, aging iron pipe can turn brittle and crack if the ground shifts or the pipe is damaged by excavation. Behind houses in Highland Park, Texas, Juan Gomez (top right), a senior field construction coordinator, oversees replacing a cast iron main with high-density polyethylene pipe.


9TH ST
ATMOS
energy

We plan to replace between 450 and 500 miles of distribution pipelines, 70 to 90 miles of transmission pipelines and some 25,000 customer service lines during fiscal 2015.

ENSURING PIPELINE INTEGRITY

Although much of the nation's current natural gas infrastructure was installed before 1970, the effect of age is not the only factor—or the most significant one—for assessing a pipeline's fitness for service.

Along with the material that a pipe is made of, operators must consider construction practices and other factors that could affect pipeline integrity. Soil conditions, erosion, drought, rainfall, wind, tree roots, maintenance records, whether a line has a protective coating, the proximity to populated locations and data collected from a variety of inspection methods—all have a bearing on a pipeline's integrity.

In 2004, federal regulations began requiring operators of natural gas transmission pipelines to conduct integrity management programs for their pipeline systems. A similar regulation took effect for natural gas distribution pipelines in 2011.

Integrity management programs require a comprehensive examination of pipeline infrastructure. Federal and state rules require pipeline operators to assess threats to their system, apply risk analysis to grade the significance of those threats and take both preventative and mitigative actions to protect the public from incidents. Our integrity management plans are shared with the safety regulators in each of the states we serve.

Integrity management programs can involve running precise instruments through the pipeline, called pigging, to search for corrosion or cracks, excavating around the line to directly inspect the pipe's condition or performing a hydrostatic pressure test of a line segment to ensure it can withstand much higher-than-normal pressure.

A LONG-TERM UNDERTAKING

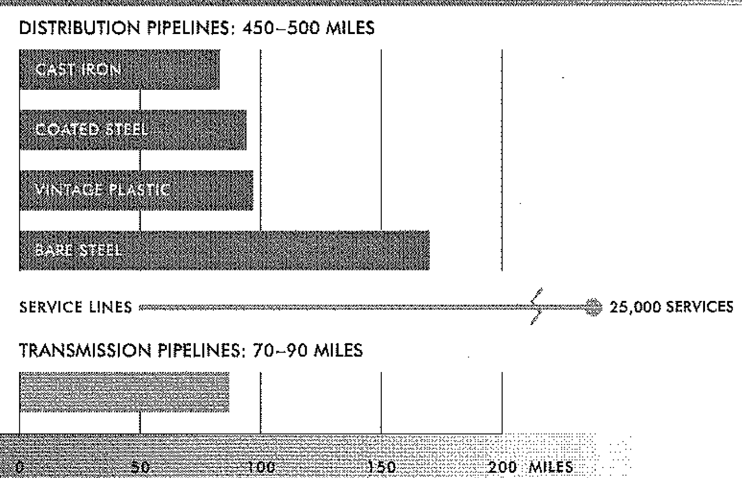
Based on risk analysis and integrity management data, Atmos Energy currently expects to replace its existing cast iron and most of its bare steel and vintage plastic pipelines during the next two decades. We also plan to continue replacing between 75 miles and 100 miles a year of older coated steel pipelines.

During fiscal 2014, Atmos Energy replaced about 375 miles of distribution pipelines, some 95 miles of transmission pipelines and approximately 23,000 service lines to customers' premises.

We plan to replace between 450 and 500 miles of distribution pipelines, 70 to 90 miles of transmission pipelines and some 25,000 customer service lines during fiscal 2015. Replacements of cast iron pipe in the Mid-Tex Division should increase by one-third, from about 60 miles in fiscal 2014 to about 80 miles in fiscal 2015.

Today, natural gas utilities spend more than **$19 BILLION** annually to help enhance the safety of natural gas delivery systems.

FISCAL 2015 PROJECTED PIPELINE REPLACEMENTS



ATMOS ENERGY: INVESTING FOR SAFETY

Replacing aging pipelines in communities involves a constant watch for safety and close coordination with local authorities, emergency officials and affected customers. In Gretna, Louisiana, a suburb of New Orleans, Atmos Energy is modernizing its distribution pipelines in older sections of the city by replacing bare steel pipe with high-density polyethylene pipe.

No matter the material or age of the pipe, replacement crews take extra precautions to maintain service to surrounding customers, provide for traffic control and communicate with emergency and city services.

39
STATES
have adopted accelerated infrastructure replacement programs.

The company has worked since the 1980s to remove its most vulnerable cast iron pipe, and eliminating the remaining sections is a key component of our comprehensive infrastructure program.

An American Gas Foundation study found in 2012 that replacing cast iron pipe costs from $1.5 million to $5 million a mile, on average. Replacing it requires close coordination with all city departments—streets, water, sewer, police and fire—and with other utilities that have lines running in the same corridors.

The majority of the pipeline mileage that Atmos Energy expects to replace is bare steel. Some 4,000 miles of this bare steel pipe do not have a low-current flow of electricity around them to stop corrosion of the metal. Cathodic protection on all new steel pipelines has been required by federal regulations since 1970, and it must be installed on bare steel pipe if any corrosion is ever found.

No matter the material or age of the pipe, replacement crews take extra precautions to maintain service to surrounding customers, provide for traffic control and communicate with emergency and city services.

PAYING FOR PROGRESS

Under traditional cost-of-service ratemaking, utility infrastructure investments are recovered after the investment is in the ground and the regulator approves the costs in a rate case. This process, which originated in the early years of the 20th century, can cause a long lag between when the company spends its dollars for infrastructure replacements and when it begins recovering the investment.

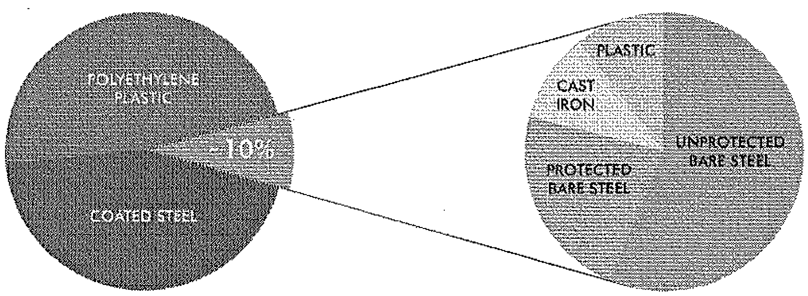
Under traditional ratemaking, when investments are subject to a long lag time from the investment to the recovery, the utility must bear the carrying costs without an opportunity to recover these prudent expenditures.

That ultimately translates into higher interest charges and requires a rate case to be filed each year, a time-consuming and costly activity for the utility and its customers.

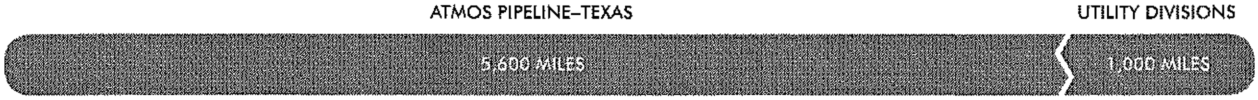
Therefore, timely cost recovery of all prudently incurred safety and reliability investments is of utmost importance to the financial stability of natural gas utilities.

ATMOS ENERGY CONTINUES TO FOCUS ON MODERNIZING ITS SYSTEM

DISTRIBUTION PIPELINES: 67,000 TOTAL MILES



TRANSMISSION PIPELINES: 6,600 TOTAL MILES



Atmos Energy inspected about 800 miles of pipelines in fiscal 2014 to ensure their fitness for service as part of our ongoing integrity management programs. Near Manor, Texas, Project Engineer Tatiana Perry discusses with a contractor preparations for a hydrostatic pressure test of a 30-inch transmission pipeline. After sealing off a section of the line, water is pumped in and pressurized to well above the line's maximum allowable operating pressure and then is held at that pressure for a minimum of eight hours. Stress testing the pipeline helps assure that it can meet federal and state regulations and can operate safely even under extreme conditions.

New or improved infrastructure reduces natural gas leaks, leading to greater safety and reliability, and it lowers ongoing expenses charged to customers for operation and maintenance.

INNOVATIVE RATEMAKING

Many utility regulators recognize the need to promptly, but efficiently, replace aging pipelines for greater safety as well as the enormous capital demands that natural gas pipeline operators face.

Today most of the states where Atmos Energy operates allow some form of accelerated rate treatment for expenses that are outsized, volatile and generally outside the utility's control. Rate mechanisms, as they are called, recover a wide variety of expenses.

Currently, 39 states allow rate mechanisms to recover replacement costs for natural gas pipelines and related infrastructure. That's an increase from only 11 states that permitted infrastructure improvement mechanisms in 2007.

Infrastructure improvement programs, cost trackers, rate surcharges and deferral accounts specifically allow the recovery of infrastructure investment costs as they occur. Annual formula ratemaking is more general with recovery of infrastructure investments, as well as other costs, between rate cases.

These infrastructure mechanisms promote the efficient recovery of the largest component in a natural gas utility's cost of service without pursuing contentious rate cases. And, virtually any rate mechanism can be reviewed and adjusted in the utility's next filed rate case.

As many public officials have concluded, keeping natural gas distributors financially healthy is vital. By allowing innovative rate treatment, regulators balance their duty to treat utility investors fairly and to ensure that customers receive safe, reliable and economical service.

In 2013, the National Association of Regulatory Utility Commissioners (NARUC) essentially ratified this approach. NARUC passed a resolution "that state commissions should explore, examine, and consider adopting alternative rate recovery mechanisms as necessary to accelerate the modernization, replacement and expansion of the nation's natural gas pipeline systems."

SUPPORTING SUSTAINABILITY

Regulators are approving alternative recovery mechanisms for natural gas infrastructure to foster other public policies, too, such as environmental improvement, energy efficiency and economic development.

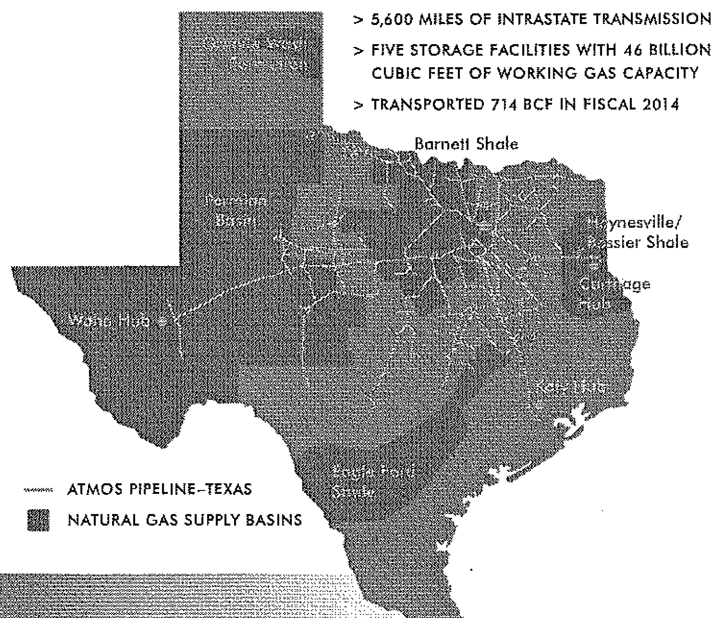
New or improved infrastructure reduces natural gas leaks, leading to greater safety and reliability, and it lowers ongoing expenses charged to customers for operation and maintenance.

Leaks reported by natural gas utilities to PHMSA have declined dramatically since 1991. Leaks on mains declined by 43 percent through 2010, and leaks on service lines went down 50 percent by 2010.

From 2010 to 2013, Atmos Energy's leak count fell by 43 percent, which was three times better than the national average.

When assessing the effects on the environment, natural gas is far superior to other fossil fuels. Electricity generated with natural gas is about 92 percent efficient per British thermal unit (Btu), compared with 32 percent efficiency for coal-fired generation. When comparing the total fuel cycle from wellhead to burner tip, natural gas comes out far ahead on saving energy and doing more work per unit of energy consumed.

REGULATED PIPELINE SPANS TEXAS

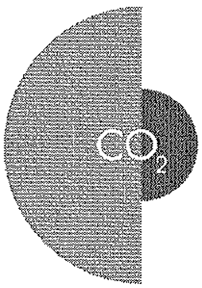


ATMOS ENERGY: INVESTING FOR SAFETY

Atmos Pipeline–Texas transports natural gas across the state of Texas primarily to serve our Mid-Tex Division and other local distribution companies. With continuing economic growth in the state, APT is enhancing its capabilities in the Waco-to-Austin corridor and other areas to assure high reliability to its customers and to connect new sources of natural gas at competitive prices.

Atmos Energy's pipeline infrastructure investments are occurring at an opportune time. Financing costs for both debt and equity have been favorable. And, the cost of natural gas has remained relatively low.

CO_2 AND OTHER EMISSIONS ARE MUCH LESS WITH NATURAL GAS THAN WITH COAL



COAL	NATURAL GAS
227,052,854 POUNDS OF CO_2 PER YEAR	91,743,152 POUNDS OF CO_2 PER YEAR
331,545 POUNDS OF NO_x PER YEAR	6,273 POUNDS OF NO_x PER YEAR
740,450 POUNDS OF SO_2 PER YEAR	784 POUNDS OF SO_2 PER YEAR

Source: American Clean Skies Foundation

Natural gas is the foundation fuel of our economy and meets 27 PERCENT of the nation's energy needs today.

FUELING THE FUTURE

Natural gas is the essential fuel to achieve key environmental goals of fewer pollutants and cleaner air. For this reason, major environmental groups support using more natural gas, especially to replace coal for generating electricity.

Approximately 28 percent of the electricity in the United States today is generated at 1,700 natural gas-fired power plants. Virtually all new power plants built during the past decade use natural gas for fuel because of its abundant domestic supply, low cost and low emissions.

With the rapid retirements of many coal-fired power plants, natural gas is becoming the country's foundation fuel source as well as the backup fuel to complement renewables development. To supply more gas-fired power plants, new natural gas pipelines and greater capacity on existing transmission lines are needed.

The U.S. Energy Information Administration projects that total natural gas consumption in the United States will grow from 25 trillion cubic feet (Tcf) a year today to 30 Tcf by 2040. This growth will be caused by the increased use of gas both to generate electricity and to fuel manufacturing and process industries.

In 2013, for example, Mississippi regulators adopted a policy to encourage more expansion of the state's natural gas infrastructure to attract industrial investment and to promote economic development. The state's Public Service Commission approved a Supplemental Growth Rider that allows Atmos Energy to spend up to $5 million a year on infrastructure expansions to support new industrial projects and added jobs.

Historically, it has been difficult to justify extending natural gas pipelines to certain industrial projects because the initial expected gas volumes and revenues were insufficient to pay for the investment. This new Mississippi program funds gas infrastructure investments for their first 10 years in service. Any new gas revenues generated by the investments will help recoup the cost of the program, which is being paid for by customers in Mississippi.

ADVANTAGEOUS TIMING

Atmos Energy's pipeline infrastructure investments are occurring at an opportune time. Financing costs for both debt and equity have been favorable. And, the cost of natural gas has remained relatively low.

Because of extremely low interest rates, issuing debt has been very attractive for companies, like Atmos Energy, that must raise hundreds of millions of dollars of new capital each year. The company has taken advantage of this opportunity not only to refinance its debt issues at lower prices, but also to lock in a portion of the interest rate on future debt refinancings.

At the same time, investors have expressed strong confidence in Atmos Energy's stock. Accordingly, the market price of Atmos Energy shares has risen during the period from October 1, 2010, to October 1, 2014, at a compounded average growth rate of approximately 13 percent a year.

Atmos Energy has issued more than 10.2 million shares of common stock during the past four fiscal years to raise additional capital and to keep its debt-to-capitalization ratio in balance.

ATMOS ENERGY: INVESTING FOR SAFETY

Brad McDaniel, senior service technician, reviews drawings of Atmos Energy's pipeline supplying gas to the new Yokohama Tire Company plant at West Point, Mississippi. Now in the first phase of a four-phase expansion program, the complex eventually will employ 2,000 workers and will exceed 100 acres under roof by 2018. Working with the Mississippi Public Service Commission, Atmos Energy secured a special economic development rider to help recover infrastructure costs that support new industry and jobs for the state.


ATMOS
YOKOHAMA
YOKOHAMA
YOKOHAMA TIRE
MANUFACTURING FACILITY


McELROY

Taking into account our significant future investments to modernize and expand our infrastructure, we forecast that an average residential customer's monthly gas bill should remain below $60 through fiscal 2018.

LOW CONSUMER GAS BILLS

North America's rapidly growing abundance of natural gas produced from shale formations is keeping gas supplies high and prices low.

The respected Potential Gas Committee's latest biennial assessment of the United States' natural gas resources found a total available future supply of 2,688 Tcf—more than a 100-year supply. It is the largest gas resource evaluation recorded in the committee's 48-year history.

Natural gas spot prices since October 2008 have remained in the range of $3 to $5 per 1,000 cubic feet (Mcf). By contrast, from 2003 to 2008, weekly spot prices had fluctuated from a low of about $4.50 to as much as $14.50 per Mcf. The U.S. Department of Energy forecasts spot prices will stay between $5 and $6 per Mcf through 2023.

As a result, the accelerated recovery of large pipeline infrastructure investments is having little effect on America's residential gas utility bills, in general, and on those of Atmos Energy's customers, in particular.

Since 2007, our average residential customer's monthly bill, on an annualized basis, has stayed below $60 and has been among the lowest household costs. Our average residential bill in fiscal 2014 was $57.

Taking into account our significant future investments to modernize and expand our infrastructure, we forecast that an average residential customer's monthly gas bill with normal consumption should remain below $60 through fiscal 2018. Our customers are essentially receiving significantly increased value at no increase in cost.

A CONSENSUS OF SUPPORT

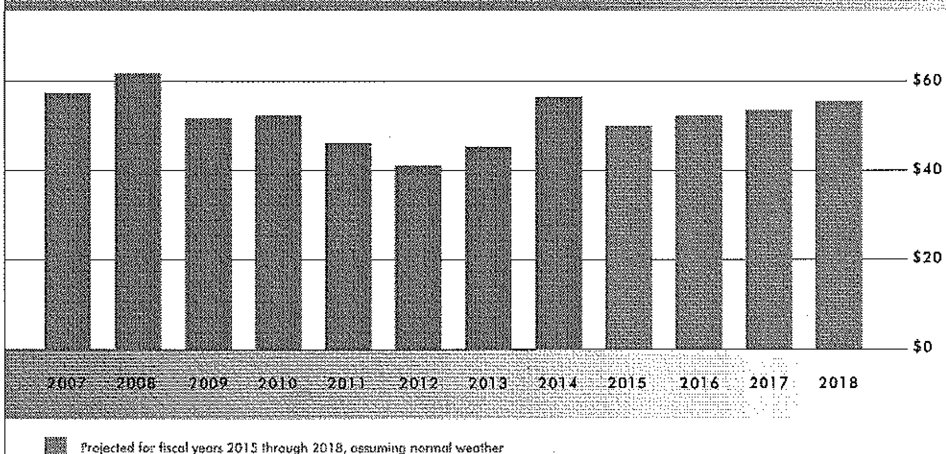
Our nation has many reasons to support pipeline infrastructure investments and many groups in favor of these programs: natural gas utilities, safety regulators, gas producers, royalty owners, pipeline operators, environmental groups, labor unions, major manufacturers, elected officials, civic leaders and consumers.

These groups realize that pipeline improvement programs benefit the American people in so many ways: public safety, energy reliability, abundant fuel supplies, environmental improvements, consumer savings, new jobs and economic development.

For Atmos Energy, our reasons to modernize and expand our core infrastructure encompass all of these. Our obligation to serve—safely, reliably and efficiently—our 1,400 communities and 3 million customers underlies why we are investing for safety.

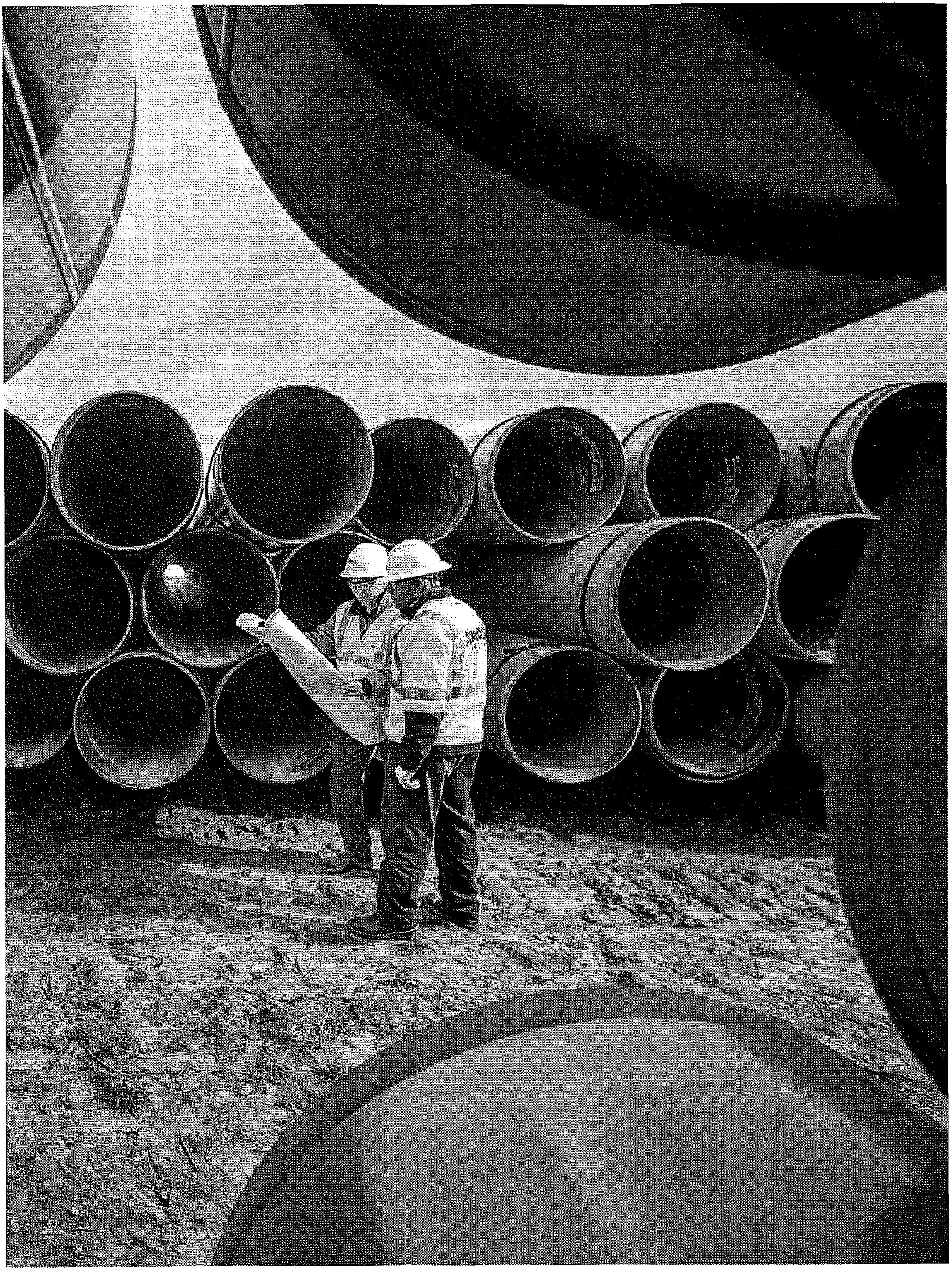
By 2015, low natural gas prices and an abundance of domestic gas supply should raise annual U.S. disposable household income by $2,000.

ATMOS ENERGY'S AVERAGE RESIDENTIAL CUSTOMER BILL REMAINS AFFORDABLE EVEN WITH PIPELINE MODERNIZATION INVESTMENTS



ATMOS ENERGY: INVESTING FOR SAFETY

A precision thermal fuser joins sections of high-density polyethylene pipe being installed along an Atmos Energy right of way. Advances in pipeline technology make new pipeline infrastructure not only much safer, but also more economical. Fused pipe joints are as strong as the pipe itself and should last for decades to prevent leaks and lower maintenance costs.



To Our Shareholders

Three years ago, we made a sea change in Atmos Energy's core growth strategy, and today it is benefiting our investors, customers and communities.

Kim R. Cocklin
President and Chief Executive Officer

Our strategy had been to grow through acquisitions of strategically situated natural gas distribution assets.

As our founding chairman, Charles K. Vaughan, noted last year on Atmos Energy's 30th anniversary, had he and the board of directors not staked out that strategy—one completely counterintuitive to the rest of the utility industry at the time—Atmos Energy would not have survived. The company was a regional gas utility in West Texas with little or no customer growth to sustain it.

By diversifying and growing through 10 major acquisitions over two decades, Charlie and his successor, Bob Best, built one of the largest and best-managed natural gas utility systems in the United States. Atmos Energy not only has remained independent, but also has prospered beyond all expectations. It has expanded into many states, and its regulated distribution and pipeline operations have produced steady growth in earnings and dividends.

Today Atmos Energy has amassed such a sound portfolio of integrated assets that investing in our own operations yields much better returns than acquiring more distribution assets. Our six regulated distribution divisions and our Texas regulated intrastate pipeline produce stable and predictable results for our investors, our customers and the communities we serve. Our nonregulated business also adds value to our portfolio of assets.

Although we do not rule out acquisitions, we are dedicated to growth for the foreseeable future from investing principally in our regulated assets.

A CLEAR FOCUS

Even more importantly, our growth strategy is designed to advance our goal of becoming the nation's safest natural gas utility.

Fortunately, the states we serve began recognizing the need to modernize infrastructure before the rest of the nation. Legislatures and regulatory authorities in our states have promulgated or approved rate design that encourages investments to replace or fortify infrastructure and significantly reduces the lag time in recovering those investments.

Today we are recovering and earning on approximately 91 percent of our infrastructure investments within six months after a test year ends and on 96 percent of our investments within 12 months.

This balanced regulatory treatment resulted in our capital spending in fiscal 2014 of $835.3 million. Our projected capital investments in fiscal 2015 should be between $900 million and $1.0 billion.

This significant level of capital spending will further our journey toward becoming the country's safest utility and will increase our future shareholder value.

FISCAL 2014 HIGHLIGHTS

$2.96
earnings per diluted share, a 12% increase over fiscal 2013

$1.48
per share annual dividend

15.5%
total shareholder return

$835.3
million in capital expenditures

$134.0
million annual approved operating income increase from rate activities

6.2%
reduced weighted average cost of long-term debt

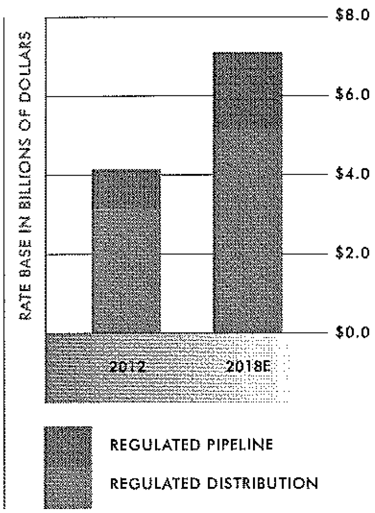
CREDIT UPGRADES
Standard & Poor's: A-
Moody's Investor Service: A2

Earnings Growth Through Infrastructure Investments and Rate Mechanisms

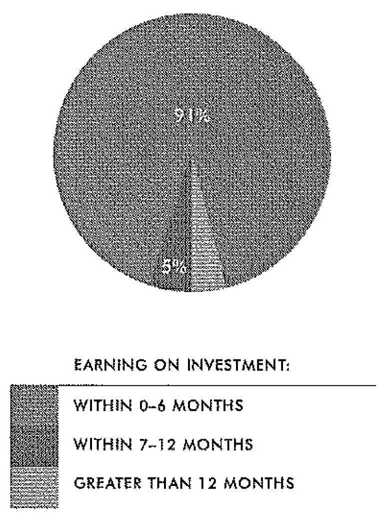
CONSTRUCTIVE REGULATORY MECHANISMS SUPPORT EFFICIENT CONVERSION OF OUR RATE-BASE GROWTH OPPORTUNITIES INTO OUR FINANCIAL RESULTS

$900 MILLION TO $1.1 BILLION IN ANNUAL CAPITAL INVESTMENTS THROUGH FISCAL 2018 + CONSTRUCTIVE RATE MECHANISMS REDUCING REGULATORY LAG = 6% TO 8% CONSOLIDATED EARNINGS-PER-SHARE GROWTH

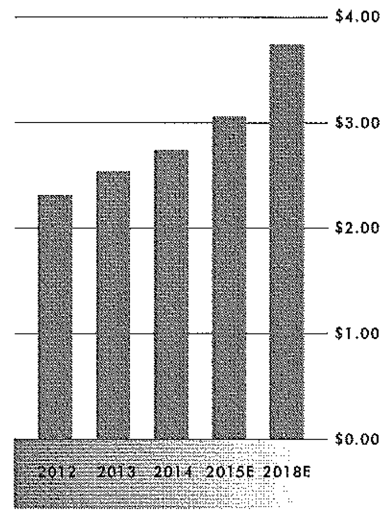
9%–10% COMPOUNDED AVERAGE GROWTH RATE



FISCAL 2015 ESTIMATED CAPITAL RECOVERY



6%–8% INCREASE ANNUALLY



EXCEPTIONAL RESULTS

In fiscal 2014, we achieved exceptional results that demonstrate the benefits of our realigned growth strategy.

Consolidated net income increased 19 percent from $243.2 million in fiscal 2013 to $289.8 million in fiscal 2014. Earnings per diluted share went up 32 cents, from $2.64 in fiscal 2013 to $2.96 in fiscal 2014. The year-over-year increase marked our 12th consecutive year of growth in earnings per share.

Dividends paid per share were $1.48, an increase of 8 cents, or 5.7 percent, over the previous year's dividend. Our payout ratio of between 50 percent and 55 percent remains below that of most utilities, allowing for continued annual increases in our dividend.

Total shareholder return in fiscal 2014 was 15.5 percent. Our three-year total return to shareholders since implementing our new strategy in fiscal 2012 was 63.8 percent. That compares with an average shareholder return among 11 "peer" companies during the same three-year period of 56.4 percent.

As a sign of confidence in the direction the company is headed, our board of directors in November 2014 increased the annual dividend again by 8 cents a share. The indicated dividend for fiscal 2015 is $1.56 a share. This marked our 31st consecutive annual dividend increase.

More than 75 percent of our capital expenditures in fiscal 2014 were dedicated to safety and reliability. Atmos Energy's total regulated rate base grew by $578.0 million to approximately $4.9 billion.

REGULATORY OUTCOMES

Our growth strategy is designed to increase the value of our regulated rate base between 9 percent and 10 percent on a compounded annual basis through fiscal 2018. The timely recovery of our infrastructure investments and regulated expenses through constructive regulatory mechanisms is the key driver of our financial results.

During fiscal 2014, we implemented new rates from 18 filings. When combined with regulatory deferrals, these rate outcomes should result in operating income increases of approximately $134.0 million.

About $115.2 million of these operating income increases resulted from filings in Texas, where almost 70 percent of our regulated assets are located.

We forecast adding during the next four fiscal years between $100 million and $135 million annually in operating income increases from rate adjustments.

WEATHER EFFECTS

Weather, which was 20 percent colder than normal in fiscal 2014, boosted the earnings of our regulated distribution segment, regulated pipeline segment and nonregulated segment. Six of the eight states we serve recorded the coldest heating season in the past 15 years.

The effects of colder weather increased the throughput for all three operating segments and added about $17.1 million, or 17 cents per diluted share, to fiscal 2014 consolidated net income.

Atmos Pipeline–Texas (APT), our intrastate natural gas transmission and storage system, transported 714 billion cubic feet of gas during fiscal 2014. APT's system overlays the prolific Barnett Shale natural gas basin and reaches other producing and shale-gas areas. Its pipelines span across Texas with connections to the state's three major natural gas hubs at Waha, Katy and Carthage.

APT has been adding capabilities to transport reliable and affordable gas supplies to serve primarily our Mid-Tex Division and other local gas distribution customers in Texas. These investments also help APT transport natural gas reliably to new and existing electric power plants and industrial facilities.

Higher natural gas consumption during fiscal 2014 also created more volatility in wholesale gas prices.

Our nonregulated segment was able to take great advantage of the market opportunities caused by the wider spreads in gas prices. Atmos Energy Marketing—which buys, sells and arranges transportation for large volumes of natural gas at competitive prices to major customers in some 20 states and to our own system—nearly tripled its year-over-year contributions to fiscal 2014 consolidated earnings.

Because we assume a return to normal weather in fiscal 2015, we do not anticipate our nonregulated segment repeating these results.

FINANCING

To raise additional capital, we sold 9.2 million shares of our common stock in February 2014 at $44.00 a share. We used the $390.2 million of net proceeds from the offering to fund infrastructure improvements, to repay short-term debt under our commercial paper program and to support other corporate needs.

In October 2014, we replaced $500 million of maturing 4.95 percent senior notes with $500 million of 4.125 percent senior notes due October 2044. The issuance will reduce our weighted average cost of long-term debt and will save about $8 million annually in interest expense.

We also have taken advantage of historically low interest rates to lock in Treasury yield components of interest rates for two planned future refinancings for retiring debt. For our $250 million of 6.35 percent 10-year senior notes maturing in June 2017, the Treasury component of the future issue will effectively be fixed at 3.367 percent. The Treasury component for refinancing our $450 million of 8.50 percent 10-year senior notes that mature in March 2019 will effectively be fixed at 3.857 percent. The refinancings will lower our weighted average cost of debt and will extend weighted average maturities.

At the end of the fiscal year on September 30, 2014, our balance sheet was strong with a debt-to-total-capitalization ratio of 46.2 percent. We had nearly $1.2 billion in available liquidity to meet our expected financial requirements.

Rating agencies have recognized the strengths of our balance sheet, constructive regulatory outcomes and peer-leading growth in earnings per share. Our corporate credit ratings were upgraded during the fiscal year by Moody's Investors Service from Baa1 to A2 and by Standard & Poor's from BBB+ to A-.

OUTLOOK

We have issued Atmos Energy's fiscal 2015 earnings guidance to be between $2.90 and $3.05 per diluted share, excluding net unrealized margins.

Our capital expenditures for fiscal 2015 through fiscal 2018 are projected to be between $900 million and $1.1 billion annually. We expect to finance this growth through $800 million to $1.0 billion of incremental financing.

In turn, we forecast that the value of our rate base will increase at a compounded annual growth rate from fiscal 2012 to fiscal 2018 of between 9 percent and 10 percent, with a total value by the end of fiscal 2018 of between $7.2 billion and $7.4 billion.

Earnings growth of 6 percent to 8 percent, combined with a dividend yield in the range of 3 percent, should provide our shareholders an attractive total annual return between 9 percent and 11 percent.

Significantly, the approximately $4 billion we plan to invest in infrastructure improvements during the next four fiscal years should have little effect on our customers' total bills. With delivered natural gas prices forecast to remain stable in the range of $5 to $6 per 1,000 cubic feet and assuming normal weather, our average residential customer's monthly bill should remain well below $60.

AMERICA'S SAFEST GAS COMPANY

In this annual report, we discuss the significant level of capital expenditures we are making in all the states we serve to modernize and expand our natural gas transmission and delivery system. We are a leader in our industry in pursuing these improvements and are proud of the exceptional efforts by our employees to achieve these results.

Our goal is to be the safest natural gas company in America. It is a continuing journey toward that goal, but we are fully committed and well on our way to achieving that distinction. It is a goal that will protect and benefit our customers, communities, employees and investors for decades to come.

Kim R. Cocklin

Kim R. Cocklin
President and Chief Executive Officer
November 24, 2014

CASE NO. 2016-00343
[illegible]
ATTACHMENT 1

CASE NO. 2015-00343
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ATTACHMENT 1

Financial Highlights

Year Ended September 30 — Dollars in thousands, except per share data	2014	2013	Change
Operating revenues	$ 4,940,916	$ 3,875,460	27.5%
Gross profit	$ 1,582,426	$ 1,412,050	12.1%
Regulated distribution net income — continuing operations	$ 171,585	$ 150,856	13.7%
Regulated distribution net income — discontinued operations	—	12,851	(100.0)%
Regulated pipeline net income	86,191	68,260	26.3%
Nonregulated net income — continuing operations	32,041	11,582	176.6%
Nonregulated net loss — discontinued operations	—	(355)	100.0%
Total	$ 289,817	$ 243,194	19.2%
Total assets	$ 8,594,704	$ 7,934,268	8.3%
Total capitalization*	$ 5,542,218	$ 5,036,080	10.1%
Net income per share from continuing operations — diluted	$ 2.96	$ 2.50	18.4%
Net income per share from discontinued operations — diluted	$ —	$ 0.14	(100.0)%
Net income per share — diluted	$ 2.96	$ 2.64	12.1%
Cash dividends per share	$ 1.48	$ 1.40	5.7%
Book value per share at end of year	$ 30.74	$ 28.47	8.0%
Regulated distribution throughput — continuing operations (MMcf)	451,803	392,306	15.2%
Regulated distribution throughput — discontinued operations (MMcf)	—	4,731	(100.0)%
Consolidated regulated distribution throughput (MMcf)	451,803	397,037	13.8%
Consolidated regulated pipeline transportation volumes (MMcf)	493,360	467,178	5.6%
Consolidated nonregulated delivered gas sales volumes (MMcf)	377,441	343,669	9.8%
Meters in service at end of year	3,115,069	3,011,980	3.4%
Return on average shareholders' equity	9.9%	9.7%	2.1%
Shareholders' equity as a percentage of total capitalization (including short-term debt) at end of year	53.8%	47.8%	12.6%
Shareholders of record	15,807	16,662	(5.1)%
Weighted average shares outstanding — diluted (000s)	97,608	91,711	6.4%

*Total capitalization represents the sum of shareholders' equity and long-term debt, excluding current maturities.

Summary Annual Report

The financial information presented in this report about Atmos Energy Corporation is condensed. Our complete financial statements, including notes as well as management's discussion and analysis of our financial condition and results of operations, are presented in our *Annual Report on Form 10-K*. Atmos Energy's chief executive officer and its chief financial officer have executed all certifications with respect to the financial statements contained therein and have completed management's report on internal control over financial reporting, which are required under the Sarbanes-Oxley Act of 2002 and related rules and regulations of the Securities and Exchange Commission. Investors may request, without charge, our *Annual Report on Form 10-K* for the fiscal year ended September 30, 2014, by calling Investor Relations at 972-855-3729 between 8 a.m. and 5 p.m. Central time. Our *Annual Report on Form 10-K* also is available on Atmos Energy's website at www.atmosenergy.com. Additional investor information is presented on pages 31 and 32 of this report.

Natural gas pipeline operators are benefiting from significant improvements in both plastic and steel pipe. High-density polyethylene pipe is now being used for many duties that had required the tensile strength and pressure capacity of metal. Equally important, advances in alloys, coatings and manufacturing methods are producing coated-steel pipe that is even stronger and more resistant to corrosion. As a result, replacement and expansion pipelines now being installed by Atmos Energy and other pipeline operators should be safer, last longer and require less maintenance.

Atmos Energy at a Glance

Year Ended September 30	2014	2013
Meters in service		
Residential	2,846,664	2,755,831
Commercial	258,404	244,652
Industrial	1,530	1,500
Public authority and other	8,471	9,997
Total meters	3,115,069	3,011,980
Heating degree days*		
Actual (weighted average)	2,685	2,729
Percent of normal	102%	103%
Regulated distribution sales volumes — continuing operations (MMcf)		
Residential	187,431	154,823
Commercial	105,074	88,850
Industrial	15,746	15,678
Public authority and other	9,069	9,811
Total	317,320	269,162
Regulated distribution transportation volumes — continuing operations (MMcf)	147,776	136,357
Total regulated distribution throughput — continuing operations (MMcf)	465,096	405,519
Regulated distribution sales volumes — discontinued operations (MMcf)	—	3,611
Regulated distribution transportation volumes — discontinued operations (MMcf)	—	1,120
Intersegment activity (MMcf)	(13,293)	(13,213)
Consolidated regulated distribution throughput (MMcf)	451,803	397,037
Consolidated regulated pipeline transportation volumes (MMcf)	493,360	467,178
Consolidated nonregulated delivered gas sales volumes (MMcf)	377,441	343,669
Operating revenues (000s)		
Regulated distribution sales revenues		
Residential	$ 1,933,099	$ 1,512,495
Commercial	876,042	661,930
Industrial	90,536	81,155
Public authority and other	64,779	60,557
Total regulated distribution sales revenues	2,964,456	2,316,137
Transportation revenues	64,049	55,938
Other gas revenues	27,707	22,343
Total regulated distribution revenues	3,056,212	2,394,418
Regulated pipeline revenues	92,166	89,011
Nonregulated revenues	1,792,538	1,392,031
Total operating revenues (000s)	$ 4,940,916	$ 3,875,460
Other statistics		
Gross plant (000s)	$ 8,447,700	$ 7,722,019
Net plant (000s)	$ 6,725,906	$ 6,030,655
Miles of pipe	73,248	72,884
Employees	4,761	4,720

* Heating degree days are adjusted for service areas with weather-normalized operations.

Condensed Consolidated Balance Sheets

Year Ended September 30 — Dollars in thousands, except share data	2014	2013
Assets		
Property, plant and equipment	$ 8,200,121	$ 7,446,272
Construction in progress	247,579	275,747
	8,447,700	7,722,019
Less accumulated depreciation and amortization	1,721,794	1,691,364
Net property, plant and equipment	6,725,906	6,030,655
Current assets		
Cash and cash equivalents	42,258	66,199
Accounts receivable, less allowance for doubtful accounts of $23,992 in 2014 and $20,624 in 2013	343,400	301,992
Gas stored underground	278,917	244,741
Other current assets	111,265	64,201
Total current assets	775,840	677,133
Goodwill	742,029	741,363
Deferred charges and other assets	350,929	485,117
	$ 8,594,704	$ 7,934,268
Capitalization and Liabilities		
Shareholders' equity		
Common stock, no par value (stated at $.005 per share); 200,000,000 shares authorized; issued and outstanding: 2014 – 100,388,092 shares, 2013 – 90,640,211 shares	$ 502	$ 453
Additional paid-in capital	2,180,151	1,765,811
Accumulated other comprehensive income (loss)	(12,393)	38,878
Retained earnings	917,972	775,267
Shareholders' equity	3,086,232	2,580,409
Long-term debt	2,455,986	2,455,671
Total capitalization	5,542,218	5,036,080
Current liabilities		
Accounts payable and accrued liabilities	311,604	241,611
Other current liabilities	402,351	368,891
Short-term debt	196,695	367,984
Total current liabilities	910,650	978,486
Deferred income taxes	1,286,616	1,164,053
Regulatory cost of removal obligation	445,387	359,299
Pension and postretirement liabilities	340,963	358,787
Deferred credits and other liabilities	68,870	37,563
	$ 8,594,704	$ 7,934,268

Condensed Consolidated Statements of Income

Year Ended September 30 — Dollars in thousands, except per share data	2014	2013	2012
Operating revenues			
Regulated distribution segment	$ 3,061,546	$ 2,399,493	$ 2,145,330
Regulated pipeline segment	318,459	268,900	247,351
Nonregulated segment	2,067,292	1,587,914	1,348,982
Intersegment eliminations	(506,381)	(380,847)	(305,501)
	4,940,916	3,875,460	3,436,162
Purchased gas cost			
Regulated distribution segment	1,885,031	1,318,257	1,122,587
Regulated pipeline segment	—	—	—
Nonregulated segment	1,979,337	1,524,583	1,293,858
Intersegment eliminations	(505,878)	(379,430)	(304,022)
	3,358,490	2,463,410	2,112,423
Gross profit	1,582,426	1,412,050	1,323,739
Operating expenses			
Operation and maintenance	505,154	488,020	453,613
Depreciation and amortization	253,987	235,079	237,525
Taxes, other than income	211,936	187,072	181,073
Asset impairments	—	—	5,288
Total operating expenses	971,077	910,171	877,499
Operating income	611,349	501,879	446,240
Miscellaneous expense, net	(5,235)	(197)	(14,644)
Interest charges	129,295	128,385	141,174
Income from continuing operations before income taxes	476,819	373,297	290,422
Income tax expense	187,002	142,599	98,226
Income from continuing operations	289,817	230,698	192,196
Income from discontinued operations, net of tax ($0, $3,986 and $10,066)	—	7,202	18,172
Gain on sale of discontinued operations, net of tax ($0, $2,909 and $3,519)	—	5,294	6,349
Net income	$ 289,817	$ 243,194	$ 216,717
Basic earnings per share			
Income per share from continuing operations	$ 2.96	$ 2.54	$ 2.12
Income per share from discontinued operations	—	0.14	0.27
Net income per share — basic	$ 2.96	$ 2.68	$ 2.39
Diluted earnings per share			
Income per share from continuing operations	$ 2.96	$ 2.50	$ 2.10
Income per share from discontinued operations	—	0.14	0.27
Net income per share — diluted	$ 2.96	$ 2.64	$ 2.37
Weighted average shares outstanding:			
Basic	97,606	90,533	90,150
Diluted	97,608	91,711	91,172

Condensed Consolidated Statements of Cash Flows

Year Ended September 30 — Dollars in thousands	2014	2013	2012
Cash Flows from Operating Activities			
Net income	$ 289,817	$ 243,194	$ 216,717
Adjustments to reconcile net income to net cash provided by operating activities:			
Asset impairments	—	—	5,288
Gain on sale of discontinued operations	—	(8,203)	(9,868)
Depreciation and amortization:			
Charged to depreciation and amortization	253,987	236,928	246,093
Charged to other accounts	969	679	484
Deferred income taxes	189,952	141,336	104,319
Stock-based compensation	25,531	17,814	19,222
Debt financing costs	9,409	8,480	8,147
Other	(428)	(2,887)	(493)
Changes in assets and liabilities	(29,251)	(24,214)	(2,992)
Net cash provided by operating activities	739,986	613,127	586,917
Cash Flows Used in Investing Activities			
Capital expenditures	(835,251)	(845,033)	(732,858)
Proceeds from the sale of discontinued operations	—	153,023	128,223
Other, net	(2,325)	(4,904)	(4,625)
Net cash used in investing activities	(837,576)	(696,914)	(609,260)
Cash Flows from Financing Activities			
Net increase (decrease) in short-term debt	(165,865)	(208,070)	354,141
Net proceeds from issuance of long-term debt	—	493,793	—
Net proceeds from equity offering	390,205	—	—
Settlement of Treasury lock agreements	—	(66,626)	—
Repayment of long-term debt	—	(131)	(257,034)
Cash dividends paid	(146,248)	(128,115)	(125,796)
Repurchase of common stock	—	—	(12,535)
Repurchase of equity awards	(8,717)	(5,150)	(5,219)
Issuance of common stock	4,274	46	1,606
Net cash provided by (used in) financing activities	73,649	85,747	(44,837)
Net increase (decrease) in cash and cash equivalents	(23,941)	1,960	(67,180)
Cash and cash equivalents at beginning of year	66,199	64,239	131,419
Cash and cash equivalents at end of year	$ 42,258	$ 66,199	$ 64,239

Report of Independent Registered Public Accounting Firm on Condensed Financial Statements

The Board of Directors and Shareholders of Atmos Energy Corporation

We have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the consolidated balance sheets of Atmos Energy Corporation at September 30, 2014 and 2013, and the related consolidated statements of income, comprehensive income, shareholders' equity, and cash flows for each of the three years in the period ended September 30, 2014 (not presented separately herein); and in our report dated November 6, 2014, we expressed an unqualified opinion on those consolidated financial statements.

In our opinion, the information set forth in the accompanying condensed consolidated financial statements as of September 30, 2014 and 2013 and for each of the three years in the period ended September 30, 2014 (presented on pages 23 through 25) is fairly stated, in all material respects, in relation to the consolidated financial statements from which it has been derived.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the effectiveness of Atmos Energy Corporation's internal control over financial reporting as of September 30, 2014, based on criteria established in Internal Control—Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (1992 framework) and our report dated November 6, 2014 (not presented separately herein) expressed an unqualified opinion thereon.

Ernst & Young LLP

Dallas, Texas
November 6, 2014

Condensed Financial and Statistical Summary 2010–2014

Year Ended September 30	2014	2013	2012	2011	2010
Balance Sheet Data at September 30 (000s)					
Capital expenditures	$ 835,251	$ 845,033	$ 732,858	$ 622,965	$ 542,636
Net property, plant and equipment	6,725,906	6,030,655	5,475,604	5,147,918	4,793,075
Working capital	(134,810)	(301,353)	(447,992)	143,355	(290,887)
Total assets	8,594,704	7,934,268	7,495,675	7,282,871	6,763,791
Shareholders' equity	3,086,232	2,580,409	2,359,243	2,255,421	2,178,348
Long-term debt, excluding current maturities	2,455,986	2,455,671	1,956,305	2,206,117	1,809,551
Total capitalization	5,542,218	5,036,080	4,315,548	4,461,538	3,987,899
Income Statement Data					
Operating revenues (000s)	$ 4,940,916	$ 3,875,460	$ 3,436,162	$ 4,286,435	$ 4,661,060
Gross profit (000s)	1,582,426	1,412,050	1,323,739	1,300,820	1,314,136
Income from continuing operations (000s)	289,817	230,698	192,196	189,588	189,851
Income from discontinued operations, net of tax (000s)	—	12,496	24,521	18,013	15,988
Net income (000s)	289,817	243,194	216,717	207,601	205,839
Income per share from continuing operations—diluted	2.96	2.50	2.10	2.07	2.03
Income per share from discontinued operations—diluted	—	0.14	0.27	0.20	0.17
Net income per diluted share	2.96	2.64	2.37	2.27	2.20
Common Stock Data					
Shares outstanding (000s)					
End of year	100,388	90,640	90,240	90,296	90,164
Weighted average—diluted	97,608	91,711	91,172	90,652	92,422
Cash dividends per share	$ 1.48	$ 1.40	$ 1.38	$ 1.36	$ 1.34
Shareholders of record	15,807	16,662	17,775	18,680	19,738
Market price—High	$ 53.40	$ 45.19	$ 36.94	$ 34.98	$ 30.06
Low	$ 41.08	$ 33.20	$ 30.60	$ 28.87	$ 26.41
End of year	$ 47.70	$ 42.59	$ 35.79	$ 32.45	$ 29.25
Book value per share at end of year	$ 30.74	$ 28.47	$ 26.14	$ 24.98	$ 24.16
Price/Earnings ratio at end of year	16.11	16.13	15.10	14.30	13.30
Market/Book ratio at end of year	1.55	1.50	1.37	1.30	1.21
Annualized dividend yield at end of year	3.1%	3.3%	3.9%	4.2%	4.6%
Customers and Volumes (as metered)					
Consolidated regulated distribution sales volumes (MMcf)	317,320	272,773	255,725	289,927	322,628
Consolidated regulated distribution transportation volumes (MMcf)	134,483	124,264	135,258	134,093	131,547
Consolidated regulated distribution throughput (MMcf)	451,803	397,037	390,983	424,020	454,175
Consolidated regulated pipeline transportation volumes (MMcf)	493,360	467,178	466,527	435,012	428,599
Consolidated nonregulated delivered gas sales volumes (MMcf)	377,441	343,669	351,628	384,799	353,853
Meters in service at end of year	3,115,069	3,011,980	3,116,589	3,213,191	3,186,040
Regulated distribution average cost of gas per Mcf sold	$ 5.94	$ 4.91	$ 4.64	$ 5.30	$ 5.77
Regulated distribution average transportation fee per Mcf	$ 0.47	$ 0.45	$ 0.43	$ 0.46	$ 0.46
Statistics					
Return on average shareholders' equity	9.9%	9.7%	9.3%	9.1%	9.1%
Number of employees	4,761	4,720	4,759	4,949	4,913
Net regulated distribution plant per meter	$ 1,670	$ 1,567	$ 1,468	$ 1,362	$ 1,243
Regulated distribution operation and maintenance expense per meter	$ 124	$ 126	$ 118	$ 111	$ 114
Meters per employee—regulated distribution	679	662	680	676	676
Times interest earned before income taxes	4.63	4.01	3.27	3.13	3.09

Atmos Energy Officers

Senior Management Team

Kim R. Cocklin
President and
Chief Executive Officer

Bret J. Eckert
Senior Vice President and
Chief Financial Officer

Louis P. Gregory
Senior Vice President,
General Counsel and
Corporate Secretary

Michael E. Haefner
Senior Vice President,
Human Resources

Marvin L. Sweetin
Senior Vice President,
Utility Operations

Regulated Divisions

J. Kevin Akers
President,
Kentucky/Mid-States Division

Richard A. Erskine
President,
Atmos Pipeline–Texas Division

David E. Gates
President,
Mississippi Division

Gary W. Gregory
President,
Colorado-Kansas Division

Tom S. Hawkins, Jr.
President,
Louisiana Division

John A. Paris
President,
Mid-Tex Division

David J. Park
President,
West Texas Division

Atmos Energy Officers

Nonregulated Operations

Mark S. Bergeron
President,
Atmos Energy Holdings, Inc.

Shared Services

Verlon R. Aston, Jr.
Vice President,
Governmental and
Public Affairs

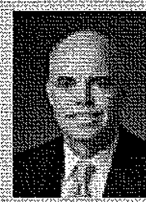
Clay C. Cash
Vice President,
Customer Service

Christopher T. Forsythe
Vice President and Controller

Susan K. Giles
Vice President,
Investor Relations

Richard J. Gius
Vice President and
Chief Information Officer

Shared Services (continued)



Conrad E. Gruber
Vice President,
Strategic Planning

Kenneth M. Malter
Vice President,
Gas Supply and Services

John S. McDill
Vice President,
Pipeline Safety

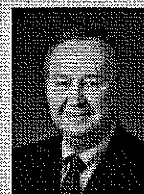
Edward Pace McDonald IV
Vice President, Tax

Daniel M. Meziere
Vice President and Treasurer

Board of Directors

Robert W. Best
Chairman of the Board,
Atmos Energy Corporation
Dallas, Texas
Board member since 1997
Committee: Executive (Chair)

Kim R. Cocklin
President and
Chief Executive Officer,
Atmos Energy Corporation
Dallas, Texas
Board member since 2009



Richard W. Douglas
Executive Vice President,
Jones Lang LaSalle LLC
Dallas, Texas
Board member since 2007
Committees: Human Resources, Nominating and Corporate Governance, Work Session/Annual Meeting

Ruben E. Esquivel
Vice President for Community and Corporate Relations, UT Southwestern Medical Center
Dallas, Texas
Board member since 2008
Committees: Audit, Human Resources

Richard K. Gordon
General Partner,
Juniper Capital LP and
Juniper Energy LP
Houston, Texas
Board member since 2001
Committees: Human Resources (Chair), Executive, Nominating and Corporate Governance

Robert C. Grable
Partner, Kelly Hart & Hallman LLP
Fort Worth, Texas
Board member since 2009
Committees: Audit, Human Resources, Work Session/Annual Meeting

Dr. Thomas C. Meredith
President, Effective Leadership LLC
Oxford, Mississippi
Board member since 1995
Committees: Work Session/Annual Meeting (Chair), Executive, Human Resources, Nominating and Corporate Governance

Nancy K. Quinn
Independent Energy Consultant
Key Biscayne, Florida
Board member since 2004
Lead Director since 2013
Committees: Audit (Chair), Executive, Nominating and Corporate Governance

Richard A. Sampson
General Partner and Founder,
RS Core Capital, LLC
Denver, Colorado
Board member since 2012
Committees: Audit, Human Resources

Stephen R. Springer
Retired Senior Vice President and General Manager,
Midstream Division,
The Williams Companies, Inc.
Fort Myers Beach, Florida
Board member since 2005
Committee: Work Session/Annual Meeting

Richard Ware II
Chairman and President,
Amarillo National Bank
Amarillo, Texas
Board member since 1994
Committees: Nominating and Corporate Governance (Chair), Audit, Executive, Work Session/Annual Meeting

Charles K. Vaughan
Honorary Director,
Retired Chairman of the Board and
Retired Lead Director,
Atmos Energy Corporation
Dallas, Texas
Board member from 1983 to 2012

Corporate Information

Common Stock Listing
New York Stock Exchange. Trading symbol: ATO

Stock Transfer Agent and Registrar
American Stock Transfer & Trust Company, LLC
Operations Center
6201 15th Avenue
Brooklyn, New York 11219
800-543-3038

To inquire about your Atmos Energy common stock, please call AST at the telephone number above. You may use the agent's interactive voice response system 24 hours a day to learn about transferring stock or to check your recent account activity, all without the assistance of a customer service representative. Please have available your Atmos Energy shareholder account number and your Social Security or federal taxpayer ID number.

To speak to an AST customer service representative, please call the same number between 8 a.m. and 8 p.m. Eastern time, Monday through Thursday, or 8 a.m. to 5 p.m. Eastern time on Friday.

You also may send an email message on our transfer agent's website at www.amstock.com. Please refer to Atmos Energy in your email message and include your Atmos Energy shareholder account number.

Independent Registered Public Accounting Firm
Ernst & Young LLP
One Victory Park
Suite 2000
2323 Victory Avenue
Dallas, Texas 75219
214-969-8000

Form 10-K
Atmos Energy Corporation's *Annual Report on Form 10-K* is available at no charge from Investor Relations, Atmos Energy Corporation, P.O. Box 650205, Dallas, Texas 75265-0205 or by calling 972-855-3729 between 8 a.m. and 5 p.m. Central time. Atmos Energy's Form 10-K also may be viewed on Atmos Energy's website at www.atmosenergy.com.

Annual Meeting of Shareholders
The 2015 Annual Meeting of Shareholders will be held at the Charles K. Vaughan Center, 3697 Mapleshade Lane, Plano, Texas 75075 on Wednesday, February 4, 2015, at 9:00 a.m. Central time.

Direct Stock Purchase Plan
Atmos Energy has a Direct Stock Purchase Plan that is available to all investors. For an Enrollment Application Form and a Plan Prospectus, please call AST at 800-543-3038. The Prospectus is also available at www.atmosenergy.com. You may also obtain information by writing to Investor Relations, Atmos Energy Corporation, P.O. Box 650205, Dallas, Texas 75265-0205.

This is not an offer to sell, or a solicitation to buy, any securities of Atmos Energy Corporation. Shares of Atmos Energy common stock purchased through the Direct Stock Purchase Plan will be offered only by Prospectus.

Atmos Energy on the Internet
Information about Atmos Energy is available on the Internet at www.atmosenergy.com. Our website includes news releases, current and historical financial reports, other investor data, corporate governance documents, management biographies, customer information and facts about Atmos Energy's operations.

Atmos Energy Corporation Contacts
To contact Atmos Energy's Investor Relations, call 972-855-3729 between 8 a.m. and 5 p.m. Central time or send an email message to InvestorRelations@atmosenergy.com.

Securities analysts and investment managers, please contact:
Susan K. Giles
Vice President, Investor Relations
972-855-3729 (voice) 972-855-3040 (fax)
InvestorRelations@atmosenergy.com

Forward-looking Statements

The matters discussed or incorporated by reference in this *Summary Annual Report* may contain "forward-looking statements" within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934. All statements other than statements of historical fact included in this report are forward-looking statements made in good faith by the Company and are intended to qualify for the safe harbor from liability established by the Private Securities Litigation Reform Act of 1995. When used in this report or any other of the Company's documents or oral presentations, the words "anticipate," "believe," "estimate," "expect," "forecast," "goal," "intend," "objective," "plan," "projection," "seek," "strategy" or similar words are intended to identify forward-looking statements. Such forward-looking statements are subject to risks and uncertainties that could cause actual results to differ materially from those discussed in this report. These risks and uncertainties are discussed in the Company's *Annual Report on Form 10-K* for the fiscal year ended September 30, 2014. Although the Company believes these forward-looking statements to be reasonable, there can be no assurance that they will approximate actual experience or that the expectations derived from them will be realized. Further, the Company undertakes no obligation to update or revise any of its forward-looking statements, whether as a result of new information, future events or otherwise.

Other Information

You can view this *Summary Annual Report*, our *Annual Report on Form 10-K* and other financial documents for fiscal 2014 and previous years at www.atmosenergy.com.

If you are a shareholder who would like to receive our *Summary Annual Report* and other company documents electronically in the future, please sign up for electronic distribution. It's convenient and easy, and it saves the costs to produce and distribute these materials.

To receive these documents by electronic delivery next year, please visit www.atmosenergy.com or www.proxyvote.com to give your consent. Please remember that accessing our *Summary Annual Report* and other company documents over the Internet may result in charges to you from your Internet service provider or telephone company.

Cover: Texas State Highway Loop 12, the inner beltway surrounding Dallas, is among the busiest transportation corridors in the Dallas-Fort Worth Metroplex. Beneath the highway lies another major transportation artery, Atmos Energy's Line DT-3. This 24-inch pipeline transports natural gas for thousands of homes and businesses in the Dallas central business district, the I-35 corridor, Irving, Las Colinas, Arlington, Grand Prairie and the Mid-Cities. It also provides essential pressure control for the region and lets us dispatch gas supplies either north or south, depending on our customers' demands. All DT-3 pipe and related facilities in Irving and Las Colinas are being replaced by fiscal 2016 to ensure long-term safety and reliability. It is one of Atmos Energy's major multi-year pipeline projects.

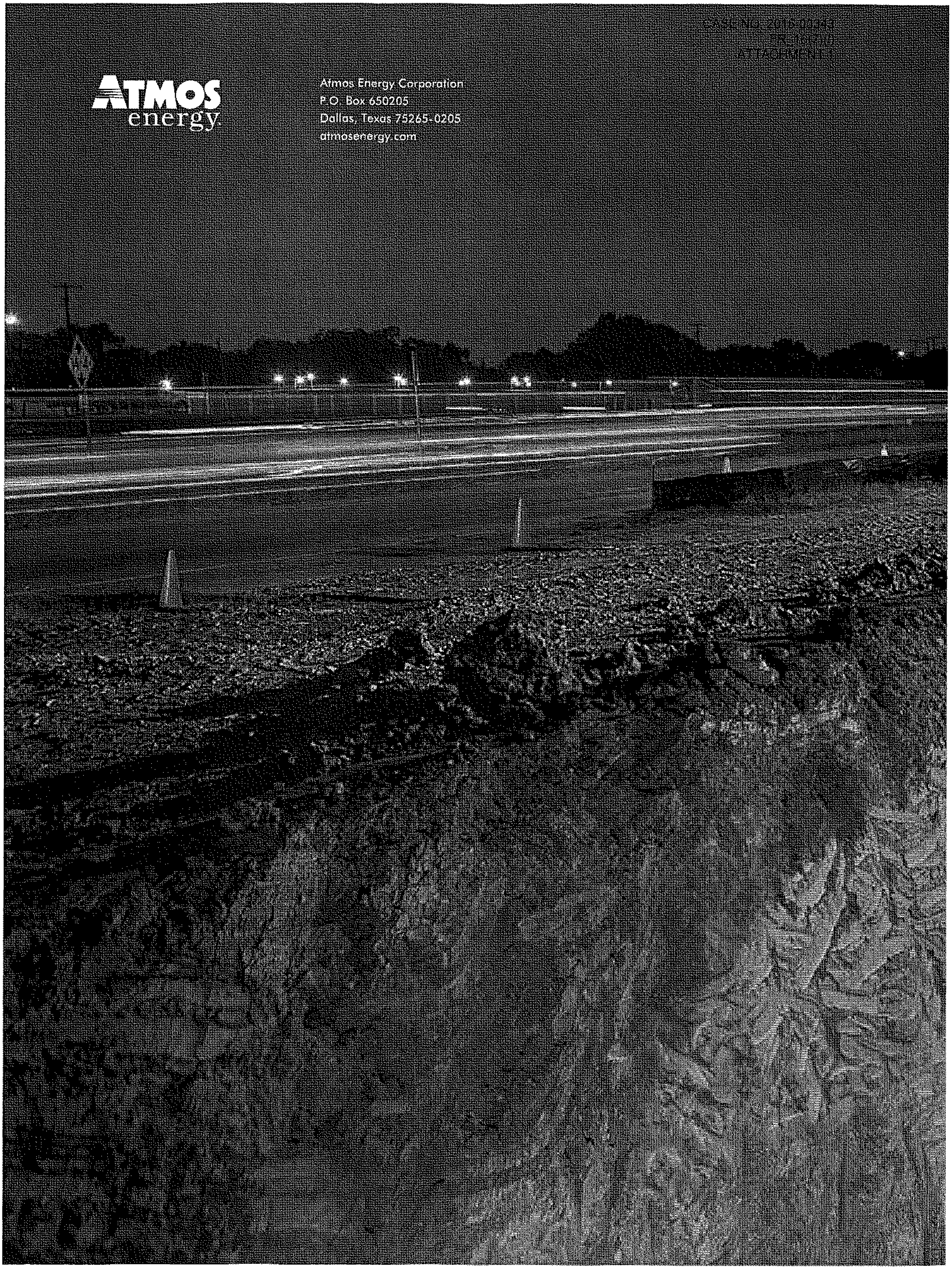
Page 16: Phil Watkins (left), project manager and senior engineer, and Roy Moss, a district operations manager, survey an inventory of 30-inch coated steel pipe that will be installed during fiscal 2015. Along with related 24-inch and 12-inch transmission projects, the new pipelines will fortify Atmos Pipeline–Texas' capabilities to transport natural gas from two of its natural gas storage fields to meet the growing needs of the Mid-Tex Division and other Atmos Pipeline–Texas customers. The total project will cost an estimated $200 million to $230 million.

Opposite: Near the beautiful Sabine National Forest in western Louisiana, 2.5 miles of 6-inch advanced polyethylene pipeline is being installed to replace a bare steel main that serves the city of Many. The project is one of many under way today in our Louisiana Division to replace aging pipelines. It is the result of the Louisiana Public Service Commission authorizing in June 2014 an infrastructure deferral mechanism for safety and reliability projects.

CASE NO. 2015-00343
FR_16(7)(l)
ATTACHMENT

CASE NO. 2015-00343
ATTACHMENT 1

Atmos Energy Corporation
P.O. Box 650205
Dallas, Texas 75265-0205
atmosenergy.com



2013

ATMOS ENERGY CORPORATION

STATISTICAL SUMMARY

The purpose of this summary is to provide historical financial and statistical information and current facts about Atmos Energy Corporation (the "Company"). It should be used in conjunction with the Company's 2013 Annual Report on Form 10-K. It is not intended to be used in any way in conjunction with the sale or purchase of any securities of Atmos Energy Corporation or its subsidiaries. The financial and operating data in this summary are presented on a consolidated basis without extensive footnoting and are unaudited. In addition, the data provided in this summary is included for financial reporting purposes and may not be appropriate for rate making purposes.

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Table of Contents

HIGHLIGHTS

	Year ended September 30			
	2013	2012	2011	2010
Balance Sheet Data at September 30 (In thousands)				
Capital expenditures	$ 845,033	$ 732,858	$ 622,965	$ 542,636
Net property, plant and equipment	6,030,655	5,475,604	5,147,918	4,793,075
Working capital	(295,220)	(447,992)	143,355	(290,887)
Total assets	7,940,401	7,495,675	7,282,871	6,763,791
Shareholders' equity	2,580,409	2,359,243	2,255,421	2,178,348
Long-term debt, excluding current maturities	2,455,671	1,956,305	2,206,117	1,809,551
Total capitalization	5,036,080	4,315,548	4,461,538	3,987,899
Income Statement Data (In thousands, except per share data) (1)				
Operating revenues	$ 3,886,257	$ 3,438,483	$ 4,286,435	$ 4,661,060
Gross profit	1,412,050	1,323,739	1,300,820	1,314,136
Income from continuing operations	230,698	192,196	189,588	189,851
Income from discontinued operations, net of tax	12,496	24,521	18,013	15,988
Net income	243,194	216,717	207,601	205,839
Income per share from continuing operations - diluted (2)	2.50	2.10	2.07	2.03
Income per share from discontinued operations - diluted (2)	0.14	0.27	0.20	0.17
Net income per share - diluted (2)	2.64	2.37	2.27	2.20
Common Stock Data				
Shares outstanding (In thousands)				
End of year	90,640	90,240	90,296	90,164
Weighted average diluted shares (2)	91,711	91,172	90,652	92,422
Cash dividends per share	$1.40	$1.38	$1.36	$1.34
Shareholders of record	16,662	17,775	18,680	19,738
Market price - High	$45.19	$36.94	$34.98	$30.06
Low	$33.20	$30.60	$28.87	$26.41
End of year	$42.59	$35.79	$32.45	$29.25
Book value per share at end of year	$28.47	$26.14	$24.98	$24.16
Price/Earnings ratio at end of year	16.13	15.10	14.30	13.30
Market/Book ratio at end of year	1.50	1.37	1.30	1.21
Annualized dividend yield at end of year	3.3%	3.9%	4.2%	4.6%
Customers and Volumes (as metered)				
Consolidated natural gas distribution gas sales volumes (MMcf)	272,773	255,725	289,927	322,628
Consolidated natural gas distribution gas transportation volumes (MMcf)	124,264	135,258	134,093	131,547
Consolidated natural gas distribution throughput (MMcf)	397,037	390,983	424,020	454,175
Consolidated regulated transmission and storage throughput (MMcf)	467,178	466,527	435,012	428,599
Consolidated nonregulated delivered gas sales volumes (MMcf)	343,669	351,628	384,799	353,853
Meters in service at end of year	3,011,980	3,116,589	3,213,191	3,186,040
Heating degree days	2,729	2,692	2,733	2,780
Degree days as a % of normal	103%	97%	99%	102%
Natural gas distribution average purchased gas cost per Mcf sold	$4.91	$4.64	$5.30	$5.77
Natural gas distribution average transportation fee per Mcf	$0.45	$0.43	$0.46	$0.46
Statistics				
Return on average shareholders' equity	9.7%	9.3%	9.1%	9.1%
Number of employees	4,720	4,759	4,949	4,913
Net natural gas distribution plant per meter	$1,567	$1,468	$1,362	$1,243
Natural gas distribution operation and maintenance expense per meter	$126	$118	$111	$114
Meters per employee-natural gas distribution	662	680	676	676
Times interest earned before income taxes	4.01	3.27	3.13	3.09

(1) In August 2012, we completed the sale of our natural gas distribution operations in Missouri, Illinois and Iowa, representing approximately 84,000 customers and in April 2013, we completed the sale our natural gas distribution operations in Georgia, representing approximately 64,000 customers. The results of operations for these four states have been separately reported as discontinued operations for fiscal years 2007 through 2013. These operations were not reported separately for years prior to fiscal 2007.

(2) As discussed in the Form 10-K, since we have non-vested share-based payments with a nonforfeitable right to dividends or dividend equivalents (referred to as participating securities), we are required to use the two-class method of computing earnings per share as of October 1, 2009. The calculation of earnings per share using the two-class method excludes income attributable to our participating securities from the numerator and excludes the dilutive impact of those shares from the denominator. The presentation of earnings per share and weighted average diluted shares for fiscal years 2006 through 2009 has been adjusted to reflect the retrospective adoption of this standard where applicable in this statistical summary. The presentation of earnings per share and weighted average diluted shares for fiscal years prior to 2006 was not adjusted.

2009	2008	2007	2006	2005	2004	2003
$ 509,494	$ 472,273	$ 392,435	$ 425,324	$ 333,183	$ 190,285	$ 159,439
4,439,103	4,136,859	3,836,836	3,629,156	3,374,367	1,722,521	1,624,394
91,519	78,017	149,217	(1,616)	151,675	283,310	16,248
6,367,083	6,386,699	5,895,197	5,719,547	5,610,547	2,902,658	2,625,495
2,176,761	2,052,492	1,965,754	1,648,098	1,602,422	1,133,459	857,517
2,169,400	2,119,792	2,126,315	2,180,362	2,183,104	861,311	862,500
4,346,161	4,172,284	4,092,069	3,828,460	3,785,526	1,994,770	1,720,017
$ 4,793,248	$ 7,039,342	$ 5,735,059	$ 6,152,363	$ 4,961,873	$ 2,920,037	$ 2,799,916
1,297,682	1,275,077	1,201,781	1,216,570	1,117,637	562,191	534,976
175,026	166,696	153,610	147,737	135,785	86,227	71,688
15,952	13,635	14,882	-	-	-	-
190,978	180,331	168,492	147,737	135,785	86,227	71,688
1.90	1.84	1.74	1.81	1.72	1.58	1.54
0.17	0.15	0.17	-	-	-	-
2.07	1.99	1.91	1.81	1.72	1.58	1.54
92,552	90,815	89,327	81,740	80,539	62,800	51,476
91,620	89,941	87,486	81,173	79,012	54,416	46,496
$1.32	$1.30	$1.28	$1.26	$1.24	$1.22	$1.20
20,790	21,756	22,829	24,690	26,242	27,555	28,510
$28.80	$29.46	$33.11	$29.11	$29.76	$26.86	$25.45
$20.20	$25.09	$26.47	$25.79	$24.85	$23.68	$20.70
$28.18	$26.62	$28.32	$28.55	$28.25	$25.19	$23.94
$23.52	$22.60	$22.01	$20.16	$19.90	$18.05	$16.66
13.61	13.38	14.83	15.77	16.42	15.94	15.55
1.20	1.18	1.29	1.42	1.42	1.40	1.44
4.7%	4.9%	4.5%	4.4%	4.4%	4.8%	5.0%
282,117	292,676	297,327	272,033	296,283	173,219	184,512
126,768	136,678	130,542	121,962	114,851	72,814	63,453
408,885	429,354	427,869	393,995	411,134	246,033	247,965
528,689	595,542	505,493	410,505	373,879	-	-
370,569	389,392	370,668	283,962	238,097	222,572	225,961
3,178,844	3,191,779	3,187,127	3,181,199	3,157,840	1,679,136	1,672,798
2,713	2,820	2,879	2,527	2,587	3,271	3,473
100%	100%	100%	87%	89%	96%	101%
$6.95	$9.05	$8.09	$10.02	$7.41	$6.55	$5.76
$0.46	$0.43	$0.44	$0.49	$0.49	$0.36	$0.43
8.9%	8.8%	8.8%	8.9%	9.0%	9.1%	9.9%
4,891	4,750	4,653	4,632	4,543	2,864	2,905
$1,165	$1,091	$1,020	$969	$927	$994	$930
$116	$122	$119	$112	$110	$116	$115
678	700	713	723	730	612	594
2.82	3.06	2.75	2.55	2.59	3.05	2.75

CONSOLIDATED BALANCE SHEETS

ASSETS	2013	2012	2011	2010
	September 30 (In thousands)			
Property, plant and equipment				
Regulated plant	$7,340,499	$6,752,780	$6,516,228	$6,284,773
Nonregulated plant	105,773	107,578	91,324	99,623
Construction in progress	275,747	274,112	209,242	157,922
	7,722,019	7,134,470	6,816,794	6,542,318
Less accumulated depreciation and amortization	1,691,364	1,658,866	1,668,876	1,749,243
Net property, plant & equipment	6,030,655	5,475,604	5,147,918	4,793,075
Current assets				
Cash and cash equivalents	66,199	64,239	131,419	131,952
Cash held on deposit in margin account (1)	-	-	-	-
Accounts receivable, net	301,992	234,526	273,303	273,207
Materials and supplies	5,511	5,872	4,113	3,940
Gas stored underground	244,741	256,415	289,760	319,038
Assets from risk management activities (1)	18,099	24,707	18,344	20,575
Deferred gas cost	15,152	31,359	33,976	22,701
Taxes receivable	3,141	1,291	9,215	19,382
Other current assets	28,431	209,553	250,823	84,397
Total current assets	683,266	827,962	1,010,953	875,192
Intangible assets	121	164	207	834
Goodwill	741,363	740,683	740,000	739,314
Noncurrent assets from risk management activities	109,354	2,283	998	937
Deferred charges and other assets	375,642	448,979	382,795	354,439
	$7,940,401	$7,495,675	$7,282,871	$6,763,791
CAPITALIZATION AND LIABILITIES				
Shareholders' equity				
Common stock	$ 453	$ 451	$ 451	$ 451
Additional paid-in capital	1,765,811	1,745,467	1,732,935	1,714,364
Retained earnings	775,267	660,932	570,495	486,905
Accum. other comprehensive income (loss)	38,878	(47,607)	(48,460)	(23,372)
Shareholders' equity	2,580,409	2,359,243	2,255,421	2,178,348
Long-term debt	2,455,671	1,956,305	2,206,117	1,809,551
Total capitalization	5,036,080	4,315,548	4,461,538	3,987,899
Current liabilities				
Current maturities of long-term debt	-	131	2,434	360,131
Short-term debt	367,984	570,929	206,396	126,100
Accounts payable and accrued liabilities	241,611	215,229	291,205	266,208
Taxes payable	66,960	64,319	57,853	56,616
Customer credit balances and deposits	76,313	100,926	106,743	114,215
Liabilities from risk management activities (1)	1,543	85,381	15,453	49,673
Deferred gas cost	16,481	23,072	8,130	43,333
Other current liabilities (1)	207,594	215,967	179,384	149,803
Total current liabilities	978,486	1,275,954	867,598	1,166,079
Deferred income taxes	1,164,053	1,015,083	960,093	829,128
Noncurrent liabilities from risk management activities	6,133	9,206	78,089	8,924
Regulatory cost of removal obligation	359,299	381,164	428,947	350,521
Pension and postretirement liabilities	358,787	457,196	438,936	375,133
Deferred credits and other liabilities	37,563	41,524	47,670	46,107
	$7,940,401	$7,495,675	$7,282,871	$6,763,791

(1) In fiscal 2008, we retroactively reclassified our cash collateral/obligation to return cash into risk management assets and/or liabilities, as appropriate, in accordance with authoritative accounting standards. These amounts were not reclassified for years prior to fiscal 2004.

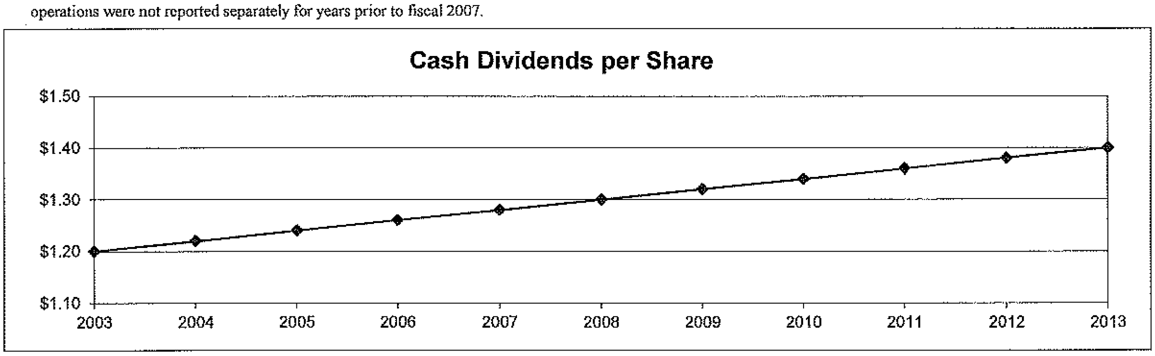
2009	2008	2007	2006	2005	2004	2003
$5,881,826	$5,553,922	$5,242,467	$4,943,215	$4,562,621	$2,526,827	$2,378,626
99,594	96,174	84,154	83,263	69,063	68,547	85,366
105,198	80,060	69,449	74,830	133,926	38,277	16,147
6,086,618	5,730,156	5,396,070	5,101,308	4,765,610	2,633,651	2,480,139
1,647,515	1,593,297	1,559,234	1,472,152	1,391,243	911,130	855,745
4,439,103	4,136,859	3,836,836	3,629,156	3,374,367	1,722,521	1,624,394
111,203	46,717	60,725	75,815	40,116	201,932	15,683
-	-	-	-	9,762	-	17,903
232,806	477,151	380,133	374,629	454,313	211,810	216,783
3,349	4,304	5,563	6,088	7,502	2,626	3,917
352,728	576,617	515,128	461,502	450,807	200,134	168,765
31,643	68,291	20,129	48,200	136,127	34,471	22,259
22,233	55,103	14,797	44,992	38,173	8,756	308
15,115	22,052	33,002	56,034	-	-	-
59,863	34,869	37,698	50,285	84,650	43,497	12,379
828,940	1,285,104	1,067,175	1,117,545	1,221,450	703,226	457,997
1,461	2,088	2,716	3,152	3,507	4,160	5,030
738,603	736,998	734,976	735,369	734,280	241,368	268,469
14,035	5,473	5,535	6,186	735	562	1,699
344,941	220,177	247,959	228,139	276,208	230,821	267,906
$6,367,083	$6,386,699	$5,895,197	$5,719,547	$5,610,547	$2,902,658	$2,625,495

$ 463	$ 454	$ 447	$ 409	$ 403	$ 314	$ 257
1,791,129	1,744,384	1,700,378	1,467,240	1,426,523	1,005,644	736,180
405,353	343,601	281,127	224,299	178,837	142,030	122,539
(20,184)	(35,947)	(16,198)	(43,850)	(3,341)	(14,529)	(1,459)
2,176,761	2,052,492	1,965,754	1,648,098	1,602,422	1,133,459	857,517
2,169,400	2,119,792	2,126,315	2,180,362	2,183,104	861,311	862,500
4,346,161	4,172,284	4,092,069	3,828,460	3,785,526	1,994,770	1,720,017
131	785	3,831	3,186	3,264	5,908	9,345
72,550	350,542	150,599	382,416	144,809	-	118,595
207,421	395,388	355,255	345,108	461,314	185,295	179,852
49,821	53,639	50,288	50,673	66,083	22,930	9,746
117,824	102,825	97,683	112,803	89,918	44,474	41,068
21,482	58,914	21,339	30,669	18,940	39,458	20,790
110,754	76,979	84,043	68,959	134,048	54,514	-
157,438	168,015	154,920	125,347	151,399	67,337	62,353
737,421	1,207,087	917,958	1,119,161	1,069,775	419,916	441,749
570,940	441,302	370,569	306,172	292,207	241,257	223,350
-	5,369	290	276	15,316	1,138	763
344,403	298,645	271,059	261,376	263,424	103,579	102,371
315,020	225,218	201,608	155,892	139,116	104,823	92,661
53,138	36,794	41,644	48,210	45,183	37,175	44,584
$6,367,083	$6,386,699	$5,895,197	$5,719,547	$5,610,547	$2,902,658	$2,625,495

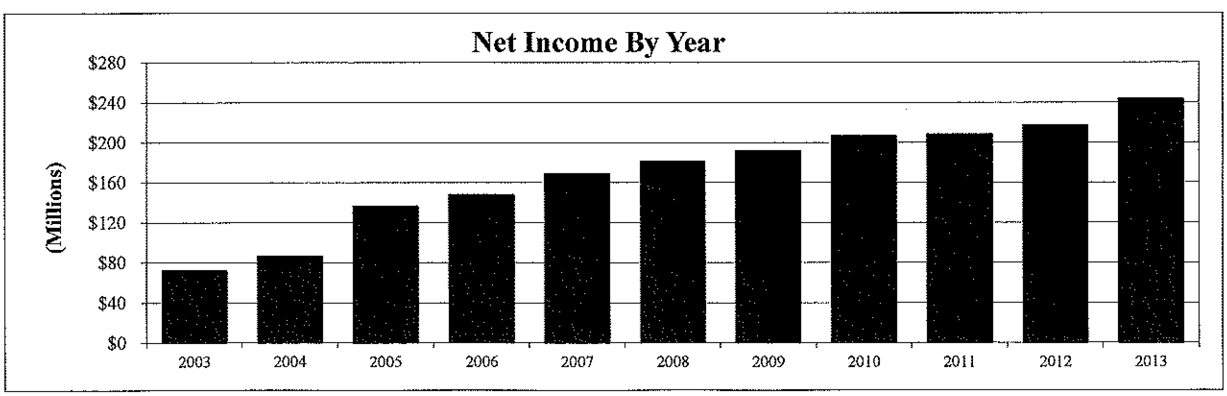
CONSOLIDATED STATEMENTS OF INCOME

	Year ended September 30			
	2013	2012	2011	2010
	(In thousands, except per share data)			
Operating revenues				
Natural gas distribution segment	$2,399,493	$ 2,145,330	$ 2,470,664	$2,783,863
Regulated transmission and storage segment	268,900	247,351	219,373	203,013
Nonregulated segment	1,598,711	1,351,303	2,024,893	2,146,658
Intersegment eliminations	(380,847)	(305,501)	(428,495)	(472,474)
Total operating revenues	3,886,257	3,438,483	4,286,435	4,661,060
Purchased gas cost				
Natural gas distribution segment	1,318,257	1,122,587	1,452,721	1,785,221
Regulated transmission and storage segment	-	-	-	-
Nonregulated segment	1,535,380	1,296,179	1,959,893	2,032,567
Intersegment eliminations	(379,430)	(304,022)	(426,999)	(470,864)
Total purchased gas cost	2,474,207	2,114,744	2,985,615	3,346,924
Gross profit	1,412,050	1,323,739	1,300,820	1,314,136
Operating expenses				
Operation	468,567	429,108	417,784	426,759
Maintenance	19,453	24,505	25,181	27,862
Depreciation and amortization	235,079	237,525	223,832	208,539
Asset impairments	-	5,288	30,270	-
Taxes, other than income	187,072	181,073	177,767	187,143
Total operating expenses	910,171	877,499	874,834	850,303
Operating income	501,879	446,240	425,986	463,833
Other income (expense)				
Interest income	674	419	676	970
Miscellaneous income (expense)	(871)	(15,063)	20,508	(1,561)
Total other income (expense)	(197)	(14,644)	21,184	(591)
Interest charges	128,385	141,174	150,763	154,188
Income tax expense	142,599	98,226	106,819	119,203
Income from continuing operations	230,698	192,196	189,588	189,851
Discontinued operations, net (1)	7,202	18,172	18,013	15,988
Gain on sale of discontinued operations, net (1)	5,294	6,349	-	-
Cumulative effect of accounting change, net	-	-	-	-
Net income	$ 243,194	$ 216,717	$ 207,601	$ 205,839
Diluted earnings per share				
Income per share from continuing operations	$ 2.50	$ 2.10	$ 2.07	$ 2.03
Income per share from discontinued operations	0.14	0.27	0.20	0.17
Net income per share - diluted	$ 2.64	$ 2.37	$ 2.27	$ 2.20
Weighted average shares outstanding - diluted	91,711	91,172	90,652	92,422
Cash dividends per share	$ 1.40	$ 1.38	$ 1.36	$ 1.34

(1) We completed the sale of our natural gas distribution operations in Missouri, Illinois and Iowa and our natural gas distribution operations in Georgia in August 2012 and April 2013. The results of operations for these four states have been separately reported as discontinued operations for fiscal years 2007 through 2013. These operations were not reported separately for years prior to fiscal 2007.



2009	2008	2007	2006	2005	2004	2003
$ 2,808,933	$ 3,473,167	$ 3,195,393	$ 3,650,591	$ 3,103,140	$ 1,637,728	$ 1,554,082
209,658	195,917	163,229	141,133	142,952	-	-
2,283,988	4,117,299	2,901,879	2,971,901	2,102,053	1,632,757	1,680,822
(509,331)	(747,041)	(525,442)	(611,262)	(386,272)	(350,448)	(434,988)
4,793,248	7,039,342	5,735,059	6,152,363	4,961,873	2,920,037	2,799,916
1,833,325	2,513,350	2,291,010	2,725,534	2,195,774	1,134,594	1,062,679
-	-	-	-	4,918	-	-
2,169,880	3,995,965	2,764,960	2,816,780	2,026,334	1,572,358	1,636,567
(507,639)	(745,050)	(522,692)	(606,521)	(382,790)	(349,106)	(434,306)
3,495,566	5,764,265	4,533,278	4,935,793	3,844,236	2,357,846	2,264,940
1,297,682	1,275,077	1,201,781	1,216,570	1,117,637	562,191	534,976
447,117	453,294	418,997	406,765	387,525	203,590	193,973
32,125	33,088	30,316	26,653	28,756	10,880	11,117
209,143	192,993	191,443	185,596	178,005	96,647	87,001
5,382	-	6,344	22,947	-	-	-
179,171	189,653	179,335	191,993	174,696	57,379	55,045
872,938	869,028	826,435	833,954	768,982	368,496	347,136
424,744	406,049	375,346	382,616	348,655	193,695	187,840
1,427	2,877	9,204	3,291	4,003	2,376	1,586
(4,795)	(236)	(283)	(2,410)	(1,982)	7,131	605
(3,368)	2,641	8,921	881	2,021	9,507	2,191
152,740	137,474	144,792	146,607	132,658	65,437	63,660
93,610	104,520	85,865	89,153	82,233	51,538	46,910
175,026	166,696	153,610	147,737	135,785	86,227	79,461
15,952	13,635	14,882	-	-	-	-
-	-	-	-	-	-	-
-	-	-	-	-	-	(7,773)
$ 190,978	$ 180,331	$ 168,492	$ 147,737	$ 135,785	$ 86,227	$ 71,688
$ 1.90	$ 1.84	$ 1.74	$ 1.81	$ 1.72	$ 1.58	$ 1.54
0.17	0.15	0.17	-	-	-	-
$ 2.07	$ 1.99	$ 1.91	$ 1.81	$ 1.72	$ 1.58	$ 1.54
91,620	89,941	87,486	81,173	79,012	54,416	46,496
$ 1.32	$ 1.30	$ 1.28	$ 1.26	$ 1.24	$ 1.22	$ 1.20



CONSOLIDATED STATEMENTS OF SHAREHOLDERS' EQUITY

	Common Stock		Additional	Accumulated Other		
	Number of Shares	Stated Value	Paid-in Capital	Comprehensive Income (loss)	Retained Earnings	Total
			(In thousands, except share and per share data)			
Balance, September 30, 2002	41,675,932	$208	$ 508,265	$ (41,380)	$ 106,142	$ 573,235
Comprehensive income:						
Net income	-	-	-	-	71,688	71,688
Minimum pension liability, net	-	-	-	39,432	-	39,432
Unrealized holding gains on investments, net	-	-	-	489	-	489
Total comprehensive income						111,609
Cash dividends	-	-	-	-	(55,291)	(55,291)
Common stock issued						
Public offering	4,100,000	20	99,102	-	-	99,122
Acquisition of MVG	3,386,287	17	74,633	-	-	74,650
Contribution to Pension Account Plan	1,169,700	6	28,757	-	-	28,763
Direct stock purchase plan	585,743	3	13,209	-	-	13,212
Retirement savings plan	360,725	2	8,277	-	-	8,279
Long-term incentive plan	181,429	1	3,664	-	-	3,665
Long-term stock plan for Mid-States Div	13,000	-	206	-	-	206
Outside directors stock-for-fee plan	2,969	-	67	-	-	67
Balance, September 30, 2003	51,475,785	257	736,180	(1,459)	122,539	857,517
Comprehensive income:						
Net income	-	-	-	-	86,227	86,227
Unrealized holding gains on investments, net	-	-	-	615	-	615
Treasury lock agreements, net	-	-	-	(21,268)	-	(21,268)
Cash flow hedges, net	-	-	-	7,583	-	7,583
Total comprehensive income						73,157
Cash dividends	-	-	-	-	(66,736)	(66,736)
Common stock issued						
Public offering	9,939,393	50	235,419	-	-	235,469
Direct stock purchase plan	556,856	3	13,726	-	-	13,729
Retirement savings plan	320,313	2	8,300	-	-	8,302
Long-term incentive plan	498,230	2	11,848	-	-	11,850
Long-term stock plan for Mid-States Div	6,000	-	94	-	-	94
Outside directors stock-for-fee plan	3,133	-	77	-	-	77
Balance, September 30, 2004	62,799,710	314	1,005,644	(14,529)	142,030	1,133,459
Comprehensive income:						
Net income	-	-	-	-	135,785	135,785
Unrealized holding gains on investments, net	-	-	-	1,528	-	1,528
Treasury lock agreements, net	-	-	-	(2,714)	-	(2,714)
Cash flow hedges, net	-	-	-	12,374	-	12,374
Total comprehensive income						146,973
Cash dividends	-	-	-	-	(98,978)	(98,978)
Common stock issued						
Public offering	16,100,000	80	381,271	-	-	381,351
Direct stock purchase plan	450,212	3	12,486	-	-	12,489
Retirement savings plan	441,350	2	11,767	-	-	11,769
Long-term incentive plan	745,788	4	14,116	-	-	14,120
Employee stock-based compensation	-	-	1,175	-	-	1,175
Outside directors stock-for-fee plan	2,341	-	64	-	-	64
Balance, September 30, 2005	80,539,401	403	1,426,523	(3,341)	178,837	1,602,422
Comprehensive income:						
Net income	-	-	-	-	147,737	147,737
Unrealized holding gains on investments, net	-	-	-	882	-	882
Treasury lock agreements, net	-	-	-	3,442	-	3,442
Cash flow hedges, net	-	-	-	(44,833)	-	(44,833)
Total comprehensive income						107,228
Cash dividends	-	-	-	-	(102,275)	(102,275)
Common stock issued						
Direct stock purchase plan	387,833	2	10,391	-	-	10,393
Retirement savings plan	442,635	2	11,918	-	-	11,920
Long-term incentive plan	366,905	2	8,976	-	-	8,978
Long-term stock plan for Mid-States Div	300	-	5	-	-	5
Employee stock-based compensation	-	-	9,361	-	-	9,361
Outside directors stock-for-fee plan	2,442	-	66	-	-	66
Balance, September 30, 2006	81,739,516	409	1,467,240	(43,850)	224,299	1,648,098
Comprehensive income:						
Net income	-	-	-	-	168,492	168,492
Unrealized holding gains on investments, net	-	-	-	1,241	-	1,241
Treasury lock agreements, net	-	-	-	6,288	-	6,288
Cash flow hedges, net	-	-	-	20,123	-	20,123
Total comprehensive income						196,144
Cash dividends	-	-	-	-	(111,664)	(111,664)
Common stock issued						
Public offering	6,325,000	32	191,881	-	-	191,913
Direct stock purchase plan	325,338	2	9,866	-	-	9,868
Retirement savings plan	422,646	2	12,929	-	-	12,931
Long-term incentive plan	511,584	2	7,547	-	-	7,549
Employee stock-based compensation	-	-	10,841	-	-	10,841
Outside directors stock-for-fee plan	2,453	-	74	-	-	74
Balance, September 30, 2007	89,326,537	447	1,700,378	(16,198)	281,127	1,965,754
Comprehensive income:						
Net income	-	-	-	-	180,331	180,331
Unrealized holding losses on investments, net	-	-	-	(1,897)	-	(1,897)
Treasury lock agreements, net	-	-	-	3,148	-	3,148
Cash flow hedges, net	-	-	-	(21,000)	-	(21,000)
Total comprehensive income						160,582
Retroactive charge to record initial uncertain tax positions	-	-	-	-	(569)	(569)
Cash dividends	-	-	-	-	(117,288)	(117,288)
Common stock issued						
Direct stock purchase plan	388,485	2	10,333	-	-	10,335
Retirement savings plan	558,014	3	15,116	-	-	15,119
Long-term incentive plan	538,450	2	5,592	-	-	5,594
Employee stock-based compensation	-	-	12,878	-	-	12,878
Outside directors stock-for-fee plan	3,197	-	87	-	-	87
Balance, September 30, 2008	90,814,683	$454	$1,744,384	$ (35,947)	$ 343,601	$2,052,492

CONSOLIDATED STATEMENTS OF SHAREHOLDERS' EQUITY
(Continued)

	Common Stock Number of Shares	Common Stock Stated Value	Additional Paid-in Capital	Accumulated Other Comprehensive Income (loss)	Retained Earnings	Total
			(In thousands, except share and per share data)			
Balance, September 30, 2008	90,814,683	$ 454	$ 1,744,384	$ (35,947)	$ 343,601	$ 2,052,492
Comprehensive income:						
Net income	-	-	-	-	190,978	190,978
Unrealized holding losses on investments, net	-	-	-	(1,820)	-	(1,820)
Other than temporary impairment of investments, net	-	-	-	3,370	-	3,370
Treasury lock agreements, net	-	-	-	3,606	-	3,606
Cash flow hedges, net	-	-	-	10,607	-	10,607
Total comprehensive income						206,741
Changes in measurement date for employee benefit plans	-	-	-	-	(7,766)	(7,766)
Cash dividends	-	-	-	-	(121,460)	(121,460)
Common stock issued						
Direct stock purchase plan	407,262	2	8,743	-	-	8,745
Retirement savings plan	640,639	3	16,571	-	-	16,574
Long-term incentive plan	686,046	4	8,075	-	-	8,079
Employee stock-based compensation	-	-	13,280	-	-	13,280
Outside directors stock-for-fee plan	3,079	-	76	-	-	76
Balance, September 30, 2009	92,551,709	463	1,791,129	(20,184)	405,353	2,176,761
Comprehensive income:						
Net income	-	-	-	-	205,839	205,839
Unrealized holding gains on investments, net	-	-	-	1,745	-	1,745
Treasury lock agreements, net	-	-	-	2,030	-	2,030
Cash flow hedges, net	-	-	-	(6,963)	-	(6,963)
Total comprehensive income						202,651
Repurchase of common stock	(2,958,580)	(15)	(100,435)	-	-	(100,450)
Repurchase of equity awards	(37,365)	-	(1,191)	-	-	(1,191)
Cash dividends	-	-	-	-	(124,287)	(124,287)
Common stock issued						
Direct stock purchase plan	103,529	1	2,881	-	-	2,882
Retirement savings plan	79,722	-	2,281	-	-	2,281
Long-term incentive plan	421,706	2	8,708	-	-	8,710
Employee stock-based compensation	-	-	10,894	-	-	10,894
Outside directors stock-for-fee plan	3,382	-	97	-	-	97
Balance, September 30, 2010	90,164,103	451	1,714,364	(23,372)	486,905	2,178,348
Comprehensive income:						
Net income	-	-	-	-	207,601	207,601
Unrealized holding losses on investments, net	-	-	-	(1,647)	-	(1,647)
Treasury lock agreements, net	-	-	-	(28,689)	-	(28,689)
Cash flow hedges, net	-	-	-	5,248	-	5,248
Total comprehensive income						182,513
Repurchase of common stock	(375,468)	(2)	2	-	-	-
Repurchase of equity awards	(169,793)	(1)	(5,298)	-	-	(5,299)
Cash dividends	-	-	-	-	(124,011)	(124,011)
Common stock issued						
Direct stock purchase plan	-	-	(54)	-	-	(54)
Long-term incentive plan	675,255	3	13,886	-	-	13,889
Employee stock-based compensation	-	-	9,958	-	-	9,958
Outside directors stock-for-fee plan	2,385	-	77	-	-	77
Balance, September 30, 2011	90,296,482	451	1,732,935	(48,460)	570,495	2,255,421
Comprehensive income:						
Net income	-	-	-	-	216,717	216,717
Unrealized holding gains on investments, net	-	-	-	3,103	-	3,103
Treasury lock agreements, net	-	-	-	(10,116)	-	(10,116)
Cash flow hedges, net	-	-	-	7,866	-	7,866
Total comprehensive income						217,570
Repurchase of common stock	(387,991)	(2)	(12,533)	-	-	(12,535)
Repurchase of equity awards	(153,255)	-	(5,219)	-	-	(5,219)
Cash dividends	-	-	-	-	(125,796)	(125,796)
Common stock issued						
Direct stock purchase plan	-	-	(65)	-	-	(65)
Long-term incentive plan	482,289	2	12,519	-	(484)	12,037
Employee stock-based compensation	-	-	17,752	-	-	17,752
Outside directors stock-for-fee plan	2,375	-	78	-	-	78
Balance, September 30, 2012	90,239,900	451	1,745,467	(47,607)	660,932	2,359,243
Comprehensive income:						
Net income	-	-	-	-	243,194	243,194
Unrealized holding losses on investments, net	-	-	-	(213)	-	(213)
Interest rate agreements, net	-	-	-	82,179	-	82,179
Cash flow hedges, net	-	-	-	4,519	-	4,519
Total comprehensive income						329,679
Repurchase of equity awards	(133,449)	-	(5,150)	-	-	(5,150)
Cash dividends	-	-	-	-	(128,115)	(128,115)
Common stock issued						
Direct stock purchase plan	-	-	(50)	-	-	(50)
Long-term incentive plan	531,672	2	9,530	-	(744)	8,788
Employee stock-based compensation	-	-	15,934	-	-	15,934
Outside directors stock-for-fee plan	2,088	-	80	-	-	80
Balance, September 30, 2013	90,640,211	$ 453	$ 1,765,811	$ 38,878	$ 775,267	$ 2,580,409

CONSOLIDATED STATEMENTS OF CASH FLOWS

	Year ended September 30			
	2013	2012	2011	2010
	(In thousands)			
Cash flows from operating activities				
Net income	$ 243,194	$ 216,717	$ 207,601	$ 205,839
Adjustments to reconcile net income to net cash provided by operating activities				
Cumulative effect of accounting change, net of income tax benefit	-	-	-	-
Asset impairments	-	5,288	30,270	-
Gain on sale of discontinued operations	(8,203)	(9,868)	-	-
Depreciation and amortization				
Charged to depreciation and amortization	236,928	246,093	233,155	216,960
Charged to other accounts	679	484	228	173
Deferred income taxes	141,336	104,319	117,353	196,731
Other	23,407	26,876	20,063	23,318
Net assets/liabilities from risk management activities	(10,089)	12,507	(20,806)	(6,110)
Gain on sales of assets	-	-	-	-
	627,252	602,416	587,864	636,911
Changes in assets and liabilities net of effect of acquisitions				
(Increase) decrease in cash held on deposit in margin account (1)	-	-	-	-
(Increase) decrease in accounts receivable	(73,669)	32,578	(96)	(40,401)
(Increase) decrease in gas stored underground	31,979	28,417	27,737	54,014
(Increase) decrease in deferred gas cost	20,441	(3,924)	(85,661)	(31,692)
(Increase) decrease in other current assets	(2,068)	10,448	3,364	755
(Increase) decrease in deferred charges and other assets	110,628	(48,770)	(53,458)	1,788
Increase (decrease) in accounts payable and accrued liabilities	31,912	(64,234)	23,904	58,069
Increase (decrease) in taxes payable	2,641	8,592	1,237	6,795
Increase (decrease) in customer deposits	(4,688)	(801)	(8,856)	(6,233)
Increase (decrease) in other current liabilities	(37,716)	(585)	16,756	(8,872)
Increase (decrease) in deferred credits and other liabilities	(93,585)	22,780	70,053	55,342
Net cash provided by operating activities	613,127	586,917	582,844	726,476
Cash flows used in investing activities				
Capital expenditures	(845,033)	(732,858)	(622,965)	(542,636)
Acquisitions, net of cash received	-	-	-	-
Proceeds from sale of assets, net	-	-	-	-
Proceeds from sale of discontinued operations	153,023	128,223	-	-
Other, net	(4,904)	(4,625)	(4,421)	(66)
Net cash used in investing activities	(696,914)	(609,260)	(627,386)	(542,702)
Cash flows from financing activities				
Net increase (decrease) in short-term debt	(208,070)	354,141	83,306	54,268
Net proceeds from issuance of long-term debt	493,793	-	394,466	-
Settlement of Treasury lock agreements	(66,626)	-	20,079	-
Unwinding of Treasury lock agreements	-	-	27,803	-
Proceeds from bridge loan	-	-	-	-
Repayment of bridge loan	-	-	-	-
Repayment of long-term debt	(131)	(257,034)	(360,131)	(131)
Repayment of Mississippi Valley Gas debt	-	-	-	-
Cash dividends paid	(128,115)	(125,796)	(124,011)	(124,287)
Repurchase of common stock	-	(12,535)	-	(100,450)
Repurchase of equity awards	(5,150)	(5,219)	(5,299)	(1,191)
Issuance of common stock	46	1,606	7,796	8,766
Net proceeds from equity offering	-	-	-	-
Net cash provided (used) by financing activities	85,747	(44,837)	44,009	(163,025)
Net increase (decrease) in cash and cash equivalents	1,960	(67,180)	(533)	20,749
Cash and cash equivalents at beginning of year	64,239	131,419	131,952	111,203
Cash and cash equivalents at end of year	$ 66,199	$ 64,239	$ 131,419	$ 131,952

(1) In fiscal 2008, we retroactively reclassified our cash collateral/obligation to return cash into risk management assets and/or liabilities, as appropriate, in accordance with authoritative accounting standards. These amounts were not reclassified for years prior to fiscal 2004.

2009	2008	2007	2006	2005	2004	2003
$ 190,978	$ 180,331	$ 168,492	$ 147,737	$ 135,785	$ 86,227	$ 71,688
-	-	-	-	-	-	7,773
5,382	-	6,344	22,947	-	-	-
-	-	-	-	-	-	-
217,208	200,442	198,863	185,596	178,005	96,647	87,001
94	147	192	371	791	1,465	2,193
129,759	97,940	62,121	86,178	12,669	36,997	53,867
23,681	19,205	21,270	18,480	11,522	(1,772)	(5,885)
81,364	(88,738)	16,539	6,852	(53,906)	(24,074)	(129)
-	-	-	-	-	(6,700)	-
648,466	409,327	473,821	468,161	284,866	188,790	216,508
-	-	-	9,762	(9,762)	17,903	(7,711)
244,713	(97,018)	(6,407)	78,407	(166,692)	2,158	(60,026)
194,287	(54,726)	(12,317)	(10,695)	(112,796)	(31,030)	(64,875)
16,879	(4,712)	39,294	(79,908)	47,606	41,529	(24,160)
1,906	8,220	21,865	(68,677)	16,103	(1,715)	8,542
(97,669)	22,414	22,855	34,065	30,232	16,041	21,258
(181,978)	39,902	(8,428)	(116,060)	224,375	4,586	19,417
(3,015)	3,351	581	(15,084)	27,079	12,520	(4,323)
(5,331)	(8,536)	(18,722)	13,144	23,066	3,434	(767)
11,286	34,700	24,048	(7,697)	44,750	9,462	(35,546)
89,689	18,011	10,505	6,031	(21,883)	7,056	(18,866)
919,233	370,933	547,095	311,449	386,944	270,734	49,451
(509,494)	(472,273)	(392,435)	(425,324)	(333,183)	(190,285)	(159,439)
-	-	-	-	(1,916,696)	(1,957)	(74,650)
-	-	-	-	-	27,919	-
-	-	-	-	-	-	-
(7,707)	(10,736)	(10,436)	(5,767)	(2,131)	(570)	704
(517,201)	(483,009)	(402,871)	(431,091)	(2,252,010)	(164,893)	(233,385)
(283,981)	200,174	(213,242)	237,607	144,809	(118,595)	(27,196)
445,623	-	247,217	-	1,385,847	5,000	253,267
1,938	-	4,750	-	(43,770)	-	-
-	-	-	-	-	-	-
-	-	-	-	-	-	147,000
-	-	-	-	-	-	(147,000)
(407,353)	(10,284)	(303,185)	(3,264)	(103,425)	(9,713)	(73,165)
-	-	-	-	-	-	(70,938)
(121,460)	(117,288)	(111,664)	(102,275)	(98,978)	(66,736)	(55,291)
-	-	-	-	-	-	-
-	-	-	-	-	-	-
27,687	25,466	24,897	23,273	37,183	34,715	25,720
-	-	191,913	-	381,584	235,737	99,229
(337,546)	98,068	(159,314)	155,341	1,703,250	80,408	151,626
64,486	(14,008)	(15,090)	35,699	(161,816)	186,249	(32,308)
46,717	60,725	75,815	40,116	201,932	15,683	47,991
$ 111,203	$ 46,717	$ 60,725	$ 75,815	$ 40,116	$ 201,932	$ 15,683

PROPERTY, PLANT AND EQUIPMENT

Year ended	Balance at beginning of period	Additions at cost (1)	Retirements or sales (In thousands)	Other (2)	Balance at end of period
Regulated plant	$ 2,021,663	$ 431,358	$ 73,663	$ (732)	$ 2,378,626
Nonregulated plant	81,765	3,816	947	732	85,366
Construction in progress	24,399	(8,252)	-	-	16,147
September 30, 2003	$ 2,127,827	$ 426,922	$ 74,610	$ -	$ 2,480,139
Regulated plant	$ 2,378,626	$ 169,526	$ 38,953	$ 17,628	$ 2,526,827
Nonregulated plant	85,366	994	185	(17,628)	68,547
Construction in progress	16,147	22,130	-	-	38,277
September 30, 2004	$ 2,480,139	$ 192,650	$ 39,138	$ -	$ 2,633,651
Regulated plant	$ 2,526,827	$ 2,068,684	$ 34,988	$ 2,098	$ 4,562,621
Nonregulated plant	68,547	516	-	-	69,063
Construction in progress	38,277	95,649	-	-	133,926
September 30, 2005	$ 2,633,651	$ 2,164,849	$ 34,988	$ 2,098	$ 4,765,610
Regulated plant	$ 4,562,621	$ 485,720	$ 105,113	$ (13)	$ 4,943,215
Nonregulated plant	69,063	14,200	-	-	83,263
Construction in progress	133,926	(59,096)	-	-	74,830
September 30, 2006	$ 4,765,610	$ 440,824	$ 105,113	$ (13)	$ 5,101,308
Regulated plant	$ 4,943,215	$ 370,700	$ 71,461	$ 13	$ 5,242,467
Nonregulated plant	83,263	891	-	-	84,154
Construction in progress	74,830	(5,381)	-	-	69,449
September 30, 2007	$ 5,101,308	$ 366,210	$ 71,461	$ 13	$ 5,396,070
Regulated plant	$ 5,242,467	$ 423,327	$ 111,872	$ -	$ 5,553,922
Nonregulated plant	84,154	12,020	-	-	96,174
Construction in progress	69,449	10,611	-	-	80,060
September 30, 2008	$ 5,396,070	$ 445,958	$ 111,872	$ -	$ 5,730,156
Regulated plant	$ 5,553,922	$ 429,687	$ 99,415	$ (2,368)	$ 5,881,826
Nonregulated plant	96,174	7,121	68	(3,633)	99,594
Construction in progress	80,060	45,063	-	(19,925)	105,198
September 30, 2009	$ 5,730,156	$ 481,871	$ 99,483	$ (25,926)	$ 6,086,618
Regulated plant	$ 5,881,826	$ 469,295	$ 65,782	$ (566)	$ 6,284,773
Nonregulated plant	99,594	1,981	855	(1,097)	99,623
Construction in progress	105,198	32,799	-	19,925	157,922
September 30, 2010	$ 6,086,618	$ 504,075	$ 66,637	$ 18,262	$ 6,542,318
Regulated plant	$ 6,284,773	$ 508,423	$ 94,337	$ (182,631)	$ 6,516,228
Nonregulated plant	99,623	1,166	-	(9,465)	91,324
Construction in progress	157,922	51,983	-	(663)	209,242
September 30, 2011	$ 6,542,318	$ 561,572	$ 94,337	$ (192,759)	$ 6,816,794
Regulated plant	$ 6,516,228	$ 591,330	$ 166,041	$ (188,737)	$ 6,752,780
Nonregulated plant	91,324	18,916	3	(2,659)	107,578
Construction in progress	209,242	66,394	-	(1,524)	274,112
September 30, 2012	$ 6,816,794	$ 676,640	$ 166,044	$ (192,920)	$ 7,134,470
Regulated plant	$ 6,752,780	$ 806,563	$ 217,916	$ (928)	$ 7,340,499
Nonregulated plant	107,578	1,746	3,551	-	105,773
Construction in progress	274,112	(551)	-	2,186	275,747
September 30, 2013	$ 7,134,470	$ 807,758	$ 221,467	$ 1,258	$ 7,722,019

(1) Additions at cost include capital expenditures and acquisitions treated as a purchase.
(2) Other includes the reclasification of assets held for sale to other current assets.

ACCUMULATED DEPRECIATION AND AMORTIZATION

Year ended	Balance at beginning of period	Additions charged to costs and expenses	Deductions-retirements, renewals and replacements	Other (1)	Balance at end of period
		(In thousands)			
September 30, 2003	$ 747,757	$ 89,194	$ 115,759	$ 134,553	$ 855,745
September 30, 2004	$ 855,745	$ 98,112	$ 43,201	$ 474	$ 911,130
September 30, 2005	$ 911,130	$ 178,796	$ 71,167	$ 372,484	$ 1,391,243
September 30, 2006	$ 1,391,243	$ 185,967	$ 105,058	$ -	$ 1,472,152
September 30, 2007	$ 1,472,152	$ 199,055	$ 111,973	$ -	$ 1,559,234
September 30, 2008	$ 1,559,234	$ 200,589	$ 166,526	$ -	$ 1,593,297
September 30, 2009	$ 1,593,297	$ 217,302	$ 163,084	$ -	$ 1,647,515
September 30, 2010	$ 1,647,515	$ 217,133	$ 115,405	$ -	$ 1,749,243
September 30, 2011	$ 1,749,243	$ 233,383	$ 258,083	$ (55,667)	$ 1,668,876
September 30, 2012	$ 1,668,876	$ 246,577	$ 210,706	$ (45,881)	$ 1,658,866
September 30, 2013	$ 1,658,866	$ 237,607	$ 210,688	$ 5,579	$ 1,691,364

Depreciation is provided at various rates on a straight-line basis over the estimated useful lives of the assets.

(1) Other includes accumulated amortization from acquisitions treated as a purchase and the reclassification of assets held for sale to other current assets.

LONG-TERM AND SHORT-TERM DEBT

	September 30			
	2013	2012	2011	2010
	(In thousands)			
Long-term Debt				
Unsecured 4.95% Senior Notes, due 10/15/2014	$ 500,000	$ 500,000	$ 500,000	$ 500,000
Unsecured 6.35% Senior Notes, due 6/15/2017	250,000	250,000	250,000	250,000
Unsecured 8.50% Senior Notes, due 3/15/2019	450,000	450,000	450,000	450,000
Unsecured 5.95% Senior Notes, due 10/15/2034	200,000	200,000	200,000	200,000
Unsecured 5.50% Senior Notes, due 6/15/2041	400,000	400,000	400,000	-
Unsecured 4.15% Senior Notes, due 1/15/2043	500,000	-	-	-
Unsecured 6.75% Debentures due 7/15/2028	150,000	150,000	150,000	150,000
Medium term notes, 6.27% through 6.67%, due 2010 through 2025	10,000	10,000	10,000	20,000
Rental property fixed rate term note 7.9%, due in installments through 2013	-	131	262	393
Unsecured 5.125% Senior Notes, redeemed August 2012	-	-	250,000	250,000
Unsecured 10% Notes, redeemed December 2011	-	-	2,303	2,303
Unsecured 7.375% Senior Notes, redeemed May 2011	-	-	-	350,000
Unsecured 4.00% Senior Notes, redeemed April 2009	-	-	-	-
First Mortgage Bonds, 7.50% through 11.32%, due 2000 through 2022	-	-	-	-
Unsecured floating rate Senior Notes, due 7/15/2007	-	-	-	-
Other long-term obligations due in installments through 2009	-	-	-	-
Total face amount Long-term Debt	2,460,000	1,960,131	2,212,565	2,172,696
Less original issue discount	(4,329)	(3,695)	(4,014)	(3,014)
Less amounts classified as current	-	(131)	(2,434)	(360,131)
Total Net Long-term Debt	$ 2,455,671	$ 1,956,305	$ 2,206,117	$ 1,809,551
Short-term Debt				
Current maturities of long-term debt	$ -	$ 131	$ 2,434	$ 360,131
Short-term debt	367,984	570,929	206,396	126,100
Total short-term debt	$ 367,984	$ 571,060	$ 208,830	$ 486,231
Weighted Average Cost of Debt				
Long-term debt (including current maturities)	6.2%	6.6%	6.5%	6.9%
Short-term debt	1.3%	1.9%	1.9%	4.9%
Total	5.6%	5.5%	6.1%	6.8%

2009	2008	2007	2006	2005	2004	2003
$ 500,000	$ 500,000	$ 500,000	$ 500,000	$ 500,000	$ -	$ -
250,000	250,000	250,000	-	-	-	-
450,000	-	-	-	-	-	-
200,000	200,000	200,000	200,000	200,000	-	-
-	-	-	-	-	-	-
-	-	-	-	-	-	-
150,000	150,000	150,000	150,000	150,000	150,000	150,000
20,000	20,000	20,000	20,000	20,000	20,000	20,000
524	655	786	917	1,048	1,179	1,310
250,000	250,000	250,000	250,000	250,000	250,000	250,000
2,303	2,303	2,303	2,303	2,303	2,303	2,303
350,000	350,000	350,000	350,000	350,000	350,000	350,000
-	400,000	400,000	400,000	400,000	-	-
-	-	7,500	8,750	10,000	86,417	94,643
-	-	-	300,000	300,000	-	-
-	654	3,104	4,908	6,791	8,651	5,007
2,172,827	2,123,612	2,133,693	2,186,878	2,190,142	868,550	873,263
(3,296)	(3,035)	(3,547)	(3,330)	(3,774)	(1,331)	(1,418)
(131)	(785)	(3,831)	(3,186)	(3,264)	(5,908)	(9,345)
$ 2,169,400	$ 2,119,792	$ 2,126,315	$ 2,180,362	$ 2,183,104	$ 861,311	$ 862,500
$ 131	$ 785	$ 3,831	$ 3,186	$ 3,264	$ 5,908	$ 9,345
72,550'	350,542	150,599	382,416	144,809	-	118,595
$ 72,681	$ 351,327	$ 154,430	$ 385,602	$ 148,073	$ 5,908	$ 127,940
6.9%	6.1%	6.1%	6.1%	5.6%	6.9%	6.8%
6.8%	4.4%	5.6%	5.0%	3.3%	1.1%	1.7%
6.9%	5.9%	6.1%	5.9%	5.6%	6.0%	6.4%

SINKING FUND REQUIREMENTS

Year ending September 30	Long-term Debt Outstanding 2013	2014	2015	2016	2017
		(In thousands)			
4.95% Sr. Notes due October 2014	$ 500,000	$ -	$ 500,000	$ -	$ -
6.35% Sr. Notes due June 2017	250,000	-	-	-	250,000
8.50% Sr. Notes, due March 2019	450,000	-	-	-	-
6.75% Debentures, due July 2028	150,000	-	-	-	-
5.95% Sr. Notes due October 2034	200,000	-	-	-	-
5.50% Sr. Notes due June 2041	400,000	-	-	-	-
4.15% Sr. Notes due June 2043	500,000	-	-	-	-
6.67% Medium term notes due December 2025	10,000	-	-	-	-
	$ 2,460,000	$ -	$ 500,000	$ -	$ 250,000

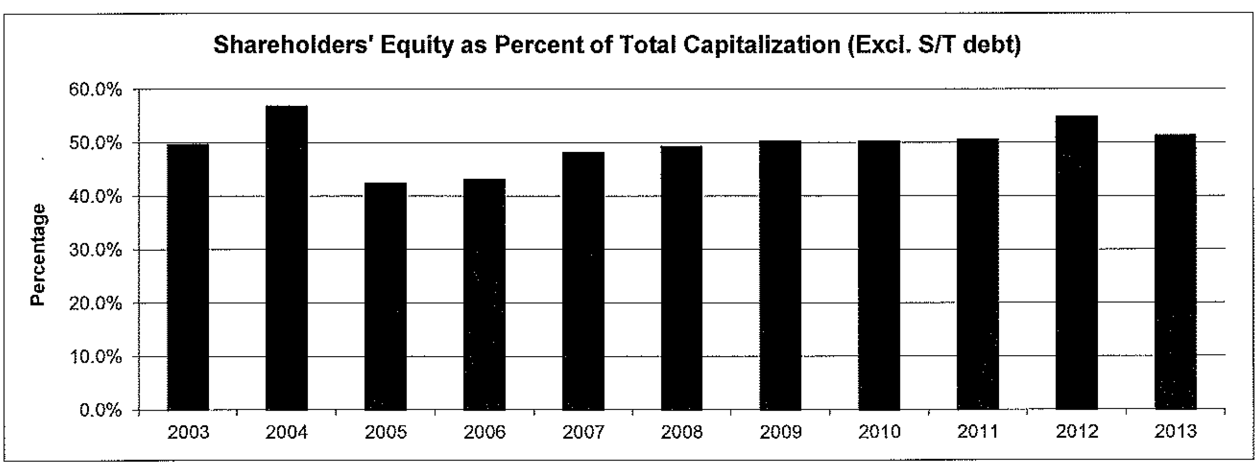
SINKING FUND REQUIREMENTS (continued)

2018	2019	2020	2021	2022	2023	2024-2043
$ -	$ -	$ -	$ -	$ -	$ -	$ -
-	-	-	-	-	-	-
-	450,000	-	-	-	-	-
-	-	-	-	-	-	150,000
-	-	-	-	-	-	200,000
-	-	-	-	-	-	400,000
-	-	-	-	-	-	500,000
-	-	-	-	-	-	10,000
$ -	$ 450,000	$ -	$ -	$ -	$ -	$ 1,260,000

CAPITALIZATION AND RATIOS

	Year ended September 30			
	2013	2012	2011	2010
Capitalization		(In thousands, except percents)		
Shareholders' equity				
Common stock	$ 453	$ 451	$ 451	$ 451
Additional paid-in capital	1,765,811	1,745,467	1,732,935	1,714,364
Retained earnings	775,267	660,932	570,495	486,905
Accum. other comprehensive income (loss)	38,878	(47,607)	(48,460)	(23,372)
Shareholders' equity	2,580,409	2,359,243	2,255,421	2,178,348
Long-term debt (including current maturities)	2,455,671	1,956,436	2,208,551	2,169,682
Total capitalization (excluding short-term debt)	5,036,080	4,315,679	4,463,972	4,348,030
Short-term debt	367,984	570,929	206,396	126,100
Total capitalization (including short-term debt)	$5,404,064	$4,886,608	$4,670,368	$4,474,130
Capitalization Ratios				
Shareholders' equity	51.2%	54.7%	50.5%	50.1%
Long-term debt (including current maturities)	48.8%	45.3%	49.5%	49.9%
Total	100.0%	100.0%	100.0%	100.0%
Including Short-term debt				
Shareholders' equity	47.8%	48.3%	48.3%	48.7%
Long-term debt (including current maturities)	45.4%	40.0%	47.3%	48.5%
Short-term debt	6.8%	11.7%	4.4%	2.8%
Total	100.0%	100.0%	100.0%	100.0%

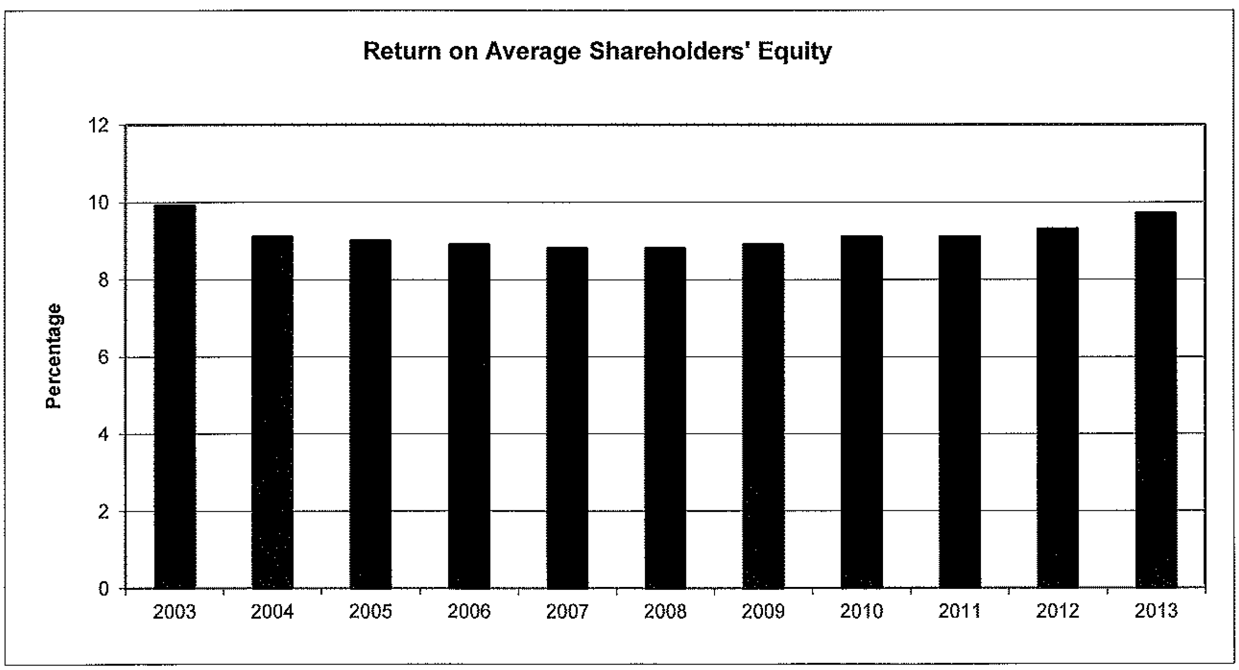
2009	2008	2007	2006	2005	2004	2003
$ 463	$ 454	$ 447	$ 409	$ 403	$ 314	$ 257
1,791,129	1,744,384	1,700,378	1,467,240	1,426,523	1,005,644	736,180
405,353	343,601	281,127	224,299	178,837	142,030	122,539
(20,184)	(35,947)	(16,198)	(43,850)	(3,341)	(14,529)	(1,459)
2,176,761	2,052,492	1,965,754	1,648,098	1,602,422	1,133,459	857,517
2,169,531	2,120,577	2,130,146	2,183,548	2,186,368	867,219	871,845
4,346,292	4,173,069	4,095,900	3,831,646	3,788,790	2,000,678	1,729,362
72,550	350,542	150,599	382,416	144,809	-	118,595
$4,418,842	$4,523,611	$4,246,499	$4,214,062	$3,933,599	$ 2,000,678	$ 1,847,957
50.1%	49.2%	48.0%	43.0%	42.3%	56.7%	49.6%
49.9%	50.8%	52.0%	57.0%	57.7%	43.3%	50.4%
100.0%	100.0%	100.0%	100.0%	100.0%	100.0%	100.0%
49.3%	45.4%	46.3%	39.1%	40.7%	56.7%	46.4%
49.1%	46.9%	50.2%	51.8%	55.6%	43.3%	47.2%
1.6%	7.7%	3.5%	9.1%	3.7%	0.0%	6.4%
100.0%	100.0%	100.0%	100.0%	100.0%	100.0%	100.0%



FINANCIAL AND OPERATING STATISTICS

	Year ended September 30			
	2013	2012	2011	2010
Natural Gas Distribution Property Statistics				
Gross plant per meter	$ 1,985	$ 1,876	$ 1,767	$ 1,658
Net plant per meter	1,567	1,468	1,362	1,243
Natural Gas Distribution Expense Statistics				
O & M expense per meter				
Operation	$ 121	$ 111	$ 105	$ 107
Maintenance	5	7	6	7
Total	$ 126	$ 118	$ 111	$ 114
Financial Statistics				
Return on average shareholders' equity	9.7 %	9.3 %	9.1 %	9.1 %
Times interest earned before income taxes	4.01	3.27	3.13	3.09
Market price at year end	$ 42.59	$ 35.79	$ 32.45	$ 29.25
Book value per share at end of year	$ 28.47	$ 26.16	$ 24.98	$ 24.16
Price/Earnings ratio at end of year	16.13	15.10	14.30	13.30
Market/Book ratio at end of year	1.50	1.37	1.30	1.21
Annualized dividend yield at end of year	3.3 %	3.9 %	4.2 %	4.6 %
Payout ratio	53.0 %	58.2 %	59.9 %	60.9 %
Operating Statistics				
Meters per employee - natural gas distribution	662	680	676	676
Number of employees	4,720	4,759	4,949	4,913
Miles of pipe	72,884	73,875	76,835	77,157

2009	2008	2007	2006	2005	2004	2003
$ 1,554	$ 1,467	$ 1,382	$ 1,312	$ 1,246	$ 1,528	$ 1,432
1,165	1,091	1,020	969	927	994	930
$ 108	$ 114	$ 111	$ 105	$ 103	$ 110	$ 108
8	8	8	7	7	6	7
$ 116	$ 122	$ 119	$ 112	$ 110	$ 116	$ 115
8.9 %	8.8 %	8.8 %	8.9 %	9.0 %	9.1 %	9.9 %
2.82	3.06	2.75	2.55	2.59	3.05	2.75
$ 28.18	$ 26.62	$ 28.32	$ 28.55	$ 28.25	$ 25.19	$ 23.94
$ 23.52	$ 22.60	$ 22.01	$ 20.16	$ 19.90	$ 18.05	$ 16.66
13.61	13.38	14.83	15.77	16.42	15.94	15.55
1.20	1.18	1.29	1.42	1.42	1.40	1.44
4.7 %	4.9 %	4.5 %	4.4 %	4.4 %	4.8 %	5.0 %
63.5 %	65.0 %	66.7 %	69.2 %	72.1 %	77.2 %	77.9 %
678	700	713	723	730	612	594
4,891	4,750	4,653	4,632	4,543	2,864	2,905
76,942	83,645	82,725	81,996	81,604	47,616	45,267



CUSTOMERS AND VOLUMES

	Year ended September 30			
	2013	2012	2011	2010
Natural gas distribution meters in service (end of year)				
Residential	2,755,831	2,787,361	2,797,097	2,776,649
Commercial	244,652	253,570	256,357	248,353
Industrial	1,500	1,810	1,924	1,942
Agricultural	833	918	935	967
Public authority and other	9,164	9,223	9,239	9,172
Total distribution meters from continuing operations	3,011,980	3,052,882	3,065,552	3,037,083
Total distribution meters from discontinued operations (1)	-	63,707	147,639	148,957
Total distribution meters	3,011,980	3,116,589	3,213,191	3,186,040
Regulated transmission and storage and nonregulated customers				
Industrial	729	748	768	717
Municipal	128	124	65	61
Other	527	441	518	515
Total customers	1,384	1,313	1,351	1,293
Natural gas distribution meters (% of total)				
Residential	91.5 %	89.4 %	87.0 %	87.1 %
Commercial	8.1	8.1	8.0	7.8
Public authority and other	0.3	0.3	0.3	0.3
Weather sensitive customers - continuing operations	99.9	97.8	95.3	95.2
Industrial	0.1	0.1	0.1	0.1
Agricultural	0.0	0.0	0.0	0.0
Total from continuing operations	100.0	97.9	95.4	95.3
Total from discontinued operations (1)	0.0	2.1	4.6	4.7
Total	100.0 %	100.0 %	100.0 %	100.0 %
Average distribution meters in service	3,087,941	3,210,500	3,203,595	3,202,651
Heating degree days	2,729	2,692	2,733	2,780
Degree days as a % of normal	103 %	97 %	99 %	102 %
Distribution sales volumes - continuing operations (MMcf) (2)				
Residential	154,823	137,049	158,119	181,852
Commercial	88,850	82,516	89,720	98,337
Public authority and other	8,630	8,152	9,186	9,295
Weather sensitive customers - continuing operations	252,303	227,717	257,025	289,484
Industrial	15,678	15,673	17,289	17,250
Agricultural	1,181	1,076	1,226	740
Total gas sales volumes	269,162	244,466	275,540	307,474
Transportation volumes (MMcf) (2)	123,144	128,222	125,812	122,633
Total distribution throughput - continuing operations (MMcf) (2)	392,306	372,688	401,352	430,107
Distribution sales volumes - discontinued operations (MMcf) (1) (2)	3,611	11,259	14,387	15,154
Distribution transportation volumes - discontinued operations (MMcf) (1) (2)	1,120	7,036	8,281	8,914
Consolidated distribution throughput (MMcf) (2)	397,037	390,983	424,020	454,175
Consolidated transmission and storage throughput (MMcf) (2)	467,178	466,527	435,012	428,599
Consolidated nonregulated throughput (MMcf) (2)	343,669	351,628	384,799	353,853
Natural gas distribution sales volumes (% of total)				
Residential	56.8 %	53.6 %	54.5 %	56.4 %
Commercial	32.6	32.3	30.9	30.5
Public authority and other	3.2	3.2	3.2	2.9
Weather sensitive customers - continuing operations	92.6	89.1	88.6	89.8
Industrial	5.7	6.1	6.0	5.3
Agricultural	0.4	0.4	0.4	0.2
Total from continuing operations	98.7	95.6	95.0	95.3
Total from discontinued operations (1)	1.3	4.4	5.0	4.7
Total	100.0 %	100.0 %	100.0 %	100.0 %

(1) Meters and volumes from discontinued operations have been separately reported as discontinued operations for fiscal years 2007 through 2013. These operations were not reported separately for years prior to fiscal 2007.
(2) Volumes are reported as metered in million cubic feet ("MMcf").

2009	2008	2007	2006	2005	2004	2003
2,766,993	2,771,497	2,751,183	2,886,042	2,862,822	1,506,777	1,498,586
251,239	253,612	256,559	275,577	274,536	151,381	151,008
2,031	2,075	2,172	2,661	2,715	2,436	3,799
1,003	1,080	10,991	8,714	9,639	8,397	9,514
8,199	8,111	8,147	8,205	8,128	10,145	9,891
3,029,465	3,036,375	3,029,052	3,181,199	3,157,840	1,679,136	1,672,798
149,379	155,404	158,075	-	-	-	-
3,178,844	3,191,779	3,187,127	3,181,199	3,157,840	1,679,136	1,672,798
699	686	742	746	625	638	644
63	55	68	73	69	80	94
489	501	477	467	402	237	202
1,251	1,242	1,287	1,286	1,096	955	940
87.0 %	86.8 %	86.3 %	90.7 %	90.6 %	89.7 %	89.6 %
7.9	7.9	8.0	8.7	8.7	9.0	9.0
0.3	0.3	0.3	0.2	0.3	0.6	0.6
95.2	95.0	94.6	99.6	99.6	99.3	99.2
0.1	0.1	0.1	0.1	0.1	0.2	0.2
0.0	0.0	0.3	0.3	0.3	0.5	0.6
95.3	95.1	95.0	100.0	100.0	100.0	100.0
4.7	4.9	5.0	0.0	0.0	0.0	0.0
100.0 %	100.0 %	100.0 %	100.0 %	100.0 %	100.0 %	100.0 %
3,208,695	3,208,374	3,204,526	3,180,731	3,157,705	1,672,403	1,675,328
2,713	2,820	2,879	2,527	2,587	3,271	3,473
100 %	100 %	100 %	87 %	89 %	96 %	101 %
151,666	155,084	158,693	144,780	162,016	92,208	97,953
86,938	89,509	91,042	87,006	92,401	44,226	45,611
11,395	12,110	8,506	8,457	9,084	9,813	9,326
249,999	256,703	258,241	240,243	263,501	146,247	152,890
16,849	19,704	20,789	26,161	29,434	22,330	23,738
933	1,570	3,691	5,629	3,348	4,642	7,884
267,781	277,977	282,721	272,033	296,283	173,219	184,512
118,069	127,200	120,104	121,962	114,851	72,814	63,453
385,850	405,177	402,825	393,995	411,134	246,033	247,965
14,336	14,699	14,606	-	-	-	-
8,699	9,478	10,438	-	-	-	-
408,885	429,354	427,869	393,995	411,134	246,033	247,965
528,689	595,542	505,493	410,505	373,879	-	-
370,569	389,392	370,668	283,962	238,097	222,572	225,961
53.8 %	53.0 %	53.4 %	53.2 %	54.7 %	53.2 %	53.1 %
30.8	30.6	30.6	32.0	31.2	25.5	24.7
4.0	4.2	2.9	3.1	3.1	5.7	5.1
88.6	87.8	86.9	88.3	89.0	84.4	82.9
6.0	6.7	7.0	9.6	9.9	12.9	12.9
0.3	0.5	1.2	2.1	1.1	2.7	4.2
94.9	95.0	95.1	100.0	100.0	100.0	100.0
5.1	5.0	4.9	0.0	0.0	0.0	0.0
100.0 %	100.0 %	100.0 %	100.0 %	100.0 %	100.0 %	100.0 %

GAS SALES AND TRANSPORTATION REVENUES

	Year ended September 30			
	2013	2012	2011	2010
Natural gas distribution revenues (000's):				
Residential	$ 1,512,495	$ 1,351,479	$ 1,535,887	$ 1,751,186
Commercial	661,930	587,651	685,380	775,714
Industrial	81,155	71,960	96,636	101,814
Agricultural	7,057	4,867	7,636	4,153
Public authority and other	53,500	49,467	61,040	65,791
Total gas sales revenues	2,316,137	2,065,424	2,386,579	2,698,658
Transportation revenues	55,938	53,924	57,331	56,539
Other gas revenues	22,343	25,028	25,871	27,796
Total distribution revenues	2,394,418	2,144,376	2,469,781	2,782,993
Regulated transmission and storage revenues	89,011	92,604	87,141	97,023
Nonregulated revenues	1,402,828	1,201,503	1,729,513	1,781,044
Total operating revenues (1)	$ 3,886,257	$ 3,438,483	$ 4,286,435	$ 4,661,060
Gas sales revenue percent				
Residential	65.3 %	65.4 %	64.4 %	64.9 %
Commercial	28.6	28.5	28.7	28.7
Industrial	3.5	3.5	4.0	3.8
Agricultural	0.3	0.2	0.3	0.2
Public authority and other	2.3	2.4	2.6	2.4
Total	100.0 %	100.0 %	100.0 %	100.0 %
Distribution average gas revenues per Mcf				
Residential	$9.77	$9.86	$9.71	$9.63
Commercial	$7.45	$7.12	$7.64	$7.89
Industrial	$5.18	$4.59	$5.59	$5.90
Agricultural	$5.98	$4.52	$6.23	$5.61
Public authority and other	$6.20	$6.07	$6.64	$7.08
Total	$8.60	$8.45	$8.66	$8.78
Natural gas distribution average transportation revenue per Mcf	$0.45	$0.43	$0.46	$0.46
Natural gas distribution average cost of gas per Mcf sold	$4.91	$4.64	$5.30	$5.77

(1) Operating revenues from discontinued operations have been separately reported as discontinued operations for fiscal years 2007 through 2013. These operations were not reported separately for years prior to fiscal 2007.

2009	2008	2007	2006	2005	2004	2003
$ 1,726,830	$ 2,030,217	$ 1,890,094	$ 2,068,736	$ 1,791,172	$ 923,773	$ 873,375
790,155	1,027,136	926,635	1,061,783	869,722	400,704	367,961
119,921	190,627	176,854	276,186	229,649	155,336	151,969
3,132	17,074	28,023	40,664	27,889	31,851	48,625
85,216	119,862	85,472	103,936	86,853	77,178	65,921
2,725,254	3,384,916	3,107,078	3,551,305	3,005,285	1,588,842	1,507,851
54,195	54,620	54,251	61,475	58,897	30,622	29,236
28,685	32,839	33,446	37,071	37,859	17,172	15,770
2,808,134	3,472,375	3,194,775	3,649,851	3,102,041	1,636,636	1,552,857
119,427	108,116	84,344	69,582	72,863	-	-
1,865,687	3,458,851	2,455,940	2,432,930	1,786,969	1,283,401	1,247,059
$ 4,793,248	$ 7,039,342	$ 5,735,059	$ 6,152,363	$ 4,961,873	$ 2,920,037	$ 2,799,916
63.4 %	60.0 %	60.8 %	58.3 %	59.6 %	58.1 %	57.9 %
29.0	30.3	29.8	29.9	28.9	25.2	24.4
4.4	5.7	5.7	7.8	7.7	9.8	10.1
0.1	0.5	0.9	1.1	0.9	2.0	3.2
3.1	3.5	2.8	2.9	2.9	4.9	4.4
100.0 %	100.0 %	100.0 %	100.0 %	100.0 %	100.0 %	100.0 %
$11.39	$13.09	$11.91	$14.29	$11.06	$10.02	$8.92
$9.09	$11.48	$10.18	$12.20	$9.41	$9.06	$8.07
$7.12	$9.67	$8.51	$10.56	$7.80	$6.96	$6.40
$3.36	$10.88	$7.59	$7.22	$8.33	$6.86	$6.17
$7.48	$9.90	$10.05	$12.29	$9.56	$7.86	$7.07
$10.18	$12.18	$10.99	$13.05	$10.14	$9.17	$8.17
$0.46	$0.43	$0.44	$0.49	$0.49	$0.36	$0.43
$6.95	$9.05	$8.09	$10.02	$7.41	$6.55	$5.76

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REGULATION AND RATES

The following table sets forth the net annual operating income changes resulting from ratemaking activity (excluding industrial and agricultural) made by the Company during the fiscal years September 30, 2003 through September 30, 2013 (in thousands):

	Increase (Decrease) to Operating Income by Rate Action (1)				
For the year ended September 30	Infrastructure Programs	Annual Rate Filing Mechanisms	Rate Case Filings	Other Rate Activity	Total
2003	$ -	$ 12,254	$ 2,825	$ -	$ 15,079
2004	$ -	$ 10,545	$ 7,597	$ (1,900)	$ 16,242
2005	$ 1,802	$ 4,525	$ -	$ -	$ 6,327
2006	$ 34,320	$ 3,326	$ (191)	$ 1,565	$ 39,020
2007	$ 22,737	$ 12,963	$ 7,793	$ 1,755	$ 45,248
2008	$ 8,443	$ 3,275	$ 27,838	$ 1,082	$ 40,638
2009	$ 12,049	$ 38,764	$ 2,959	$ 631	$ 54,403
2010	$ 18,989	$ 13,757	$ 23,663	$ 392	$ 56,801
2011	$ 15,033	$ 35,216	$ 20,502	$ 1,675	$ 72,426
2012	$ 19,172	$ 7,044	$ 4,309	$ 167	$ 30,692
2013	$ 30,936	$ 9,152	$ 56,700	$ 1,322	$ 98,110

(1) During fiscal 2009, we began presenting our rate making activity on an operating income basis as compared to an operating revenue basis. Fiscal years 2007 and after were adjusted to reflect this new presentation. For years prior to fiscal 2007, rate making activities continue to be shown on an operating revenue basis as the information on an operating income basis was not available.

REGULATION AND RATES (Continued)

Regulatory Commissions

Railroad Commission of Texas (www.rrc.state.tx.us)

Three Commissioners who are elected by statewide general election for staggered six-year terms.

- David J. Porter - Term expires 2016. Built a successful small business around his CPA practice in Midland, Texas.
- Christi Craddick - Term expires 2018; elected to the position in 2012; previously served as the chief political and legal advisor to the Speaker of the Texas House of Representatives Tom Craddick from 2002-2011.
- Barry Smitherman, Chair - Term expires 2014. Previously appointed by Governor Perry to the Public Utility Commission of Texas and formerly a prosecutor in the Harris County District Attorney's office.

Kentucky Public Service Commission (www.psc.state.ky.us)

Three Commissioners who are appointed by the Governor for staggered four-year terms.

- David L. Armstrong, Chairman - appointed in June 2008 and reappointed in July 2011. Term expires June 2015. Former counsel at a law firm in Louisville. Previously served as Commonwealth's Attorney for 30th Judicial District, Mayor of Louisville, Jefferson County Judge-Executive and Kentucky Attorney General.
- James W. Gardner, Vice Chairman - appointed in June 2008 and reappointed in July 2012. Term expires July 2016. Former partner in a law firm.
- Linda K. Breathitt - appointed in May 2012 and reappointed in July 2013. Previously served as a commissioner with the Kentucky Public Service Commission and as a member of the Federal Energy Regulatory Commission (FERC), having been appointed by President Bill Clinton and confirmed by the U.S Senate.

Louisiana Public Service Commission (www.lpsc.org)

Five Commissioners elected from single-member districts for staggered six-year terms.

- Eric Skrmetta, District 1 - Term expires December 2014; practicing attorney.
- Scott A. Angelle, District 2 - Term expires December 2018; former Secretary of the Department of Natural Resources (DNR) and Chairman of the State's Mineral Board.
- Lambert C. Boissiere III, District 3 - Term expires December 2016; former constable for New Orleans.
- Clyde C. Holloway, District 4 - Term expires December 2016; appointment by President Bush as the USDA State Director of Rural Development; former U.S. Congressman; business owner.
- Foster L. Campbell, District 5 - Term expires December 2014; former Louisiana State Senator; owner/operator of an insurance agency.

Kansas Corporation Commission (www.kcc.state.ks.us)

Three Commissioners who are appointed by the Governor for staggered four-year terms.

- Shari Feist Albrecht - Term expires March 2016. Served as Associate Chief Counsel at the Kansas Department of Health and Environment (KDHE) from 1993 to 2012 and served as Director of the Oil and Gas Conservation Division from 1987 to 1991.
- Thomas E. Wright - Term expires March 2014. Former partner of a law firm and taught at Washburn University Law School.
- Mark Sievers, Chairman - Term expires March 2015. Former senior executive, economist and lawyer, worked for Verizon Global Solutions, GTE, Sprint and Southwestern Bell.

REGULATION AND RATES (Continued)

Regulatory Commissions (Continued)

Colorado Public Utilities Commission (www.dora.state.co.us)

Three Commissioners who are appointed by the Governor for staggered four-year terms.

- Joshua Epel, Chairman - Term expires January 2015; Former Assistant General Counsel at DCP Midstream, appointed to the Colorado Oil and Gas Conservation Commission (OGCC).
- James Tarpey - Term expires January 2017; former attorney, Administrative Law Judge, Assistant Attorney General, and Special Agent with FBI.
- Pamela Patton - Term expires January 2016; previously served on the La Plata Electric Association (LPEA) Board of Directors for 12 years and served as an intelligence officer in the U.S. Navy for 20 years.

Mississippi Public Service Commission (www.psc.state.ms.us)

Three Commissioners who are elected to four-year terms.

- Brandon Presley - Term expires January 2016; previously was a two-term mayor of Nettleton, Mississippi.
- Lynn Posey, Chairman - Term expires January 2016; previously served in the Mississippi Senate for 20 years.
- Steve Renfroe - Appointed by Governor Phil Bryant in September 2013 and term expires January 2016; retired from Chevron where he was in the public and government affairs department.

Virginia State Corporation Commission (www.scc.virginia.gov)

Three Commissioners elected by the General Assembly for staggered six-year terms.

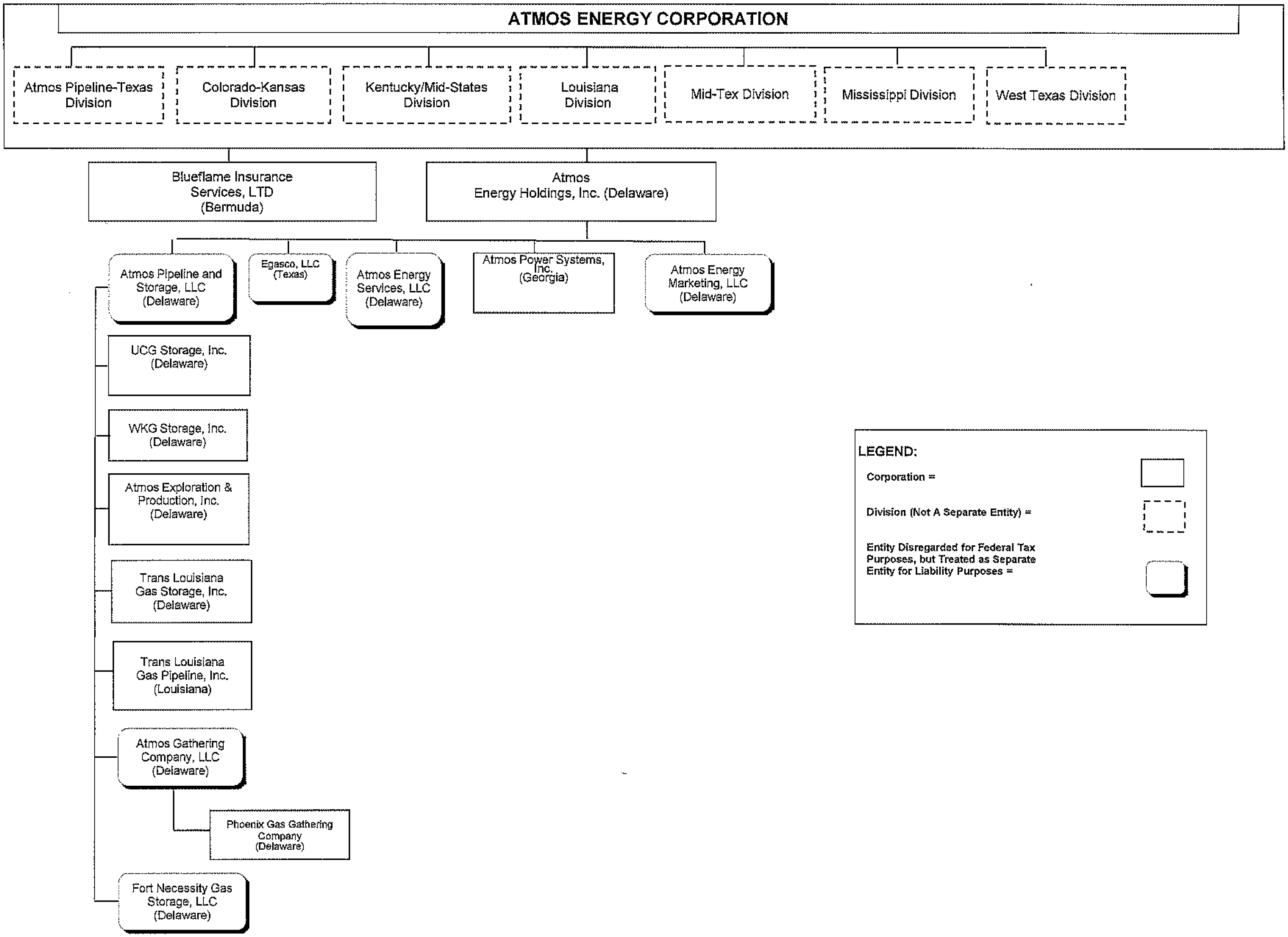
- James C. Dimitri, Chairman - Term expires 2014; former attorney in private practice, former Senior Counsel and General Counsel at SCC and former Assistant Attorney General.
- Mark C. Christie - Term expires 2016; Former chief legal counsel and director of policy for the Governor of Virginia, prior to working in the government he was in the private practice of law.
- Judith Williams Jagdmann - Term expires 2018; Former Attorney General for the Commonwealth of Virginia and Deputy Attorney General for the Civil Litigation Division, served as counsel to the SCC and its staff on utility matters.

Tennessee Regulatory Authority (www.state.tn.us/tra)

Five part-time directors and one full-time executive director who are appointed by the Governor, Speaker of House and Lieutenant Governor.

- Earl R. Taylor, Executive Director - Former attorney and current franchisee of Panera Bread.
- James M. (Jim) Allison, Chairman - Former utility executive in the investor-owned, government owned and cooperative sectors of the electric industry.
- Herbert H. Hilliard, Vice Chairman - Former Executive Vice President and Chief Government Relations Officer for First Horizon National Corporation.
- Kenneth Hill - Former Chief Executive Officer of Appalachian Educational Communication Corporation.
- David Jones - Current President of Complete Holding Group and the David Jones Group.
- Robin Bennett - Currently serves as a Vice President of First Tennessee Bank.

CORPORATE STRUCTURE - Effective July 3, 2012



OPERATING DIVISIONS AND SUBSIDIARY COMPANIES

	Year of incorporation	State of incorporation	Principal business office
Atmos Energy Corporation	1983	Texas	Dallas, TX
	1997	Virginia	
Operating Divisions:			
West Texas			Lubbock, TX
Mid-Tex			Dallas, TX
Colorado-Kansas			Denver, CO
Kentucky/Mid-States			Franklin, TN
Louisiana			Baton Rouge, LA
Mississippi			Jackson, MS
Atmos Pipeline - Texas			Dallas, TX
Subsidiaries:			
Atmos Energy Holdings, Inc.	2000	Delaware	Dallas, TX
Blue Flame Insurance Services, LTD	2003	Bermuda	Bermuda
Atmos Energy Services, LLC	1996	Delaware	Dallas, TX
EGASCO, LLC	1999	Texas	Dallas, TX
Atmos Energy Marketing, LLC	1999	Delaware	Houston, TX
Atmos Power Systems, Inc.	1987	Georgia	Franklin, TN
Atmos Pipeline and Storage, LLC	1999	Delaware	Dallas, TX
UCG Storage, Inc.	1989	Delaware	Franklin, TN
WKG Storage, Inc.	1999	Delaware	Dallas, TX
Atmos Exploration & Production, Inc.	1934	Delaware	Dallas, TX
Trans Louisiana Gas Pipeline, Inc.	1983	Louisiana	Lafayette, LA
Trans Louisiana Gas Storage, Inc.	2000	Delaware	Dallas, TX
Atmos Gathering Company, LLC	2006	Delaware	Dallas, TX
Phoenix Gas Gathering Company	2006	Delaware	Dallas, TX
Fort Necessity Gas Storage, LLC	2009	Delaware	Houston, TX

SEASONALITY AND QUARTERLY INFORMATION

The Company's natural gas distribution business is seasonal and dependent upon weather conditions in the Company's service areas. Natural gas sales to residential, commercial and public authority customers are affected by winter heating season requirements. This generally results in higher operating revenues and net income during the period from October through March of each year and lower operating revenues and either net losses or lower net income during the period from April through September of each year. Sales to industrial customers are much less weather sensitive. The Company's management believes that the Company has lessened its sensitivity to weather risk by diversifying its operations into geographic areas having different weather patterns and through other measures.

The following table sets forth the Company's quarterly operating revenues, quarterly operating revenues as a percentage of annual operating revenues, quarterly net income (loss), and quarterly net income (loss) as a percentage of annual net income. Operating revenues for fiscal years 2007 through 2013 excludes revenues from discontinued operations.

Year ended September 30		Quarter ended Dec. 31	Mar. 31	Jun. 30	Sept. 30	Total
		(Dollars in thousands)				
2003	Operating revenues	$680,432	$1,194,142	$488,470	$436,872	$2,799,916
		24 %	43 %	17 %	16 %	100 %
	Net income (loss)	$25,793	$48,532	($201)	($2,436)	$71,688
		36 %	68 %	0 %	(4) %	100 %
2004	Operating revenues	$763,616	$1,117,485	$546,058	$492,878	$2,920,037
		26 %	38 %	19 %	17 %	100 %
	Net income (loss)	$29,541	$58,305	$4,765	($6,384)	$86,227
		34 %	68 %	6 %	(8) %	100 %
2005	Operating revenues	$1,368,624	$1,685,085	$906,877	$1,001,287	$4,961,873
		28 %	34 %	18 %	20 %	100 %
	Net income (loss)	$59,599	$88,502	$4,486	($16,802)	$135,785
		44 %	65 %	3 %	(12) %	100 %
2006	Operating revenues	$2,283,820	$2,033,846	$863,243	$971,454	$6,152,363
		37 %	33 %	14 %	16 %	100 %
	Net income (loss)	$71,027	$88,796	($18,145)	$6,059	$147,737
		48 %	60 %	(12) %	4 %	100 %
2007	Operating revenues	$1,555,351	$2,005,277	$1,192,209	$982,222	$5,735,059
		27 %	35 %	21 %	17 %	100 %
	Net income (loss)	$81,261	$106,505	($13,360)	($5,914)	$168,492
		48 %	63 %	(8) %	(3) %	100 %
2008	Operating revenues	$1,606,983	$2,408,631	$1,606,935	$1,416,793	$7,039,342
		23 %	34 %	23 %	20 %	100 %
	Net income (loss)	$73,803	$111,534	($6,588)	$1,582	$180,331
		41 %	62 %	(4) %	1 %	100 %
2009	Operating revenues	$1,653,451	$1,744,314	$760,427	$635,056	$4,793,248
		35 %	36 %	16 %	13 %	100 %
	Net income (loss)	$75,963	$129,003	$1,964	($15,952)	$190,978
		40 %	67 %	1 %	(8) %	100 %
2010	Operating revenues	$1,256,816	$1,879,055	$754,117	$771,072	$4,661,060
		27 %	40 %	16 %	17 %	100 %
	Net income (loss)	$93,330	$114,126	($3,154)	$1,537	$205,839
		45 %	56 %	(2) %	1 %	100 %
2011	Operating revenues	$1,117,226	$1,556,374	$833,168	$779,667	$4,286,435
		26 %	36 %	20 %	18 %	100 %
	Net income (loss)	$73,997	$132,209	($566)	$1,961	$207,601
		35 %	64 %	0 %	1 %	100 %
2012	Operating revenues	$1,083,994	$1,225,509	$576,414	$552,566	$3,438,483
		31 %	36 %	17 %	16 %	100 %
	Net income	$68,507	$109,111	$31,132	$7,967	$216,717
		32 %	50 %	14 %	4 %	100 %
2013	Operating revenues	$1,034,155	$1,308,996	$857,935	$685,171	$3,886,257
		26 %	34 %	22 %	18 %	100 %
	Net income	$80,465	$116,425	$38,768	$7,536	$243,194
		33 %	48 %	16 %	3 %	100 %

REGULATED AND NONREGULATED DATA

The following table summarizes certain information regarding the operation of the regulated and nonregulated businesses of the Company for each of the last eleven years.

		Operating Revenues (1)	Net Income	Identifiable Assets
2003	Natural Gas Distribution	$ 1,552,857	$ 62,137	$ 2,238,773
	Nonregulated	1,247,059	9,551	386,722
	Total	$ 2,799,916	$ 71,688	$ 2,625,495
2004	Natural Gas Distribution	$ 1,636,636	$ 63,096	$ 2,575,396
	Nonregulated	1,283,401	23,131	327,262
	Total	$ 2,920,037	$ 86,227	$ 2,902,658
2005	Natural Gas Distribution	$ 3,102,041	$ 81,117	$ 4,464,548
	Regulated Transmission and Storage	72,863	27,582	558,606
	Nonregulated	1,786,969	27,086	587,393
	Total	$ 4,961,873	$ 135,785	$ 5,610,547
2006	Natural Gas Distribution	$ 3,649,851	$ 53,002	$ 4,578,382
	Regulated Transmission and Storage	69,582	26,547	645,637
	Nonregulated	2,432,930	68,188	495,528
	Total	$ 6,152,363	$ 147,737	$ 5,719,547
2007	Natural Gas Distribution	$ 3,194,775	$ 73,283	$ 4,718,894
	Regulated Transmission and Storage	84,344	34,590	689,374
	Nonregulated	2,455,940	60,619	486,929
	Total	$ 5,735,059	$ 168,492	$ 5,895,197
2008	Natural Gas Distribution	$ 3,472,375	$ 92,648	$ 5,055,242
	Regulated Transmission and Storage	108,116	41,425	749,231
	Nonregulated	3,458,851	46,258	582,226
	Total	$ 7,039,342	$ 180,331	$ 6,386,699
2009	Natural Gas Distribution	$ 2,808,134	$ 116,807	$ 5,117,532
	Regulated Transmission and Storage	119,427	41,056	834,078
	Nonregulated	1,865,687	33,115	415,473
	Total	$ 4,793,248	$ 190,978	$ 6,367,083
2010	Natural Gas Distribution	$ 2,782,993	$ 125,949	$ 5,418,776
	Regulated Transmission and Storage	97,023	41,486	913,829
	Nonregulated	1,781,044	38,404	431,186
	Total	$ 4,661,060	$ 205,839	$ 6,763,791
2011	Natural Gas Distribution	$ 2,469,781	$ 162,718	$ 5,857,090
	Regulated Transmission and Storage	87,141	52,415	1,004,124
	Nonregulated	1,729,513	(7,532)	421,657
	Total	$ 4,286,435	$ 207,601	$ 7,282,871
2012	Natural Gas Distribution	$ 2,144,376	$ 148,369	$ 5,991,472
	Regulated Transmission and Storage	92,604	63,059	1,148,006
	Nonregulated	1,201,503	5,289	356,197
	Total	$ 3,438,483	$ 216,717	$ 7,495,675
2013	Natural Gas Distribution	$ 2,394,418	$ 163,707	$ 6,185,544
	Regulated Transmission and Storage	89,011	68,260	1,413,165
	Nonregulated	1,402,828	11,227	341,692
	Total	$ 3,886,257	$ 243,194	$ 7,940,401

The regulated business as of September 30, 2013 was comprised of the Company's six regulated natural gas distribution divisions: Colorado-Kansas Division, Kentucky/Mid-States Division, Louisiana Division, Mid-Tex Division, Mississippi Division and West Texas Division, as well as the regulated transmission and storage division.

Our nonregulated businesses primarily include the operations of Atmos Energy Marketing, LLC and Atmos Pipeline and Storage, LLC. For an expanded discussion of each of these companies and other nonregulated operations, please see the Company's Annual Report on Form 10-K for the year ended September 30, 2013.

(1) Operating revenues for fiscal years 2007 through 2013 excludes revenues from discontinued operations. Discontinued operations were not reported separately for years prior to fiscal 2007.

CORPORATE DEVELOPMENT

Acquisitions and Mergers

The Company has achieved eight significant acquisitions as summarized below:

1.	Property	Trans Louisiana Gas Company, Inc.
	Business	Intrastate natural gas distributor in Louisiana
	Meters in service	69,000 (at acquisition)
	Acquisition date	January 1, 1986
	Acquisition cost	$34.1 million inclusive of acquisition expenses plus assumption of approximately $10 million in long-term debt
	Regulatory body	Louisiana Public Service Commission
	Accounting method	Purchase
	Financing	$35,000,000 Revolving credit/term facility
2.	Property	Western Kentucky Gas Utility Corporation
	Business	Intrastate natural gas distributor in Kentucky
	Meters in service	147,000 (at acquisition)
	Acquisition date	December 1, 1987
	Acquisition cost	$67.5 million inclusive of acquisition expenses plus assumption of approximately $17.6 million in long-term debt
	Regulatory body	Kentucky Public Service Commission
	Accounting method	Purchase
	Financing	Initially funded with $31,500,000 interim revolving credit facility with a bank and $30,000,000 Senior Notes. Interim revolving credit facility was retired with proceeds of equity offering in June 1988.
3.	Property	Greeley Gas Company
	Business	Intrastate natural gas distributor in Co., Ks., and Mo.
	Meters in service	98,000 (at acquisition)
	Acquisition date	December 22, 1993
	Acquisition cost	Approximately 3.5 million (post-split) shares of Atmos stock, the assumption of approx. $20 million in long-term debt and $1.7 million in acquisition expenses
	Regulatory bodies	Colorado Public Utilities Commission, Kansas Corporation Commission and Missouri Public Service Commission
	Accounting method	Pooling of interests
	Financing	Exchanged 3,493,995 (post-split) shares of Atmos stock for all the outstanding shares of GGC
4.	Property	United Cities Gas Company
	Business	Intrastate natural gas distributor in Ga., Tn., Va., S.C. (subsequently sold), Il., Ia., and Mo.
	Meters in service	307,000 (at merger)
	Merger Date	July 31, 1997
	Merger cost	Approximately 13.3 million shares of Atmos stock, the assumption of approx. $149 million in long-term debt and $49 million in merger and integration costs
	Regulatory bodies	Missouri Public Service Commission, Georgia Public Service Commission, South Carolina Public Service Commission, Tennessee Regulatory Authority, Illinois Commerce Commission, Iowa Utilities Board, Virginia State Corporation Commission
	Accounting method	Pooling of interests
	Financing	Exchanged 13,320,221 shares of Atmos stock for all the outstanding shares of United Cities Gas Company
5.	Property	Remaining 55 percent interest in Woodward Marketing, L.L.C.
	Business	Management of natural gas requirements for municipalities, local gas utility companies and industrial customers
	Acquisition date	April 1, 2001
	Acquisition cost	$26.7 million inclusive of acquisition expenses
	Accounting method	Purchase
	Financing	Exchanged 1,423,193 restricted shares of Atmos common stock

CORPORATE DEVELOPMENT (Continued)

Acquisitions and Mergers (continued)

6. Property	Louisiana Gas Service Company
Business	Intrastate natural gas distributor in Louisiana
Meters in service	279,000 (at acquisition)
Acquisition date	July 1, 2001
Acquisition cost	$363.4 million inclusive of acquisition expenses
Regulatory body	Louisiana Public Service Commission
Accounting method	Purchase
Financing	Primarily funded with a $350 million debt offering

7. Property	Mississippi Valley Gas Company
Business	Intrastate natural gas distributor in Mississippi
Meters in service	260,000 (at acquisition)
Acquisition date	December 3, 2002
Acquisition cost	$75.0 million cash, $75.0 million of Atmos common stock and the repayment of approx. $45.0 million of outstanding long-term debt.
Regulatory body	Mississippi Public Service Commission
Accounting method	Purchase
Financing	Issued 3,386,287 shares of Atmos common stock and used a $150.0 million short-term unsecured committed credit facility to provide the initial funding for the cash portion of the acquisition and the repayment of the outstanding long-term debt. The short-term credit facility was replaced with a $250 million debt offering in January 2003.

8. Property	TXU Gas Company
Business	Intrastate natural gas distributor and pipeline operations in Texas
Meters in service	1,500,000 (at acquisition)
Acquisition date	October 1, 2004
Acquisition cost	$1.9 billion cash (after closing adjustments and before transaction costs and expenses)
Regulatory body	Various municipalities we serve, with exclusive appellate jurisdiction by the Texas Railroad Commission
Accounting method	Purchase
Financing	Issued 9,939,393 shares of Atmos common stock (net proceeds of $235.7 million) and issued $1.7 billion in commercial paper backstopped by a senior unsecured revolving credit agreement. In October 2004, the commercial paper was paid off with the issuance of $1.4 billion of senior unsecured notes and the issuance of 16.1 million shares of Atmos common stock (net proceeds of $382.5 million before other offering costs).

The Company has also achieved several small acquisitions including Oceana Heights Gas Company in Thibodaux, Louisiana and distribution systems in Winn Parish and LaFourche Parish, Louisiana. In May 2000, we acquired the Missouri natural gas distribution assets of Associated Natural Gas for approximately $32.0 million, serving approximately 48,000 meters. In March 2004, we acquired the natural gas distribution assets of ComFurT Gas Inc. for approximately $2.0 million which served approximately 1,800 customers.

In August 2012, we completed the sale of substantially all of our natural gas distribution assets located in Missouri, Illinois and Iowa representing approximately 84,000 customers to Liberty Energy (Midstates) Corp., an affiliate of Algonquin Power & Utilities Corp. for a cash price of approximately $128 million, pursuant to an asset purchase agreement executed on May 12, 2011.

In April 2013, we completed the sale of substantially all of our natural gas distribution assets and certain related nonregulated assets located in Georgia representing approximately 64,000 customers to Liberty Energy (Georgia) Corp., an affiliate of Algonquin Power & Utilities Corp. for a cash price of approximately $153 million, pursuant to an asset purchase agreement executed on August 8, 2012.

GLOSSARY

Amortize - An allocation of cost to reflect a reduction to asset book value each year until only the salvage value, if any, remains.

Assets - Items of value owned by the company, typically items such as cash, property, and debts owed to the company.

Bcf - Abbreviation for 1,000,000,000 (one billion) cubic feet.

Balance sheet - A statement of financial position at a stated date that shows the assets, liabilities and shareholders' equity of a company.

Capitalize - To record and carry forward into future years any expenditure that will produce revenue or a benefit during those future years.

Cash equivalents - The company considers all highly liquid instruments purchased with a maturity of three months or less to be cash equivalents.

Commercial service - Covers service to customers engaged in wholesale or retail trade, communications, finance, fisheries, forestry, government, insurance, real estate, transportation, etc., and to customers not directly involved in other classes of service.

Consolidated financial statements - Statements showing the financial condition and operating results of the parent and subsidiary companies as if they were one organization.

Contingent liability - An obligation that may arise in the future that relates to a past transaction or event. The obligation is deemed possible but not probable.

Current asset - Cash and any other items the company owns that will be converted to cash or useful goods or services within a year.

Current liability - A short-term indebtedness to be paid within a year.

Cushion gas - The gas required in a reservoir, used for storage of natural gas, so that reservoir pressure is such that the working gas may be recovered.

Deferred charges - Expenditures whose benefit will be realized in future years. The amounts will be charged against income over a period of years to properly match the expenses with the related benefit.

Deferred credits - Income items that have been received but not yet earned or liabilities incurred but not yet due. These will be recognized in the year they are earned.

Depreciation - An allocation of cost to reflect the gradual loss of productivity of a fixed asset by age or usage.

Deregulation - The act of ending certain federal government controls over the price of natural gas sold in interstate commerce.

Gross profit - Operating revenues less purchased gas cost.

Heating degree day - A heating degree day is equivalent to each degree that the average of the high and the low temperatures for a day is below 65 degrees. The greater the number of heating degree days, the colder the climate. Heating degree days are used in the natural gas industry to measure the coldness of weather experienced and to compare relative temperatures between one geographic area and another.

Industrial service - Covers service to customers engaged primarily in a process which either involves the extraction of raw materials from the earth, or a change of raw or unfinished materials into another form or product. Also includes service to natural gas irrigation wells.

Infrastructure Program - A rate making program which allows natural gas utility companies the opportunity to include in their rate base annually approved capital costs incurred.

LDC - Local distribution company.

Liabilities - Amounts owed by the corporation to others.

Line of credit - Agreements by banks to make a loan not to exceed a specified amount when needed by the corporation.

Long-term debt - Debts to be repaid with a maturity of more than one year.

Mcf - Abbreviation for 1,000 cubic feet, which is the customary unit for measuring volumes of natural gas.

MMcf - Abbreviation for 1,000,000 (one million) cubic feet.

GLOSSARY (Continued)

Net income - All revenues less all costs of doing business.

Net income per share - Net income available to common shareholders divided by the weighted average number of shares of common stock outstanding during the period.

No notice service - A FERC Order 636 interstate pipeline service combining transportation, storage and balancing functions generally designed to allow an LDC shipper to receive pipeline services with limited prior scheduling or notice to the pipeline.

Operating income - Excess of revenues over the related expenses; income before federal income taxes and interest.

Peak-shaving - Using sources of energy, such as natural gas from storage, to supplement the normal amounts delivered to customers during peak-use periods. Using these supplemental sources prevents pipelines from having to expand their delivery facilities just to accommodate short periods of extremely high demand.

Pooling of interests - A business combination in which the voting stock of one company is acquired by another through an exchange of stock and not through the disbursement of cash or other resources. The reported income of the constituents for prior periods is combined and restated as income of the combined corporation.

Psia - Abbreviation for pounds per square inch absolute. It is a measure of pressure.

Public authority - A municipal, state, federal, school, county or precinct account, i.e., account with any governmental subdivision.

Purchase accounting - A method of accounting for a business combination in which one company is acquired by another by paying cash, transferring assets, or by issuing debt. The acquiring corporation records at its cost the acquired assets less liabilities assumed. The reported income of the acquiring corporation includes the operations of the acquired company after acquisition.

Residential service - Covers service to customers for domestic purposes (single, multifamily or mobile homes, etc.). In residential service, the number of housing units within a structure determines the customer classification.

Retained earnings - Cumulative earnings retained in the business.

Shareholders' equity - The financial investment shareholders have in the company. It is represented by the difference between total assets and total liabilities.

Stated value - The nominal or face value of a security. It is not related to the actual value of the stock or the company.

Subsidiary - A corporation owned by a parent company through ownership of the subsidiary's voting stock.

Underground gas storage fields - Natural gas reservoirs located near gas users into which gas may be pumped during periods of low demand and recovered on peak demand days. This increases gas supply on peak demand days without incurring peak day demand charges from gas suppliers.

Weather normalization adjustment (WNA) - Rate adjustments approved by certain regulatory commissions that allow a company to increase the base rate portion of customers' bills when weather is warmer than normal and decrease the base rate when weather is colder than normal.

Working capital - Excess of current assets over current liabilities.

2014

ATMOS ENERGY CORPORATION

STATISTICAL SUMMARY

The purpose of this summary is to provide historical financial and statistical information and current facts about Atmos Energy Corporation (the "Company"). It should be used in conjunction with the Company's 2014 Annual Report on Form 10-K. It is not intended to be used in any way in conjunction with the sale or purchase of any securities of Atmos Energy Corporation or its subsidiaries. The financial and operating data in this summary are presented on a consolidated basis without extensive footnoting and are unaudited. In addition, the data provided in this summary is included for financial reporting purposes and may not be appropriate for rate making purposes.

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HIGHLIGHTS

	Year ended September 30 2014	2013	2012	2011
Balance Sheet Data at September 30 (In thousands)				
Capital expenditures	$ 835,251	$ 845,033	$ 732,858	$ 622,965
Net property, plant and equipment	6,725,906	6,030,655	5,475,604	5,147,918
Working capital	(134,810)	(301,353)	(447,992)	143,355
Total assets	8,594,704	7,934,268	7,495,675	7,282,871
Shareholders' equity	3,086,232	2,580,409	2,359,243	2,255,421
Long-term debt, excluding current maturities	2,455,986	2,455,671	1,956,305	2,206,117
Total capitalization	5,542,218	5,036,080	4,315,548	4,461,538
Income Statement Data (In thousands, except per share data) [1]				
Operating revenues [2]	$ 4,940,916	$ 3,875,460	$ 3,436,162	$ 4,300,665
Gross profit	1,582,426	1,412,050	1,323,739	1,300,820
Income from continuing operations	289,817	230,698	192,196	189,588
Income from discontinued operations, net of tax	—	12,496	24,521	18,013
Net income	289,817	243,194	216,717	207,601
Income per share from continuing operations - diluted [3]	2.96	2.50	2.10	2.07
Income per share from discontinued operations - diluted [3]	—	0.14	0.27	0.20
Net income per share - diluted [3]	2.96	2.64	2.37	2.27
Common Stock Data				
Shares outstanding (In thousands)				
End of year	100,388	90,640	90,240	90,296
Weighted average diluted shares [3]	97,608	91,711	91,172	90,652
Cash dividends per share	$ 1.48	$ 1.40	$ 1.38	$ 1.36
Shareholders of record	15,807	16,662	17,775	18,680
Market price - High	$ 53.40	$ 45.19	$ 36.94	$ 34.98
Low	$ 41.08	$ 33.20	$ 30.60	$ 28.87
End of year	$ 47.70	$ 42.59	$ 35.79	$ 32.45
Book value per share at end of year	$ 30.74	$ 28.47	$ 26.14	$ 24.98
Price/Earnings ratio at end of year	16.11	16.13	15.10	14.30
Market/Book ratio at end of year	1.55	1.50	1.37	1.30
Annualized dividend yield at end of year	3.1%	3.3%	3.9%	4.2%
Customers and Volumes (as metered)				
Consolidated regulated distribution sales volumes (MMcf)	317,320	272,773	255,725	289,927
Consolidated regulated distribution transportation volumes (MMcf)	134,483	124,264	135,258	134,093
Consolidated regulated distribution throughput (MMcf)	451,803	397,037	390,983	424,020
Consolidated regulated pipeline throughput (MMcf)	493,360	467,178	466,527	435,012
Consolidated nonregulated delivered gas sales volumes (MMcf)	377,441	343,669	351,628	384,799
Meters in service at end of year	3,115,069	3,011,980	3,116,589	3,213,191
Heating degree days	2,685	2,729	2,692	2,733
Degree days as a % of normal	102%	103%	97%	99%
Regulated distribution average purchased gas cost per Mcf sold	$ 5.94	$ 4.91	$ 4.64	$ 5.30
Regulated distribution average transportation fee per Mcf	$ 0.47	$ 0.45	$ 0.43	$ 0.46
Statistics				
Return on average shareholders' equity	9.9%	9.7%	9.3%	9.1%
Number of employees	4,761	4,720	4,759	4,949
Net regulated distribution plant per meter	$ 1,670	$ 1,567	$ 1,468	$ 1,362
Regulated distribution operation and maintenance expense per meter	$ 124	$ 126	$ 118	$ 111
Meters per employee - regulated distribution	679	662	680	676
Times interest earned before income taxes	4.63	4.01	3.27	3.13

[1] In August 2012, we completed the sale of our regulated distribution operations in Missouri, Illinois and Iowa, representing approximately 84,000 customers and in April 2013, we completed the sale of our regulated distribution operations in Georgia, representing approximately 64,000 customers. The results of operations for these four states have been separately reported as discontinued operations for fiscal years 2007 through 2013. These operations were not reported separately for years prior to fiscal 2007.

[2] In fiscal 2014, we retroactively reclassified certain amounts in our nonregulated segment's operating revenues to purchased gas cost to reflect all hedging activity in purchased gas cost for fiscal years 2008 through 2014. These amounts were not reclassified for years prior to fiscal 2008.

2010	2009	2008	2007	2006	2005	2004
$ 542,636	$ 509,494	$ 472,273	$ 392,435	$ 425,324	$ 333,183	$ 190,285
4,793,075	4,439,103	4,136,859	3,836,836	3,629,156	3,374,367	1,722,521
(290,887)	91,519	78,017	149,217	(1,616)	151,675	283,310
6,763,791	6,367,083	6,386,699	5,895,197	5,719,547	5,610,547	2,902,658
2,178,348	2,176,761	2,052,492	1,965,754	1,648,098	1,602,422	1,133,459
1,809,551	2,169,400	2,119,792	2,126,315	2,180,362	2,183,104	861,311
3,987,899	4,346,161	4,172,284	4,092,069	3,828,460	3,785,526	1,994,770
$ 4,670,711	$ 4,826,208	$ 7,006,992	$ 5,735,059	$ 6,152,363	$ 4,961,873	$ 2,920,037
1,314,136	1,297,682	1,275,077	1,201,781	1,216,570	1,117,637	562,191
189,851	175,026	166,696	153,610	147,737	135,785	86,227
15,988	15,952	13,635	14,882	—	—	—
205,839	190,978	180,331	168,492	147,737	135,785	86,227
2.03	1.90	1.84	1.74	1.81	1.72	1.58
0.17	0.17	0.15	0.17	—	—	—
2.20	2.07	1.99	1.91	1.81	1.72	1.58
90,164	92,552	90,815	89,327	81,740	80,539	62,800
92,422	91,620	89,941	87,486	81,173	79,012	54,416
$ 1.34	$ 1.32	$ 1.30	$ 1.28	$ 1.26	$ 1.24	$ 1.22
19,738	20,790	21,756	22,829	24,690	26,242	27,555
$ 30.06	$ 28.80	$ 29.46	$ 33.11	$ 29.11	$ 29.76	$ 26.86
$ 26.41	$ 20.20	$ 25.09	$ 26.47	$ 25.79	$ 24.85	$ 23.68
$ 29.25	$ 28.18	$ 26.62	$ 28.32	$ 28.55	$ 28.25	$ 25.19
$ 24.16	$ 23.52	$ 22.60	$ 22.01	$ 20.16	$ 19.90	$ 18.05
13.30	13.61	13.38	14.83	15.77	16.42	15.94
1.21	1.20	1.18	1.29	1.42	1.42	1.40
4.6%	4.7%	4.9%	4.5%	4.4%	4.4%	4.8%
322,628	282,117	292,676	297,327	272,033	296,283	173,219
131,547	126,768	136,678	130,542	121,962	114,851	72,814
454,175	408,885	429,354	427,869	393,995	411,134	246,033
428,599	528,689	595,542	505,493	410,505	373,879	—
353,853	370,569	389,392	370,668	283,962	238,097	222,572
3,186,040	3,178,844	3,191,779	3,187,127	3,181,199	3,157,840	1,679,136
2,780	2,713	2,820	2,879	2,527	2,587	3,271
102%	100%	100%	100%	87%	89%	96%
$ 5.77	$ 6.95	$ 9.05	$ 8.09	$ 10.02	$ 7.41	$ 6.55
$ 0.46	$ 0.46	$ 0.43	$ 0.44	$ 0.49	$ 0.49	$ 0.36
9.1%	8.9%	8.8%	8.8%	8.9%	9.0%	9.1%
4,913	4,891	4,750	4,653	4,632	4,543	2,864
$ 1,243	$ 1,165	$ 1,091	$ 1,020	$ 969	$ 927	$ 994
$ 114	$ 116	$ 122	$ 119	$ 112	$ 110	$ 116
676	678	700	713	723	730	612
3.09	2.82	3.06	2.75	2.55	2.59	3.05

(3) As discussed in the Form 10-K, since we have non-vested share-based payments with a nonforfeitable right to dividends or dividend equivalents (referred to as participating securities), we are required to use the two-class method of computing earnings per share as of October 1, 2009. The calculation of earnings per share using the two-class method excludes income attributable to our participating securities from the numerator and excludes the dilutive impact of those shares from the denominator. The presentation of earnings per share and weighted average diluted shares for fiscal years 2006 through 2009 has been adjusted to reflect the retrospective adoption of this standard where applicable in this statistical summary. The presentation of earnings per share and weighted average diluted shares for fiscal years prior to 2006 was not adjusted.

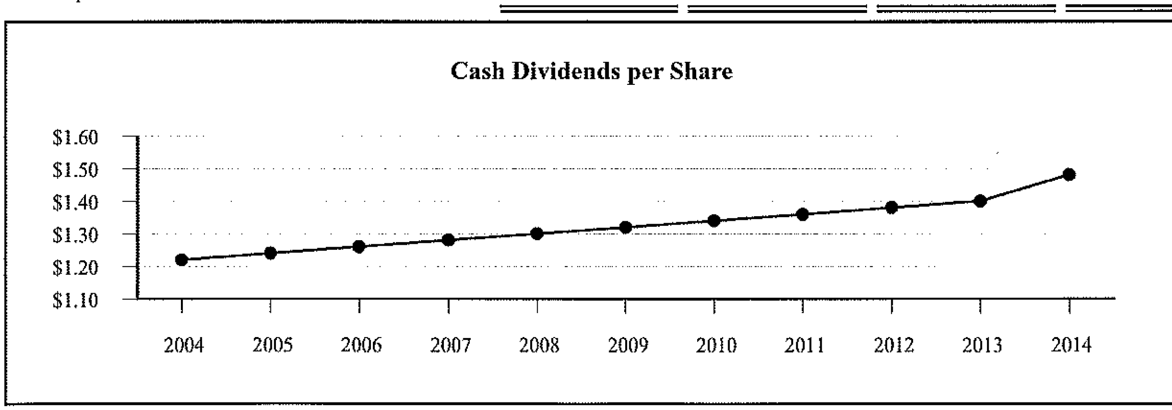
CONSOLIDATED BALANCE SHEETS

	September 30 2014	2013	2012	2011
	(In thousands)			
ASSETS				
Property, plant and equipment				
Regulated plant	$ 8,094,561	$ 7,340,499	$ 6,752,780	$ 6,516,228
Nonregulated plant	105,560	105,773	107,578	91,324
Construction in progress	247,579	275,747	274,112	209,242
	8,447,700	7,722,019	7,134,470	6,816,794
Less accumulated depreciation and amortization	1,721,794	1,691,364	1,658,866	1,668,876
Net property, plant and equipment	6,725,906	6,030,655	5,475,604	5,147,918
Current assets				
Cash and cash equivalents	42,258	66,199	64,239	131,419
Cash held on deposit in margin account	—	—	—	—
Accounts receivable, net	343,400	301,992	234,526	273,303
Materials and supplies	5,704	5,511	5,872	4,113
Gas stored underground	278,917	244,741	256,415	289,760
Assets from risk management activities	45,827	11,966	24,707	18,344
Deferred gas cost	20,069	15,152	31,359	33,976
Taxes receivable	5,481	3,141	1,291	9,215
Other current assets	34,184	28,431	209,553	250,823
Total current assets	775,840	677,133	827,962	1,010,953
Goodwill	742,029	741,363	740,683	740,000
Noncurrent assets from risk management activities	13,038	109,354	2,283	998
Deferred charges and other assets	337,891	375,763	449,143	383,002
	$ 8,594,704	$ 7,934,268	$ 7,495,675	$ 7,282,871
CAPITALIZATION AND LIABILITIES				
Shareholders' equity				
Common stock	$ 502	$ 453	$ 451	$ 451
Additional paid-in capital	2,180,151	1,765,811	1,745,467	1,732,935
Retained earnings	917,972	775,267	660,932	570,495
Accumulated other comprehensive income (loss)	(12,393)	38,878	(47,607)	(48,460)
Shareholders' equity	3,086,232	2,580,409	2,359,243	2,255,421
Long-term debt	2,455,986	2,455,671	1,956,305	2,206,117
Total capitalization	5,542,218	5,036,080	4,315,548	4,461,538
Current liabilities				
Current maturities of long-term debt	—	—	131	2,434
Short-term debt	196,695	367,984	570,929	206,396
Accounts payable and accrued liabilities	311,604	241,611	215,229	291,205
Taxes payable	77,601	66,960	64,319	57,853
Customer credit balances and deposits	82,085	76,313	100,926	106,743
Liabilities from risk management activities	1,730	1,543	85,381	15,453
Deferred gas cost	35,063	16,481	23,072	8,130
Other current liabilities	205,872	207,594	215,967	179,384
Total current liabilities	910,650	978,486	1,275,954	867,598
Deferred income taxes	1,286,616	1,164,053	1,015,083	960,093
Noncurrent liabilities from risk management activities	20,126	—	9,206	78,089
Regulatory cost of removal obligation	445,387	359,299	381,164	428,947
Pension and postretirement liabilities	340,963	358,787	457,196	438,936
Deferred credits and other liabilities	48,744	37,563	41,524	47,670
	$ 8,594,704	$ 7,934,268	$ 7,495,675	$ 7,282,871

2010	2009	2008	2007	2006	2005	2004
$ 6,284,773	$ 5,881,826	$ 5,553,922	$ 5,242,467	$ 4,943,215	$ 4,562,621	$ 2,526,827
99,623	99,594	96,174	84,154	83,263	69,063	68,547
157,922	105,198	80,060	69,449	74,830	133,926	38,277
6,542,318	6,086,618	5,730,156	5,396,070	5,101,308	4,765,610	2,633,651
1,749,243	1,647,515	1,593,297	1,559,234	1,472,152	1,391,243	911,130
4,793,075	4,439,103	4,136,859	3,836,836	3,629,156	3,374,367	1,722,521
131,952	111,203	46,717	60,725	75,815	40,116	201,932
—	—	—	—	—	9,762	—
273,207	232,806	477,151	380,133	374,629	454,313	211,810
3,940	3,349	4,304	5,563	6,088	7,502	2,626
319,038	352,728	576,617	515,128	461,502	450,807	200,134
20,575	31,643	68,291	20,129	48,200	136,127	34,471
22,701	22,233	55,103	14,797	44,992	38,173	8,756
19,382	15,115	22,052	33,002	56,034	—	—
84,397	59,863	34,869	37,698	50,285	84,650	43,497
875,192	828,940	1,285,104	1,067,175	1,117,545	1,221,450	703,226
739,314	738,603	736,998	734,976	735,369	734,280	241,368
937	14,035	5,473	5,535	6,186	735	562
355,273	346,402	222,265	250,675	231,291	279,715	234,981
$ 6,763,791	$ 6,367,083	$ 6,386,699	$ 5,895,197	$ 5,719,547	$ 5,610,547	$ 2,902,658
$ 451	$ 463	$ 454	$ 447	$ 409	$ 403	$ 314
1,714,364	1,791,129	1,744,384	1,700,378	1,467,240	1,426,523	1,005,644
486,905	405,353	343,601	281,127	224,299	178,837	142,030
(23,372)	(20,184)	(35,947)	(16,198)	(43,850)	(3,341)	(14,529)
2,178,348	2,176,761	2,052,492	1,965,754	1,648,098	1,602,422	1,133,459
1,809,551	2,169,400	2,119,792	2,126,315	2,180,362	2,183,104	861,311
3,987,899	4,346,161	4,172,284	4,092,069	3,828,460	3,785,526	1,994,770
360,131	131	785	3,831	3,186	3,264	5,908
126,100	72,550	350,542	150,599	382,416	144,809	—
266,208	207,421	395,388	355,255	345,108	461,314	185,295
56,616	49,821	53,639	50,288	50,673	66,083	22,930
114,215	117,824	102,825	97,683	112,803	89,918	44,474
49,673	21,482	58,914	21,339	30,669	18,940	39,458
43,333	110,754	76,979	84,043	68,959	134,048	54,514
149,803	157,438	168,015	154,920	125,347	151,399	67,337
1,166,079	737,421	1,207,087	917,958	1,119,161	1,069,775	419,916
829,128	570,940	441,302	370,569	306,172	292,207	241,257
8,924	—	5,369	290	276	15,316	1,138
350,521	344,403	298,645	271,059	261,376	263,424	103,579
375,133	315,020	225,218	201,608	155,892	139,116	104,823
46,107	53,138	36,794	41,644	48,210	45,183	37,175
$ 6,763,791	$ 6,367,083	$ 6,386,699	$ 5,895,197	$ 5,719,547	$ 5,610,547	$ 2,902,658

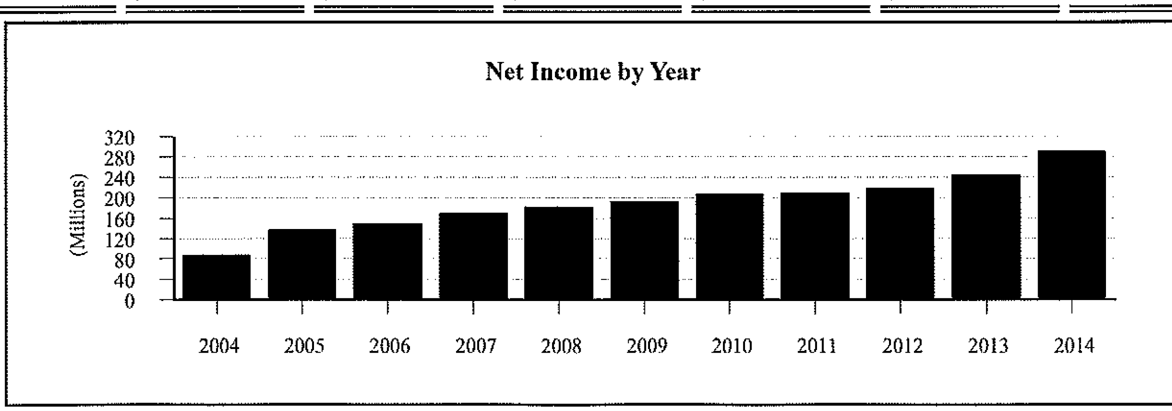
CONSOLIDATED STATEMENTS OF INCOME

	2014	2013	2012	2011
	Year Ended September 30 (In thousands, except per share data)			
Operating revenues				
Regulated distribution segment	$ 3,061,546	$ 2,399,493	$ 2,145,330	$ 2,470,664
Regulated pipeline segment	318,459	268,900	247,351	219,373
Nonregulated segment (1)	2,067,292	1,587,914	1,348,982	2,039,123
Intersegment eliminations	(506,381)	(380,847)	(305,501)	(428,495)
Total operating revenues	4,940,916	3,875,460	3,436,162	4,300,665
Purchased gas cost				
Regulated distribution segment	1,885,031	1,318,257	1,122,587	1,452,721
Regulated pipeline segment	—	—	—	—
Nonregulated segment (1)	1,979,337	1,524,583	1,293,858	1,974,123
Intersegment eliminations	(505,878)	(379,430)	(304,022)	(426,999)
Total purchased gas cost	3,358,490	2,463,410	2,112,423	2,999,845
Gross profit	1,582,426	1,412,050	1,323,739	1,300,820
Operating expenses				
Operation	489,955	468,567	429,108	417,784
Maintenance	15,199	19,453	24,505	25,181
Depreciation and amortization	253,987	235,079	237,525	223,832
Asset impairments	—	—	5,288	30,270
Taxes, other than income	211,936	187,072	181,073	177,767
Total operating expenses	971,077	910,171	877,499	874,834
Operating income	611,349	501,879	446,240	425,986
Other income (expense)				
Interest income	1,022	674	419	676
Miscellaneous income (expense)	(6,257)	(871)	(15,063)	20,508
Total other income (expense)	(5,235)	(197)	(14,644)	21,184
Interest charges	129,295	128,385	141,174	150,763
Income tax expense	187,002	142,599	98,226	106,819
Income from continuing operations	289,817	230,698	192,196	189,588
Discontinued operations, net (2)	—	7,202	18,172	18,013
Gain on sale of discontinued operations, net (2)	—	5,294	6,349	—
Net income	$ 289,817	$ 243,194	$ 216,717	$ 207,601
Diluted earnings per share				
Income per share from continuing operations	$ 2.96	$ 2.50	$ 2.10	$ 2.07
Income per share from discontinued operations	—	0.14	0.27	0.20
Net income per share - diluted	$ 2.96	$ 2.64	$ 2.37	$ 2.27
Weighted average shares outstanding - diluted	97,608	91,711	91,172	90,652
Cash dividends per share	$ 1.48	$ 1.40	$ 1.38	$ 1.36



(1) In fiscal 2014, we retroactively reclassified certain amounts in our nonregulated segment's operating revenues to purchased gas cost to reflect all hedging activity in purchased gas cost for fiscal years 2008 through 2014. These amounts were not reclassified for years prior to fiscal 2008.

2010	2009	2008	2007	2006	2005	2004
$ 2,783,863	$ 2,808,933	$ 3,473,167	$ 3,195,393	$ 3,650,591	$ 3,103,140	$ 1,637,728
203,013	209,658	195,917	163,229	141,133	142,952	—
2,156,309	2,316,948	4,084,949	2,901,879	2,971,901	2,102,053	1,632,757
(472,474)	(509,331)	(747,041)	(525,442)	(611,262)	(386,272)	(350,448)
4,670,711	4,826,208	7,006,992	5,735,059	6,152,363	4,961,873	2,920,037
1,785,221	1,833,325	2,513,350	2,291,010	2,725,534	2,195,774	1,134,594
—	—	—	—	—	4,918	—
2,042,218	2,202,840	3,963,615	2,764,960	2,816,780	2,026,334	1,572,358
(470,864)	(507,639)	(745,050)	(522,692)	(606,521)	(382,790)	(349,106)
3,356,575	3,528,526	5,731,915	4,533,278	4,935,793	3,844,236	2,357,846
1,314,136	1,297,682	1,275,077	1,201,781	1,216,570	1,117,637	562,191
426,759	447,117	453,294	418,997	406,765	387,525	203,590
27,862	32,125	33,088	30,316	26,653	28,756	10,880
208,539	209,143	192,993	191,443	185,596	178,005	96,647
—	5,382	—	6,344	22,947	—	—
187,143	179,171	189,653	179,335	191,993	174,696	57,379
850,303	872,938	869,028	826,435	833,954	768,982	368,496
463,833	424,744	406,049	375,346	382,616	348,655	193,695
970	1,427	2,877	9,204	3,291	4,003	2,376
(1,561)	(4,795)	(236)	(283)	(2,410)	(1,982)	7,131
(591)	(3,368)	2,641	8,921	881	2,021	9,507
154,188	152,740	137,474	144,792	146,607	132,658	65,437
119,203	93,610	104,520	85,865	89,153	82,233	51,538
189,851	175,026	166,696	153,610	147,737	135,785	86,227
15,988	15,952	13,635	14,882	—	—	—
—	—	—	—	—	—	—
$ 205,839	$ 190,978	$ 180,331	$ 168,492	$ 147,737	$ 135,785	$ 86,227
$ 2.03	$ 1.90	$ 1.84	$ 1.74	$ 1.81	$ 1.72	$ 1.58
0.17	0.17	0.15	0.17	—	—	—
$ 2.20	$ 2.07	$ 1.99	$ 1.91	$ 1.81	$ 1.72	$ 1.58
92,422	91,620	89,941	87,486	81,173	79,012	54,416
$ 1.34	$ 1.32	$ 1.30	$ 1.28	$ 1.26	$ 1.24	$ 1.22



(2) We completed the sale of our regulated distribution operations in Missouri, Illinois and Iowa in August 2012 and our natural gas distribution operations in Georgia in April 2013. The results of operations for these four states have been separately reported as discontinued operations for fiscal years 2007 through 2013. These operations were not reported separately for years prior to fiscal 2007.

CONSOLIDATED STATEMENTS OF SHAREHOLDERS' EQUITY

	Common Stock: Number of Shares	Common Stock: Stated Value	Additional Paid-in Capital	Accumulated Other Comprehensive Income (Loss)	Retained Earnings	Total
	(In thousands, except share and per share data)					
Balance, September 30, 2003	51,475,785	$ 257	$ 736,180	$ (1,459)	$ 122,539	$ 857,517
Comprehensive income:						
Net income	—	—	—	—	86,227	86,227
Unrealized holding gains on investments, net	—	—	—	615	—	615
Treasury lock agreements, net	—	—	—	(21,268)	—	(21,268)
Cash flow hedges, net	—	—	—	7,583	—	7,583
Total comprehensive income						73,157
Cash dividends	—	—	—	—	(66,736)	(66,736)
Common stock issued						
Public offering	9,939,393	50	235,419	—	—	235,469
Direct stock purchase plan	556,856	3	13,726	—	—	13,729
Retirement savings plan	320,313	2	8,300	—	—	8,302
Long-term incentive plan	498,230	2	11,848	—	—	11,850
Long-term stock plan for Mid-States Div	6,000	—	94	—	—	94
Outside directors stock-for-fee plan	3,133	—	77	—	—	77
Balance, September 30, 2004	62,799,710	314	1,005,644	(14,529)	142,030	1,133,459
Comprehensive income:						
Net income	—	—	—	—	135,785	135,785
Unrealized holding gains on investments, net	—	—	—	1,528	—	1,528
Treasury lock agreements, net	—	—	—	(2,714)	—	(2,714)
Cash flow hedges, net	—	—	—	12,374	—	12,374
Total comprehensive income						146,973
Cash dividends	—	—	—	—	(98,978)	(98,978)
Common stock issued						
Public offering	16,100,000	80	381,271	—	—	381,351
Direct stock purchase plan	450,212	3	12,486	—	—	12,489
Retirement savings plan	441,350	2	11,767	—	—	11,769
Long-term incentive plan	745,788	4	14,116	—	—	14,120
Employee stock-based compensation	—	—	1,175	—	—	1,175
Outside directors stock-for-fee plan	2,341	—	64	—	—	64
Balance, September 30, 2005	80,539,401	403	1,426,523	(3,341)	178,837	1,602,422
Comprehensive income:						
Net income	—	—	—	—	147,737	147,737
Unrealized holding gains on investments, net	—	—	—	882	—	882
Treasury lock agreements, net	—	—	—	3,442	—	3,442
Cash flow hedges, net	—	—	—	(44,833)	—	(44,833)
Total comprehensive income						107,228
Cash dividends	—	—	—	—	(102,275)	(102,275)
Common stock issued						
Direct stock purchase plan	387,833	2	10,391	—	—	10,393
Retirement savings plan	442,635	2	11,918	—	—	11,920
Long-term incentive plan	366,905	2	8,976	—	—	8,978
Long-term stock plan for Mid-States Division	300	—	5	—	—	5
Employee stock-based compensation	—	—	9,361	—	—	9,361
Outside directors stock-for-fee plan	2,442	—	66	—	—	66
Balance, September 30, 2006	81,739,516	$ 409	$ 1,467,240	$ (43,850)	$ 224,299	$ 1,648,098

CONSOLIDATED STATEMENTS OF SHAREHOLDERS' EQUITY

(Continued)

	Common Stock		Additional Paid-in Capital	Accumulated Other Comprehensive Income (Loss)	Retained Earnings	Total
	Number of Shares	Stated Value				
	(In thousands, except share and per share data)					
Balance, September 30, 2006	81,739,516	$ 409	$ 1,467,240	$ (43,850)	$ 224,299	$ 1,648,098
Comprehensive income:						
Net income	—	—	—	—	168,492	168,492
Unrealized holding gains on investments, net	—	—	—	1,241	—	1,241
Treasury lock agreements, net	—	—	—	6,288	—	6,288
Cash flow hedges, net	—	—	—	20,123	—	20,123
Total comprehensive income						196,144
Cash dividends	—	—	—	—	(111,664)	(111,664)
Common stock issued						
Public offering	6,325,000	32	191,881	—	—	191,913
Direct stock purchase plan	325,338	2	9,866	—	—	9,868
Retirement savings plan	422,646	2	12,929	—	—	12,931
Long-term incentive plan	511,584	2	7,547	—	—	7,549
Employee stock-based compensation	—	—	10,841	—	—	10,841
Outside directors stock-for-fee plan	2,453	—	74	—	—	74
Balance, September 30, 2007	89,326,537	447	1,700,378	(16,198)	281,127	1,965,754
Comprehensive income:						
Net income	—	—	—	—	180,331	180,331
Unrealized holding losses on investments, net	—	—	—	(1,897)	—	(1,897)
Treasury lock agreements, net	—	—	—	3,148	—	3,148
Cash flow hedges, net	—	—	—	(21,000)	—	(21,000)
Total comprehensive income						160,582
Retroactive charge to record initial uncertain tax positions	—	—	—	—	(569)	(569)
Cash dividends	—	—	—	—	(117,288)	(117,288)
Common stock issued						
Direct stock purchase plan	388,485	2	10,333	—	—	10,335
Retirement savings plan	558,014	3	15,116	—	—	15,119
Long-term incentive plan	538,450	2	5,592	—	—	5,594
Employee stock-based compensation	—	—	12,878	—	—	12,878
Outside directors stock-for-fee plan	3,197	—	87	—	—	87
Balance, September 30, 2008	90,814,683	454	1,744,384	(35,947)	343,601	2,052,492
Comprehensive income:						
Net income	—	—	—	—	190,978	190,978
Unrealized holding losses on investments, net	—	—	—	(1,820)	—	(1,820)
Other than temporary impairment of investments, net	—	—	—	3,370	—	3,370
Treasury lock agreements, net	—	—	—	3,606	—	3,606
Cash flow hedges, net	—	—	—	10,607	—	10,607
Total comprehensive income						206,741
Changes in measurement date for employee benefit plans	—	—	—	—	(7,766)	(7,766)
Cash dividends	—	—	—	—	(121,460)	(121,460)
Common stock issued						
Direct stock purchase plan	407,262	2	8,743	—	—	8,745
Retirement savings plan	640,639	3	16,571	—	—	16,574
Long-term incentive plan	686,046	4	8,075	—	—	8,079
Employee stock-based compensation	—	—	13,280	—	—	13,280
Outside directors stock-for-fee plan	3,079	—	76	—	—	76
Balance, September 30, 2009	92,551,709	$ 463	$ 1,791,129	$ (20,184)	$ 405,353	$ 2,176,761

CONSOLIDATED STATEMENTS OF SHAREHOLDERS' EQUITY

(Continued)

	Common Stock		Additional Paid-in Capital	Accumulated Other Comprehensive Income (Loss)	Retained Earnings	Total
	Number of Shares	Stated Value				
	(In thousands, except share and per share data)					
Balance, September 30, 2009	92,551,709	$ 463	$ 1,791,129	$ (20,184)	$ 405,353	$ 2,176,761
Comprehensive income:						
Net income	—	—	—	—	205,839	205,839
Unrealized holding gains on investments, net	—	—	—	1,745	—	1,745
Treasury lock agreements, net	—	—	—	2,030	—	2,030
Cash flow hedges, net	—	—	—	(6,963)	—	(6,963)
Total comprehensive income						202,651
Repurchase of common stock	(2,958,580)	(15)	(100,435)	—	—	(100,450)
Repurchase of equity awards	(37,365)	—	(1,191)	—	—	(1,191)
Cash dividends	—	—	—	—	(124,287)	(124,287)
Common stock issued						
Direct stock purchase plan	103,529	1	2,881	—	—	2,882
Retirement savings plan	79,722	—	2,281	—	—	2,281
Long-term incentive plan	421,706	2	8,708	—	—	8,710
Employee stock-based compensation	—	—	10,894	—	—	10,894
Outside directors stock-for-fee plan	3,382	—	97	—	—	97
Balance, September 30, 2010	90,164,103	451	1,714,364	(23,372)	486,905	2,178,348
Comprehensive income:						
Net income	—	—	—	—	207,601	207,601
Unrealized holding losses on investments, net	—	—	—	(1,647)	—	(1,647)
Treasury lock agreements, net	—	—	—	(28,689)	—	(28,689)
Cash flow hedges, net	—	—	—	5,248	—	5,248
Total comprehensive income						182,513
Repurchase of common stock	(375,468)	(2)	2	—	—	—
Repurchase of equity awards	(169,793)	(1)	(5,298)	—	—	(5,299)
Cash dividends	—	—	—	—	(124,011)	(124,011)
Common stock issued						
Direct stock purchase plan	—	—	(54)	—	—	(54)
Long-term incentive plan	675,255	3	13,886	—	—	13,889
Employee stock-based compensation	—	—	9,958	—	—	9,958
Outside directors stock-for-fee plan	2,385	—	77	—	—	77
Balance, September 30, 2011	90,296,482	451	1,732,935	(48,460)	570,495	2,255,421
Comprehensive income:						
Net income	—	—	—	—	216,717	216,717
Unrealized holding gains on investments, net	—	—	—	3,103	—	3,103
Treasury lock agreements, net	—	—	—	(10,116)	—	(10,116)
Cash flow hedges, net	—	—	—	7,866	—	7,866
Total comprehensive income						217,570
Repurchase of common stock	(387,991)	(2)	(12,533)	—	—	(12,535)
Repurchase of equity awards	(153,255)	—	(5,219)	—	—	(5,219)
Cash dividends	—	—	—	—	(125,796)	(125,796)
Common stock issued						
Direct stock purchase plan	—	—	(65)	—	—	(65)
Long-term incentive plan	482,289	2	12,519	—	(484)	12,037
Employee stock-based compensation	—	—	17,752	—	—	17,752
Outside directors stock-for-fee plan	2,375	—	78	—	—	78
Balance, September 30, 2012	90,239,900	$ 451	$ 1,745,467	$ (47,607)	$ 660,932	$ 2,359,243

CONSOLIDATED STATEMENTS OF SHAREHOLDERS' EQUITY

(Continued)

	Common Stock		Additional Paid-in Capital	Accumulated Other Comprehensive Income (Loss)	Retained Earnings	Total
	Number of Shares	Stated Value				
	(In thousands, except share and per share data)					
Balance, September 30, 2012	90,239,900	$ 451	$ 1,745,467	$ (47,607)	$ 660,932	$ 2,359,243
Comprehensive income:						
Net income	—	—	—	—	243,194	243,194
Unrealized holding losses on investments, net	—	—	—	(213)	—	(213)
Interest rate agreements, net	—	—	—	82,179	—	82,179
Cash flow hedges, net	—	—	—	4,519	—	4,519
Total comprehensive income						329,679
Repurchase of equity awards	(133,449)	—	(5,150)	—	—	(5,150)
Cash dividends	—	—	—	—	(128,115)	(128,115)
Common stock issued						
Direct stock purchase plan	—	—	(50)	—	—	(50)
Long-term incentive plan	531,672	2	9,530	—	(744)	8,788
Employee stock-based compensation	—	—	15,934	—	—	15,934
Outside directors stock-for-fee plan	2,088	—	80	—	—	80
Balance, September 30, 2013	90,640,211	453	1,765,811	38,878	775,267	2,580,409
Comprehensive income:						
Net income	—	—	—	—	289,817	289,817
Unrealized holding gains on investments, net	—	—	—	2,214	—	2,214
Interest rate agreements, net	—	—	—	(56,287)	—	(56,287)
Cash flow hedges, net	—	—	—	2,802	—	2,802
Total comprehensive income						238,546
Repurchase of equity awards	(190,134)	(1)	(8,716)	—	—	(8,717)
Cash dividends	—	—	—	—	(146,248)	(146,248)
Common stock issued						
Public offering	9,200,000	46	390,159	—	—	390,205
Direct stock purchase plan	83,150	1	4,066	—	—	4,067
Long-term incentive plan	653,130	3	5,214	—	(864)	4,353
Employee stock-based compensation	—	—	23,536	—	—	23,536
Outside directors stock-for-fee plan	1,735	—	81	—	—	81
Balance, September 30, 2014	100,388,092	$ 502	$ 2,180,151	$ (12,393)	$ 917,972	$ 3,376,049

CONSOLIDATED STATEMENTS OF CASH FLOWS

	Year Ended September 30			
	2014	2013	2012	2011
	(In thousands)			
CASH FLOWS FROM OPERATING ACTIVITIES				
Net income	$ 289,817	$ 243,194	$ 216,717	$ 207,601
Adjustments to reconcile net income to net cash provided by operating activities:				
Asset impairments	—	—	5,288	30,270
Gain on sale of discontinued operations	—	(8,203)	(9,868)	—
Depreciation and amortization:				
Charged to depreciation and amortization	253,987	236,928	246,093	233,155
Charged to other accounts	969	679	484	228
Deferred income taxes	189,952	141,336	104,319	117,353
Other	34,512	23,407	26,876	20,063
Net assets/liabilities from risk management activities	(10,183)	(10,089)	12,507	(20,806)
Gain on sales of assets	—	—	—	—
	759,054	627,252	602,416	587,864
Changes in assets and liabilities net of effect of acquisitions				
(Increase) decrease in cash held on deposit in margin account	—	—	—	—
(Increase) decrease in accounts receivable	(41,408)	(73,669)	32,578	(96)
(Increase) decrease in gas stored underground	(31,996)	31,979	28,417	27,737
(Increase) decrease in deferred gas cost	16,159	20,441	(3,924)	(85,661)
(Increase) decrease in other current assets	(9,915)	(2,068)	10,448	3,364
(Increase) decrease in deferred charges and other assets	29,250	110,628	(48,770)	(53,458)
Increase (decrease) in accounts payable and accrued liabilities	55,041	31,912	(64,234)	23,904
Increase (decrease) in taxes payable	10,641	2,641	8,592	1,237
Increase (decrease) in customer deposits	5,437	(4,688)	(801)	(8,856)
Increase (decrease) in other current liabilities	(32,434)	(37,716)	(585)	16,756
Increase (decrease) in deferred credits and other liabilities	(19,843)	(93,585)	22,780	70,053
Net cash provided by operating activities	739,986	613,127	586,917	582,844
CASH FLOWS USED IN INVESTING ACTIVITIES				
Capital expenditures	(835,251)	(845,033)	(732,858)	(622,965)
Acquisitions, net of cash received	—	—	—	—
Proceeds from sale of assets, net	—	—	—	—
Proceeds from sale of discontinued operations	—	153,023	128,223	—
Other, net	(2,325)	(4,904)	(4,625)	(4,421)
Net cash used in investing activities	(837,576)	(696,914)	(609,260)	(627,386)
CASH FLOWS FROM FINANCING ACTIVITIES				
Net increase (decrease) in short-term debt	(165,865)	(208,070)	354,141	83,306
Net proceeds from issuance of long-term debt	—	493,793	—	394,466
Settlement of Treasury lock agreements	—	(66,626)	—	20,079
Unwinding of Treasury lock agreements	—	—	—	27,803
Repayment of long-term debt	—	(131)	(257,034)	(360,131)
Cash dividends paid	(146,248)	(128,115)	(125,796)	(124,011)
Repurchase of common stock	—	—	(12,535)	—
Repurchase of equity awards	(8,717)	(5,150)	(5,219)	(5,299)
Issuance of common stock	4,274	46	1,606	7,796
Net proceeds from equity offering	390,205	—	—	—
Net cash provided (used) by financing activities	73,649	85,747	(44,837)	44,009
Net increase (decrease) in cash and cash equivalents	(23,941)	1,960	(67,180)	(533)
Cash and cash equivalents at beginning of year	66,199	64,239	131,419	131,952
Cash and cash equivalents at end of year	$ 42,258	$ 66,199	$ 64,239	$ 131,419

2010	2009	2008	2007	2006	2005	2004
$ 205,839	$ 190,978	$ 180,331	$ 168,492	$ 147,737	$ 135,785	$ 86,227
—	5,382	—	6,344	22,947	—	—
—	—	—	—	—	—	—
216,960	217,208	200,442	198,863	185,596	178,005	96,647
173	94	147	192	371	791	1,465
196,731	129,759	97,940	62,121	86,178	12,669	36,997
23,318	23,681	19,205	21,270	18,480	11,522	(1,772)
(6,110)	81,364	(88,738)	16,539	6,852	(53,906)	(24,074)
—	—	—	—	—	—	(6,700)
636,911	648,466	409,327	473,821	468,161	284,866	188,790
—	—	—	—	9,762	(9,762)	17,903
(40,401)	244,713	(97,018)	(6,407)	78,407	(166,692)	2,158
54,014	194,287	(54,726)	(12,317)	(10,695)	(112,796)	(31,030)
(31,692)	16,879	(4,712)	39,294	(79,908)	47,606	41,529
755	1,906	8,220	21,865	(68,677)	16,103	(1,715)
1,788	(97,669)	22,414	22,855	34,065	30,232	16,041
58,069	(181,978)	39,902	(8,428)	(116,060)	224,375	4,586
6,795	(3,015)	3,351	581	(15,084)	27,079	12,520
(6,233)	(5,331)	(8,536)	(18,722)	13,144	23,066	3,434
(8,872)	11,286	34,700	24,048	(7,697)	44,750	9,462
55,342	89,689	18,011	10,505	6,031	(21,883)	7,056
726,476	919,233	370,933	547,095	311,449	386,944	270,734
(542,636)	(509,494)	(472,273)	(392,435)	(425,324)	(333,183)	(190,285)
—	—	—	—	—	(1,916,696)	(1,957)
—	—	—	—	—	—	27,919
—	—	—	—	—	—	—
(66)	(7,707)	(10,736)	(10,436)	(5,767)	(2,131)	(570)
(542,702)	(517,201)	(483,009)	(402,871)	(431,091)	(2,252,010)	(164,893)
54,268	(283,981)	200,174	(213,242)	237,607	144,809	(118,595)
—	445,623	—	247,217	—	1,385,847	5,000
—	1,938	—	4,750	—	(43,770)	—
—	—	—	—	—	—	—
(131)	(407,353)	(10,284)	(303,185)	(3,264)	(103,425)	(9,713)
(124,287)	(121,460)	(117,288)	(111,664)	(102,275)	(98,978)	(66,736)
(100,450)	—	—	—	—	—	—
(1,191)	—	—	—	—	—	—
8,766	27,687	25,466	24,897	23,273	37,183	34,715
—	—	—	191,913	—	381,584	235,737
(163,025)	(337,546)	98,068	(159,314)	155,341	1,703,250	80,408
20,749	64,486	(14,008)	(15,090)	35,699	(161,816)	186,249
111,203	46,717	60,725	75,815	40,116	201,932	15,683
$ 131,952	$ 111,203	$ 46,717	$ 60,725	$ 75,815	$ 40,116	$ 201,932

PROPERTY, PLANT AND EQUIPMENT

Year ended	Balance at beginning of period	Additions at cost [1]	Retirements or sales	Other [2]	Balance at end of period
			(In thousands)		
Regulated plant	$ 2,378,626	$ 169,526	$ 38,953	$ 17,628	$ 2,526,827
Nonregulated plant	85,366	994	185	(17,628)	68,547
Construction in progress	16,147	22,130	—	—	38,277
September 30, 2004	$ 2,480,139	$ 192,650	$ 39,138	$ —	$ 2,633,651
Regulated plant	$ 2,526,827	$ 2,068,684	$ 34,988	$ 2,098	$ 4,562,621
Nonregulated plant	68,547	516	—	—	69,063
Construction in progress	38,277	95,649	—	—	133,926
September 30, 2005	$ 2,633,651	$ 2,164,849	$ 34,988	$ 2,098	$ 4,765,610
Regulated plant	$ 4,562,621	$ 485,720	$ 105,113	$ (13)	$ 4,943,215
Nonregulated plant	69,063	14,200	—	—	83,263
Construction in progress	133,926	(59,096)	—	—	74,830
September 30, 2006	$ 4,765,610	$ 440,824	$ 105,113	$ (13)	$ 5,101,308
Regulated plant	$ 4,943,215	$ 370,700	$ 71,461	$ 13	$ 5,242,467
Nonregulated plant	83,263	891	—	—	84,154
Construction in progress	74,830	(5,381)	—	—	69,449
September 30, 2007	$ 5,101,308	$ 366,210	$ 71,461	$ 13	$ 5,396,070
Regulated plant	$ 5,242,467	$ 423,327	$ 111,872	$ —	$ 5,553,922
Nonregulated plant	84,154	12,020	—	—	96,174
Construction in progress	69,449	10,611	—	—	80,060
September 30, 2008	$ 5,396,070	$ 445,958	$ 111,872	$ —	$ 5,730,156
Regulated plant	$ 5,553,922	$ 429,687	$ 99,415	$ (2,368)	$ 5,881,826
Nonregulated plant	96,174	7,121	68	(3,633)	99,594
Construction in progress	80,060	45,063	—	(19,925)	105,198
September 30, 2009	$ 5,730,156	$ 481,871	$ 99,483	$ (25,926)	$ 6,086,618
Regulated plant	$ 5,881,826	$ 469,295	$ 65,782	$ (566)	$ 6,284,773
Nonregulated plant	99,594	1,981	855	(1,097)	99,623
Construction in progress	105,198	32,799	—	19,925	157,922
September 30, 2010	$ 6,086,618	$ 504,075	$ 66,637	$ 18,262	$ 6,542,318
Regulated plant	$ 6,284,773	$ 508,423	$ 94,337	$ (182,631)	$ 6,516,228
Nonregulated plant	99,623	1,166	—	(9,465)	91,324
Construction in progress	157,922	51,983	—	(663)	209,242
September 30, 2011	$ 6,542,318	$ 561,572	$ 94,337	$ (192,759)	$ 6,816,794
Regulated plant	$ 6,516,228	$ 591,330	$ 166,041	$ (188,737)	$ 6,752,780
Nonregulated plant	91,324	18,916	3	(2,659)	107,578
Construction in progress	209,242	66,394	—	(1,524)	274,112
September 30, 2012	$ 6,816,794	$ 676,640	$ 166,044	$ (192,920)	$ 7,134,470
Regulated plant	$ 6,752,780	$ 806,563	$ 217,916	$ (928)	$ 7,340,499
Nonregulated plant	107,578	1,746	3,551	—	105,773
Construction in progress	274,112	(551)	—	2,186	275,747
September 30, 2013	$ 7,134,470	$ 807,758	$ 221,467	$ 1,258	$ 7,722,019
Regulated plant	$ 7,340,499	$ 865,010	$ 119,943	$ 8,995	$ 8,094,561
Nonregulated plant	105,773	359	822	250	105,560
Construction in progress	275,747	(28,168)	—	—	247,579
September 30, 2014	$ 7,722,019	$ 837,201	$ 120,765	$ 9,245	$ 8,447,700

[1] Additions at cost include capital expenditures and acquisitions treated as a purchase.
[2] Other includes the reclassification of assets held for sale to other current assets.

ACCUMULATED DEPRECIATION AND AMORTIZATION

Year ended	Balance at beginning of period	Additions charged to costs and expenses	Deductions - retirements, renewals and replacements	Other (1)	Balance at end of period
			(In thousands)		
September 30, 2004	$ 855,745	$ 98,112	$ 43,201	$ 474	$ 911,130
September 30, 2005	$ 911,130	$ 178,796	$ 71,167	$ 372,484	$ 1,391,243
September 30, 2006	$ 1,391,243	$ 185,967	$ 105,058	$ —	$ 1,472,152
September 30, 2007	$ 1,472,152	$ 199,055	$ 111,973	$ —	$ 1,559,234
September 30, 2008	$ 1,559,234	$ 200,589	$ 166,526	$ —	$ 1,593,297
September 30, 2009	$ 1,593,297	$ 217,302	$ 163,084	$ —	$ 1,647,515
September 30, 2010	$ 1,647,515	$ 217,133	$ 115,405	$ —	$ 1,749,243
September 30, 2011	$ 1,749,243	$ 233,383	$ 258,083	$ (55,667)	$ 1,668,876
September 30, 2012	$ 1,668,876	$ 246,577	$ 210,706	$ (45,881)	$ 1,658,866
September 30, 2013	$ 1,658,866	$ 237,607	$ 210,688	$ 5,579	$ 1,691,364
September 30, 2014	$ 1,691,364	$ 254,956	$ 224,526	$ —	$ 1,721,794

Depreciation is provided at various rates on a straight-line basis over the estimated useful lives of the assets.

(1) Other includes accumulated amortization from acquisitions treated as a purchase and the reclassification of assets held for sale to other current assets.

LONG-TERM AND SHORT-TERM DEBT

	September 30			
	2014	2013	2012	2011
	(In thousands)			
Long-term Debt				
Unsecured 4.95% Senior Notes, due 10/15/2014	$ 500,000	$ 500,000	$ 500,000	$ 500,000
Unsecured 6.35% Senior Notes, due 6/15/2017	250,000	250,000	250,000	250,000
Unsecured 8.50% Senior Notes, due 3/15/2019	450,000	450,000	450,000	450,000
Unsecured 5.95% Senior Notes, due 10/15/2034	200,000	200,000	200,000	200,000
Unsecured 5.50% Senior Notes, due 6/15/2041	400,000	400,000	400,000	400,000
Unsecured 4.15% Senior Notes, due 1/15/2043	500,000	500,000	—	—
Unsecured 6.75% Debentures due 7/15/2028	150,000	150,000	150,000	150,000
Medium term notes, 6.27% through 6.67%, due 2010 through 2025	10,000	10,000	10,000	10,000
Rental property fixed rate term note 7.9%, due in installments through 2013	—	—	131	262
Unsecured 5.125% Senior Notes, redeemed August 2012	—	—	—	250,000
Unsecured 10% Notes, redeemed December 2011	—	—	—	2,303
Unsecured 7.375% Senior Notes, redeemed May 2011	—	—	—	—
Unsecured 4.00% Senior Notes, redeemed April 2009	—	—	—	—
First Mortgage Bonds, 7.50% through 11.32%, due 2000 through 2022	—	—	—	—
Unsecured floating rate Senior Notes, due 7/15/2007	—	—	—	—
Other long-term obligations due in installments through 2009	—	—	—	—
Total face amount Long-term Debt	2,460,000	2,460,000	1,960,131	2,212,565
Less original issue discount	(4,014)	(4,329)	(3,695)	(4,014)
Less amounts classified as current	—	—	(131)	(2,434)
Total Net Long-term Debt	$ 2,455,986	$ 2,455,671	$ 1,956,305	$ 2,206,117
Short-term Debt				
Current maturities of long-term debt	$ —	$ —	$ 131	$ 2,434
Short-term debt	196,695	367,984	570,929	206,396
Total short-term debt	$ 196,695	$ 367,984	$ 571,060	$ 208,830
Weighted Average Cost of Debt				
Long-term debt (including current maturities)	6.2%	6.2%	6.6%	6.5%
Short-term debt	1.1%	1.3%	1.9%	1.9%
Total	5.8%	5.6%	5.5%	6.1%

2010	2009	2008	2007	2006	2005	2004
$ 500,000	$ 500,000	$ 500,000	$ 500,000	$ 500,000	$ 500,000	$ —
250,000	250,000	250,000	250,000	—	—	—
450,000	450,000	—	—	—	—	—
200,000	200,000	200,000	200,000	200,000	200,000	—
—	—	—	—	—	—	—
—	—	—	—	—	—	—
150,000	150,000	150,000	150,000	150,000	150,000	150,000
20,000	20,000	20,000	20,000	20,000	20,000	20,000
393	524	655	786	917	1,048	1,179
250,000	250,000	250,000	250,000	250,000	250,000	250,000
2,303	2,303	2,303	2,303	2,303	2,303	2,303
350,000	350,000	350,000	350,000	350,000	350,000	350,000
—	—	400,000	400,000	400,000	400,000	—
—	—	—	7,500	8,750	10,000	86,417
—	—	—	—	300,000	300,000	—
—	—	654	3,104	4,908	6,791	8,651
2,172,696	2,172,827	2,123,612	2,133,693	2,186,878	2,190,142	868,550
(3,014)	(3,296)	(3,035)	(3,547)	(3,330)	(3,774)	(1,331)
(360,131)	(131)	(785)	(3,831)	(3,186)	(3,264)	(5,908)
$ 1,809,551	$ 2,169,400	$ 2,119,792	$ 2,126,315	$ 2,180,362	$ 2,183,104	$ 861,311
$ 360,131	$ 131	$ 785	$ 3,831	$ 3,186	$ 3,264	$ 5,908
126,100	72,550	350,542	150,599	382,416	144,809	—
$ 486,231	$ 72,681	$ 351,327	$ 154,430	$ 385,602	$ 148,073	$ 5,908
6.9%	6.9%	6.1%	6.1%	6.1%	5.6%	6.9%
4.9%	6.8%	4.4%	5.6%	5.0%	3.3%	1.1%
6.8%	6.9%	5.9%	6.1%	5.9%	5.6%	6.0%

SINKING FUND REQUIREMENTS

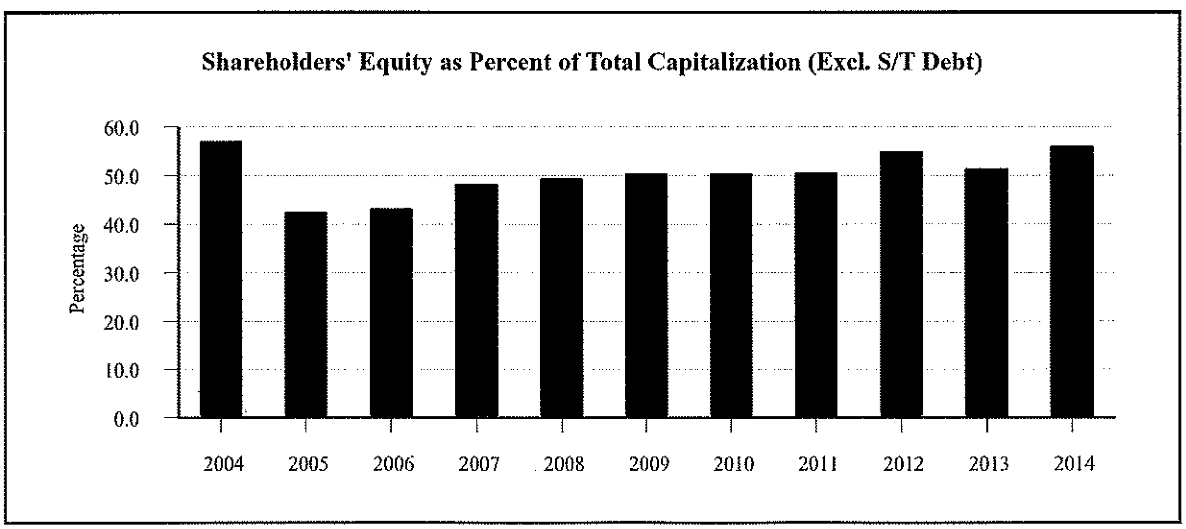
Year ending September 30	Long-term Debt Outstanding 2014	2015	2016	2017	2018
		(In thousands)			
4.95% Sr. Notes due October 2014	$ 500,000	$ 500,000	$ —	$ —	$ —
6.35% Sr. Notes due June 2017	250,000	—	—	250,000	—
8.50% Sr. Notes, due March 2019	450,000	—	—	—	—
6.75% Debentures, due July 2028	150,000	—	—	—	—
5.95% Sr. Notes due October 2034	200,000	—	—	—	—
5.50% Sr. Notes due June 2041	400,000	—	—	—	—
4.15% Sr. Notes due June 2043	500,000	—	—	—	—
6.67% Medium term notes due December 2025	10,000	—	—	—	—
	$ 2,460,000	$ 500,000	$ —	$ 250,000	$ —

2019	2020	2021	2022	2023	2024	2025 - 2043
	(In thousands)					
$ —	$ —	$ —	$ —	$ —	$ —	$ —
—	—	—	—	—	—	—
450,000	—	—	—	—	—	—
—	—	—	—	—	—	150,000
—	—	—	—	—	—	200,000
—	—	—	—	—	—	400,000
—	—	—	—	—	—	500,000
—	—	—	—	—	—	10,000
$ 450,000	$ —	$ —	$ —	$ —	$ —	$ 1,260,000

CAPITALIZATION AND RATIOS

	Year ended September 30			
	2014	2013	2012	2011
	(In thousands, except percents)			
Capitalization				
Shareholders' equity				
Common stock	$ 502	$ 453	$ 451	$ 451
Additional paid-in capital	2,180,151	1,765,811	1,745,467	1,732,935
Retained earnings	917,972	775,267	660,932	570,495
Accumulated other comprehensive income (loss)	(12,393)	38,878	(47,607)	(48,460)
Shareholders' equity	3,086,232	2,580,409	2,359,243	2,255,421
Long-term debt (including current maturities)	2,455,986	2,455,671	1,956,436	2,208,551
Total capitalization (excluding short-term debt)	5,542,218	5,036,080	4,315,679	4,463,972
Short-term debt	196,695	367,984	570,929	206,396
Total capitalization (including short-term debt)	$ 5,738,913	$ 5,404,064	$ 4,886,608	$ 4,670,368
Capitalization Ratios				
Shareholders' equity	55.7%	51.2%	54.7%	50.5%
Long-term debt (including current maturities)	44.3%	48.8%	45.3%	49.5%
Total	100.0%	100.0%	100.0%	100.0%
Including Short-term debt				
Shareholders' equity	53.8%	47.8%	48.3%	48.3%
Long-term debt (including current maturities)	42.8%	45.4%	40.0%	47.3%
Short-term debt	3.4%	6.8%	11.7%	4.4%
Total	100.0%	100.0%	100.0%	100.0%

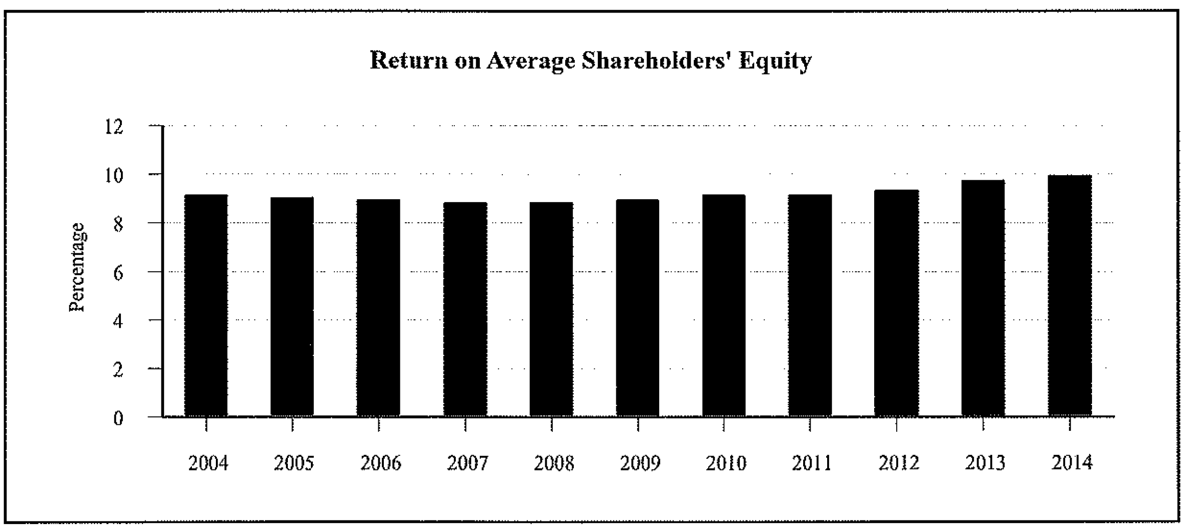
2010	2009	2008	2007	2006	2005	2004
$ 451	$ 463	$ 454	$ 447	$ 409	$ 403	$ 314
1,714,364	1,791,129	1,744,384	1,700,378	1,467,240	1,426,523	1,005,644
486,905	405,353	343,601	281,127	224,299	178,837	142,030
(23,372)	(20,184)	(35,947)	(16,198)	(43,850)	(3,341)	(14,529)
2,178,348	2,176,761	2,052,492	1,965,754	1,648,098	1,602,422	1,133,459
2,169,682	2,169,531	2,120,577	2,130,146	2,183,548	2,186,368	867,219
4,348,030	4,346,292	4,173,069	4,095,900	3,831,646	3,788,790	2,000,678
126,100	72,550	350,542	150,599	382,416	144,809	—
$ 4,474,130	$ 4,418,842	$ 4,523,611	$ 4,246,499	$ 4,214,062	$ 3,933,599	$ 2,000,678
50.1%	50.1%	49.2%	48.0%	43.0%	42.3%	56.7%
49.9%	49.9%	50.8%	52.0%	57.0%	57.7%	43.3%
100.0%	100.0%	100.0%	100.0%	100.0%	100.0%	100.0%
48.7%	49.3%	45.4%	46.3%	39.1%	40.7%	56.7%
48.5%	49.1%	46.9%	50.2%	51.8%	55.6%	43.3%
2.8%	1.6%	7.7%	3.5%	9.1%	3.7%	—%
100.0%	100.0%	100.0%	100.0%	100.0%	100.0%	100.0%



FINANCIAL AND OPERATING STATISTICS

	Year ended September 30			
	2014	2013	2012	2011
Regulated Distribution Property Statistics				
Gross plant per meter	$ 2,074	$ 1,985	$ 1,876	$ 1,767
Net plant per meter	$ 1,670	$ 1,567	$ 1,468	$ 1,362
Regulated Distribution Expense Statistics				
O & M expense per meter				
Operation	$ 121	$ 121	$ 111	$ 105
Maintenance	3	5	7	6
Total	$ 124	$ 126	$ 118	$ 111
Financial Statistics				
Return on average shareholders' equity	9.9%	9.7%	9.3%	9.1%
Times interest earned before income taxes	4.63	4.01	3.27	3.13
Market price at year end	$ 47.70	$ 42.59	$ 35.79	$ 32.45
Book value per share at end of year	$ 30.74	$ 28.47	$ 26.16	$ 24.98
Price/Earnings ratio at end of year	16.11	16.13	15.10	14.30
Market/Book ratio at end of year	1.55	1.50	1.37	1.30
Annualized dividend yield at end of year	3.1%	3.3%	3.9%	4.2%
Payout ratio	50.0%	53.0%	58.2%	59.9%
Operating Statistics				
Meters per employee - regulated distribution	679	662	680	676
Number of employees	4,761	4,720	4,759	4,949
Miles of pipe	73,248	72,884	73,875	76,835

2010		2009		2008		2007		2006		2005		2004	
$	1,658	$	1,554	$	1,467	$	1,382	$	1,312	$	1,246	$	1,528
$	1,243	$	1,165	$	1,091	$	1,020	$	969	$	927	$	994
$	107	$	108	$	114	$	111	$	105	$	103	$	110
	7		8		8		8		7		7		6
$	114	$	116	$	122	$	119	$	112	$	110	$	116
	9.1%		8.9%		8.8%		8.8%		8.9%		9.0%		9.1%
	3.09		2.82		3.06		2.75		2.55		2.59		3.05
$	29.25	$	28.18	$	26.62	$	28.32	$	28.55	$	28.25	$	25.19
$	24.16	$	23.52	$	22.60	$	22.01	$	20.16	$	19.90	$	18.05
	13.30		13.61		13.38		14.83		15.77		16.42		15.94
	1.21		1.20		1.18		1.29		1.42		1.42		1.40
	4.6%		4.7%		4.9%		4.5%		4.4%		4.4%		4.8%
	60.9%		63.5%		65.0%		66.7%		69.2%		72.1%		77.2%
	676		678		700		713		723		730		612
	4,913		4,891		4,750		4,653		4,632		4,543		2,864
	77,157		76,942		83,645		82,725		81,996		81,604		47,616



CUSTOMERS AND VOLUMES

	Year ended September 30			
	2014	2013	2012	2011
Regulated distribution meters in service (end of year)				
Residential	2,846,664	2,755,831	2,787,361	2,797,097
Commercial	258,404	244,652	253,570	256,357
Industrial	1,530	1,500	1,810	1,924
Agricultural	798	833	918	935
Public authority and other	7,673	9,164	9,223	9,239
Total distribution meters from continuing operations	3,115,069	3,011,980	3,052,882	3,065,552
Total distribution meters from discontinued operations [1]	—	—	63,707	147,639
Total distribution meters	3,115,069	3,011,980	3,116,589	3,213,191
Regulated pipeline and nonregulated customers	739	729	748	768
Industrial	124	128	124	65
Municipal	529	527	441	518
Other	1,392	1,384	1,313	1,351
Total customers				
Regulated distribution meters (% of total)				
Residential	91.4%	91.5%	89.4%	87.0%
Commercial	8.3	8.1	8.1	8.0
Public authority and other	0.2	0.3	0.3	0.3
Weather sensitive customers - continuing operations	99.9	99.9	97.8	95.3
Industrial	0.1	0.1	0.1	0.1
Agricultural	0.0	0.0	0.0	0.0
Total from continuing operations	100.0	100.0	97.9	95.4
Total from discontinued operations [1]	0.0	0.0	2.1	4.6
Total	100.0%	100.0%	100.0%	100.0%
Average distribution meters in service	3,032,567	3,087,941	3,210,500	3,203,595
Heating degree days	2,685	2,729	2,692	2,733
Degree days as a % of normal	102%	103%	97%	99%
Distribution sales volumes - continuing operations (MMcf)				
Residential	187,431	154,823	137,049	158,119
Commercial	105,074	88,850	82,516	89,720
Public authority and other	8,116	8,630	8,152	9,186
Weather sensitive customers - continuing operations	300,621	252,303	227,717	257,025
Industrial	15,746	15,678	15,673	17,289
Agricultural	953	1,181	1,076	1,226
Total gas sales volumes	317,320	269,162	244,466	275,540
Transportation volumes	134,483	123,144	128,222	125,812
Total distribution throughput - continuing operations (MMcf)	451,803	392,306	372,688	401,352
Distribution sales volumes - discontinued operations (MMcf) [1]	—	3,611	11,259	14,387
Distribution transportation volumes - discontinued operations (MMcf) [1]	—	1,120	7,036	8,281
Consolidated distribution throughput (MMcf)	451,803	397,037	390,983	424,020
Consolidated pipeline throughput (MMcf)	493,360	467,178	466,527	435,012
Consolidated nonregulated throughput (MMcf)	377,441	343,669	351,628	384,799
Regulated distribution sales volumes (% of total)				
Residential	59.1%	56.8%	53.6%	54.5%
Commercial	33.1	32.6	32.3	30.9
Public authority and other	2.6	3.2	3.2	3.2
Weather sensitive customers - continuing operations	94.8	92.6	89.1	88.6
Industrial	4.9	5.7	6.1	6.0
Agricultural	0.3	0.4	0.4	0.4
Total from continuing operations	100.0	98.7	95.6	95.0
Total from discontinued operations [1]	—	1.3	4.4	5.0
Total	100.0%	100.0%	100.0%	100.0%

(1) Meters and volumes from discontinued operations have been separately reported as discontinued operations for fiscal years 2007 through 2013. These operations were not reported separately for years prior to fiscal 2007.

2010	2009	2008	2007	2006	2005	2004
2,776,649	2,766,993	2,771,497	2,751,183	2,886,042	2,862,822	1,506,777
248,353	251,239	253,612	256,559	275,577	274,536	151,381
1,942	2,031	2,075	2,172	2,661	2,715	2,436
967	1,003	1,080	10,991	8,714	9,639	8,397
9,172	8,199	8,111	8,147	8,205	8,128	10,145
3,037,083	3,029,465	3,036,375	3,029,052	3,181,199	3,157,840	1,679,136
148,957	149,379	155,404	158,075	—	—	—
3,186,040	3,178,844	3,191,779	3,187,127	3,181,199	3,157,840	1,679,136
717	699	686	742	746	625	638
61	63	55	68	73	69	80
515	489	501	477	467	402	237
1,293	1,251	1,242	1,287	1,286	1,096	955
87.1%	87.0%	86.8%	86.3%	90.7%	90.6%	89.7%
7.8	7.9	7.9	8.0	8.7	8.7	9.0
0.3	0.3	0.3	0.3	0.2	0.3	0.6
95.2	95.2	95.0	94.6	99.6	99.6	99.3
0.1	0.1	0.1	0.1	0.1	0.1	0.2
0.0	0.0	0.0	0.3	0.3	0.3	0.5
95.3	95.3	95.1	95.0	100.0	100.0	100.0
4.7	4.7	4.9	5.0	0.0	0.0	0.0
100.0%	100.0%	100.0%	100.0%	100.0%	100.0%	100.0%
3,202,651	3,208,695	3,208,374	3,204,526	3,180,731	3,157,705	1,672,403
2,780	2,713	2,820	2,879	2,527	2,587	3,271
102%	100%	100%	100%	87%	89%	96%
181,852	151,666	155,084	158,693	144,780	162,016	92,208
98,337	86,938	89,509	91,042	87,006	92,401	44,226
9,295	11,395	12,110	8,506	8,457	9,084	9,813
289,484	249,999	256,703	258,241	240,243	263,501	146,247
17,250	16,849	19,704	20,789	26,161	29,434	22,330
740	933	1,570	3,691	5,629	3,348	4,642
307,474	267,781	277,977	282,721	272,033	296,283	173,219
122,633	118,069	127,200	120,104	121,962	114,851	72,814
430,107	385,850	405,177	402,825	393,995	411,134	246,033
15,154	14,336	14,699	14,606	—	—	—
8,914	8,699	9,478	10,438	—	—	—
454,175	408,885	429,354	427,869	393,995	411,134	246,033
428,599	528,689	595,542	505,493	410,505	373,879	—
353,853	370,569	389,392	370,668	283,962	238,097	222,572
56.4%	53.8%	53.0%	53.4%	53.2%	54.7%	53.2%
30.5	30.8	30.6	30.6	32.0	31.2	25.5
2.9	4.0	4.2	2.9	3.1	3.1	5.7
89.8	88.6	87.8	86.9	88.3	89.0	84.4
5.3	6.0	6.7	7.0	9.6	9.9	12.9
0.2	0.3	0.5	1.2	2.1	1.1	2.7
95.3	94.9	95.0	95.1	100.0	100.0	100.0
4.7	5.1	5.0	4.9	0.0	0.0	0.0
100.0%	100.0%	100.0%	100.0%	100.0%	100.0%	100.0%

GAS SALES AND TRANSPORTATION REVENUES

	Year ended September 30			
	2014	2013	2012	2011
Regulated distribution revenues (000's):				
Residential	$ 1,933,099	$ 1,512,495	$ 1,351,479	$ 1,535,887
Commercial	876,042	661,930	587,651	685,380
Industrial	90,536	81,155	71,960	96,636
Agricultural	6,311	7,057	4,867	7,636
Public authority and other	58,468	53,500	49,467	61,040
Total gas sales revenues	2,964,456	2,316,137	2,065,424	2,386,579
Transportation revenues	64,049	55,938	53,924	57,331
Other gas revenues	27,707	22,343	25,028	25,871
Total distribution revenues	3,056,212	2,394,418	2,144,376	2,469,781
Regulated pipeline revenues	92,166	89,011	92,604	87,141
Nonregulated revenues [(1)]	1,792,538	1,392,031	1,199,182	1,743,743
Total operating revenues [(2)]	$ 4,940,916	$ 3,875,460	$ 3,436,162	$ 4,300,665
Gas sales revenue percent				
Residential	65.2 %	65.3 %	65.4 %	64.4 %
Commercial	29.5	28.6	28.5	28.7
Industrial	3.1	3.5	3.5	4.0
Agricultural	0.2	0.3	0.2	0.3
Public authority and other	2.0	2.3	2.4	2.6
Total	100.0 %	100.0 %	100.0 %	100.0 %
Distribution average gas revenues per Mcf				
Residential	$10.31	$9.77	$9.86	$9.71
Commercial	$8.34	$7.45	$7.12	$7.64
Industrial	$5.75	$5.18	$4.59	$5.59
Agricultural	$6.62	$5.98	$4.52	$6.23
Public authority and other	$7.20	$6.20	$6.07	$6.64
Total	$9.34	$8.60	$8.45	$8.66
Regulated distribution average transportation revenue per Mcf	$0.47	$0.45	$0.43	$0.46
Regulated distribution average cost of gas per Mcf sold	$5.94	$4.91	$4.64	$5.30

[(1)] In fiscal 2014, we retroactively reclassified certain amounts in our nonregulated segment's operating revenues to purchased gas cost to reflect all hedging activity in purchased gas cost for fiscal years 2008 through 2014. These amounts were not reclassified for years prior to fiscal 2008.

[(2)] Operating revenues from discontinued operations have been separately reported as discontinued operations for fiscal years 2007 through 2013. These operations were not reported separately for years prior to fiscal 2007.

2010	2009	2008	2007	2006	2005	2004
$ 1,751,186	$ 1,726,830	$ 2,030,217	$ 1,890,094	$ 2,068,736	$ 1,791,172	$ 923,773
775,714	790,155	1,027,136	926,635	1,061,783	869,722	400,704
101,814	119,921	190,627	176,854	276,186	229,649	155,336
4,153	3,132	17,074	28,023	40,664	27,889	31,851
65,791	85,216	119,862	85,472	103,936	86,853	77,178
2,698,658	2,725,254	3,384,916	3,107,078	3,551,305	3,005,285	1,588,842
56,539	54,195	54,620	54,251	61,475	58,897	30,622
27,796	28,685	32,839	33,446	37,071	37,859	17,172
2,782,993	2,808,134	3,472,375	3,194,775	3,649,851	3,102,041	1,636,636
97,023	119,427	108,116	84,344	69,582	72,863	—
1,790,695	1,898,647	3,426,501	2,455,940	2,432,930	1,786,969	1,283,401
$ 4,670,711	$ 4,826,208	$ 7,006,992	$ 5,735,059	$ 6,152,363	$ 4,961,873	$ 2,920,037
64.9 %	63.4 %	60.0 %	60.8 %	58.3 %	59.6 %	58.1 %
28.7	29.0	30.3	29.8	29.9	28.9	25.2
3.8	4.4	5.7	5.7	7.8	7.7	9.8
0.2	0.1	0.5	0.9	1.1	0.9	2.0
2.4	3.1	3.5	2.8	2.9	2.9	4.9
100.0 %	100.0 %	100.0 %	100.0 %	100.0 %	100.0 %	100.0 %
$9.63	$11.39	$13.09	$11.91	$14.29	$11.06	$10.02
$7.89	$9.09	$11.48	$10.18	$12.20	$9.41	$9.06
$5.90	$7.12	$9.67	$8.51	$10.56	$7.80	$6.96
$5.61	$3.36	$10.88	$7.59	$7.22	$8.33	$6.86
$7.08	$7.48	$9.90	$10.05	$12.29	$9.56	$7.86
$8.78	$10.18	$12.18	$10.99	$13.05	$10.14	$9.17
$0.46	$0.46	$0.43	$0.44	$0.49	$0.49	$0.36
$5.77	$6.95	$9.05	$8.09	$10.02	$7.41	$6.55

REGULATION AND RATES

The following table sets forth the net annual operating income changes resulting from ratemaking activity (excluding industrial and agricultural) made by the Company during the fiscal years September 30, 2004 through September 30, 2014 (in thousands):

	Increase (Decrease) to Operating Income by Rate Action [1]				
For the year ended September 30	Infrastructure Programs	Annual Rate Filing Mechanisms	Rate Case Filings	Other Rate Activity	Total
2004	$ —	$ 10,545	$ 7,597	$ (1,900)	$ 16,242
2005	$ 1,802	$ 4,525	$ —	$ —	$ 6,327
2006	$ 34,320	$ 3,326	$ (191)	$ 1,565	$ 39,020
2007	$ 22,737	$ 12,963	$ 7,793	$ 1,755	$ 45,248
2008	$ 8,443	$ 3,275	$ 27,838	$ 1,082	$ 40,638
2009	$ 12,049	$ 38,764	$ 2,959	$ 631	$ 54,403
2010	$ 18,989	$ 13,757	$ 23,663	$ 392	$ 56,801
2011	$ 15,033	$ 35,216	$ 20,502	$ 1,675	$ 72,426
2012	$ 19,172	$ 7,044	$ 4,309	$ 167	$ 30,692
2013	$ 30,936	$ 9,152	$ 56,700	$ 1,322	$ 98,110
2014	$ 51,681	$ 20,068	$ 21,819	$ (226)	$ 93,342

[1] During fiscal 2009, we began presenting our rate making activity on an operating income basis as compared to an operating revenue basis. Fiscal years 2007 and after were adjusted to reflect this new presentation. For years prior to fiscal 2007, rate making activities continue to be shown on an operating revenue basis as the information on an operating income basis was not available.

REGULATION AND RATES (Continued)

Regulatory Commissions

Railroad Commission of Texas (www.rrc.state.tx.us)

Three Commissioners who are elected by statewide general election for staggered six-year terms.

- Christi Craddick, Chair - Term expires 2018; elected to the position in 2012; previously served as the chief political and legal adviser to the Speaker of the Texas House of Representatives Tom Craddick from 2002-2011 and formerly an attorney, specialized in oil and gas, water, tax issues, electric deregulation and environmental policy.
- David J. Porter - Term expires 2016. Built a successful small business around his CPA practice in Midland, Texas.
- Barry Smitherman - Term expired December 31, 2014. Previously appointed by Governor Perry to the Public Utility Commission of Texas and formerly a municipal bond attorney, a public finance investment banker and a prosecutor in the Harris County District Attorney's office.

Kentucky Public Service Commission (www.psc.state.ky.us)

Three Commissioners who are appointed by the Governor for staggered four-year terms.

- David L. Armstrong, Chairman - appointed in June 2008 and reappointed in July 2011. Term expires June 2015. Former counsel at a law firm in Louisville. Previously served as Commonwealth's Attorney for 30th Judicial District, Mayor of Louisville, Jefferson County Judge-Executive and Kentucky Attorney General.
- James W. Gardner, Vice Chairman - appointed in June 2008 and reappointed in July 2012. Term expires July 2016. Former partner in a law firm.
- Linda K. Breathitt - appointed in May 2012 and reappointed in July 2013. Previously served as a commissioner with the Kentucky Public Service Commission and as a member of the Federal Energy Regulatory Commission (FERC), having been appointed by President Bill Clinton and confirmed by the U.S Senate.

Louisiana Public Service Commission (www.lpsc.org)

Five Commissioners elected from single-member districts for staggered six-year terms.

- Eric Skrmetta, District 1 - Term expired December 31, 2014; practicing attorney.
- Scott A. Angelle, District 2 - Term expires December 2018; former Secretary of the Department of Natural Resources (DNR) and Chairman of the State's Mineral Board.
- Lambert C. Boissiere III, District 3 - Term expires December 2016; former constable for New Orleans.
- Clyde C. Holloway, District 4 - Term expires December 2016; appointment by President Bush as the USDA State Director of Rural Development; former U.S. Congressman; business owner.
- Foster L. Campbell, District 5 - Term expired December 31, 2014; former Louisiana State Senator; owner/operator of an insurance agency.

Kansas Corporation Commission (www.kcc.state.ks.us)

Three Commissioners who are appointed by the Governor for staggered four-year terms.

- Shari Feist Albrecht, Chairman - Term expires March 2016. Served as Associate Chief Counsel at the Kansas Department of Health and Environment (KDHE) from 1993 to 2012 and served as Director of the Oil and Gas Conservation Division from 1987 to 1991.
- Jay Scott Emler - Term expires March 2015. Former Kansas State Senator where he represented the 35th District and former Vice President and General Counsel for Kansas Cellular.
- Pat Apple - Term expires March 2018. Owner of Apple Electric, Inc. and former Kansas State Senator.

Colorado Public Utilities Commission (www.dora.state.co.us)

Three Commissioners who are appointed by the Governor for staggered four-year terms.

- Joshua B. Epel, Chairman - Term expires January 2015; Former Assistant General Counsel at DCP Midstream, appointed to the Colorado Oil and Gas Conservation Commission (OGCC).
- Glenn A. Vaad - Term expires January 2017; former legislative liaison and secretary to the Colorado Transportation Commission.
- Pamela Patton - Term expires January 2016; previously served on the La Plata Electric Association (LPEA) Board of Directors for 12 years and served as an intelligence officer in the U.S. Navy for 20 years.

Mississippi Public Service Commission (www.psc.state.ms.us)

Three Commissioners who are elected to four-year terms.

- Brandon Presley - Term expires January 2016; previously was a two-term mayor of Nettleton, Mississippi.
- Lynn Posey, Chairman - Term expires January 2016; previously served in the Mississippi Senate for 20 years.
- Steve Renfroe - Appointed by Governor Phil Bryant in September 2013 and term expires January 2016; retired from Chevron where he was in the public and government affairs department.

Virginia State Corporation Commission (www.scc.virginia.gov)

Three Commissioners elected by the General Assembly for staggered six-year terms.

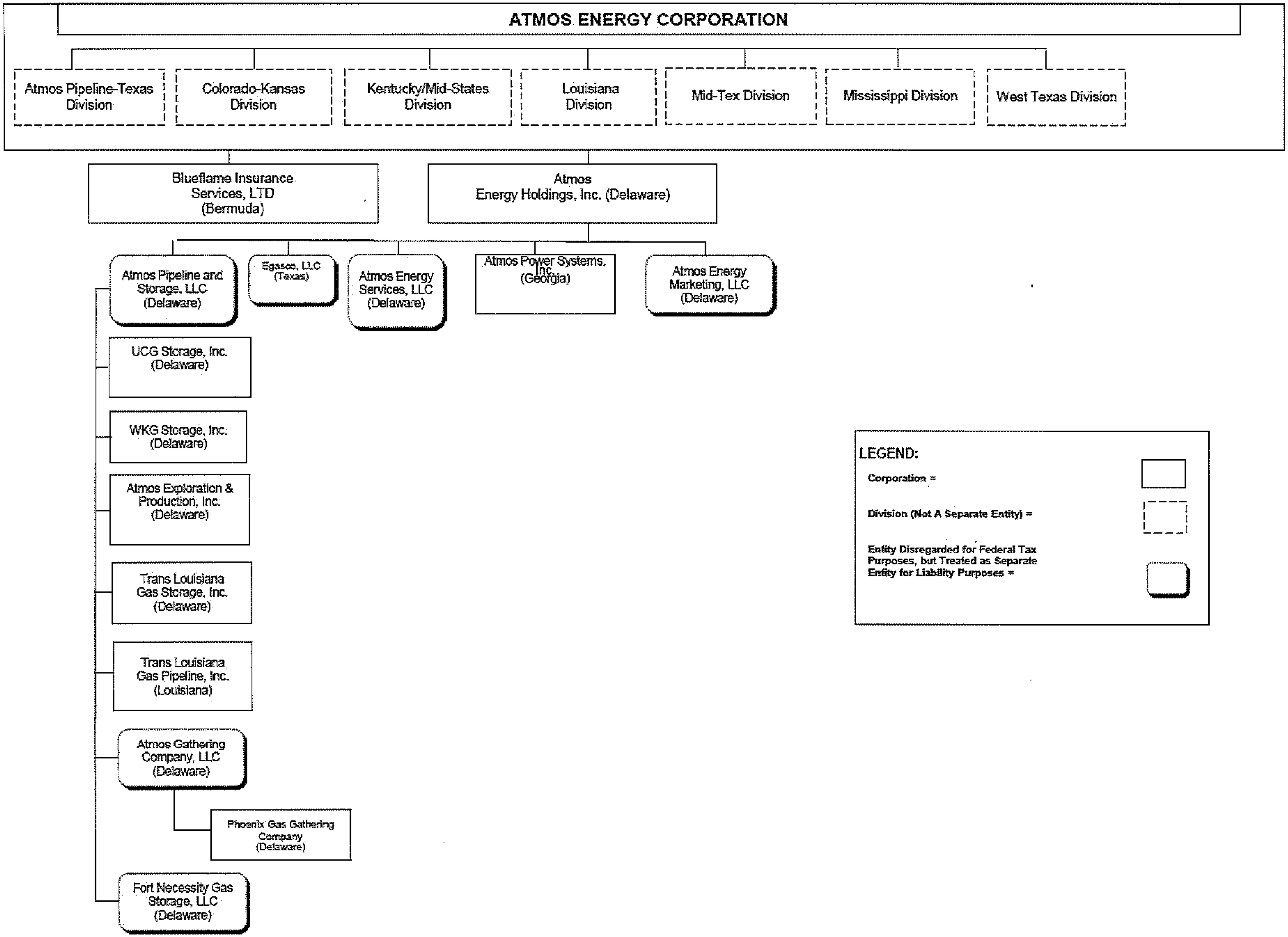
- James C. Dimitri - Term expired 2014; former attorney in private practice, former Senior Counsel and General Counsel at SCC and former Assistant Attorney General.
- Mark C. Christie - Term expires 2016; Former chief legal counsel and director of policy for the Governor of Virginia, prior to working in the government he was in the private practice of law.
- Judith Williams Jagdmann, Chairman - Term expires 2018; Former Attorney General for the Commonwealth of Virginia and Deputy Attorney General for the Civil Litigation Division, served as counsel to the SCC and its staff on utility matters.

Tennessee Regulatory Authority (www.state.tn.us/tra)

Five part-time directors and one full-time executive director who are appointed by the Governor, Speaker of House and Lieutenant Governor.

- Earl R. Taylor, Executive Director - Former attorney and current franchisee of Panera Bread.
- Herbert H. Hilliard, Chairman - Former Executive Vice President and Chief Government Relations Officer for First Horizon National Corporation.
- David Jones, Vice Chairman - Current President of Complete Holding Group and the David Jones Group.
- James (Jim) M. Allison - Former utility executive in the investor-owned, government owned and cooperative sectors of the electric industry.
- Kenneth Hill - Current Chief Executive Officer of Appalachian Educational Communication Corporation.
- Robin Bennett - Currently serves as a Vice President of First Tennessee Bank.

CORPORATE STRUCTURE - Effective January 21, 2014



OPERATING DIVISIONS AND SUBSIDIARY COMPANIES

	Year of Incorporation	State of Incorporation	Principal Business Office
Atmos Energy Corporation	1983	Texas	Dallas, TX
	1997	Virginia	
Operating Divisions:			
West Texas			Lubbock, TX
Mid-Tex			Dallas, TX
Colorado-Kansas			Denver, CO
Kentucky/Mid-States			Franklin, TN
Louisiana			Baton Rouge, LA
Mississippi			Jackson, MS
Atmos Pipeline - Texas			Dallas, TX
Subsidiaries:			
Atmos Energy Holdings, Inc.	2000	Delaware	Dallas, TX
Blue Flame Insurance Services, LTD	2003	Bermuda	Bermuda
Atmos Energy Services, LLC	1996	Delaware	Dallas, TX
EGASCO, LLC	1999	Texas	Dallas, TX
Atmos Energy Marketing, LLC	1999	Delaware	Houston, TX
Atmos Power Systems, Inc.	1987	Georgia	Franklin, TN
Atmos Pipeline and Storage, LLC	1999	Delaware	Dallas, TX
UCG Storage, Inc.	1989	Delaware	Franklin, TN
WKG Storage, Inc.	1999	Delaware	Dallas, TX
Atmos Exploration & Production, Inc.	1934	Delaware	Dallas, TX
Trans Louisiana Gas Pipeline, Inc.	1983	Louisiana	Lafayette, LA
Trans Louisiana Gas Storage, Inc.	2000	Delaware	Dallas, TX
Atmos Gathering Company, LLC	2006	Delaware	Dallas, TX
Phoenix Gas Gathering Company	2006	Delaware	Dallas, TX
Fort Necessity Gas Storage, LLC	2009	Delaware	Houston, TX

SEASONALITY AND QUARTERLY INFORMATION

The Company's regulated distribution business is seasonal and dependent upon weather conditions in the Company's service areas. Natural gas sales to residential, commercial and public authority customers are affected by winter heating season requirements. This generally results in higher operating revenues and net income during the period from October through March of each year and lower operating revenues and either net losses or lower net income during the period from April through September of each year. Sales to industrial customers are much less weather sensitive. The Company's management believes that the Company has lessened its sensitivity to weather risk by diversifying its operations into geographic areas having different weather patterns and through other measures.

The following table sets forth the Company's quarterly operating revenues, quarterly operating revenues as a percentage of annual operating revenues, quarterly net income (loss), and quarterly net income (loss) as a percentage of annual net income. Operating revenues for fiscal years 2007 through 2013 excludes revenues from discontinued operations.

		Quarter ended				
Year ended September 30		December 31	March 31	June 30	September 30	Total
				(Dollars in thousands)		
2004	Operating revenues	$763,616	$1,117,485	$546,058	$492,878	$2,920,037
		26 %	38 %	19 %	17 %	100 %
	Net income (loss)	$29,541	$58,305	$4,765	$(6,384)	$86,227
		34 %	68 %	6 %	(8)%	100 %
2005	Operating revenues	$1,368,624	$1,685,085	$906,877	$1,001,287	$4,961,873
		28 %	34 %	18 %	20 %	100 %
	Net income (loss)	$59,599	$88,502	$4,486	$(16,802)	$135,785
		44 %	65 %	3 %	(12)%	100 %
2006	Operating revenues	$2,283,820	$2,033,846	$863,243	$971,454	$6,152,363
		37 %	33 %	14 %	16 %	100 %
	Net income (loss)	$71,027	$88,796	$(18,145)	$6,059	$147,737
		48 %	60 %	(12)%	4 %	100 %
2007	Operating revenues	$1,555,351	$2,005,277	$1,192,209	$982,222	$5,735,059
		27 %	35 %	21 %	17 %	100 %
	Net income (loss)	$81,261	$106,505	$(13,360)	$(5,914)	$168,492
		48 %	63 %	(8)%	(3)%	100 %
2008	Operating revenues	$1,606,983	$2,408,631	$1,606,935	$1,384,443	$7,006,992
		23 %	34 %	23 %	20 %	100 %
	Net income (loss)	$73,803	$111,534	$(6,588)	$1,582	$180,331
		41 %	62 %	(4)%	1 %	100 %
2009	Operating revenues	$1,653,451	$1,744,314	$760,427	$668,016	$4,826,208
		34 %	36 %	16 %	14 %	100 %
	Net income (loss)	$75,963	$129,003	$1,964	$(15,952)	$190,978
		40 %	67 %	1 %	(8)%	100 %
2010	Operating revenues	$1,256,816	$1,879,055	$754,117	$780,723	$4,670,711
		27 %	40 %	16 %	17 %	100 %
	Net income (loss)	$93,330	$114,126	$(3,154)	$1,537	$205,839
		45 %	56 %	(2)%	1 %	100 %
2011	Operating revenues	$1,117,226	$1,556,374	$833,168	$793,897	$4,300,665
		26 %	36 %	20 %	18 %	100 %
	Net income (loss)	$73,997	$132,209	$(566)	$1,961	$207,601
		35 %	64 %	0 %	1 %	100 %
2012	Operating revenues	$1,083,994	$1,225,509	$576,414	$550,245	$3,436,162
		31 %	36 %	17 %	16 %	100 %
	Net income	$68,507	$109,111	$31,132	$7,967	$216,717
		32 %	50 %	14 %	4 %	100 %
2013	Operating revenues	$1,034,155	$1,308,996	$857,935	$674,374	$3,875,460
		27 %	34 %	22 %	17 %	100 %
	Net income	$80,465	$116,425	$38,768	$7,536	$243,194
		33 %	48 %	16 %	3 %	100 %
2014	Operating revenues	$1,255,148	$1,964,322	$942,718	$778,728	$4,940,916
		25 %	40 %	19 %	16 %	100 %
	Net income	$87,016	$133,367	$45,721	$23,713	$289,817
		30 %	46 %	16 %	8 %	100 %

REGULATED AND NONREGULATED DATA

The following table summarizes certain information regarding the operation of the regulated and nonregulated businesses of the Company for each of the last eleven years.

Year		Operating Revenues [1][2]	Net Income	Identifiable Assets
2004	Regulated Distribution	$ 1,636,636	$ 63,096	$ 2,575,396
	Nonregulated	1,283,401	23,131	327,262
	Total	$ 2,920,037	$ 86,227	$ 2,902,658
2005	Regulated Distribution	$ 3,102,041	$ 81,117	$ 4,464,548
	Regulated Pipeline	72,863	27,582	558,606
	Nonregulated	1,786,969	27,086	587,393
	Total	$ 4,961,873	$ 135,785	$ 5,610,547
2006	Regulated Distribution	$ 3,649,851	$ 53,002	$ 4,578,382
	Regulated Pipeline	69,582	26,547	645,637
	Nonregulated	2,432,930	68,188	495,528
	Total	$ 6,152,363	$ 147,737	$ 5,719,547
2007	Regulated Distribution	$ 3,194,775	$ 73,283	$ 4,718,894
	Regulated Pipeline	84,344	34,590	689,374
	Nonregulated	2,455,940	60,619	486,929
	Total	$ 5,735,059	$ 168,492	$ 5,895,197
2008	Regulated Distribution	$ 3,472,375	$ 92,648	$ 5,055,242
	Regulated Pipeline	108,116	41,425	749,231
	Nonregulated	3,426,501	46,258	582,226
	Total	$ 7,006,992	$ 180,331	$ 6,386,699
2009	Regulated Distribution	$ 2,808,134	$ 116,807	$ 5,117,532
	Regulated Pipeline	119,427	41,056	834,078
	Nonregulated	1,898,647	33,115	415,473
	Total	$ 4,826,208	$ 190,978	$ 6,367,083
2010	Regulated Distribution	$ 2,782,993	$ 125,949	$ 5,418,776
	Regulated Pipeline	97,023	41,486	913,829
	Nonregulated	1,790,695	38,404	431,186
	Total	$ 4,670,711	$ 205,839	$ 6,763,791
2011	Regulated Distribution	$ 2,469,781	$ 162,718	$ 5,857,090
	Regulated Pipeline	87,141	52,415	1,004,124
	Nonregulated	1,743,743	(7,532)	421,657
	Total	$ 4,300,665	$ 207,601	$ 7,282,871
2012	Regulated Distribution	$ 2,144,376	$ 148,369	$ 5,991,472
	Regulated Pipeline	92,604	63,059	1,148,006
	Nonregulated	1,199,182	5,289	356,197
	Total	$ 3,436,162	$ 216,717	$ 7,495,675
2013	Regulated Distribution	$ 2,394,418	$ 163,707	$ 6,185,544
	Regulated Pipeline	89,011	68,260	1,413,165
	Nonregulated	1,392,031	11,227	335,559
	Total	$ 3,875,460	$ 243,194	$ 7,934,268
2014	Regulated Distribution	$ 3,056,212	$ 171,585	$ 6,647,393
	Regulated Pipeline	92,166	86,191	1,632,909
	Nonregulated	1,792,538	32,041	314,402
	Total	$ 4,940,916	$ 289,817	$ 8,594,704

The regulated business as of September 30, 2014 was comprised of the Company's six regulated distribution divisions: Colorado-Kansas Division, Kentucky/Mid-States Division, Louisiana Division, Mid-Tex Division, Mississippi Division and West Texas Division, as well as the regulated pipeline division.

Our nonregulated businesses primarily include the operations of Atmos Energy Marketing, LLC and Atmos Pipeline and Storage, LLC. For an expanded discussion of each of these companies and other nonregulated operations, please see the Company's Annual Report on Form 10-K for the year ended September 30, 2014.

(1) Operating revenues for fiscal years 2007 through 2013 excludes revenues from discontinued operations. Discontinued operations were not reported separately for years prior to fiscal 2007.

(2) In fiscal 2014, we retroactively reclassified certain amounts in our nonregulated segment's operating revenues to purchased gas cost to reflect all hedging activity in purchased gas cost for fiscal years 2008 through 2014. These amounts were not reclassified for years prior to fiscal 2008.

CORPORATE DEVELOPMENT

Acquisitions and Mergers

The Company has achieved eight significant acquisitions as summarized below:

1.	Property	Trans Louisiana Gas Company, Inc.
	Business	Intrastate natural gas distributor in Louisiana
	Meters in service	69,000 (at acquisition)
	Acquisition date	January 1, 1986
	Acquisition cost	$34.1 million inclusive of acquisition expenses plus assumption of approximately $10 million in long-term debt
	Regulatory body	Louisiana Public Service Commission
	Accounting method	Purchase
	Financing	$35,000,000 Revolving credit/term facility
2.	Property	Western Kentucky Gas Utility Corporation
	Business	Intrastate natural gas distributor in Kentucky
	Meters in service	147,000 (at acquisition)
	Acquisition date	December 1, 1987
	Acquisition cost	$67.5 million inclusive of acquisition expenses plus assumption of approximately $17.6 million in long-term debt
	Regulatory body	Kentucky Public Service Commission
	Accounting method	Purchase
	Financing	Initially funded with $31,500,000 interim revolving credit facility with a bank and $30,000,000 Senior Notes. Interim revolving credit facility was retired with proceeds of equity offering in June 1988.
3.	Property	Greeley Gas Company
	Business	Intrastate natural gas distributor in CO, KS, and MO[1]
	Meters in service	98,000 (at acquisition)
	Acquisition date	December 22, 1993
	Acquisition cost	Approximately 3.5 million (post-split) shares of Atmos stock, the assumption of approx. $20 million in long-term debt and $1.7 million in acquisition expenses
	Regulatory bodies	Colorado Public Utilities Commission, Kansas Corporation Commission and Missouri Public Service Commission
	Accounting method	Pooling of interests
	Financing	Exchanged 3,493,995 (post-split) shares of Atmos stock for all the outstanding shares of GGC
4.	Property	United Cities Gas Company
	Business	Intrastate natural gas distributor in GA[2], TN, VA, SC (subsequently sold), IL[1], IA[1], and MO[1]
	Meters in service	307,000 (at merger)
	Merger Date	July 31, 1997
	Merger cost	Approximately 13.3 million shares of Atmos stock, the assumption of approx. $149 million in long-term debt and $49 million in merger and integration costs
	Regulatory bodies	Missouri Public Service Commission, Georgia Public Service Commission, South Carolina Public Service Commission, Tennessee Regulatory Authority, Illinois Commerce Commission, Iowa Utilities Board, Virginia State Corporation Commission
	Accounting method	Pooling of interests
	Financing	Exchanged 13,320,221 shares of Atmos stock for all the outstanding shares of United Cities Gas Company
5.	Property	Remaining 55 percent interest in Woodward Marketing, L.L.C.
	Business	Management of natural gas requirements for municipalities, local gas utility companies and industrial customers
	Acquisition date	April 1, 2001
	Acquisition cost	$26.7 million inclusive of acquisition expenses
	Accounting method	Purchase
	Financing	Exchanged 1,423,193 restricted shares of Atmos common stock

CORPORATE DEVELOPMENT (Continued)

Acquisitions and Mergers (continued)

6.	Property	Louisiana Gas Service Company
	Business	Intrastate natural gas distributor in Louisiana
	Meters in service	279,000 (at acquisition)
	Acquisition date	July 1, 2001
	Acquisition cost	$363.4 million inclusive of acquisition expenses
	Regulatory body	Louisiana Public Service Commission
	Accounting method	Purchase
	Financing	Primarily funded with a $350 million debt offering
7.	Property	Mississippi Valley Gas Company
	Business	Intrastate natural gas distributor in Mississippi
	Meters in service	260,000 (at acquisition)
	Acquisition date	December 3, 2002
	Acquisition cost	$75.0 million cash, $75.0 million of Atmos common stock and the repayment of approx. $45.0 million of outstanding long-term debt.
	Regulatory body	Mississippi Public Service Commission
	Accounting method	Purchase
	Financing	Issued 3,386,287 shares of Atmos common stock and used a $150.0 million short-term unsecured committed credit facility to provide the initial funding for the cash portion of the acquisition and the repayment of the outstanding long-term debt. The short-term credit facility was replaced with a $250 million debt offering in January 2003.
8.	Property	TXU Gas Company
	Business	Intrastate natural gas distributor and pipeline operations in Texas
	Meters in service	1,500,000 (at acquisition)
	Acquisition date	October 1, 2004
	Acquisition cost	$1.9 billion cash (after closing adjustments and before transaction costs and expenses)
	Regulatory bodies	Various municipalities we serve, with exclusive appellate jurisdiction by the Texas Railroad Commission
	Accounting method	Purchase
	Financing	Issued 9,939,393 shares of Atmos common stock (net proceeds of $235.7 million) and issued $1.7 billion in commercial paper backstopped by a senior unsecured revolving credit agreement. In October 2004, the commercial paper was paid off with the issuance of $1.4 billion of senior unsecured notes and the issuance of 16.1 million shares of Atmos common stock (net proceeds of $382.5 million before other offering costs).

The Company has also achieved several small acquisitions including Oceana Heights Gas Company in Thibodaux, Louisiana and distribution systems in Winn Parish and LaFourche Parish, Louisiana. In May 2000, we acquired the Missouri natural gas distribution assets of Associated Natural Gas for approximately $32.0 million, serving approximately 48,000 meters. In March 2004, we acquired the natural gas distribution assets of ComFurT Gas Inc. for approximately $2.0 million which served approximately 1,800 customers.

(1) In August 2012, we completed the sale of substantially all of our regulated distribution assets located in Missouri, Illinois and Iowa representing approximately 84,000 customers to Liberty Energy (Midstates) Corp., an affiliate of Algonquin Power & Utilities Corp. for a cash price of approximately $128 million, pursuant to an asset purchase agreement executed on May 12, 2011.

(2) In April 2013, we completed the sale of substantially all of our regulated distribution assets and certain related nonregulated assets located in Georgia representing approximately 64,000 customers to Liberty Energy (Georgia) Corp., an affiliate of Algonquin Power & Utilities Corp. for a cash price of approximately $153 million, pursuant to an asset purchase agreement executed on August 8, 2012.

GLOSSARY

Amortize - An allocation of cost to reflect a reduction to asset book value each year until only the salvage value, if any, remains.

Assets - Items of value owned by the company, typically items such as cash, property, and debts owed to the company.

Bcf - Abbreviation for 1,000,000,000 (one billion) cubic feet.

Balance sheet - A statement of financial position at a stated date that shows the assets, liabilities and shareholders' equity of a company.

Capitalize - To record and carry forward into future years any expenditure that will produce revenue or a benefit during those future years.

Cash equivalents - The company considers all highly liquid instruments purchased with a maturity of three months or less to be cash equivalents.

Commercial service - Covers service to customers engaged in wholesale or retail trade, communications, finance, fisheries, forestry, government, insurance, real estate, transportation, etc., and to customers not directly involved in other classes of service.

Contingent liability - An obligation that may arise in the future that relates to a past transaction or event. The obligation is deemed possible but not probable.

Current asset - Cash and any other items the company owns that will be converted to cash or useful goods or services within a year.

Current liability - A short-term indebtedness to be paid within a year.

Cushion gas - The gas required in a reservoir, used for storage of natural gas, so that reservoir pressure is such that the working gas may be recovered.

Deferred charges - Expenditures whose benefit will be realized in future years. The amounts will be charged against income over a period of years to properly match the expenses with the related benefit.

Deferred credits - Income items that have been received but not yet earned or liabilities incurred but not yet due. These will be recognized in the year they are earned.

Depreciation - An allocation of cost to reflect the gradual loss of productivity of a fixed asset by age or usage.

Deregulation - The act of ending certain federal government controls over the price of natural gas sold in interstate commerce.

Gross profit - Operating revenues less purchased gas cost.

Heating degree day - A heating degree day is equivalent to each degree that the average of the high and the low temperatures for a day is below 65 degrees. The greater the number of heating degree days, the colder the climate. Heating degree days are used in the natural gas industry to measure the coldness of weather experienced and to compare relative temperatures between one geographic area and another.

Industrial service - Covers service to customers engaged primarily in a process which either involves the extraction of raw materials from the earth, or a change of raw or unfinished materials into another form or product. Also includes service to natural gas irrigation wells.

Infrastructure Program - A rate making program which allows natural gas utility companies the opportunity to include in their rate base annually approved capital costs incurred.

LDC - Local distribution company.

Liabilities - Amounts owed by the corporation to others.

Line of credit - Agreements by banks to make a loan not to exceed a specified amount when needed by the corporation.

Long-term debt - Debts to be repaid with a maturity of more than one year.

Mcf - Abbreviation for 1,000 cubic feet, which is the customary unit for measuring volumes of natural gas.

MMcf - Abbreviation for 1,000,000 (one million) cubic feet.

GLOSSARY (Continued)

Net income - All revenues less all costs of doing business.

Net income per share - Net income available to common shareholders divided by the weighted average number of shares of common stock outstanding during the period.

No notice service - A FERC Order 636 interstate pipeline service combining transportation, storage and balancing functions generally designed to allow an LDC shipper to receive pipeline services with limited prior scheduling or notice to the pipeline.

Operating income - Excess of revenues over the related expenses; income before federal income taxes and interest.

Peak-shaving - Using sources of energy, such as natural gas from storage, to supplement the normal amounts delivered to customers during peak-use periods. Using these supplemental sources prevents pipelines from having to expand their delivery facilities just to accommodate short periods of extremely high demand.

Pooling of interests - A business combination in which the voting stock of one company is acquired by another through an exchange of stock and not through the disbursement of cash or other resources. The reported income of the constituents for prior periods is combined and restated as income of the combined corporation.

Psia - Abbreviation for pounds per square inch absolute. It is a measure of pressure.

Public authority - A municipal, state, federal, school, county or precinct account, i.e., account with any governmental subdivision.

Purchase accounting - A method of accounting for a business combination in which one company is acquired by another by paying cash, transferring assets, or by issuing debt. The acquiring corporation records at its cost the acquired assets less liabilities assumed. The reported income of the acquiring corporation includes the operations of the acquired company after acquisition.

Residential service - Covers service to customers for domestic purposes (single, multifamily or mobile homes, etc.). In residential service, the number of housing units within a structure determines the customer classification.

Retained earnings - Cumulative earnings retained in the business.

Shareholders' equity - The financial investment shareholders have in the company. It is represented by the difference between total assets and total liabilities.

Stated value - The nominal or face value of a security. It is not related to the actual value of the stock or the company.

Subsidiary - A corporation owned by a parent company through ownership of the subsidiary's voting stock.

Underground gas storage fields - Natural gas reservoirs located near gas users into which gas may be pumped during periods of low demand and recovered on peak demand days. This increases gas supply on peak demand days without incurring peak day demand charges from gas suppliers.

Weather normalization adjustment (WNA) - Rate adjustments approved by certain regulatory commissions that allow a company to increase the base rate portion of customers' bills when weather is warmer than normal and decrease the base rate when weather is colder than normal.

Working capital - Excess of current assets over current liabilities.