

Case No. 2024-00276
Atmos Energy Corporation, Kentucky Division
MFR FR 14(2)
Page 1 of 1

REQUEST:

Section 14. Applications.

- (2) If a corporation, the applicant shall identify in the application the state in which it is incorporated and the date of its incorporation, attest that it is currently in good standing in the state in which it is incorporated, and, if it is not a Kentucky corporation, state if it is authorized to transact business in Kentucky.

RESPONSE:

Please see attachment FR_14(2)_Att1 for the Atmos Energy Corporation's articles of incorporation and amendments. Please see attachment FR_14(2)_Att2 for a certificate of authorization and good standing for Atmos Energy Corporation issued by the Secretary of State for the Commonwealth of Kentucky.

ATTACHMENTS:

FR_14(2)_Att1 - Articles of Incorporation and Amendments.pdf
FR_14(2)_Att2 - Kentucky Certificate of Authorization.pdf

Respondent: Brannon Taylor

RESTATED ARTICLES OF INCORPORATION
OF ATMOS ENERGY CORPORATION
(As Amended Effective February 3, 2010)

FILED
In the Office of the
Secretary of State of Texas
MAY 06 2010

Corporations Section

- A After being proposed by the Board of Directors of Atmos Energy Corporation (the "Corporation") and submitted to the Corporation's shareholders in accordance with the provisions of Sections 21.052 and 21.054 of the Texas Business Organizations Code and the Texas For-profit Corporation Law, an amendment to Section 2 of Article VI of the Restated Articles of Incorporation was adopted by the shareholders of the Corporation at the Annual Meeting of Shareholders held on February 3, 2010, in conformity with the provisions of the Texas Business Organizations Code, the Texas For-profit Corporation Law and the Articles of Incorporation of the Corporation, so that Section 2 of Article VI of the Restated Articles of Incorporation is hereby amended to read as follows:

"2. Election and Term All directors elected at the 2010 annual meeting of shareholders shall be elected for terms of three years and until their successors shall be elected and qualified. Beginning with the 2011 annual meeting of shareholders, and at each annual meeting of shareholders thereafter, all directors elected at the annual meeting of shareholders shall be elected for a one-year term expiring at the next annual meeting of shareholders. Directors shall be elected by a majority vote of the shares of the Common Stock entitled to vote in the election of directors and represented in person or by proxy at a meeting of shareholders at which a quorum is present. Each director who is serving as a director immediately following the 2011 annual meeting of shareholders, or is thereafter elected a director, shall hold office until the expiration of the term for which he or she was elected, and until his or her successor shall be elected and shall qualify, or until his or her earlier death, resignation, retirement, removal or disqualification from office."

- B The number of shares of the Corporation outstanding as of the record date was 92,931,979 and the number of shares entitled to vote on the amendment was 92,931,979. The number of shares voting for the amendment to Section 2 of Article VI of the Restated Articles of Incorporation of the Corporation was 79,072,204, the number of shares voting against such amendment was 1,757,120, and the number of shares abstaining was 928,315.

- C The Restated Articles of Incorporation reflect an accurate copy of the Restated Articles of Incorporation of the Corporation and all amendments thereto, as filed with the Secretary of State and in effect as of the date of such filing, with no other changes in any provision thereof, except for (i) the amendment discussed above, (ii) a change in the reference in Articles II and VII below from the Texas Business Corporation Act to the Texas Business Organizations Code, which superseded the Texas Business Corporation Act on January 1, 2010, (iii) a change in the reference in Article VI below to the current number of directors from twelve (12) to thirteen (13) and the names and street addresses of the directors currently serving, and (iv) a change in the title of the Chief Executive Officer, with all such changes accurately reflected below in the Restated Articles of Incorporation.

ARTICLE I.

The name of the corporation shall be Atmos Energy Corporation (the "Corporation")

ARTICLE II

The purposes for which the Corporation is organized are the transaction of any or all lawful business for which corporations may be incorporated under the Texas Business Organizations Code and the Texas Not-for-profit Corporation Law as defined therein, including, but not limited to, the transportation and distribution of natural gas by pipeline as a public utility, except that with respect to the Commonwealth of Virginia, the Corporation may only conduct such business as is permitted to be conducted by a public service company engaged in the transportation and distribution of natural gas by pipeline

ARTICLE III.

The Corporation is incorporated in the State of Texas and the Commonwealth of Virginia. The post office address of the registered office of the Corporation in the State of Texas is 211 F 7th Street, Suite 620, Austin, Texas 78701-3218, and the registered agent for service of the Corporation at the same address is Corporation Service Company, d/b/a CSC-Lawyers Incorporating Service Company. The post office address of the registered office of the Corporation in the Commonwealth of Virginia is Riverfront Plaza, East Tower, 951 East Byrd Street, Richmond, Virginia 23219-4074, and the registered agent for service of the Corporation at the same address is Allen C. Goolsby, III, such registered agent being a resident of the Commonwealth of Virginia and a member of the Virginia State Bar.

ARTICLE IV.

The period of the Corporation's duration shall be perpetual.

ARTICLE V.

The Corporation shall not commence business until it has received for the shares consideration of the value of One Thousand Dollars (\$1,000) consisting of money, labor done or property actually received.

ARTICLE VI.

1. Number of Directors. The number of directors constituting the present board of directors is thirteen (13), however, thereafter the number of directors constituting the Board of Directors shall be fixed by the Bylaws of the Corporation. No director shall be removed during his term of office except for cause and by the affirmative vote of the holders of seventy-five percent (75%) of the shares then entitled to vote at an election of directors. The names and street addresses of the persons who are to serve as directors until the next annual meeting of the shareholders or until their successors are duly elected and qualified are as follows:

<u>Name</u>	<u>Street Address</u>
Robert W. Best	5430 I.B.J. Freeway, Suite 160, Dallas, TX 75240
Richard W. Cardin	5430 I.B.J. Freeway, Suite 160, Dallas, TX 75240
Kim R. Cocklin	5430 I.B.J. Freeway, Suite 160, Dallas, TX 75240
Richard W. Douglas	5430 I.B.J. Freeway, Suite 160, Dallas, TX 75240

Ruben F. Esquivel	5430 LBJ Freeway, Suite 160, Dallas, TX 75240
Richard K. Gordon	5430 LBJ Freeway, Suite 160, Dallas, TX 75240
Robert C. Gable	5430 LBJ Freeway, Suite 160, Dallas, TX 75240
Dr. Thomas C. Meredith	5430 LBJ Freeway, Suite 160, Dallas, TX 75240
Phillip E. Nichol	5430 LBJ Freeway, Suite 160, Dallas, TX 75240
Nancy K. Quinn	5430 LBJ Freeway, Suite 160, Dallas, TX 75240
Stephen R. Springer	5430 LBJ Freeway, Suite 160, Dallas, TX 75240
Charles K. Vaughan	5430 LBJ Freeway, Suite 160, Dallas, TX 75240
Richard Ware II	5430 LBJ Freeway, Suite 160, Dallas, TX 75240

2 Election and Term All directors elected at the 2010 annual meeting of shareholders shall be elected for terms of three years and until their successors shall be elected and qualified. Beginning with the 2011 annual meeting of shareholders, and at each annual meeting of shareholders thereafter, all directors elected at the annual meeting of shareholders shall be elected for a one-year term expiring at the next annual meeting of shareholders. Directors shall be elected by a majority vote of the shares of the Common Stock entitled to vote in the election of directors and represented in person or by proxy at a meeting of shareholders at which a quorum is present. Each director who is serving as a director immediately following the 2011 annual meeting of shareholders, or is thereafter elected a director, shall hold office until the expiration of the term for which he or she was elected, and until his or her successor shall be elected and shall qualify, or until his or her earlier death, resignation, retirement, removal or disqualification from office.

ARTICLE VII.

1 Capitalization

The aggregate number of shares which the Corporation shall have the authority to issue is Two Hundred Million (200,000,000) shares of Common Stock having no par value.

2 Designation and Statement of Preferences, Limitations and Relative Rights of Common Stock

2.01 Subject to the provisions of law, including the Texas Business Organizations Code and the Texas For-profit Corporation Law as defined therein, and the Virginia Stock Corporation Act, and to the conditions set forth in any law, including by resolution of the Board of Directors of the Corporation, such dividends (payable in cash, stock or otherwise) as may be determined by the Board of Directors may be declared and paid on the Common Stock from time to time out of any funds legally available therefor.

2.02 The holders of the Common Stock shall exclusively possess full voting power for the election of directors and for all other purposes. In the exercise of its voting power, the Common Stock shall be entitled to one vote for each share held.

3 Provisions Applicable to All Classes of Stock

3.01 Subject to applicable law, the Board of Directors may in its discretion issue from time to time authorized but unissued shares for such consideration as it may determine. The

shareholders shall have no pre-emptive rights, as such holders, to purchase any shares or securities of any class which may at any time be sold or offered for sale by the Corporation

3.02 At each election for directors every shareholder entitled to vote at any meeting shall have the right to vote, in person or by proxy, the number of shares owned by him for as many persons as there are directors to be elected. Cumulative voting of shares of stock in the election of directors or otherwise is hereby expressly prohibited.

3.03 The Corporation shall be entitled to treat the person in whose name any share or other security is registered as the owner thereof, for all purposes, and shall not be bound to recognize any equitable or other claim to or interest in such shares or other security on the part of any other person, whether or not the Corporation shall have notice thereof.

4 Provisions Applicable to Certain Business Combinations

4.01 The affirmative vote of the holders of not less than seventy-five percent (75%) of the outstanding shares of "Voting Stock" (as hereinafter defined) held by stockholders other than a "Substantial Shareholder" (as hereinafter defined) shall be required for the approval or authorization of any "Business Combination" (as hereinafter defined) of the Corporation with any Substantial Shareholder, provided, however, that the seventy-five percent (75%) voting requirement shall not be applicable if either

(i) The "Continuing Directors" (as hereinafter defined) of the Corporation by the affirmative vote of at least a majority (a) have expressly approved in advance the acquisition of the outstanding shares of Voting Stock that caused such Substantial Shareholder to become a Substantial Shareholder, or (b) have expressly approved such Business Combination either in advance or subsequent to such Substantial Shareholder's having become a Substantial Shareholder, or

(ii) The cash or fair market value (as determined by at least a majority of the Continuing Directors) of the property, securities or other consideration to be received per share by holders of Voting Stock of the Corporation in the Business Combination is not less than the "Highest Per Share Price" or the "Highest Equivalent Price" (as these terms are hereinafter defined) paid by the Substantial Shareholder in acquiring any of its holdings of the Corporation's Voting Stock.

4.02 For purposes of this paragraph 4 of Article VII

(i) The term "Business Combination" shall include, without limitation (a) any merger or consolidation of the Corporation, or any entity controlled by or under common control with the Corporation, with or into any Substantial Shareholder, or any entity controlled by or under common control with the Substantial Shareholder, (b) any merger or consolidation of a Substantial Shareholder, or any entity controlled by or under common control with the Corporation, (c) any sale, lease, exchange, transfer or other disposition of all or substantially all of the property and assets of the Corporation, or any entity controlled by or under common control with the Corporation, to a Substantial Shareholder, or any entity controlled by or under common control

with the Substantial Shareholder, (d) any purchase, lease, exchange, transfer or other acquisition of all or substantially all of the property and assets of a Substantial Shareholder or any entity controlled by or under common control with the Corporation, (e) any recapitalization of the Corporation that would have the effect of increasing the voting power of a Substantial Shareholder, and (f) any agreement, contract or other arrangement providing for any of the transactions described in this definition of Business Combination

(ii) The term "Substantial Shareholder" shall mean and include any individual, corporation, partnership or other person or entity which, together with its "Affiliates" and "Associates" (as those terms are defined in Rule 12b-2 of the General Rules and Regulations promulgated under the Securities Exchange Act of 1934 (the "Exchange Act") as in effect at the date of the adoption hereof), "Beneficially Owns" (as defined in Rule 13d-3 of the Exchange Act) an aggregate of 10 percent or more of the outstanding Voting Stock of the Corporation, and any Affiliate or Associate of any such individual, corporation, partnership or other person or entity

(iii) Without limitation, any share of Voting Stock of the Corporation that any Substantial Shareholder has the right to acquire at any time (notwithstanding that Rule 13d-3 of the Exchange Act deems such shares to be beneficially owned only if such right may be exercised within 60 days) pursuant to any agreement, or upon exercise of conversion rights, warrants or options, or otherwise, shall be deemed to be Beneficially Owned by the Substantial Shareholder and to be outstanding for purposes of clause (ii) above

(iv) For the purposes of subparagraph 4.01(ii) of this paragraph 4 of Article VII, the term "other consideration to be received" shall include, without limitation, Common Stock or other capital stock of the Corporation retained by its existing stockholders other than Substantial Shareholders or other parties to such Business Combination in the event of a Business Combination in which the Corporation is the surviving corporation

(v) The term "Voting Stock" shall mean all of the outstanding shares of Common Stock entitled to vote on each matter on which the holders of record of Common Stock shall be entitled to vote, and each reference to a proportion of shares of Voting Stock shall refer to such proportion of the votes entitled to be cast by such shares

(vi) The term "Continuing Director" shall mean a Director who was a member of the Board of Directors of the Corporation immediately prior to the time that the Substantial Shareholder involved in a Business Combination became a Substantial Shareholder

(vii) A Substantial Shareholder shall be deemed to have acquired a share of the Voting Stock of the Corporation at the time when such Substantial Shareholder became the Beneficial Owner thereof. With respect to the shares owned by Affiliates, Associates or other persons whose ownership is attributed to a Substantial Shareholder under the foregoing definition of Substantial Shareholder, if the price is paid by such Substantial Shareholder for such shares is not determinable by a majority of the Continuing Directors, the

price so paid shall be deemed to be the higher of (a) the price paid upon the acquisition thereof by the Affiliate, Associate or other person or (b) the market price of the shares in question at the time when the Substantial Shareholder became the Beneficial Owner thereof

(vii) The terms "Highest Per Share Price" and "Highest Equivalent Price" as used in this paragraph 4 of Article VII shall mean the highest price that can be determined to have been paid at any time by the Substantial Shareholder for any share or shares of that class of capital stock. If there is more than one class of capital stock of the Corporation issued and outstanding, the Highest Equivalent Price shall mean with respect to each class and series of capital stock of the Corporation the amount determined by a majority of the Continuing Directors, on whatever basis they believe is appropriate, to be the highest per share price equivalent to the highest price that can be determined to have been paid at any time by the Substantial Shareholder for any share or shares of any class or series of capital stock of the Corporation. In determining the Highest Per Share Price and Highest Equivalent Price, all purchases by the Substantial Shareholder shall be taken into account regardless of whether the shares were purchased before or after the Substantial Shareholder became a Substantial Shareholder. The Highest Per Share Price and the Highest Equivalent Price shall include any brokerage commissions, transfer taxes and soliciting dealers' fees paid by the Substantial Shareholder with respect to the shares of capital stock of the Corporation acquired by the Substantial Shareholder. In the case of any Business Combination with a Substantial Shareholder, the Continuing Directors shall determine the Highest Per Share Price or the Highest Equivalent Price for each class and series of the capital stock of the Corporation.

4.03 The provisions set forth in this paragraph 4 of Article VII may not be amended, altered, changed or repealed in any respect unless such action is approved by the affirmative vote of the holders of not less than seventy-five percent (75%) of the outstanding shares of Voting Stock (as defined in this Article VII) of the Corporation at a meeting of the shareholders duly called for the consideration of such amendment, alteration, change or repeal, provided, however, that if there is a Substantial Shareholder (as defined in this Article VII), such action must also be approved by the affirmative vote of the holders of not less than seventy-five percent (75%) of the outstanding shares of Voting Stock held by the shareholders other than the Substantial Shareholder.

ARTICLE VIII.

The power to alter, amend or repeal the Corporation's bylaws, and to adopt new bylaws, is hereby vested in the Board of Directors, subject, however, to repeal or change by the affirmative vote of the holders of seventy-five percent (75%) of the outstanding shares entitled to vote thereon.

ARTICLE IX.

The Corporation shall indemnify, to the fullest extent permitted by law, any person who was, is, or is threatened to be made a named defendant or respondent in any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, arbitral, or investigative, any appeal in such action, suit, or proceeding, and any inquiry or investigation that

could lead to such an action, suit, or proceeding, by reason of the fact that such person is or was a director or officer of the Corporation, or, while such person was a director of the Corporation, is or was serving at the request of the Corporation as a director, officer, partner, venturer, proprietor, trustee, employee, agent, or similar functionary of another corporation, partnership, joint venture, sole proprietorship, trust, employee benefit plan, or other enterprise, against judgments, penalties (including excise and similar taxes), fines, settlements, and reasonable expenses (including attorney's fees) actually incurred by such person in connection with such action, suit, or proceeding. In addition to the foregoing, the Corporation shall, upon request of any such person described above and to the fullest extent permitted by law, pay or reimburse the reasonable expenses incurred by such person in any action, suit, or proceeding described above in advance of the final disposition of such action, suit, or proceeding.

ARTICLE X

No director of the Corporation shall be personally liable to the Corporation or its shareholders for monetary damages for an act or omission in such director's capacity as a director, except for liability for (i) a breach of the director's duty of loyalty to the Corporation or its shareholders, (ii) an act or omission not in good faith or that involves intentional misconduct or a knowing violation of the law, (iii) a transaction from which the director received an improper benefit, whether or not the benefit resulted from an action taken within the scope of the director's office, (iv) an act or omission for which the liability of a director is expressly provided by statute, or (v) an act related to an unlawful stock repurchase or payment of a dividend. If the laws of the State of Texas or the Commonwealth of Virginia are hereafter amended to authorize corporate action further eliminating or limiting the personal liability of a director of the Corporation, then the liability of a director of the Corporation shall thereupon automatically be eliminated or limited to the fullest extent permitted by the laws of the State of Texas and the Commonwealth of Virginia. Any repeal or modification of this Article X by the shareholders of the Corporation shall not adversely affect any right or protection of a director existing at the time of such repeal or modification with respect to such events or circumstances occurring or existing prior to such time.

AIMOS ENERGY CORPORATION

By Robert W. Best

Robert W. Best
Chairman of the Board and
Chief Executive Officer

COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION

AT RICHMOND, MAY 10, 2010

The State Corporation Commission has found the accompanying articles submitted on behalf of
Atmos Energy Corporation

to comply with the requirements of law, and confirms payment of all required fees. Therefore, it
is ORDERED that this

CERTIFICATE OF RESTATEMENT

be issued and admitted to record with the articles of restatement in the Office of the Clerk of the
Commission, effective May 10, 2010.

The corporation is granted the authority conferred on it by law in accordance with the articles,
subject to the conditions and restrictions imposed by law.

STATE CORPORATION COMMISSION

By

A handwritten signature in black ink, appearing to read 'J. C. Dimitri', written over a horizontal line.

James C. Dimitri
Commissioner

10-05-07-0624
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ARTICLES OF RESTATEMENT OF
RESTATED ARTICLES OF INCORPORATION
OF ATMOS ENERGY CORPORATION

The undersigned, on behalf of the corporation set forth below, pursuant to Section 13.1-711 of the Virginia Stock Corporation Act, states as follows:

1. The name of the corporation is Atmos Energy Corporation (the "Corporation").
2. The Amended and Restated Articles of Incorporation of the Corporation (the "Articles of Incorporation") are restated in their entirety to read as set forth in Exhibit A attached hereto the "Restated Articles of Incorporation"). The Restated Articles of Incorporation do not contain a new amendment to the Articles of Incorporation.
3. The Restated Articles of Incorporation were adopted by the Corporation on May 5, 2010.
4. The Restated Articles of Incorporation were duly adopted by the board of directors of the Corporation. Shareholder approval was not required because the Restated Articles of Incorporation do not contain a new amendment to the Articles of Incorporation.

Executed in the name of the Corporation by:

Louis P. Gregory
(signature)

May 6, 2010
(date)

Louis P. Gregory
(printed name)

Sr. Vice President & General Counsel
(corporate title)

0488598-4
(corporation's SCC ID#)

(972) 934-9227
(telephone number)

RESTATED ARTICLES OF INCORPORATION
OF ATMOS ENERGY CORPORATION
(As Amended Effective February 3, 2010)

ARTICLE I.

The name of the corporation shall be Atmos Energy Corporation (the "Corporation").

ARTICLE II.

The purposes for which the Corporation is organized are the transaction of any or all lawful business for which corporations may be incorporated under the Texas Business Organizations Code and the Texas For-profit Corporation Law as defined therein, including, but not limited to, the transportation and distribution of natural gas by pipeline as a public utility, except that with respect to the Commonwealth of Virginia, the Corporation may only conduct such business as is permitted to be conducted by a public service company engaged in the transportation and distribution of natural gas by pipeline.

ARTICLE III.

The Corporation is incorporated in the State of Texas and the Commonwealth of Virginia. The post office address of the registered office of the Corporation in the State of Texas is 211 E. 7th Street, Suite 620, Austin, Texas 78701-3218, and the registered agent for service of the Corporation at the same address is Corporation Service Company, d/b/a CSC-Lawyers Incorporating Service Company. The post office address of the registered office of the Corporation in the Commonwealth of Virginia is Riverfront Plaza, East Tower, 951 East Byrd Street, Richmond, Virginia 23219-4074, and the registered agent for service of the Corporation at the same address is Allen C. Goolsby, III, such registered agent being a resident of the Commonwealth of Virginia and a member of the Virginia State Bar.

ARTICLE IV.

The period of the Corporation's duration shall be perpetual.

ARTICLE V.

The Corporation shall not commence business until it has received for the shares consideration of the value of One Thousand Dollars (\$1,000) consisting of money, labor done or property actually received.

ARTICLE VI.

1. Number of Directors. The number of directors constituting the Board of Directors shall be fixed by the Bylaws of the Corporation. No director shall be removed during his term of office except for cause and by the affirmative vote of the holders of seventy-five percent (75%) of the shares then entitled to vote at an election of directors.

2. Election and Term. All directors elected at the 2010 annual meeting of shareholders shall be elected for terms of three years and until their successors shall be elected and qualified. Beginning with the 2011 annual meeting of shareholders, and at each annual meeting of

shareholders thereafter, all directors elected at the annual meeting of shareholders shall be elected for a one-year term expiring at the next annual meeting of shareholders. Directors shall be elected by a majority vote of the shares of the Common Stock entitled to vote in the election of directors and represented in person or by proxy at a meeting of shareholders at which a quorum is present. Each director who is serving as a director immediately following the 2011 annual meeting of shareholders, or is thereafter elected a director, shall hold office until the expiration of the term for which he or she was elected, and until his or her successor shall be elected and shall qualify, or until his or her earlier death, resignation, retirement, removal or disqualification from office."

ARTICLE VII.

1. Capitalization.

The aggregate number of shares which the Corporation shall have the authority to issue is Two Hundred Million (200,000,000) shares of Common Stock having no par value.

2. Designation and Statement of Preferences, Limitations and Relative Rights of Common Stock.

2.01 Subject to the provisions of law, including the Texas Business Organizations Code and the Texas For-profit Corporation Law as defined therein and the Virginia Stock Corporation Act, and to the conditions set forth in any law, including by resolution of the Board of Directors of the Corporation, such dividends (payable in cash, stock or otherwise) as may be determined by the Board of Directors may be declared and paid on the Common Stock from time to time out of any funds legally available therefor.

2.02 The holders of the Common Stock shall exclusively possess full voting power for the election of directors and for all other purposes. In the exercise of its voting power, the Common Stock shall be entitled to one vote for each share held.

3. Provisions Applicable to All Classes of Stock.

3.01 Subject to applicable law, the Board of Directors may in its discretion issue from time to time authorized but unissued shares for such consideration as it may determine. The shareholders shall have no pre-emptive rights, as such holders, to purchase any shares or securities of any class which may at any time be sold or offered for sale by the Corporation.

3.02 At each election for directors every shareholder entitled to vote at any meeting shall have the right to vote, in person or by proxy, the number of shares owned by him for as many persons as there are directors to be elected. Cumulative voting of shares of stock in the election of directors or otherwise is hereby expressly prohibited.

3.03 The Corporation shall be entitled to treat the person in whose name any share or other security is registered as the owner thereof, for all purposes, and shall not be bound to recognize any equitable or other claim to or interest in such shares or other security on the part of any other person, whether or not the Corporation shall have notice thereof.

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4. Provisions Applicable to Certain Business Combinations.

4.01 The affirmative vote of the holders of not less than seventy-five percent (75%) of the outstanding shares of "Voting Stock" (as hereinafter defined) held by stockholders other than a "Substantial Shareholder" (as hereinafter defined) shall be required for the approval or authorization of any "Business Combination" (as hereinafter defined) of the Corporation with any Substantial Shareholder; provided, however, that the seventy-five percent (75%) voting requirement shall not be applicable if either:

(i) The "Continuing Directors" (as hereinafter defined) of the Corporation by the affirmative vote of at least a majority (a) have expressly approved in advance the acquisition of the outstanding shares of Voting Stock that caused such Substantial Shareholder to become a Substantial Shareholder, or (b) have expressly approved such Business Combination either in advance of or subsequent to such Substantial Shareholder's having become a Substantial Shareholder; or

(ii) The cash or fair market value (as determined by at least a majority of the Continuing Directors) of the property, securities or other consideration to be received per share by holders of Voting Stock of the Corporation in the Business Combination is not less than the "Highest Per Share Price" or the "Highest Equivalent Price" (as these terms are hereinafter defined) paid by the Substantial Shareholder in acquiring any of its holdings of the Corporation's Voting Stock.

4.02 For purposes of this paragraph 4 of Article VII:

(i) The term "Business Combination" shall include, without limitation: (a) any merger or consolidation of the Corporation, or any entity controlled by or under common control with the Corporation, with or into any Substantial Shareholder, or any entity controlled by or under common control with the Substantial Shareholder, (b) any merger or consolidation of a Substantial Shareholder, or any entity controlled by or under common control with the Corporation, (c) any sale, lease, exchange, transfer or other disposition of all or substantially all of the property and assets of the Corporation, or any entity controlled by or under common control with the Corporation, to a Substantial Shareholder, or any entity controlled by or under common control with the Substantial Shareholder, (d) any purchase, lease, exchange, transfer or other acquisition of all or substantially all of the property and assets of a Substantial Shareholder or any entity controlled by or under common control with the Corporation, (e) any recapitalization of the Corporation that would have the effect of increasing the voting power of a Substantial Shareholder, and (f) any agreement, contract or other arrangement providing for any of the transactions described in this definition of Business Combination.

(ii) The term "Substantial Shareholder" shall mean and include any individual, corporation, partnership or other person or entity which, together with its "Affiliates" and "Associates" (as those terms are defined in Rule 12b-2 of the General Rules and Regulations promulgated under the Securities Exchange Act of 1934 (the "Exchange Act") as in effect at the date of the adoption hereof), "Beneficially Owns" (as defined in Rule 13d-3 of the

Exchange Act) an aggregate of 10 percent or more of the outstanding Voting Stock of the Corporation, and any Affiliate or Associate of any such individual, corporation, partnership or other person or entity.

(iii) Without limitation, any share of Voting Stock of the Corporation that any Substantial Shareholder has the right to acquire at any time (notwithstanding that Rule 13d-3 of the Exchange Act deems such shares to be beneficially owned only if such right may be exercised within 60 days) pursuant to any agreement, or upon exercise of conversion rights, warrants or options, or otherwise, shall be deemed to be Beneficially Owned by the Substantial Shareholder and to be outstanding for purposes of clause (ii) above.

(iv) For the purposes of subparagraph 4.01(ii) of this paragraph 4 of Article VII, the term "other consideration to be received" shall include, without limitation, Common Stock or other capital stock of the Corporation retained by its existing stockholders other than Substantial Shareholders or other parties to such Business Combination in the event of a Business Combination in which the Corporation is the surviving corporation.

(v) The term "Voting Stock" shall mean all of the outstanding shares of Common Stock entitled to vote on each matter on which the holders of record of Common Stock shall be entitled to vote, and each reference to a proportion of shares of Voting Stock shall refer to such proportion of the votes entitled to be cast by such shares.

(vi) The term "Continuing Director" shall mean a Director who was a member of the Board of Directors of the Corporation immediately prior to the time that the Substantial Shareholder involved in a Business Combination became a Substantial Shareholder.

(vii) A Substantial Shareholder shall be deemed to have acquired a share of the Voting Stock of the Corporation at the time when such Substantial Shareholder became the Beneficial Owner thereof. With respect to the shares owned by Affiliates, Associates or other persons whose ownership is attributed to a Substantial Shareholder under the foregoing definition of Substantial Shareholder, if the price is paid by such Substantial Shareholder for such shares is not determinable by a majority of the Continuing Directors, the price so paid shall be deemed to be the higher of (a) the price paid upon the acquisition thereof by the Affiliate, Associate or other person or (b) the market price of the shares in question at the time when the Substantial Shareholder became the Beneficial Owner thereof.

(viii) The terms "Highest Per Share Price" and "Highest Equivalent Price" as used in this paragraph 4 of Article VII shall mean the highest price that can be determined to have been paid at any time by the Substantial Shareholder for any share or shares of that class of capital stock. If there is more than one class of capital stock of the Corporation issued and outstanding, the Highest Equivalent Price shall mean with respect to each class and series of capital stock of the Corporation the amount determined by a majority of the Continuing Directors, on whatever basis they believe is appropriate, to be the highest per share price equivalent to the highest price

that can be determined to have been paid at any time by the Substantial Shareholder for any share or shares of any class or series of capital stock of the Corporation. In determining the Highest Per Share Price and Highest Equivalent Price, all purchases by the Substantial Shareholder shall be taken into account regardless of whether the shares were purchased before or after the Substantial Shareholder became a Substantial Shareholder. The Highest Per Share Price and the Highest Equivalent Price shall include any brokerage commissions, transfer taxes and soliciting dealers' fees paid by the Substantial Shareholder with respect to the shares of capital stock of the Corporation acquired by the Substantial Shareholder. In the case of any Business Combination with a Substantial Shareholder, the Continuing Directors shall determine the Highest Per Share Price or the Highest Equivalent Price for each class and series of the capital stock of the Corporation.

4.03 The provisions set forth in this paragraph 4 of Article VII may not be amended, altered, changed or repealed in any respect unless such action is approved by the affirmative vote of the holders of not less than seventy-five percent (75%) of the outstanding shares of Voting Stock (as defined in this Article VII) of the Corporation at a meeting of the shareholders duly called for the consideration of such amendment, alteration, change or repeal; provided, however, that if there is a Substantial Shareholder (as defined in this Article VII), such action must also be approved by the affirmative vote of the holders of not less than seventy-five percent (75%) of the outstanding shares of Voting Stock held by the shareholders other than the Substantial Shareholder.

ARTICLE VIII.

The power to alter, amend or repeal the Corporation's bylaws, and to adopt new bylaws, is hereby vested in the Board of Directors, subject, however, to repeal or change by the affirmative vote of the holders of seventy-five percent (75%) of the outstanding shares entitled to vote thereon.

ARTICLE IX.

The Corporation shall indemnify, to the fullest extent permitted by law, any person who was, is, or is threatened to be made a named defendant or respondent in any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, arbitral, or investigative, any appeal in such action, suit, or proceeding, and any inquiry or investigation that could lead to such an action, suit, or proceeding, by reason of the fact that such person is or was a director or officer of the Corporation, or, while such person was a director of the Corporation, is or was serving at the request of the Corporation as a director, officer, partner, venturer, proprietor, trustee, employee, agent, or similar functionary of another corporation, partnership, joint venture, sole proprietorship, trust, employee benefit plan, or other enterprise, against judgments, penalties (including excise and similar taxes), fines, settlements, and reasonable expenses (including attorney's fees) actually incurred by such person in connection with such action, suit, or proceeding. In addition to the foregoing, the Corporation shall, upon request of any such person described above and to the fullest extent permitted by law, pay or reimburse the reasonable expenses incurred by such person in any action, suit, or proceeding described above in advance of the final disposition of such action, suit, or proceeding.

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ARTICLE X.

No director of the Corporation shall be personally liable to the Corporation or its shareholders for monetary damages for an act or omission in such director's capacity as a director, except for liability for (i) a breach of the director's duty of loyalty to the Corporation or its shareholders; (ii) an act or omission not in good faith or that involves intentional misconduct or a knowing violation of the law; (iii) a transaction from which the director received an improper benefit, whether or not the benefit resulted from an action taken within the scope of the director's office; (iv) an act or omission for which the liability of a director is expressly provided by statute; or (v) an act related to an unlawful stock repurchase or payment of a dividend. If the laws of the State of Texas or the Commonwealth of Virginia are hereafter amended to authorize corporate action further eliminating or limiting the personal liability of a director of the Corporation, then the liability of a director of the Corporation shall thereupon automatically be eliminated or limited to the fullest extent permitted by the laws of the State of Texas and the Commonwealth of Virginia. Any repeal or modification of this Article X by the shareholders of the Corporation shall not adversely affect any right or protection of a director existing at the time of such repeal or modification with respect to such events or circumstances occurring or existing prior to such time.

ATMOS ENERGY CORPORATION

By: Robert W. Best
Robert W. Best
Chairman of the Board and
Chief Executive Officer

COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION

AT RICHMOND, MAY 10, 2010

The State Corporation Commission has found the accompanying articles submitted on behalf of
Atmos Energy Corporation

to comply with the requirements of law, and confirms payment of all required fees. Therefore, it
is ORDERED that this

CERTIFICATE OF RESTATEMENT

be issued and admitted to record with the articles of restatement in the Office of the Clerk of the
Commission, effective May 10, 2010.

The corporation is granted the authority conferred on it by law in accordance with the articles,
subject to the conditions and restrictions imposed by law.

STATE CORPORATION COMMISSION

By



James C. Dimitri
Commissioner

10-05-07-0624
AMENACPT
CIS0368

Commonwealth of Virginia



State Corporation Commission

I Certify the Following from the Records of the Commission:

The foregoing is a true copy of the certificate of restatement of Atmos Energy Corporation issued May 10, 2010.

Nothing more is hereby certified.



*Signed and Sealed at Richmond on this Date:
May 13, 2010*

Joel H. Peck
Joel H. Peck, Clerk of the Commission

Form 503
(Revised 01/06)

Return in duplicate to:
Secretary of State
P.O. Box 13697
Austin, TX 78711-3697
512 463-5555
FAX: 512 463-5709
Filing Fee: \$25



FILED
In the Office of the
Secretary of State of Texas

JAN 04 2007

Assumed Name Certificate **Corporations Section**

Assumed Name

The assumed name under which the business or professional service is, or is to be, conducted or rendered is: Atmos Energy, Triangle Division

Entity Information

The name of the entity filing the assumed name is:

Atmos Energy Corporation

State the name of the entity as currently shown in the records of the secretary of state or on its certificate of formation, if not filed with the secretary of state.

The filing entity is a: (Select the appropriate entity type below.)

- | | |
|--|---|
| <input checked="" type="checkbox"/> For-profit Corporation | <input type="checkbox"/> Professional Corporation |
| <input type="checkbox"/> Nonprofit Corporation | <input type="checkbox"/> Professional Limited Liability Company |
| <input type="checkbox"/> Cooperative Association | <input type="checkbox"/> Professional Association |
| <input type="checkbox"/> Limited Liability Company | <input type="checkbox"/> Limited Partnership |
| <input type="checkbox"/> Other | |

Specify type of entity if there is no check box applicable.

The file number, if any, issued to the filing entity by the secretary of state is: 54895300

The state, country, or other jurisdiction of formation is: Texas

The registered or similar office of the entity in the jurisdiction of formation is:

701 Brazos Street, Austin, Texas 78701

☒ The entity is required to maintain a registered office and agent in Texas. The address of its registered office in Texas and the name of the registered agent at such address is:

Corporation Service Company d/b/a CSC-Lawyers Incorporating Service Company

701 Brazos Street, Austin, Texas 78701

The address of the principal office of the entity (if not the same as the registered office) is:

5430 LBJ Freeway, Suite 1800, Dallas, Texas 75240

☐ The entity is not required to maintain a registered office and agent in Texas. Its office address is:

in Texas is: N/A

☐ The entity is not incorporated, organized or associated under the laws of Texas. The address of the principal place of business in this state is: N/A

The office address of the entity is: N/A

Period of Duration

☒ The period during which the assumed name will be used is 10 years from the date of filing with the secretary of state.

OR

☐ The period during which the assumed name will be used is _____ years from the date of filing with the secretary of state (not to exceed 10 years).

OR

☐ The assumed name will be used until _____ (not to exceed 10 years).

mm/dd/yyyy

County or Counties in which Assumed Name Used

The county or counties where business or professional services are being or are to be conducted or rendered under the assumed name are:

☒ All counties

☐ All counties with the exception of the following counties: _____

☐ Only the following counties: _____

Execution

The undersigned signs this document subject to the penalties imposed by law for the submission of a materially false or fraudulent instrument. If the undersigned is acting in the capacity of an attorney in fact for the entity, the undersigned certifies that the entity has duly authorized the undersigned in writing to execute this document.

Date: December 29 2006

Louis P. Gregory
Senior Vice President and General Counsel

Signature and title of authorized person(s) (see instructions)



Office of the Secretary of State

Certificate of Fact

The undersigned, as Secretary of State of Texas, does hereby certify that the document, Articles of Incorporation for ATMOS ENERGY CORPORATION (file number 54895300), a Domestic For-Profit Corporation, was filed in this office on February 06, 1981.

It is further certified that the entity status in Texas is in existence.

In testimony whereof, I have hereunto signed my name officially and caused to be impressed hereon the Seal of State at my office in Austin, Texas on March 25, 2013.



A handwritten signature in black ink, appearing to read "John Steen".

John Steen
Secretary of State



Office of the Secretary of State

Certificate of Fact

The undersigned, as Secretary of State of Texas, does hereby certify that ATMOS ENERGY CORPORATION, a Domestic For-Profit Corporation (file number 54895300) has filed the following assumed name certificate(s) with this office:

Assumed Name	Filed	Status
ENERGAS COMPANY	October 03, 1988	Expired
WESTERN KENTUCKY GAS COMPANY	November 04, 1992	Expired
UNITED CITIES GAS COMPANY	July 29, 1997	Expired
ENERGAS COMPANY	May 20, 1999	Expired
Atmos Pipeline - Texas	September 27, 2004	Active
Atmos Energy - Lone Star Division	September 29, 2004	Active
Atmos Energy Corporation, Mid-Tex Division	November 18, 2004	Active
Atmos Energy, West Texas Division	August 31, 2005	Active
Atmos Energy, Triangle Division	January 04, 2007	Active

In testimony whereof, I have hereunto signed my name officially and caused to be impressed hereon the Seal of State at my office in Austin, Texas on March 25, 2013.

Corporations Section
P.O.Box 13697
Austin, Texas 78711-3697



CASE NO. 2024-00276
FR 14(2)
ATTACHMENT 1
John Steen
Secretary of State

Office of the Secretary of State



A handwritten signature in black ink, appearing to read "John Steen".

John Steen
Secretary of State

ASSUMED NAME CERTIFICATE

(Pursuant to §§59.1-69 and 59.1-70 of the Code of Virginia)

It is hereby certified that:

1. The name of the corporation is Atmos Energy Corporation.
2. The corporation was incorporated under the laws of the Commonwealth of Virginia and is authorized to transact business in the said Commonwealth. The corporation was also incorporated under the laws of the State of Texas and is authorized to transact business in said State.
3. The corporation intends to transact business in the Cities of Bristol and Radford and the Counties of Montgomery, Pulaski, Smyth, Washington and Wythe which will do business under the name United Cities Gas Company.

SIGNED on this 29 day of July, 1997.

ATMOS ENERGY CORPORATION

By: Glen A. Blanscet
Glen A. Blanscet, Vice President

STATE OF TEXAS §
 §
COUNTY OF DALLAS §

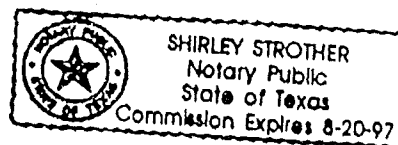
I, a Notary Public in and for the State and County aforesaid, do certify that Glen A. Blanscet, whose name as Vice President of Atmos Energy Corporation is signed to the writing above, bearing date on the 29 day of July, 1997, has acknowledged the same before me in the County aforesaid.

GIVEN under my hand and official seal this 29 day of July, 1997.

My Commission Expires:

8-20-97

Shirley Strother
Notary Public, State of Texas



A TRUE COPY:

TESTE: William H. Howard

DEPUTY CLERK

CIRCUIT COURT, RADFORD, VA.

2000-3 PAGE 005

ASSUMED NAME CERTIFICATE

(Pursuant to §§59.1-69 and 59.1-70 of the Code of Virginia)

It is hereby certified that:

1. The name of the corporation is Atmos Energy Corporation.
2. The corporation was incorporated under the laws of the Commonwealth of Virginia and is authorized to transact business in the said Commonwealth. The corporation was also incorporated under the laws of the State of Texas and is authorized to transact business in said State.
3. The corporation intends to transact business in the Cities of Bristol and Radford and the Counties of Montgomery, Pulaski, Smyth, Washington and Wythe which will do business under the name United Cities Gas Company.

SIGNED on this 29 day of July, 1997.

ATMOS ENERGY CORPORATION

By: Glen A. Blanscet
Glen A. Blanscet, Vice President

STATE OF TEXAS §
COUNTY OF DALLAS §

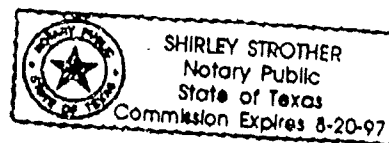
I, a Notary Public in and for the State and County aforesaid, do certify that Glen A. Blanscet, whose name as Vice President of Atmos Energy Corporation is signed to the writing above, bearing date on the 29 day of July, 1997, has acknowledged the same before me in the County aforesaid.

GIVEN under my hand and official seal this 29 day of July, 1997.

My Commission Expires:

8-20-97

Shirley Strother
Notary Public, State of Texas



VIRGINIA

In the Clerk's Office of the Circuit Court for the City of Bristol. This instrument with the certificate of acknowledgement thereto annexed is admitted to record at 1:34 o'clock P. M., August 15, 1997.
Tested: Mabel T. Lamie Clerk
By: Angela T. Williams 8-15-97 Dep. Clerk

ASSUMED NAME CERTIFICATE

(Pursuant to §§59.1-69 and 59.1-70 of the Code of Virginia)

It is hereby certified that:

1. The name of the corporation is Atmos Energy Corporation.
2. The corporation was incorporated under the laws of the Commonwealth of Virginia and is authorized to transact business in the said Commonwealth. The corporation was also incorporated under the laws of the State of Texas and is authorized to transact business in said State.
3. The corporation intends to transact business in the Cities of Bristol and Radford and the Counties of Montgomery, Pulaski, Smyth, Washington and Wythe which will do business under the name United Cities Gas Company.

SIGNED on this 29 day of July, 1997.

ATMOS ENERGY CORPORATION

By: Glen A. Blanscet
Glen A. Blanscet, Vice President

STATE OF TEXAS §
 §
COUNTY OF DALLAS §

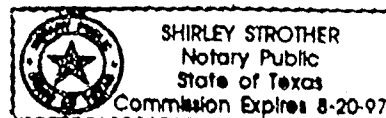
I, a Notary Public in and for the State and County aforesaid, do certify that Glen A. Blanscet, whose name as Vice President of Atmos Energy Corporation is signed to the writing above, bearing date on the 29 day of July, 1997, has acknowledged the same before me in the County aforesaid.

GIVEN under my hand and official seal this 29 day of July, 1997.

My Commission Expires:

8-20-97

Shirley Strother
Notary Public, State of Texas



VIRGINIA In the Office of the Clerk of the Circuit Court of Montgomery County
15th day of August, 1997, this foregoing
instrument was this 15th day of August 1997, with certificate
annexed admitted to record at 2:30 o'clock P.M.
Test:

By Allyson Burke, Clerk
Allyson Burke D.C.

BOOK UCC PAGE 402

ASSUMED NAME CERTIFICATE

(Pursuant to §§59.1-69 and 59.1-70 of the Code of Virginia)

It is hereby certified that:

1. The name of the corporation is Atmos Energy Corporation.
 2. The corporation was incorporated under the laws of the Commonwealth of Virginia and is authorized to transact business in the said Commonwealth. The corporation was also incorporated under the laws of the State of Texas and is authorized to transact business in said State.
 3. The corporation intends to transact business in the Cities of Bristol and Radford and the Counties of Montgomery, Pulaski, Smyth, Washington and Wythe which will do business under the name, United Cities Gas Company.
- SIGNED on this 29 day of July, 1997.

ATMOS ENERGY CORPORATION

By: Glen A. Blanscet
Glen A. Blanscet, Vice President

STATE OF TEXAS §
 §
COUNTY OF DALLAS §

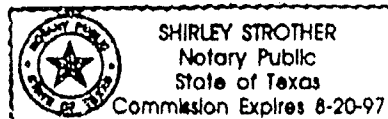
I, a Notary Public in and for the State and County aforesaid, do certify that Glen A. Blanscet, whose name as Vice President of Atmos Energy Corporation is signed to the writing above, bearing date on the 29 day of July, 1997, has acknowledged the same before me in the County aforesaid.

GIVEN under my hand and official seal this 29 day of July, 1997.

My Commission Expires:

8-20-97

Shirley Strother
Notary Public, State of Texas



VIRGINIA:

IN THE CLERK'S OFFICE OF THE CIRCUIT COURT OF PULASKI COUNTY. THIS INSTRUMENT, WITH THE CERTIFICATE OF ACKNOWLEDGMENT THERETO ANNEXED, IS ADMITTED TO RECORD AT

10:00 AM CLOCK 8/5, 1997
TESTE: R. Glenn, CLERK

ASSUMED NAME CERTIFICATE

(Pursuant to §§59.1-69 and 59.1-70 of the Code of Virginia)

It is hereby certified that:

1. The name of the corporation is Atmos Energy Corporation.
2. The corporation was incorporated under the laws of the Commonwealth of Virginia and is authorized to transact business in the said Commonwealth. The corporation was also incorporated under the laws of the State of Texas and is authorized to transact business in said State.
3. The corporation intends to transact business in the Cities of Bristol and Radford and the Counties of Montgomery, Pulaski, Smyth, Washington and Wythe which will do business under the name United Cities Gas Company.

SIGNED on this 29 day of July, 1997.

ATMOS ENERGY CORPORATION

By: Glen A. Blanscet
Glen A. Blanscet, Vice President

STATE OF TEXAS §
 §
COUNTY OF DALLAS §

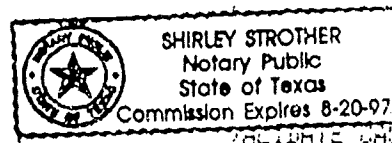
I, a Notary Public in and for the State and County aforesaid, do certify that Glen A. Blanscet, whose name as Vice President of Atmos Energy Corporation is signed to the writing above, bearing date on the 29 day of July, 1997, has acknowledged the same before me in the County aforesaid.

GIVEN under my hand and official seal this 29 day of July, 1997.

My Commission Expires:

8-20-97

Shirley Strother
Notary Public, State of Texas



A COPY, TESTE:
JIMMY L. WARREN, CLERK OF THE
CIRCUIT COURT OF SMYTH COUNTY
BY: Debbie L. Lamm
DEPUTY CLERK

VALIDATE CASE PAPERS
RCPT : 97000005896
DATE : 08/15/97 TIME: 12:16
CASE : 173CFN970815002
ACCT : UNITED CITIES GAS CO
AMT. : \$10.00

ASSUMED NAME CERTIFICATE

(Pursuant to §§59.1-69 and 59.1-70 of the Code of Virginia)

It is hereby certified that:

1. The name of the corporation is Atmos Energy Corporation.
2. The corporation was incorporated under the laws of the Commonwealth of Virginia and is authorized to transact business in the said Commonwealth. The corporation was also incorporated under the laws of the State of Texas and is authorized to transact business in said State.
3. The corporation intends to transact business in the Cities of Bristol and Radford and the Counties of Montgomery, Pulaski, Smyth, Washington and Wythe which will do business under the name United Cities Gas Company.

SIGNED on this 29 day of July, 1997.

ATMOS ENERGY CORPORATION

By: Glen A. Blanscet
Glen A. Blanscet, Vice President

STATE OF TEXAS §
 §
COUNTY OF DALLAS §

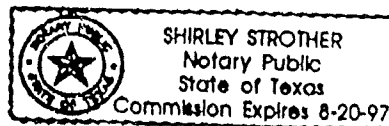
I, a Notary Public in and for the State and County aforesaid, do certify that Glen A. Blanscet, whose name as Vice President of Atmos Energy Corporation is signed to the writing above, bearing date on the 29 day of July, 1997, has acknowledged the same before me in the County aforesaid.

GIVEN under my hand and official seal this 29 day of July, 1997.

My Commission Expires:

8-20-97

Shirley Strother
Notary Public, State of Texas



FILED

AUG 15 1997

Frederic Barrett
DEPUTY CLERK
CIRCUIT COURT

ASSUMED NAME CERTIFICATE

(Pursuant to §§59.1-69 and 59.1-70 of the Code of Virginia)

It is hereby certified that:

1. The name of the corporation is Atmos Energy Corporation.
 2. The corporation was incorporated under the laws of the Commonwealth of Virginia and is authorized to transact business in the said Commonwealth. The corporation was also incorporated under the laws of the State of Texas and is authorized to transact business in said State.
 3. The corporation intends to transact business in the Cities of Bristol and Radford and the Counties of Montgomery, Pulaski, Smyth, Washington and Wythe which will do business under the name United Cities Gas Company.
- SIGNED on this 29 day of July, 1997.

ATMOS ENERGY CORPORATION

By: Glen A. Blanscet
Glen A. Blanscet, Vice President

STATE OF TEXAS §
 §
COUNTY OF DALLAS §

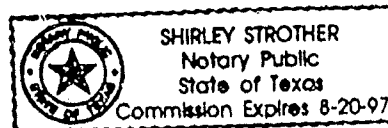
I, a Notary Public in and for the State and County aforesaid, do certify that Glen A. Blanscet, whose name as Vice President of Atmos Energy Corporation is signed to the writing above, bearing date on the 29 day of July, 1997, has acknowledged the same before me in the County aforesaid.

GIVEN under my hand and official seal this 29 day of July, 1997.

My Commission Expires:

8-20-97

Shirley Strother
Notary Public, State of Texas



BOOK 3 PAGE 171

VALIDATE CASE FAPERE
RCPT : 97000006022
DATE : 08/20/97 TIME: 09:30
CASE : 1970GM970820002
ACCT : ATMOS ENERGY CORPORA
AMT. : \$10.00
TESTE : Yura A. Cochet, DC

Commonwealth of Virginia



State Corporation Commission

I Certify the Following from the Records of the Commission:

The foregoing is a true copy of an assumed or fictitious name certificate on file in the Clerk's Office of the Commission certifying that Atmos Energy Corporation conducts business under the assumed or fictitious name of United Cities Gas Company.

Nothing more is hereby certified.



*Signed and Sealed at Richmond on this Date:
March 27, 2013*

Joel H. Peck

Joel H. Peck, Clerk of the Commission

Commonwealth of Kentucky
Michael G. Adams, Secretary of State

Michael G. Adams
Secretary of State
P. O. Box 718
Frankfort, KY 40602-0718
(502) 564-3490
<http://www.sos.ky.gov>

Certificate of Authorization

Authentication number: 319568

Visit <https://web.sos.ky.gov/ftsshow/certvalidate.aspx> to authenticate this certificate.

I, Michael G. Adams, Secretary of State of the Commonwealth of Kentucky, do hereby certify that according to the records in the Office of the Secretary of State,

ATMOS ENERGY CORPORATION

, a corporation organized under the laws of the state of Texas, is authorized to transact business in the Commonwealth of Kentucky, and received the authority to transact business in Kentucky on December 14, 1987.

I further certify that all fees and penalties owed to the Secretary of State have been paid; that an application for certificate of withdrawal has not been filed; and that the most recent annual report required by KRS 14A.6-010 has been delivered to the Secretary of State.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my Official Seal at Frankfort, Kentucky, this 19th day of September, 2024, in the 233rd year of the Commonwealth.



Michael G. Adams

Michael G. Adams
Secretary of State
Commonwealth of Kentucky
319568/0237484

Case No. 2024-00276
Atmos Energy Corporation, Kentucky Division
MFR FR 16(7)(a)
Page 1 of 1

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:
 - (a) The written testimony of each witness the utility proposes to use to support its application, which shall include testimony from the utility's chief officer in charge of Kentucky operations on the existing programs to achieve improvements in efficiency and productivity, including an explanation of the purpose of the program;

RESPONSE:

Please see the Direct Testimony of witnesses Ned Allis, Ryan Austin, Joe Christian, Dylan D'Ascendis, Kevin Dobbs, Joel Multer, Paul Raab, Brannon Taylor, Thomas Troup, Gregory Waller, and Emily Wiebe.

Respondents: Ned Allis, Ryan Austin, Joe Christian, Dylan D'Ascendis, Kevin Dobbs, Joel Multer, Paul Raab, Brannon Taylor, Thomas Troup, Greg Waller and Emily Wiebe

Case No. 2024-00276
Atmos Energy Corporation, Kentucky Division
MFR FR 16(1)(b)1
Page 1 of 1

REQUEST:

Section 16. Applications for General Adjustments of Existing Rates.

- (1) Each application requesting a general adjustment of existing rates shall:
 - (b) Include:
 - 1. A statement of the reason the adjustment is required;

RESPONSE:

- 1. The Company is requesting that the Commission approve new distribution rates that will provide revenues equal to our cost of service, including a reasonable return on investment. As the Commission is aware, the actual costs of the natural gas consumed by our customers are collected through a gas cost adjustment mechanism. The purpose of this case is to establish new distribution rates.
- 2. At current rates, the Company's calculated rate of return on rate base for the test year is only 4.12%. The primary factors contributing to the current revenue deficiency are 1) the Company's investment in infrastructure, beyond recoveries through annual PRP filings, results in approximately \$6.6 million of the increase, 2) because of changes in the capital markets, our authorized return is not commensurate with accepted models (DCF, CAPM, etc.) for computing capital costs nor is the last authorized capital structure reflective of the Company's actual debt/equity percentage and debt rates resulting in approximately \$12.5 million of the increase, 3) approximately \$4.4 million increase in operation and maintenance expenses, 4) a reduction in the excess deferred income tax amortization (\$8.7 million) and 5) an increase to other taxes of \$3.5 million. Consequently, we are seeking timely and adequate rate relief in order to maintain the current high-quality, safe and reliable service our customers expect.
- 3. Although Atmos Energy operates very efficiently and is proud to be a low cost provider of natural gas in Kentucky, our current rates are not providing a fair return on the Company's investments. Thus, even if our costs of providing service were as low today as the Commission determined to be appropriate in Docket No. 2021-00214 our existing rates would cause the Company to under recover.
- 4. Atmos Energy is asking the Commission to approve new rate schedules that would increase revenues to provide an overall rate of return on rate base of 8.30% on the test year average rate base of \$628,233,491.
- 5. Atmos Energy is seeking approval to increase its rates to recover approximately \$33,001,164 in additional revenues. For an average residential customer, the total bill increase would be \$9.59 per month.

Respondent: Brannon Taylor

REQUEST:

Section 16. Applications for General Adjustments of Existing Rates.

- (1) Each application requesting a general adjustment of existing rates shall:
 - (b) Include:
 - 2. A certified copy of a certificate of assumed name as required by KRS 365.015 or a statement that a certificate is not necessary;

RESPONSE:

A certificate of assumed name is not necessary as Atmos Energy Corporation does not operate under an assumed name in Kentucky.

Respondent: Brannon Taylor

Case No. 2024-00276
Atmos Energy Corporation, Kentucky Division
MFR FR 16(1)(b)3
Page 1 of 1

REQUEST:

Section 16. Applications for General Adjustments of Existing Rates.

- (1) Each application requesting a general adjustment of existing rates shall:
 - (b) Include:
 - 3. New or revised tariff sheets, if applicable in a format that complies with 807 KAR 5:011 with an effective date not less than thirty (30) days from the date the application is filed;

RESPONSE:

Please see attachment FR_16(1)(b)3_Att1 for the proposed tariffs.

ATTACHMENT:

FR_16(1)(b)3_Att1 - Proposed Tariffs.pdf

Respondent: Brannon Taylor

FOR ENTIRE SERVICE AREA

PSC KY. No. 2

Second Revised SHEET No. 1

Cancelling

First Revised SHEET No. 1

ATMOS ENERGY CORPORATION

(NAME OF UTILITY)

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(N)
(N)
(T)

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DATE OF ISSUE September 27, 2024
Month/Date/Year

DATE EFFECTIVE November 1, 2024
Month/Date/Year

Issued by Authority of an Order of the Public Service Commission in
Case No. 2024-00276 dated October XX, 2024

ISSUED BY /s/ Brannon C. Taylor
Signature of Officer

TITLE Vice President – Rates and Regulatory Affairs

FOR ENTIRE SERVICE AREA

P.S.C. KY NO. 2

FIFTY-SECOND REVISED SHEET NO. 4

ATMOS ENERGY CORPORATION

NAME OF UTILITY

CANCELLING

FIFTY-FIRST REVISED SHEET NO. 4

Current Rate Summary

Case No. 2024-00276

Firm Service

Base Charge:

Residential (G-1)	-	\$25.00	per meter per month	(l)
Non-Residential (G-1)	-	75.00	per meter per month	(l)
Transportation (T-4)	-	685.00	per delivery point per month	(l)
Transportation Administration Fee	-	50.00	per customer per meter	(-)

Rate per Mcf ²

First	300	¹	Mcf
Next	14,700	¹	Mcf
Over	15,000		Mcf

Sales (G-1)*

@	6.3766	per Mcf	@
@	5.6768	per Mcf	@
@	5.3990	per Mcf	@

Transportation (T-4)

2.2951	per Mcf	(l, l)
1.5953	per Mcf	(l, l)
1.3175	per Mcf	(l, l)

Interruptible Service

Base Charge

Sales (G-2)	*	685.00	per delivery point per month	(l)
Transportation (T-3)	-	685.00	per delivery point per month	(l)
Transportation Administration Fee	-	50.00	per customer per meter	(-)

Rate per Mcf ²

First	15,000	¹	Mcf
Over	15,000		Mcf

Sales (G-2)*

@	4.2174	per Mcf
@	3.9842	per Mcf

Transportation (T-3)

1.2956	per Mcf	(l, l)
1.0624	per Mcf	(l, l)

¹ All gas consumed by the customer (sales, transportation; firm and interruptible) will be considered for the purpose of determining whether the volume requirement of 15,000 Mcf has been achieved.

² DSM, PRP and R&D Riders may also apply, where applicable.

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SIGNATURE OF OFFICER

TITLE Vice President – Rates & Regulatory Affairs

BY AUTHORITY OF ORDER OF THE PUBLIC SERVICE COMMISSION

IN CASE NO 2024-00276 DATED XXXX

FOR ENTIRE SERVICE AREA

P.S.C. KY NO. 2

FIFTY-SECOND REVISED SHEET NO. 6

ATMOS ENERGY CORPORATION

NAME OF UTILITY

CANCELLING

FIFTY-FIRST REVISED SHEET NO. 6

Current Transportation

Case No. 2024-00276

The Transportation Rates (T-3 and T-4) for each respective service net monthly rate is as follows:

System Lost and Unaccounted gas percentage:

2.14%

				<u>Simple Margin</u>	<u>Non- Commodity</u>	<u>Gross Margin</u>	
<u>Transportation Service</u>¹							
<u>Firm Service (T-4)</u>							
First	300	Mcf	@	\$2.2951 +	<u>0</u> =	\$2.2951 per Mcf	(l)
Next	14,700	Mcf	@	1.5953 +	<u>0</u> =	1.5953 per Mcf	(l)
All over	15,000	Mcf	@	1.3175 +	<u>0</u> =	1.3175 per Mcf	(l)
<u>Interruptible Service (T-3)</u>							
First	15,000	Mcf	@	\$1.2956 +	\$0.0000 =	\$1.2956 per Mcf	(l)
All over	15,000	Mcf	@	1.0624 +	0.0000 =	1.0624 per Mcf	(l)

¹ Excludes standby sales service.

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BY AUTHORITY OF ORDER OF THE PUBLIC SERVICE COMMISSION

IN CASE NO 2024-00276 DATED XXXX

ATMOS ENERGY CORPORATION

(NAME OF UTILITY)

General Firm Sales Service**Rate G-1****1. Applicable**

Entire Service Area of The Company.

2. Availability of Service

Available for any use for individually metered service, other than auxiliary or standby service (except for hospitals or other uses of natural gas in facilities requiring emergency power, however, the rated input to such emergency power generators is not to exceed the rated input of all other gas burning equipment otherwise connected multiplied by a factor equal to 0.15) at locations where suitable service is available from the existing distribution system and an adequate supply of gas to reader service is assured by the supplier(s) of natural gas to the Company.

3. Net Monthly Rate

a) Base Charge

\$25.00 per meter for residential service (I)

\$75.00 per meter for non-residential service (I)

b) Distribution Charge

First¹ 300 Mcf @ \$2.2951 per 1,000 cubic feet (I)Next¹ 14,700 Mcf @ 1.5953 per 1,000 cubic feet (I)

Over 15,000 Mcf @ 1.3175 per 1,000 cubic feet (I)

c) Weather Normalization Adjustment.

d) Gas Cost Adjustment (GCA) Rider, referenced on Sheet No. 15.

e) Demand Side Management Cost Recovery Mechanism (DSM), referenced on Sheet No. 36.

f) Research & Development Rider (R&D), referenced on Sheet No. 37.

g) Pipe Replacement Program (PRP) Rider, referenced on Sheet No. 39.

¹ All gas consumed by the customer (Sales and Transportation; firm and interruptible) will be considered for the purpose of determining whether the volume requirement of 15,000 Mcf has been achieved.

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FOR ENTIRE SERVICE AREA

PSC KY. No. 2

Eighth Revised SHEET No. 11

Cancelling

Seventh Revised SHEET No. 11

ATMOS ENERGY CORPORATION

(NAME OF UTILITY)

Interruptible Sales Service

Rate G-2

d) Revision of Delivery Volumes

The Daily Contract Demand for High Priority service and the Daily Contract Demand for Interruptible service shall be subject to revision as necessary so as to coincide with the customer's normal operating conditions and actual load with consideration given to any anticipated changes in customer's utilization, subject to the Company's contractual obligations with other customers or its suppliers, and subject to system capacity and availability of the gas if an increased volume is involved.

4. Net Monthly Rate

- a) Base Charge: \$685.00 per delivery point per month (I)
Minimum Charge: The Base Charge plus any Transportation Fee and EFM facilities charge and any Pipe Replacement Rider.

b) Distribution Charge

High Priority Service

The volume of gas used each day up to, but not exceeding the effective High Priority Daily Contract Demand shall be totaled for the month and billed at the "General Firm Sales Service Rate G-1".

Interruptible Service

Gas used per month in excess of the High Priority Service shall be billed as follows:

First ¹ 15,000 Mcf	\$1.2956 per 1,000 cubic feet	(I)
Over 15,000 Mcf	1.0624 per 1,000 cubic feet	(I)

- c) Gas Cost Adjustment (GCA) Rider, referenced on Sheet No. 15
d) Research & Development Rider (R&D), referenced on Sheet No. 37.
e) Pipe Replacement Program (PRP) Rider, referenced on Sheet No. 39.

¹ All gas consumed by the customer (Sales and Transportation; firm and interruptible) will be considered for the purpose of determining whether the volume requirement of 15,000 Mcf has been achieved.

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TITLE Vice President – Rates and Regulatory Affairs

FOR ENTIRE SERVICE AREA

PSC KY. No. 2

Fifth Revised SHEET No. 38

Cancelling

Fourth Revised SHEET No. 38

ATMOS ENERGY CORPORATION

(NAME OF UTILITY)

Pipeline Replacement Program Rider

PRP

1. Applicable

Applicable to all customers receiving service under the Company's Rate Schedules G-1, G-2, T-3 and T-4.

2. Calculation of Pipe Replacement Rider Revenue Requirement

The PRP Revenue Requirement includes the following:

- a) PRP-related Plant In-Service not included in base gas rates minus the associated PRP-related accumulated depreciation and accumulated deferred income taxes;
- b) Retirement and removal of plant related PRP construction;
- c) Overall rate of return will be established in the annual PRP rate application.
- d) Depreciation expense on the PRP related Plant In-Service less retirement and removals;
- e) Reduction for savings in Operating and Maintenance expenses; and,
- f) Adjustment for ad valorem taxes;
- g) PRP Rate base in any forecasted period will be calculated in a manner consistent with 807 KAR 5:001, Section 16(6)(c);

3. Pipe Replacement Program Factors

All customers receiving service under tariff Rate Schedules G-1, G-2, T-3 and T-4 shall be assessed an adjustment to their applicable rate schedule that will enable the Company to complete the pipe replacement program. The allocation to G-1 residential, G-1 non-residential, G-2, T-3 and T-4 will be in proportion to their relative base revenue share approved in the Company's most recently concluded base rate case.

The PRP Rider may be filed annually on or around August 1st of each year. The filing will reflect the anticipated impact on the Company's revenue requirements of net plant additions related to bare-steel pipe (D) and Aldyl-A pipe replacement as offset by operations and maintenance expense reductions during the (D) upcoming fiscal year ending each September as well as a balancing adjustment to reconcile collections with actual investment for the program year from two years prior. Such adjustment to the Rider will become effective with meter readings on and after the first billing cycle of October.

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TITLE Vice President – Rates and Regulatory Affairs

FOR ENTIRE SERVICE AREA

PSC KY. No. 2

First Revised SHEET No. 42

Cancelling

Original Sheet No. 42

ATMOS ENERGY CORPORATION

(NAME OF UTILITY)

Pipeline Modernization Rider

(N)

PM Rider

(N)

1. Applicable:

(N)

Applicable to all customers receiving service under the Company's Rate Schedules G-1, G-2, T-3 and T-4

(N)

2. Rate:

(N)

Customers shall be assessed an adjustment to their applicable rate schedule to enable the Company to recover costs associated with compliance with regulations promulgated by the U.S. Department of Transportation Pipeline and Hazardous Materials Administration, as approved by the Kentucky Public Service Commission. The monthly billing amount calculated for each rate schedule for which this rider is eligible shall increase or decrease as shown below. This Rider will not reflect costs for other pipeline projects unless approved by the Kentucky Public Service Commission.

(N)

(N)

(N)

(N)

(N)

(N)

3. Calculation of Pipeline Modernization Rider Revenue Requirement:

(N)

The PM Rider Revenues Requirements includes the following:

(N)

- (a) PM Rider-related Plant In-Service not included in base gas rates minus the associated PM Rider - related accumulated depreciation and accumulated deferred income taxes;
- (b) Retirement and removal of plant related PM Rider construction;
- (c) Overall rate of return will be established in the annual PM Rider rate application. If no rate of return has been established at the time of filing, the most recently approved rate of return for the Company will be applicable;
- (d) Depreciation expense on the PM Rider related Plant In-Service less retirement and removals;
- (e) Reduction for savings in Operating and Maintenance expenses; and,
- (f) Adjustment for ad valorem taxes;
- (g) PM Rider rate base in any forecasted period will be calculated in a manner consistent with 807 KAR 5:001, Section 16(6)(c);

(N)

(N)

(N)

(N)

(N)

(N)

(N)

(N)

(N)

(N)

(N)

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Signature of Officer

TITLE Vice President – Rates and Regulatory Affairs

FOR ENTIRE SERVICE AREA

PSC KY. No. 2

Original SHEET No. 42A

ATMOS ENERGY CORPORATION

(NAME OF UTILITY)

Pipeline Modernization Rider

PM Rider

4. Pipeline Modernization Rider Rates

The charges for the respective gas service schedules for the revenue month beginning October 1, 2025 per billing period are:

	<u>Monthly Customer Charge</u>		<u>Distribution Charge per Mcf</u>	
Rate G-1 (Residential)	\$0.00	1-300	\$0.0000 per 1000 cubic feet	
		301-15,000	\$0.0000 per 1000 cubic feet	
		Over 15,000	\$0.0000 per 1000 cubic feet	
Rate G-1 (Non-Residential)	\$0.00	1-300	\$0.0000 per 1000 cubic feet	
		301-15,000	\$0.0000 per 1000 cubic feet	
		Over 15,000	\$0.0000 per 1000 cubic feet	
Rate G-2	\$0.00	1-15,000	\$0.0000 per 1000 cubic feet	
		Over 15,000	\$0.0000 per 1000 cubic feet	
Rate T-3	\$0.00	1-15,000	\$0.0000 per 1000 cubic feet	
		Over 15,000	\$0.0000 per 1000 cubic feet	
Rate T-4	\$0.00	1-300	\$0.0000 per 1000 cubic feet	
		301-15,000	\$0.0000 per 1000 cubic feet	
		Over 15,000	\$0.0000 per 1000 cubic feet	

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TITLE Vice President – Rates and Regulatory Affairs

FOR ENTIRE SERVICE AREA

PSC KY. No. 2

Original SHEET No. 42B

ATMOS ENERGY CORPORATION

(NAME OF UTILITY)

PM Rider

Pipeline Modernization Rider

5. Pipeline Modernization Rider Factors

All customers receiving service under tariff Rate Schedules G-1, G-2, T-3 and T-4 shall be assessed an adjustment to their applicable rate schedule that will enable the Company to complete the compliance with regulations promulgated by the U.S. Department of Transportation Pipeline and Hazardous Materials Administration, as approved by the Kentucky Public Service Commission. The allocation to G-1 residential, G-1 non-residential, G-2, T-3 and T-4 will be in proportion to their relative base revenue share approved in the Company's most recently concluded base rate case or as otherwise designated by the Commission.

The PM Rider may be filed annually on or around August 1st of each year. The filing will reflect the anticipated impact on the Company's revenue requirements of net plant additions related to the compliance with regulations promulgated by the U.S. Department of Transportation Pipeline and Hazardous Materials Administration offset by operations and maintenance expense reductions during the upcoming fiscal year ending each September as well as a balancing adjustment to reconcile collections with actual investment for the program year from two years prior. Such adjustment to the PM Rider will become effective with meter readings on and after the first billing cycle of October.

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TITLE Vice President – Rates and Regulatory Affairs

ATMOS ENERGY CORPORATION

(NAME OF UTILITY)

Tax Rider

(N)

CAMT and Other Tax Rider

(N)

1. Applicable:

(N)

Applicable to all customers receiving service under the Company's Rate Schedules G-1, G-2, T-3 and T-4

(N)

2. Rate:

(N)

Public Law 117-169, 136 STAT. 1818 of August 16, 2022 ("Tax Act 2022"):

(N)

Purpose

(N)

The purpose of this rider is to capture the effects of the Tax Act 2022 and certain other tax-related costs that will change from the amounts included in the base revenue requirement in Case No. 2024-00276.

(N)

These effects include the return on the Corporate Alternative Minimum Tax ("CAMT") deferred tax asset ("DTA") resulting from the Tax Act 2022, and income tax credits resulting from the Tax Act 2022

(N)

included in rate base and in the base revenue requirement in Case No. 2024-00276.

(N)

3. Calculation of TAX Rider Revenue Requirement:

(N)

The rider shall be calculated as the product of the Company's grossed-up rate of return authorized in the Company's most recent base rate case proceeding times the CAMT deferred tax asset ("CAMT DTA") estimated at September 30 of the fiscal year or applicable quarter-end within a fiscal year prior to the annual change in the rates pursuant to this tariff, less the income tax credits received in accordance with IRC requirements applicable to the Tax Act 2022 grossed-up for income taxes to a revenue equivalent.

(N)

(N)

(N)

(N)

(N)

The estimated CAMT DTA and the related effects on the rider revenue requirements shall be trued up to the actual effects in the following year and the over/under recovery amortized over the twelve months that each year's recalculated tariff rates are in effect. The over/under recovery shall include a grossed-up rate of return as authorized in the Company's most recent base rate case proceeding.

(N)

(N)

(N)

(N)

(N)

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TITLE Vice President – Rates and Regulatory Affairs

ATMOS ENERGY CORPORATION
(NAME OF UTILITY)

Tax Rider	(N)
CAMT and Other Tax Rider	(N)
The methodology for computing the Company's CAMT is as follows:	(N)
1. Confirm when Atmos Energy Corporation and its affiliates are subject to CAMT as an “applicable corporation” as defined the Tax Act 2022, then there will be CAMT DTA in the tariff.	(N)
2. Calculate the Kentucky jurisdiction’s contribution to Adjusted Financial Statement Income (“AFSI”) on a stand-alone basis. Kentucky’s AFSI is calculated by adjusting Kentucky applicable financial statement income by adjustments to depreciation, pension costs and federal income tax to arrive at AFSI. AFSI is intended to be computed consistent with applicable IRC requirements.	(N)
3. Compare Kentucky’s CAMT stand-alone amount with Kentucky’s regular stand-alone tax liability. If the stand alone CAMT is in excess of the stand-alone regular tax, the CAMT DTA is recorded to Kentucky.	(N)
If the Internal Revenue Service issues new guidance related to the Tax Act 2022, the Company shall have the right to make additional filings to recognize such adjustments.	(N)
4. <u>Other Federal, State or Local Tax Rate Changes:</u>	
To ensure that gas utility customers receive the benefits or costs associated with the changes in tax rates at a federal or state level, the Company shall establish and accrue on its books and records, as of the effective date of the federal, state, or local tax rate change: 1) regulatory liabilities to reflect the impact of a decrease in federal corporate income tax rates or state income or property tax rates; or, 2) regulatory assets to reflect the impact of an increase in federal corporate income tax rates or state income or property tax rates.	(N)
The increase or decrease shall be calculated as follows:	(N)
a. A portion of the Company’s revenue representing the difference between: 1) the cost of service as approved by the Commission in the Company’s most recent general rate proceeding, and 2) the cost of service that would have resulted had the rates been based on the new federal income tax rate (increase or decrease) or state/local income/property taxes (increase or decrease), as of the effective date of the change;	(N)
b. If applicable, the portion of the Company’s revenue representing the difference between: 1) each surcharge approved by the Commission since the Company’s most recent general rate proceeding, and 2) each surcharge that would have resulted had the surcharges been based on the new federal income tax rate (increase or decrease) or state/local income/property taxes (increase or decrease), as of the effective date of the change; and	(N)
c. The excess or deficient deferred tax reserve, including any associated gross up in taxes, caused by the reduction or increase in the federal corporate income tax rate or state/local related tax increases, as of the effective date of the change.	(N)

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TITLE Vice President – Rates and Regulatory Affairs

ATMOS ENERGY CORPORATION
(NAME OF UTILITY)

Tax Rider	(N)
CAMT and Other Tax Rider	(N)
<p>The Company shall separately refund to customers based on a decrease in federal or state/local tax rates or separately collect from customers based on an increase in federal or state/local tax rates within twelve (12) months or, pursuant to applicable IRC rules and regulations, as follows:</p>	(N)
<p>d. The amount collected/refunded by the Company that reflects the difference in base rates between: 1) the cost of service approved by the Commission in the Company's most recent general rate proceeding, and 2) the cost of service that would have resulted had the rates been based upon the new federal or state/local tax rates, between the effective date of this order and the effective date of the changes.</p>	(N)
<p>e. If applicable, the amount collected/refunded by the Company that reflects the difference between: 1) each surcharge approved by the Commission since the Company's most recent general rate proceeding, and 2) each surcharge that would have resulted had the rates been based upon the new federal or state/local tax rates, between the effective date of this order and the effective date of the changes.</p>	(N)
<p>f. The amount collected/refunded by the Company that reflects the difference in the excess or deficient deferred tax reserve included in base rates between: 1) the cost of service approved by the Commission in the Company's most recent general rate proceeding, and 2) the cost of service that would have resulted had the rates been based upon the new federal or state/local tax rates, between the effective date of this order and the effective date of the changes. These amounts shall be refunded or collected from customers based upon IRC rules and regulations if applicable.</p>	(N)
<p>5. <u>Term:</u></p>	(N)
<p>The TAX Rider Rates shown on this page will be effective until the earlier of 1) the effective date of new TAX Rider rates established pursuant to this tariff, or 2) until future order by the Commission to modify or eliminate the rider.</p>	(N)
<p>6. <u>Service Regulations:</u></p>	(N)
<p>The supplying of, and billing for, service and all conditions applying thereto are subject to the jurisdiction of the Kentucky Public Service Commission, and to Company's Service Regulations currently in effect, as filed with the Kentucky Public Service Commission as provided by law.</p>	(N)

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Signature of Officer

TITLE Vice President – Rates and Regulatory Affairs

ATMOS ENERGY CORPORATION

(NAME OF UTILITY)

Tax Rider					(N)
CAMT and Other Tax Rider					(N)
<div> 7. <u>CAMT and Other Tax Rider Rates</u> </div>					(N)
<div> The charges for the respective gas service schedules for the revenue month beginning October 1, 2026 per billing period are: </div>					(N) (N)
	Monthly		Distribution		(N)
	Customer Charge		Charge per Mcf		(N)
Rate G-1 (Residential)	\$0.00	1-300	\$0.0000	per 1000 cubic feet	(N)
		301-15,000	\$0.0000	per 1000 cubic feet	(N)
		Over 15,000	\$0.0000	per 1000 cubic feet	(N)
Rate G-1 (Non-Residential)	\$0.00	1-300	\$0.0000	per 1000 cubic feet	(N)
		301-15,000	\$0.0000	per 1000 cubic feet	(N)
		Over 15,000	\$0.0000	per 1000 cubic feet	(N)
Rate G-2	\$0.00	1-15,000	\$0.0000	per 1000 cubic feet	(N)
		Over 15,000	\$0.0000	per 1000 cubic feet	(N)
Rate T-3	\$0.00	1-15,000	\$0.0000	per 1000 cubic feet	(N)
		Over 15,000	\$0.0000	per 1000 cubic feet	(N)
Rate T-4	\$0.00	1-300	\$0.0000	per 1000 cubic feet	(N)
		301-15,000	\$0.0000	per 1000 cubic feet	(N)
		Over 15,000	\$0.0000	per 1000 cubic feet	(N)

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TITLE
Vice President – Rates and Regulatory Affairs

FOR ENTIRE SERVICE AREA

PSC KY. No. 2

Original SHEET No. 43D

ATMOS ENERGY CORPORATION

(NAME OF UTILITY)

Tax Rider

CAMT and Other Tax Rider

8. CAMT and Other Tax Rider Rates

All customers receiving service under tariff Rate Schedules G-1, G-2, T-3 and T-4 shall be assessed an adjustment to their applicable rate schedule. The allocation to G-1 residential, G-1 non-residential, G-2, T-3 and T-4 will be in proportion to their relative base revenue share approved in the Company's most recently concluded base rate case or as otherwise designated by the Commission.

On or before May 1 of each year, starting in 2026, the Company shall file with the Commission the calculations described in Sections 3 and 4 along with supporting schedules and workpapers. Rates will become effective for bills calculated on or after October 1, starting in 2026. The Commission may request additional clarification or information regarding the calculations, or any component thereof on or before July 1.

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DATE EFFECTIVE November 1, 2024
Month/Date/Year

Issued by Authority of an Order of the Public Service Commission in
Case No. 2024-00276 dated October XX, 2024

ISSUED BY /s/ Brannon C. Taylor
Signature of Officer

TITLE Vice President – Rates and Regulatory Affairs

ATMOS ENERGY CORPORATION
 (NAME OF UTILITY)

Interruptible Transportation Service
Rate T-3

1. Applicable

Entire service area of the Company to any customer for that portion of the customer's interruptible requirements not included under one of the Company's sales tariffs.

2. Availability of Service

- a) Available to any customer with an expected demand of at least 9,000 Mcf per year, on an individual service at the same premise, who has purchased its own supply of natural gas and require interruptible transportation service by the Company to customer's facilities subject to suitable service being available from existing facilities.
- b) The Company may decline to initiate service to a customer under this tariff or to allow a customer receiving service under this tariff to elect any other service provided by the Company, if in the Company's sole judgment, the performance of such service would be contrary to good operating practice or would have a detrimental impact on other customers serviced by the Company.

3. Net Monthly Rate

In addition to any and all charges assessed by other parties, there will be applied:

- a) Base Charge - \$685.00 per delivery point (I)
- b) Transportation Administration Fee - 50.00 per customer per month
- c) Distribution Charge for Interruptible Service
 - First¹ 15,000 Mcf @ \$1.2956 per Mcf (I)
 - Over 15,000 Mcf @ 1.0624 per Mcf (I)
- d) Applicable Non-Commodity Components (Sheet No. 6) as calculated in the Company's Gas Cost Adjustment (GCA) filing.
- e) Electronic Flow Measurement ("EFM") facilities charge, if applicable.
- f) Pipe Replacement Program (PRP) Rider.

¹All gas consumed by the customer (Sales and transportation; firm and interruptible) will be considered for the purpose of determining whether the volume requirement of 15,000 Mcf has been achieved.

DATE OF ISSUE September 27, 2024
 Month/Date/Year

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 Signature of Officer

TITLE Vice President – Rates and Regulatory Affairs

ATMOS ENERGY CORPORATION

(NAME OF UTILITY)

Firm Transportation Service**Rate T-4****1. Applicable**

Entire Service Area of the Company to any customer for that portion of the customer's firm requirements not included under one of the Company's sales tariffs.

2. Availability of Service

- a) Available to any customer with an expected demand of at least 9,000 Mcf per year, on an individual service at the same premise, who has purchased its own supply of natural gas and require firm transportation service by the Company to customer's facilities subject to suitable service being available from existing facilities.
- b) The Company may decline to initiate service to a customer under this tariff or to allow a customer receiving service under this tariff to elect any other service provided by the Company, if in the Company's sole judgment, the performance of such service would be contrary to good operating practice or would have a detrimental impact on other customers serviced by the Company.

3. Net Monthly Rate

In addition to any and all charges assessed by other parties, there will be applied:

- a) Base Charge - \$685.00 per delivery point (I)
- b) Transportation Administration Fee - 50.00 per customer per month
- c) Distribution Charge for Firm Service
- | | | | | | |
|--------------------|------------|---|----------|---------|-----|
| First ¹ | 300 Mcf | @ | \$2.2951 | per Mcf | (I) |
| Next ¹ | 14,700 Mcf | @ | 1.5953 | per Mcf | (I) |
| Over | 15,000 Mcf | @ | 1.3175 | per Mcf | (I) |
- d) Applicable Non-Commodity Components as calculated in the Company's Gas Cost Adjustment (GCA) filing.
- e) Electronic Flow Measurement ("EFM") facilities charges, if applicable.
- f) Pipe Replacement Program (PRP) Rider.

¹ All gas consumed by the customer (sales and transportation; firm and interruptible) will be considered for the purpose of determining whether the volume requirement of 15,000 Mcf has been achieved.

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Signature of Officer

TITLE Vice President – Rates and Regulatory Affairs

Case No. 2024-00276
Atmos Energy Corporation, Kentucky Division
MFR FR 16(1)(b)4
Page 1 of 1

REQUEST:

Section 16. Applications for General Adjustments of Existing Rates.

- (1) Each application requesting a general adjustment of existing rates shall:
 - (b) Include:
 - 4. New or revised tariff sheets, if applicable, identified in compliance with 807 KAR 5:011, shown either by providing:
 - a. The present and proposed tariffs in comparative form on the same sheet side by side or on facing sheets side by side; or
 - b. A copy of the present tariff indicating proposed additions by italicized inserts or underscoring and striking over proposed deletions; and

RESPONSE:

Please see attachment FR_16(1)(b)4_Att1 for the present versus proposed tariffs.

ATTACHMENT:

FR_16(1)(b)4_Att1 - Present vs Proposed Tariffs.pdf

Respondent: Brannon Taylor

PRESENT

FOR ENTIRE SERVICE AREA

PSC KY. No. 2

First Revised SHEET No. 1

Cancelling

Original SHEET No. 1

ATMOS ENERGY CORPORATION
(NAME OF UTILITY)

Rate Book Index

<u>General Information</u>	<u>Sheet No.</u>
Rate Book Index	1 to 2
Towns and Communities	3
System Map	-
Current Rate Summary	4
Current Gas Cost Adjustment (GCA)	5
Current General Transportation Rates	6
Computer Billing Rate Codes	7
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DATE OF ISSUE May 19, 2022
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Signature of OfficerTITLE Vice President - Rates and Regulatory Affairs

PROPOSED

CASE NO. 2024-00276

FR 16(1)(b)4

ATTACHMENT 1

FOR ENTIRE SERVICE AREA

PSC KY. No. 2

Second Revised SHEET No. 1

Cancelling

First Revised SHEET No. 1

ATMOS ENERGY CORPORATION
(NAME OF UTILITY)

Rate Book Index

<u>General Information</u>	<u>Sheet No.</u>
Rate Book Index	1 to 2
Towns and Communities	3
System Map	-
Current Rate Summary	4
Current Gas Cost Adjustment (GCA)	5
Current General Transportation Rates	6
Computer Billing Rate Codes	7
<u>Sales Service</u>	
General Firm Sales Service (G-1)	8 to 9
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DATE OF ISSUE September 27, 2024
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Case No. 2024-00276 dated October XX, 2024ISSUED BY /s/ Brannon C. Taylor
Signature of OfficerTITLE Vice President - Rates and Regulatory Affairs

PRESENT

FOR ENTIRE SERVICE AREA

P.S.C. KY NO. 2

FIFTY-FIRST REVISED SHEET NO. 4

CANCELLING

FIFTIETH REVISED SHEET NO. 4

ATMOS ENERGY CORPORATION
NAME OF UTILITY

Current Rate Summary

Case No. 2024-00185

Firm Service

Base Charge:			
Residential (G-1)	-	\$19.30	per meter per month
Non-Residential (G-1)	-	66.00	per meter per month
Transportation (T-4)	-	520.00	per delivery point per month
Transportation Administration Fee	-	50.00	per customer per meter

Rate per Mcf ²		Sales (G-1)*		Transportation (T-4)	
First	300 ¹ Mcf	@	5.6288 per Mcf	@	1.5483 per Mcf
Next	14,700 ¹ Mcf	@	5.1577 per Mcf	@	1.0762 per Mcf
Over	15,000 Mcf	@	4.9703 per Mcf	@	0.8888 per Mcf

Interruptible Service

Base Charge			
Sales (G-2)	*	520.00	per delivery point per month
Transportation (T-3)	-	520.00	per delivery point per month
Transportation Administration Fee	-	50.00	per customer per meter

Rate per Mcf ²		Sales (G-2)*		Transportation (T-3)	
First	15,000 ¹ Mcf	@	3.8775 per Mcf	@	0.9557 per Mcf
Over	15,000 Mcf	@	3.7055 per Mcf	@	0.7837 per Mcf

¹ All gas consumed by the customer (sales, transportation; firm and interruptible) will be considered for the purpose of determining whether the volume requirement of 15,000 Mcf has been achieved.

² DSM, PRP and R&D Riders may also apply, where applicable.

PROPOSED

CASE NO. 2024-00276

FR 16(1)(b)4

ATTACHMENT 1

FOR ENTIRE SERVICE AREA

P.S.C. KY NO. 2

FIFTY-SECOND REVISED SHEET NO. 4

CANCELLING

FIFTY-FIRST REVISED SHEET NO. 4

ATMOS ENERGY CORPORATION
NAME OF UTILITY

Current Rate Summary

Case No. 2024-00276

Firm Service

Base Charge:			
Residential (G-1)	-	\$25.00	per meter per month
Non-Residential (G-1)	-	75.00	per meter per month
Transportation (T-4)	-	685.00	per delivery point per month
Transportation Administration Fee	-	50.00	per customer per meter

Rate per Mcf ²		Sales (G-1)*		Transportation (T-4)	
First	300 ¹ Mcf	@	6.3766 per Mcf	@	2.2951 per Mcf
Next	14,700 ¹ Mcf	@	5.6768 per Mcf	@	1.5953 per Mcf
Over	15,000 Mcf	@	5.3990 per Mcf	@	1.3175 per Mcf

Interruptible Service

Base Charge			
Sales (G-2)	*	685.00	per delivery point per month
Transportation (T-3)	-	685.00	per delivery point per month
Transportation Administration Fee	-	50.00	per customer per meter

Rate per Mcf ²		Sales (G-2)*		Transportation (T-3)	
First	15,000 ¹ Mcf	@	4.2174 per Mcf	@	1.2956 per Mcf
Over	15,000 Mcf	@	3.9842 per Mcf	@	1.0624 per Mcf

¹ All gas consumed by the customer (sales, transportation; firm and interruptible) will be considered for the purpose of determining whether the volume requirement of 15,000 Mcf has been achieved.

² DSM, PRP and R&D Riders may also apply, where applicable.

DATE OF ISSUE June 28, 2024
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MONTH / DATE / YEARISSUED BY /s/ Brannon C. Taylor
SIGNATURE OF OFFICERTITLE Vice President - Rates & Regulatory Affairs

BY AUTHORITY OF ORDER OF THE PUBLIC SERVICE COMMISSION

IN CASE NO 2024-00185 DATED July 29, 2024DATE OF ISSUE September 27, 2024
MONTH / DATE / YEARDATE EFFECTIVE November 1, 2024
MONTH / DATE / YEARISSUED BY /s/ Brannon C. Taylor
SIGNATURE OF OFFICERTITLE Vice President - Rates & Regulatory Affairs

BY AUTHORITY OF ORDER OF THE PUBLIC SERVICE COMMISSION

IN CASE NO 2024-00276 DATED XXXX

PRESENT

FOR ENTIRE SERVICE AREA

P.S.C. KY NO. 2

FIFTY-FIRST REVISED SHEET NO. 6

CANCELLING

FIFTIETH REVISED SHEET NO. 6

ATMOS ENERGY CORPORATION
NAME OF UTILITY

Current Transportation

Case No. 2024-00185

The Transportation Rates (T-3 and T-4) for each respective service net monthly rate is as follows:

System Lost and Unaccounted gas percentage:

2.14%

				Simple Margin		Non- Commodity		Gross Margin	
Transportation Service ¹									
Firm Service (T-4)									
First	300	Mcf	@	\$1.5483	+	0	=	\$1.5483	per Mcf
Next	14,700	Mcf	@	1.0762	+	0	=	1.0762	per Mcf
All over	15,000	Mcf	@	0.8888	+	0	=	0.8888	per Mcf

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Interruptible Service (T-3)

First	15,000	Mcf	@	\$0.9557	+	\$0.0000	=	\$0.9557	per Mcf
All over	15,000	Mcf	@	0.7837	+	0.0000	=	0.7837	per Mcf

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¹ Excludes standby sales service.DATE OF ISSUE June 28, 2024
MONTH / DATE / YEARDATE EFFECTIVE August 1, 2024
MONTH / DATE / YEARISSUED BY /s/ Brannon C. Taylor
SIGNATURE OF OFFICERTITLE Vice President - Rates & Regulatory AffairsBY AUTHORITY OF ORDER OF THE PUBLIC SERVICE COMMISSION
IN CASE NO 2024-00185 DATED July 29, 2024

PROPOSED

CASE NO. 2024-00276

FR 16(1)(b)4

ATTACHMENT 1

FOR ENTIRE SERVICE AREA

P.S.C. KY NO. 2

FIFTY-SECOND REVISED SHEET NO. 6

CANCELLING

FIFTY-FIRST REVISED SHEET NO. 6

ATMOS ENERGY CORPORATION
NAME OF UTILITY

Current Transportation

Case No. 2024-00276

The Transportation Rates (T-3 and T-4) for each respective service net monthly rate is as follows:

System Lost and Unaccounted gas percentage:

2.14%

				Simple Margin		Non- Commodity		Gross Margin	
Transportation Service ¹									
Firm Service (T-4)									
First	300	Mcf	@	\$2.2951	+	0	=	\$2.2951	per Mcf
Next	14,700	Mcf	@	1.5953	+	0	=	1.5953	per Mcf
All over	15,000	Mcf	@	1.3175	+	0	=	1.3175	per Mcf

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Interruptible Service (T-3)

First	15,000	Mcf	@	\$1.2956	+	\$0.0000	=	\$1.2956	per Mcf
All over	15,000	Mcf	@	1.0624	+	0.0000	=	1.0624	per Mcf

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¹ Excludes standby sales service.DATE OF ISSUE September 27, 2024
MONTH / DATE / YEARDATE EFFECTIVE November 1, 2024
MONTH / DATE / YEARISSUED BY /s/ Brannon C. Taylor
SIGNATURE OF OFFICERTITLE Vice President - Rates & Regulatory AffairsBY AUTHORITY OF ORDER OF THE PUBLIC SERVICE COMMISSION
IN CASE NO 2024-00276 DATED XXXX

PRESENT

FOR ENTIRE SERVICE AREA

PSC KY. No. 2

Seventh Revised SHEET No. 8

Cancelling

Sixth Revised SHEET No. 8

ATMOS ENERGY CORPORATION
(NAME OF UTILITY)General Firm Sales Service
Rate G-11. Applicable

Entire Service Area of The Company.

2. Availability of Service

Available for any use for individually metered service, other than auxiliary or standby service (except for hospitals or other uses of natural gas in facilities requiring emergency power, however, the rated input to such emergency power generators is not to exceed the rated input of all other gas burning equipment otherwise connected multiplied by a factor equal to 0.15) at locations where suitable service is available from the existing distribution system and an adequate supply of gas to reader service is assured by the supplier(s) of natural gas to the Company.

3. Net Monthly Rate

a) Base Charge

\$19.30 per meter for residential service
\$66.00 per meter for non-residential service

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b) Distribution Charge

First¹ 300 Mcf @ \$1.5483 per 1,000 cubic feet
Next¹ 14,700 Mcf @ 1.0762 per 1,000 cubic feet
Over 15,000 Mcf @ 0.8888 per 1,000 cubic feet

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c) Weather Normalization Adjustment.

d) Gas Cost Adjustment (GCA) Rider, referenced on Sheet No. 15.

e) Demand Side Management Cost Recovery Mechanism (DSM), referenced on Sheet No. 36.

f) Research & Development Rider (R&D), referenced on Sheet No. 37.

g) Pipe Replacement Program (PRP) Rider, referenced on Sheet No. 39.

¹ All gas consumed by the customer (Sales and Transportation; firm and interruptible) will be considered for the purpose of determining whether the volume requirement of 15,000 Mcf has been achieved.

DATE OF ISSUE May 19, 2022
Month/Date/YearDATE EFFECTIVE May 20, 2022
Month/Date/Year

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Signature of OfficerTITLE Vice President - Rates and Regulatory Affairs

PROPOSED

CASE NO. 2024-00276

FR 16(1)(b)4

FOR ENTIRE SERVICE AREA

PSC KY. No. 2

Eighth Revised SHEET No. 8

Cancelling

Seventh Revised SHEET No. 8

ATMOS ENERGY CORPORATION
(NAME OF UTILITY)General Firm Sales Service
Rate G-11. Applicable

Entire Service Area of The Company.

2. Availability of Service

Available for any use for individually metered service, other than auxiliary or standby service (except for hospitals or other uses of natural gas in facilities requiring emergency power, however, the rated input to such emergency power generators is not to exceed the rated input of all other gas burning equipment otherwise connected multiplied by a factor equal to 0.15) at locations where suitable service is available from the existing distribution system and an adequate supply of gas to reader service is assured by the supplier(s) of natural gas to the Company.

3. Net Monthly Rate

a) Base Charge

\$25.00 per meter for residential service
\$75.00 per meter for non-residential service

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b) Distribution Charge

First¹ 300 Mcf @ \$2.2951 per 1,000 cubic feet
Next¹ 14,700 Mcf @ 1.5953 per 1,000 cubic feet
Over 15,000 Mcf @ 1.3175 per 1,000 cubic feet

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c) Weather Normalization Adjustment.

d) Gas Cost Adjustment (GCA) Rider, referenced on Sheet No. 15.

e) Demand Side Management Cost Recovery Mechanism (DSM), referenced on Sheet No. 36.

f) Research & Development Rider (R&D), referenced on Sheet No. 37.

g) Pipe Replacement Program (PRP) Rider, referenced on Sheet No. 39.

¹ All gas consumed by the customer (Sales and Transportation; firm and interruptible) will be considered for the purpose of determining whether the volume requirement of 15,000 Mcf has been achieved.

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PRESENT

FOR ENTIRE SERVICE AREA

PSC KY. No. 2

Seventh Revised SHEET No. 11

Cancelling

Sixth Revised SHEET No. 11

ATMOS ENERGY CORPORATION
(NAME OF UTILITY)

Interruptible Sales Service

Rate G-2

d) Revision of Delivery Volumes

The Daily Contract Demand for High Priority service and the Daily Contract Demand for Interruptible service shall be subject to revision as necessary so as to coincide with the customer's normal operating conditions and actual load with consideration given to any anticipated changes in customer's utilization, subject to the Company's contractual obligations with other customers or its suppliers, and subject to system capacity and availability of the gas if an increased volume is involved.

4. Net Monthly Rate

- a) Base Charge: \$520.00 per delivery point per month
Minimum Charge: The Base Charge plus any Transportation Fee and EFM facilities charge and any Pipe Replacement Rider.

b) Distribution Charge

High Priority Service

The volume of gas used each day up to, but not exceeding the effective High Priority Daily Contract Demand shall be totaled for the month and billed at the "General Firm Sales Service Rate G-1".

Interruptible Service

Gas used per month in excess of the High Priority Service shall be billed as follows:

First¹ 15,000 Mcf \$0.9557 per 1,000 cubic feet
Over 15,000 Mcf 0.7837 per 1,000 cubic feet

- c) Gas Cost Adjustment (GCA) Rider, referenced on Sheet No. 15
d) Research & Development Rider (R&D), referenced on Sheet No. 37.
e) Pipe Replacement Program (PRP) Rider, referenced on Sheet No. 39.

¹ All gas consumed by the customer (Sales and Transportation; firm and interruptible) will be considered for the purpose of determining whether the volume requirement of 15,000 Mcf has been achieved.

DATE OF ISSUE May 19, 2022
Month/Date/Year

DATE EFFECTIVE May 20, 2022
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Signature of Officer

TITLE Vice President - Rates and Regulatory Affairs

PROPOSED

CASE NO. 2024-00276

FR 16(1)(b)4

ATTACHMENT 1

FOR ENTIRE SERVICE AREA

PSC KY. No. 2

Eighth Revised SHEET No. 11

Cancelling

Seventh Revised SHEET No. 11

ATMOS ENERGY CORPORATION
(NAME OF UTILITY)

Interruptible Sales Service

Rate G-2

d) Revision of Delivery Volumes

The Daily Contract Demand for High Priority service and the Daily Contract Demand for Interruptible service shall be subject to revision as necessary so as to coincide with the customer's normal operating conditions and actual load with consideration given to any anticipated changes in customer's utilization, subject to the Company's contractual obligations with other customers or its suppliers, and subject to system capacity and availability of the gas if an increased volume is involved.

4. Net Monthly Rate

- a) Base Charge: \$685.00 per delivery point per month
Minimum Charge: The Base Charge plus any Transportation Fee and EFM facilities charge and any Pipe Replacement Rider.

b) Distribution Charge

High Priority Service

The volume of gas used each day up to, but not exceeding the effective High Priority Daily Contract Demand shall be totaled for the month and billed at the "General Firm Sales Service Rate G-1".

Interruptible Service

Gas used per month in excess of the High Priority Service shall be billed as follows:

First¹ 15,000 Mcf \$1.2956 per 1,000 cubic feet
Over 15,000 Mcf 1.0624 per 1,000 cubic feet

- c) Gas Cost Adjustment (GCA) Rider, referenced on Sheet No. 15
d) Research & Development Rider (R&D), referenced on Sheet No. 37.
e) Pipe Replacement Program (PRP) Rider, referenced on Sheet No. 39.

¹ All gas consumed by the customer (Sales and Transportation; firm and interruptible) will be considered for the purpose of determining whether the volume requirement of 15,000 Mcf has been achieved.

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TITLE Vice President - Rates and Regulatory Affairs

PRESENT

FOR ENTIRE SERVICE AREA

PSC KY. No. 2

Fourth Revised SHEET No. 38

Cancelling

Third Revised SHEET No. 38

ATMOS ENERGY CORPORATION

(NAME OF UTILITY)

Pipeline Replacement Program Rider

PRP

1. Applicable

Applicable to all customers receiving service under the Company's Rate Schedules G-1, G-2, T-3 and T-4.

2. Calculation of Pipe Replacement Rider Revenue Requirement

The PRP Revenue Requirement includes the following:

- PRP-related Plant In-Service not included in base gas rates minus the associated PRP-related accumulated depreciation and accumulated deferred income taxes;
- Retirement and removal of plant related PRP construction;
- Overall rate of return will be established in the annual PRP rate application.
- Depreciation expense on the PRP related Plant In-Service less retirement and removals;
- Reduction for savings in Operating and Maintenance expenses; and,
- Adjustment for ad valorem taxes;
- PRP Rate base in any forecasted period will be calculated in a manner consistent with 807 KAR 5:001, Section 16(6)(c);

3. Pipe Replacement Program Factors

All customers receiving service under tariff Rate Schedules G-1, G-2, T-3 and T-4 shall be assessed an adjustment to their applicable rate schedule that will enable the Company to complete the pipe replacement program. The allocation to G-1 residential, G-1 non-residential, G-2, T-3 and T-4 will be in proportion to their relative base revenue share approved in the Company's most recently concluded base rate case.

The PRP Rider may be filed annually on or around August 1st of each year. The filing will reflect the anticipated impact on the Company's revenue requirements of net plant additions related to bare-steel pipe, and Aldyl-A pipe replacement on a "case by case" basis, as offset by operations and maintenance expense reductions during the upcoming fiscal year ending each September as well as a balancing adjustment to reconcile collections with actual investment for the program year from two years prior. Such adjustment to the Rider will become effective with meter readings on and after the first billing cycle of October.

DATE OF ISSUE May 19, 2022
Month/Date/Year

DATE EFFECTIVE May 20, 2022
Month/Date/Year

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Signature of Officer

TITLE Vice President - Rates and Regulatory Affairs

PROPOSED

CASE NO. 2024-00276

FR 16(1)(b)4

ATTACHMENT 1

FOR ENTIRE SERVICE AREA

PSC KY. No. 2

Fifth Revised SHEET No. 38

Cancelling

Fourth Revised SHEET No. 38

ATMOS ENERGY CORPORATION

(NAME OF UTILITY)

Pipeline Replacement Program Rider

PRP

1. Applicable

Applicable to all customers receiving service under the Company's Rate Schedules G-1, G-2, T-3 and T-4.

2. Calculation of Pipe Replacement Rider Revenue Requirement

The PRP Revenue Requirement includes the following:

- PRP-related Plant In-Service not included in base gas rates minus the associated PRP-related accumulated depreciation and accumulated deferred income taxes;
- Retirement and removal of plant related PRP construction;
- Overall rate of return will be established in the annual PRP rate application.
- Depreciation expense on the PRP related Plant In-Service less retirement and removals;
- Reduction for savings in Operating and Maintenance expenses; and,
- Adjustment for ad valorem taxes;
- PRP Rate base in any forecasted period will be calculated in a manner consistent with 807 KAR 5:001, Section 16(6)(c);

3. Pipe Replacement Program Factors

All customers receiving service under tariff Rate Schedules G-1, G-2, T-3 and T-4 shall be assessed an adjustment to their applicable rate schedule that will enable the Company to complete the pipe replacement program. The allocation to G-1 residential, G-1 non-residential, G-2, T-3 and T-4 will be in proportion to their relative base revenue share approved in the Company's most recently concluded base rate case.

The PRP Rider may be filed annually on or around August 1st of each year. The filing will reflect the anticipated impact on the Company's revenue requirements of net plant additions related to bare-steel pipe, and Aldyl-A pipe replacement as offset by operations and maintenance expense reductions during the upcoming fiscal year ending each September as well as a balancing adjustment to reconcile collections with actual investment for the program year from two years prior. Such adjustment to the Rider will become effective with meter readings on and after the first billing cycle of October.

DATE OF ISSUE September 27, 2024
Month/Date/Year

DATE EFFECTIVE November 1, 2024
Month/Date/Year

Issued by Authority of an Order of the Public Service Commission in
Case No. 2024-00276 dated October XX, 2024

ISSUED BY /s/ Brannon C. Taylor
Signature of Officer

TITLE Vice President - Rates and Regulatory Affairs

PRESENT

FOR ENTIRE SERVICE AREA

PSC KY. No. 2

Original SHEET No. 42

ATMOS ENERGY CORPORATION
(NAME OF UTILITY)

Reserved for Future Use

DATE OF ISSUE May 13, 2013
Month/Date/YearDATE EFFECTIVE January 24, 2014
Month/Date/YearIssued by Authority of an Order of the Public Service Commission in
Case No. 2013-00148ISSUED BY /s/ Mark A. Martin
Signature of OfficerTITLE Vice President – Rates and Regulatory Affairs

PROPOSED

CASE NO. 2024-00276

FR 16(1)(b)4

ATTACHMENT 1

FOR ENTIRE SERVICE AREA

PSC KY. No. 2

First Revised SHEET No. 42

Cancelling

Original Sheet No. 42

ATMOS ENERGY CORPORATION
(NAME OF UTILITY)

Pipeline Modernization Rider

PM Rider

1. Applicable:

Applicable to all customers receiving service under the Company's Rate Schedules G-1, G-2, T-3 and T-4

2. Rate:

Customers shall be assessed an adjustment to their applicable rate schedule to enable the Company to recover costs associated with compliance with regulations promulgated by the U.S. Department of Transportation Pipeline and Hazardous Materials Administration, as approved by the Kentucky Public Service Commission. The monthly billing amount calculated for each rate schedule for which this rider is eligible shall increase or decrease as shown below. This Rider will not reflect costs for other pipeline projects unless approved by the Kentucky Public Service Commission.

3. Calculation of Pipeline Modernization Rider Revenue Requirement:

The PM Rider Revenues Requirements includes the following:

- (a) PM Rider-related Plant In-Service not included in base gas rates minus the associated PM Rider-related accumulated depreciation and accumulated deferred income taxes;
- (b) Retirement and removal of plant related PM Rider construction;
- (c) Overall rate of return will be established in the annual PM Rider rate application. If no rate of return has been established at the time of filing, the most recently approved rate of return for the Company will be applicable;
- (d) Depreciation expense on the PM Rider related Plant In-Service less retirement and removals;
- (e) Reduction for savings in Operating and Maintenance expenses; and,
- (f) Adjustment for ad valorem taxes;
- (g) PM Rider rate base in any forecasted period will be calculated in a manner consistent with 807 KAR 5:001, Section 16(6)(c);

DATE OF ISSUE September 27, 2024
Month/Date/YearDATE EFFECTIVE November 1, 2024
Month/Date/YearIssued by Authority of an Order of the Public Service Commission in
Case No. 2024-00276 dated October XX, 2024ISSUED BY /s/ Brannon C. Taylor
Signature of OfficerTITLE Vice President – Rates and Regulatory Affairs

PRESENT

PROPOSED

CASE NO. 2024-00276
FR 16(1)(b)4
ATTACHMENT 1

FOR ENTIRE SERVICE AREA
PSC KY. No. 2
Original SHEET No. 42A

ATMOS ENERGY CORPORATION
(NAME OF UTILITY)

Pipeline Modernization Rider				(N)
PM Rider				(N)
4. Pipeline Modernization Rider Rates				(N)
The charges for the respective gas service schedules for the revenue month beginning October 1, 2025 per billing period are:				(N)
	Monthly		Distribution	(N)
	Customer Charge		Charge per Mcf	(N)
Rate G-1 (Residential)	\$0.00	1-300	\$0.0000 per 1000 cubic feet	(N)
		301-15,000	\$0.0000 per 1000 cubic feet	(N)
		Over 15,000	\$0.0000 per 1000 cubic feet	(N)
Rate G-1 (Non-Residential)	\$0.00	1-300	\$0.0000 per 1000 cubic feet	(N)
		301-15,000	\$0.0000 per 1000 cubic feet	(N)
		Over 15,000	\$0.0000 per 1000 cubic feet	(N)
Rate G-2	\$0.00	1-15,000	\$0.0000 per 1000 cubic feet	(N)
		Over 15,000	\$0.0000 per 1000 cubic feet	(N)
Rate T-3	\$0.00	1-15,000	\$0.0000 per 1000 cubic feet	(N)
		Over 15,000	\$0.0000 per 1000 cubic feet	(N)
Rate T-4	\$0.00	1-300	\$0.0000 per 1000 cubic feet	(N)
		301-15,000	\$0.0000 per 1000 cubic feet	(N)
		Over 15,000	\$0.0000 per 1000 cubic feet	(N)

DATE OF ISSUE September 27, 2024
Month/Date/Year

DATE EFFECTIVE November 1, 2024
Month/Date/Year

Issued by Authority of an Order of the Public Service Commission in
Case No. 2024-00276 dated October XX, 2024

ISSUED BY /s/ Brannon C. Taylor
Signature of Officer

TITLE Vice President – Rates and Regulatory Affairs

PRESENT

PROPOSED

CASE NO. 2024-00276
FR 16(1)(b)4
ATTACHMENT 1

FOR ENTIRE SERVICE AREA

PSC KY. No. 2
Original SHEET No. 42B

ATMOS ENERGY CORPORATION
(NAME OF UTILITY)

PM Rider	(N)
Pipeline Modernization Rider	(N)
5. Pipeline Modernization Rider Factors (N)	
<p>All customers receiving service under tariff Rate Schedules G-1, G-2, T-3 and T-4 shall be assessed an adjustment to their applicable rate schedule that will enable the Company to complete the compliance with regulations promulgated by the U.S. Department of Transportation Pipeline and Hazardous Materials Administration, as approved by the Kentucky Public Service Commission. The allocation to G-1 residential, G-1 non-residential, G-2, T-3 and T-4 will be in proportion to their relative base revenue share approved in the Company's most recently concluded base rate case or as otherwise designated by the Commission. (N)</p> <p>The PM Rider may be filed annually on or around August 1st of each year. The filing will reflect the anticipated impact on the Company's revenue requirements of net plant additions related to the compliance with regulations promulgated by the U.S. Department of Transportation Pipeline and Hazardous Materials Administration offset by operations and maintenance expense reductions during the upcoming fiscal year ending each September as well as a balancing adjustment to reconcile collections with actual investment for the program year from two years prior. Such adjustment to the PM Rider will become effective with meter readings on and after the first billing cycle of October. (N)</p>	

DATE OF ISSUE September 27, 2024 (N)
Month/Date/Year

DATE EFFECTIVE November 1, 2024 (N)
Month/Date/Year

Issued by Authority of an Order of the Public Service Commission in
Case No. 2024-00276 dated October XX, 2024

ISSUED BY /s/ Brannon C. Taylor (N)
Signature of Officer

TITLE Vice President – Rates and Regulatory Affairs (N)

PRESENT

FOR ENTIRE SERVICE AREA

PSC KY. No. 2

Original SHEET No. 43

ATMOS ENERGY CORPORATION
(NAME OF UTILITY)

Reserved for Future Use

DATE OF ISSUE May 13, 2013
Month/Date/YearDATE EFFECTIVE January 24, 2014
Month/Date/YearIssued by Authority of an Order of the Public Service Commission in
Case No. 2013-00148ISSUED BY /s/ Mark A. Martin
Signature of OfficerTITLE Vice President – Rates and Regulatory Affairs

PROPOSED

CASE NO. 2024-00276

FR 16(1)(b)4
FOR ENTIRE SERVICE AREA

PSC KY. No. 2

First Revised SHEET No. 43

Cancelling

Original Sheet No. 43

ATMOS ENERGY CORPORATION
(NAME OF UTILITY)

Tax Rider

CANT and Other Tax Rider

1. Applicable:
Applicable to all customers receiving service under the Company's Rate Schedules G-1, G-2, T-3 and T-42. Rate:Public Law 117-169, 136 STAT. 1818 of August 16, 2022 ("Tax Act 2022");Purpose

The purpose of this rider is to capture the effects of the Tax Act 2022 and certain other tax-related costs that will change from the amounts included in the base revenue requirement in Case No. 2024-00276. These effects include the return on the Corporate Alternative Minimum Tax ("CANT") deferred tax asset ("DTA") resulting from the Tax Act 2022, and income tax credits resulting from the Tax Act 2022 included in rate base and in the base revenue requirement in Case No. 2024-00276.

3. Calculation of TAX Rider Revenue Requirement:

The rider shall be calculated as the product of the Company's grossed-up rate of return authorized in the Company's most recent base rate case proceeding times the CANT deferred tax asset ("CANT DTA") estimated at September 30 of the fiscal year or applicable quarter-end within a fiscal year prior to the annual change in the rates pursuant to this tariff, less the income tax credits received in accordance with IRC requirements applicable to the Tax Act 2022 grossed-up for income taxes to a revenue equivalent.

The estimated CANT DTA and the related effects on the rider revenue requirements shall be trued up to the actual effects in the following year and the over/under recovery amortized over the twelve months that each year's recalculated tariff rates are in effect. The over/under recovery shall include a grossed-up rate of return as authorized in the Company's most recent base rate case proceeding.

DATE OF ISSUE September 27, 2024
Month/Date/YearDATE EFFECTIVE November 1, 2024
Month/Date/YearIssued by Authority of an Order of the Public Service Commission in
Case No. 2024-00276 dated October XX, 2024ISSUED BY /s/ Brannon C. Taylor
Signature of OfficerTITLE Vice President – Rates and Regulatory Affairs

PRESENT

PROPOSED

CASE NO. 2024-00276
FR 16(1)(b)4
FOR ENFORCEMENT
PSC KY. No. 2
Original SHEET No. 43A

ATMOS ENERGY CORPORATION
(NAME OF UTILITY)

Tax Rider	(N)
CAMT and Other Tax Rider	(N)
The methodology for computing the Company's CAMT is as follows:	(N)
1. Confirm when Atmos Energy Corporation and its affiliates are subject to CAMT as an "applicable corporation" as defined the Tax Act 2022, then there will be CAMT DTA in the tariff.	(N)
2. Calculate the Kentucky jurisdiction's contribution to Adjusted Financial Statement Income ("AFSI") on a stand-alone basis. Kentucky's AFSI is calculated by adjusting Kentucky applicable financial statement income by adjustments to depreciation, pension costs and federal income tax to arrive at AFSI. AFSI is intended to be computed consistent with applicable IRC requirements.	(N)
3. Compare Kentucky's CAMT stand-alone amount with Kentucky's regular stand-alone tax liability. If the stand alone CAMT is in excess of the stand-alone regular tax, the CAMT DTA is recorded to Kentucky.	(N)
If the Internal Revenue Service issues new guidance related to the Tax Act 2022, the Company shall have the right to make additional filings to recognize such adjustments.	(N)
4. <u>Other Federal, State or Local Tax Rate Changes:</u> To ensure that gas utility customers receive the benefits or costs associated with the changes in tax rates at a federal or state level, the Company shall establish and accrue on its books and records, as of the effective date of the federal, state, or local tax rate change: 1) regulatory liabilities to reflect the impact of a decrease in federal corporate income tax rates or state income or property tax rates; or, 2) regulatory assets to reflect the impact of an increase in federal corporate income tax rates or state income or property tax rates.	(N)
The increase or decrease shall be calculated as follows:	(N)
a. A portion of the Company's revenue representing the difference between: 1) the cost of service as approved by the Commission in the Company's most recent general rate proceeding, and 2) the cost of service that would have resulted had the rates been based on the new federal income tax rate (increase or decrease) or state/local income/property taxes (increase or decrease), as of the effective date of the change;	(N)
b. If applicable, the portion of the Company's revenue representing the difference between: 1) each surcharge approved by the Commission since the Company's most recent general rate proceeding, and 2) each surcharge that would have resulted had the surcharges been based on the new federal income tax rate (increase or decrease) or state/local income/property taxes (increase or decrease), as of the effective date of the change; and	(N)
c. The excess or deficient deferred tax reserve, including any associated gross up in taxes, caused by the reduction or increase in the federal corporate income tax rate or state/local related tax increases, as of the effective date of the change.	(N)

DATE OF ISSUE September 27, 2024
Month/Date/Year

DATE EFFECTIVE November 1, 2024
Month/Date/Year

Issued by Authority of an Order of the Public Service Commission in
Case No. 2024-00276 dated October XX, 2024

ISSUED BY /s/ Brannon C. Taylor
Signature of Officer

TITLE Vice President - Rates and Regulatory Affairs

PRESENT

PROPOSED

CASE NO. 2024-00276
FR 16(1)(b)4
~~FOR FUTURE REFERENCE~~
PSC KY. No. 2
Original SHEET No. 43B

ATMOS ENERGY CORPORATION
(NAME OF UTILITY)

Tax Rider	(N)
CAMT and Other Tax Rider	(N)
The Company shall separately refund to customers based on a decrease in federal or state/local tax rates or separately collect from customers based on an increase in federal or state/local tax rates within twelve (12) months or, pursuant to applicable IRC rules and regulations, as follows:	(N)
d. The amount collected/refunded by the Company that reflects the difference in base rates between: 1) the cost of service approved by the Commission in the Company's most recent general rate proceeding, and 2) the cost of service that would have resulted had the rates been based upon the new federal or state/local tax rates, between the effective date of this order and the effective date of the changes.	(N)
e. If applicable, the amount collected/refunded by the Company that reflects the difference between: 1) each surcharge approved by the Commission since the Company's most recent general rate proceeding, and 2) each surcharge that would have resulted had the rates been based upon the new federal or state/local tax rates, between the effective date of this order and the effective date of the changes.	(N)
f. The amount collected/refunded by the Company that reflects the difference in the excess or deficient deferred tax reserve included in base rates between: 1) the cost of service approved by the Commission in the Company's most recent general rate proceeding, and 2) the cost of service that would have resulted had the rates been based upon the new federal or state/local tax rates, between the effective date of this order and the effective date of the changes. These amounts shall be refunded or collected from customers based upon IRC rules and regulations if applicable.	(N)
5. <u>Term:</u> The TAX Rider Rates shown on this page will be effective until the earlier of 1) the effective date of new TAX Rider rates established pursuant to this tariff, or 2) until future order by the Commission to modify or eliminate the rider.	(N)
6. <u>Service Regulations:</u> The supplying of, and billing for, service and all conditions applying thereto are subject to the jurisdiction of the Kentucky Public Service Commission, and to Company's Service Regulations currently in effect, as filed with the Kentucky Public Service Commission as provided by law.	(N)

DATE OF ISSUE September 27, 2024
Month/Date/Year

DATE EFFECTIVE November 1, 2024
Month/Date/Year

Issued by Authority of an Order of the Public Service Commission in
Case No. 2024-00276 dated October XX, 2024

ISSUED
BY /s/ Brannon C. Taylor
Signature of Officer

TITLE Vice President - Rates and Regulatory Affairs

PRESENT

PROPOSED

CASE NO. 2024-00276
FR 16(1)(b)4
~~FORNATIVE SERVICE AREA~~
PSC KY. No. 2
Original SHEET No. 43C

ATMOS ENERGY CORPORATION
(NAME OF UTILITY)

Tax Rider				(N)
CAMT and Other Tax Rider				(N)
7. CAMT and Other Tax Rider Rates				(N)
The charges for the respective gas service schedules for the revenue month beginning October 1, 2026 per billing period are:				(N)
				(N)
	Monthly		Distribution	
	Customer Charge		Charge per Mcf	
Rate G-1 (Residential)	\$0.00	1-300	\$0.0000 per 1000 cubic feet	(N)
		301-15,000	\$0.0000 per 1000 cubic feet	(N)
		Over 15,000	\$0.0000 per 1000 cubic feet	(N)
Rate G-1 (Non-Residential)	\$0.00	1-300	\$0.0000 per 1000 cubic feet	(N)
		301-15,000	\$0.0000 per 1000 cubic feet	(N)
		Over 15,000	\$0.0000 per 1000 cubic feet	(N)
Rate G-2	\$0.00	1-15,000	\$0.0000 per 1000 cubic feet	(N)
		Over 15,000	\$0.0000 per 1000 cubic feet	(N)
Rate T-3	\$0.00	1-15,000	\$0.0000 per 1000 cubic feet	(N)
		Over 15,000	\$0.0000 per 1000 cubic feet	(N)
Rate T-4	\$0.00	1-300	\$0.0000 per 1000 cubic feet	(N)
		301-15,000	\$0.0000 per 1000 cubic feet	(N)
		Over 15,000	\$0.0000 per 1000 cubic feet	(N)

DATE OF ISSUE September 27, 2024
Month/Date/Year

DATE EFFECTIVE November 1, 2024
Month/Date/Year

Issued by Authority of an Order of the Public Service Commission in
Case No. 2024-00276 dated October XX, 2024

ISSUED BY /s/ Brannon C. Taylor
Signature of Officer

TITLE Vice President - Rates and Regulatory Affairs

PROPOSED

FOR ENTIRE SERVICE AREA
PSC KY. No. 2
Original SHEET No. 43D

	Tax Rider	(N)
	CAMT and Other Tax Rider	(N)
8. <u>CAMT and Other Tax Rider Rates</u>		(N)
All customers receiving service under tariff Rate Schedules G-1, G-2, T-3 and T-4 shall be assessed an adjustment to their applicable rate schedule. The allocation to G-1 residential, G-1 non-residential, G-2, T-3 and T-4 will be in proportion to their relative base revenue share approved in the Company's most recently concluded base rate case or as otherwise designated by the Commission.		(N) (N) (N) (N) (N)
On or before May 1 of each year, starting in 2026, the Company shall file with the Commission the calculations described in Sections 3 and 4 along with supporting schedules and workpapers. Rates will become effective for bills calculated on or after October 1, starting in 2026. The Commission may request additional clarification or information regarding the calculations, or any component thereof on or before July 1.		(N) (N) (N) (N) (N)

TITLE Vice President – Rates and Regulatory Affairs

PRESENT

FOR ENTIRE SERVICE AREA

PSC KY. No. 2

Seventh Revised SHEET No. 45

Cancelling

Sixth Revised SHEET No. 45

ATMOS ENERGY CORPORATION
(NAME OF UTILITY)Interruptible Transportation Service
Rate T-31. Applicable

Entire service area of the Company to any customer for that portion of the customer's interruptible requirements not included under one of the Company's sales tariffs.

2. Availability of Service

- a) Available to any customer with an expected demand of at least 9,000 Mcf per year, on an individual service at the same premise, who has purchased its own supply of natural gas and require interruptible transportation service by the Company to customer's facilities subject to suitable service being available from existing facilities.
- b) The Company may decline to initiate service to a customer under this tariff or to allow a customer receiving service under this tariff to elect any other service provided by the Company, if in the Company's sole judgment, the performance of such service would be contrary to good operating practice or would have a detrimental impact on other customers serviced by the Company.

3. Net Monthly Rate

In addition to any and all charges assessed by other parties, there will be applied:

- a) Base Charge - \$520.00 per delivery point (1)
- b) Transportation Administration Fee - 50.00 per customer per month (1)

c) Distribution Charge for Interruptible Service

First¹ 15,000 Mcf @ \$0.9557 per Mcf (1)

Over 15,000 Mcf @ 0.7837 per Mcf (1)

- d) Applicable Non-Commodity Components (Sheet No. 6) as calculated in the Company's Gas Cost Adjustment (GCA) filing.
- e) Electronic Flow Measurement ("EFM") facilities charge, if applicable.
- f) Pipe Replacement Program (PRP) Rider.

¹All gas consumed by the customer (Sales and transportation; firm and interruptible) will be considered for the purpose of determining whether the volume requirement of 15,000 Mcf has been achieved.

DATE OF ISSUE May 19, 2022
Month/Date/Year

DATE EFFECTIVE May 20, 2022
Month/Date/Year

Issued by Authority of an Order of the Public Service Commission in
Case No. 2021-00214 dated May 19, 2022

ISSUED BY /s/ Brannon C. Taylor
Signature of Officer

TITLE Vice President - Rates and Regulatory Affairs

PROPOSED

CASE NO. 2024-00276

FR 16(1)(b)4

FOR ENTIRE SERVICE AREA

PSC KY. No. 2

Eighth Revised SHEET No. 45

Cancelling

Seventh Revised SHEET No. 45

ATMOS ENERGY CORPORATION
(NAME OF UTILITY)Interruptible Transportation Service
Rate T-31. Applicable

Entire service area of the Company to any customer for that portion of the customer's interruptible requirements not included under one of the Company's sales tariffs.

2. Availability of Service

- a) Available to any customer with an expected demand of at least 9,000 Mcf per year, on an individual service at the same premise, who has purchased its own supply of natural gas and require interruptible transportation service by the Company to customer's facilities subject to suitable service being available from existing facilities.
- b) The Company may decline to initiate service to a customer under this tariff or to allow a customer receiving service under this tariff to elect any other service provided by the Company, if in the Company's sole judgment, the performance of such service would be contrary to good operating practice or would have a detrimental impact on other customers serviced by the Company.

3. Net Monthly Rate

In addition to any and all charges assessed by other parties, there will be applied:

- a) Base Charge - \$685.00 per delivery point (1)
- b) Transportation Administration Fee - 50.00 per customer per month (1)

c) Distribution Charge for Interruptible Service

First¹ 15,000 Mcf @ \$1.2956 per Mcf (1)

Over 15,000 Mcf @ 1.0624 per Mcf (1)

- d) Applicable Non-Commodity Components (Sheet No. 6) as calculated in the Company's Gas Cost Adjustment (GCA) filing.
- e) Electronic Flow Measurement ("EFM") facilities charge, if applicable.
- f) Pipe Replacement Program (PRP) Rider.

¹All gas consumed by the customer (Sales and transportation; firm and interruptible) will be considered for the purpose of determining whether the volume requirement of 15,000 Mcf has been achieved.

DATE OF ISSUE September 27, 2024
Month/Date/Year

DATE EFFECTIVE November 1, 2024
Month/Date/Year

Issued by Authority of an Order of the Public Service Commission in
Case No. 2024-00276 dated October XX, 2024

ISSUED BY /s/ Brannon C. Taylor
Signature of Officer

TITLE Vice President - Rates and Regulatory Affairs

PRESENT

FOR ENTIRE SERVICE AREA

PSC KY. No. 2

Seventh Revised SHEET No. 52

Cancelling

Sixth Revised SHEET No. 52

ATMOS ENERGY CORPORATION
(NAME OF UTILITY)

Firm Transportation Service

Rate T-4

1. Applicable

Entire Service Area of the Company to any customer for that portion of the customer's firm requirements not included under one of the Company's sales tariffs.

2. Availability of Service

- a) Available to any customer with an expected demand of at least 9,000 Mcf per year, on an individual service at the same premise, who has purchased its own supply of natural gas and require firm transportation service by the Company to customer's facilities subject to suitable service being available from existing facilities.
- b) The Company may decline to initiate service to a customer under this tariff or to allow a customer receiving service under this tariff to elect any other service provided by the Company, if in the Company's sole judgment, the performance of such service would be contrary to good operating practice or would have a detrimental impact on other customers serviced by the Company.

3. Net Monthly Rate

In addition to any and all charges assessed by other parties, there will be applied:

- a) Base Charge - \$520.00 per delivery point (1)
- b) Transportation Administration Fee - 50.00 per customer per month (1)

c) Distribution Charge for Firm Service

First ¹	300 Mcf	@	\$1.5483	per Mcf	(1)
Next ¹	14,700 Mcf	@	1.0762	per Mcf	(1)
Over	15,000 Mcf	@	0.8888	per Mcf	(1)

- d) Applicable Non-Commodity Components as calculated in the Company's Gas Cost Adjustment (GCA) filing.

- e) Electronic Flow Measurement ("EFM") facilities charges, if applicable.

- f) Pipe Replacement Program (PRP) Rider.

¹ All gas consumed by the customer (sales and transportation; firm and interruptible) will be considered for the purpose of determining whether the volume requirement of 15,000 Mcf has been achieved.

DATE OF ISSUE May 19, 2022
Month/Date/Year

DATE EFFECTIVE May 20, 2022
Month/Date/Year

Issued by Authority of an Order of the Public Service Commission in
Case No. 2021-00214 dated May 19, 2022

ISSUED BY /s/ Brannon C. Taylor
Signature of Officer

TITLE Vice President - Rates and Regulatory Affairs

PROPOSED

CASE NO. 2024-00276

FR 16(1)(b)4

FOR ENTIRE SERVICE AREA

PSC KY. No. 2

Eighth Revised SHEET No. 52

Cancelling

Seventh Revised SHEET No. 52

ATMOS ENERGY CORPORATION
(NAME OF UTILITY)

Firm Transportation Service

Rate T-4

1. Applicable

Entire Service Area of the Company to any customer for that portion of the customer's firm requirements not included under one of the Company's sales tariffs.

2. Availability of Service

- a) Available to any customer with an expected demand of at least 9,000 Mcf per year, on an individual service at the same premise, who has purchased its own supply of natural gas and require firm transportation service by the Company to customer's facilities subject to suitable service being available from existing facilities.
- b) The Company may decline to initiate service to a customer under this tariff or to allow a customer receiving service under this tariff to elect any other service provided by the Company, if in the Company's sole judgment, the performance of such service would be contrary to good operating practice or would have a detrimental impact on other customers serviced by the Company.

3. Net Monthly Rate

In addition to any and all charges assessed by other parties, there will be applied:

- a) Base Charge - \$685.00 per delivery point (1)
- b) Transportation Administration Fee - 50.00 per customer per month (1)

c) Distribution Charge for Firm Service

First ¹	300 Mcf	@	\$2.2951	per Mcf	(1)
Next ¹	14,700 Mcf	@	1.5953	per Mcf	(1)
Over	15,000 Mcf	@	1.3175	per Mcf	(1)

- d) Applicable Non-Commodity Components as calculated in the Company's Gas Cost Adjustment (GCA) filing.

- e) Electronic Flow Measurement ("EFM") facilities charges, if applicable.

- f) Pipe Replacement Program (PRP) Rider.

¹ All gas consumed by the customer (sales and transportation; firm and interruptible) will be considered for the purpose of determining whether the volume requirement of 15,000 Mcf has been achieved.

DATE OF ISSUE September 27, 2024
Month/Date/Year

DATE EFFECTIVE November 1, 2024
Month/Date/Year

Issued by Authority of an Order of the Public Service Commission in
Case No. 2024-00276 dated October XX, 2024

ISSUED BY /s/ Brannon C. Taylor
Signature of Officer

TITLE Vice President - Rates and Regulatory Affairs

REQUEST:

Section 16. Applications for General Adjustments of Existing Rates.

- (1) Each application requesting a general adjustment of existing rates shall:
 - (b) Include:
 - 5. A statement that notice has been given in compliance with Section 17 of this administrative regulation with a copy of the notice.

RESPONSE:

The customer notice has been prepared in compliance with FR 17 and a copy is attached to the Company's response to FR 17(4)(a)-(j).

Respondent: Brannon Taylor

Case No. 2024-00276
Atmos Energy Corporation, Kentucky Division
MFR FR 16(2)(a)-(c)
Page 1 of 1

REQUEST:

Section 16. Applications for General Adjustments of Existing Rates.

- (2) Notice of intent. A utility with gross annual revenues greater than \$5,000,000 shall notify the commission in writing of intent to file a rate application at least thirty (30) days, but not more than sixty (60) days, prior to filing its application.
 - (a) The notice of intent shall state if the rate application will be supported by a historical test period or a fully forecasted test period.
 - (b) Upon filing the notice of intent, an application may be made to the commission for permission to use an abbreviated form of newspaper notice of proposed rate increases provided the notice includes a coupon that may be used to obtain a copy from the applicant of the full schedule of increases or rate changes.
 - (c) Upon filing the notice of intent with the commission, the applicant shall mail to the Attorney General's Office of Rate Intervention a copy of the notice of intent or send by electronic mail in a portable document format, to rateintervention@ag.ky.gov.

RESPONSE:

- a. Please see attachment FR_16(2)(a)-(c)_Att1 for a copy of the Notice of Intent, which was filed with the Commission on August 23, 2024.
- b. Not applicable.
- c. Please see Attachment 2 for a copy of the notice that was electronically mailed to the Attorney General's Office on August 23, 2024.

ATTACHMENTS:

FR_16(2)(a)-(c)_Att1 - Notice of Intent.pdf
FR_16(2)(a)-(c)_Att2 - Notice of Intent Email to AG.pdf

Respondent: Brannon Taylor

COMMONWEALTH OF KENTUCKY

BEFORE THE PUBLIC SERVICE COMMISSION

In the Matter of:)
)
ELECTRONIC APPLICATION OF ATMOS) Case No. 2024-00276
ENERGY CORPORATION FOR AN)
ADJUSTMENT OF RATES; APPROVAL OF)
TARIFF REVISIONS; AND OTHER)
GENERAL RELIEF)

NOTICE OF INTENT
ON BEHALF OF ATMOS ENERGY CORPORATION

Comes now Atmos Energy Corporation (“Atmos Energy”), by counsel, pursuant to 807 KAR 5:001, Section 16(2), and other applicable law and does hereby give notice of its intent to file, at least thirty days, but not more than sixty days following the date of this Notice of Intent, an application seeking an adjustment of rates using a forecasted test year. Atmos Energy is sending a copy of this Notice of Intent to the Attorney General’s Office of Rate Intervention via email addressed to rateintervention@ag.ky.gov.

This 23rd day of August, 2024.

Respectfully submitted,



L. Allyson Honaker
Brittany Hayes Koenig
Heather S. Temple
Honaker Law Office, PLLC
1795 Alysheba Way, Suite 1203
Lexington, KY 40509
Telephone (859) 368-8803
allyson@hloky.com
brittany@hloky.com
heather@hloky.com

And

John N. Hughes
7106 Frankfort Rd.
Versailles, KY
Telephone: (502) 223-7033
jnhughes@johnnhughespsc.com

Attorneys for Atmos Energy Corporation

From: [Allyson Honaker](#)
To: rateintervention@ag.ky.gov
Cc: john.horne@ky.gov
Subject: Atmos Energy Filing
Date: Friday, August 23, 2024 2:48:26 PM
Attachments: [Notice of Intent to File Rate Case - 230822.pdf](#)
[image001.png](#)

Good afternoon,

Attached is the Notice of Intent that was just filed by Atmos Energy Corporation with the Kentucky Public Service Commission. This is for a general rate case using a forecasted test period.

If you have any questions please let me know.

Thanks,
Allyson



L. Allyson Honaker

Attorney
1795 Alysheba Way, Suite 1203
Lexington, KY 40509
(859)396-3172 -mobile
www.hloky.com

NOTICE: This electronic mail transmission is for the use of the named individual or entity to which it is directed and may contain information that is privileged or confidential. It is not to be transmitted to or received by anyone other than the named addressee (or a person authorized to deliver it to the named addressee). It is not to be copied or forwarded to any unauthorized persons. If you have received this electronic mail transmission in error, delete it from your system without copying or forwarding it, and notify the sender of the error by replying via email or by calling HONAKER LAW OFFICE, PLLC at (859) 396-3172, so that our address record can be corrected.

IRS Circular 230 disclosure: To ensure compliance with requirements imposed by the IRS, we inform you that any tax advice contained in this communication (including any attachments) was not intended or written to be used, and cannot be used, for the purpose of: (i) avoiding penalties under the Internal Revenue Code; or (ii) promoting, marketing or recommending to another party any transaction or matter addressed herein.

COMMONWEALTH OF KENTUCKY

BEFORE THE PUBLIC SERVICE COMMISSION

In the Matter of:)
)
ELECTRONIC APPLICATION OF ATMOS) Case No. 2024-00276
ENERGY CORPORATION FOR AN)
ADJUSTMENT OF RATES; APPROVAL OF)
TARIFF REVISIONS; AND OTHER)
GENERAL RELIEF)

NOTICE OF INTENT
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Comes now Atmos Energy Corporation (“Atmos Energy”), by counsel, pursuant to 807 KAR 5:001, Section 16(2), and other applicable law and does hereby give notice of its intent to file, at least thirty days, but not more than sixty days following the date of this Notice of Intent, an application seeking an adjustment of rates using a forecasted test year. Atmos Energy is sending a copy of this Notice of Intent to the Attorney General’s Office of Rate Intervention via email addressed to rateintervention@ag.ky.gov.

This 23rd day of August, 2024.

Respectfully submitted,



L. Allyson Honaker
Brittany Hayes Koenig
Heather S. Temple
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And

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7106 Frankfort Rd.
Versailles, KY
Telephone: (502) 223-7033
jnhughes@johnnhughespsc.com

Attorneys for Atmos Energy Corporation

NOTICE OF ELECTION OF USE OF ELECTRONIC FILING PROCEDURES

(Complete All Shaded Areas and Check Applicable Boxes)

In accordance with 807 KAR 5:001, Section 8, Atmos Energy Corporation gives notice of its intent to file an application for a general rate case using a future test year with the Public Service Commission no later than September 30, 2024 and to use the electronic filing procedures set forth in that regulation.

Atmos Energy Corporation further states that:

- | | Yes | No |
|--|-------------------------------------|-------------------------------------|
| 1. It requests that the Public Service Commission assign a case number to the intended application and advise it of that number as soon as possible; | <input checked="" type="checkbox"/> | <input type="checkbox"/> |
| 2. It or its authorized representatives have registered with the Public Service Commission and are authorized to make electronic filings with the Public Service Commission; | <input checked="" type="checkbox"/> | <input type="checkbox"/> |
| 3. Neither it nor its authorized representatives have registered with the Public Service Commission for authorization to make electronic filings but will do so no later than seven days before the date of its filing of its application for rate adjustment; | <input type="checkbox"/> | <input checked="" type="checkbox"/> |
| 4. Pursuant to KRS 278.380, it waives any right to service of Public Service Commission orders by mail for purposes of this proceeding only; | <input checked="" type="checkbox"/> | <input type="checkbox"/> |
| 5. It or its authorized agents possess the facilities to receive electronic transmissions; | <input checked="" type="checkbox"/> | <input type="checkbox"/> |
| 6. The following persons are authorized to make filings on its behalf and to receive electronic service of Public Service Commission orders and any pleadings filed by any party or the Public Service Commission Staff: | | |

Name	Electronic Mailing Address
John Hughes	jnhughes@johnnhughespsc.com
Allyson Honaker, Brittany Hayes Koenig, Heather Temple	allyson@hloky.com, brittany@hloky.com, heather@hloky.com
Eric Wilen	regulatory.support@atmosenergy.com

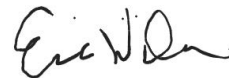
7. It and its authorized representatives listed above have read and understand the procedures for electronic filing set forth in 807 KAR 5:001 and will fully comply with those procedures unless the Public Service Commission directs otherwise. ☒ ☐

RECEIVED

AUG 22 2024

PUBLIC SERVICE
COMMISSION

Signed



Name: Eric Wilen
Title: Project Manager - Rates & Regulatory Affairs
Address: Atmos Energy Corp., 5420 LBJ Freeway,
Suite 1629, Dallas, TX 75420
Telephone Number: 214-206-2862

Case No. 2024-00276
Atmos Energy Corporation, Kentucky Division
MFR FR 16(6)(a)
Page 1 of 1

REQUEST:

Section 16. Applications for General Adjustments of Existing Rates.

- (6) All applications requesting a general adjustment in rates supported by a fully forecasted test period shall comply with the requirements established in this subsection.
 - (a) The financial data for the forecasted period shall be presented in the form of pro forma adjustments to the base period.

RESPONSE:

Please see the Company's response to FR 16(8)(d).

Respondents: Thomas Troup and Greg Waller

Case No. 2024-00276
Atmos Energy Corporation, Kentucky Division
MFR FR 16(6)(b)
Page 1 of 1

REQUEST:

Section 16. Applications for General Adjustments of Existing Rates.

- (6) All applications requesting a general adjustment in rates supported by a fully forecasted test period shall comply with the requirements established in this subsection.
 - (b) Forecasted adjustments shall be limited to the twelve (12) months immediately following the suspension period.

RESPONSE:

The filing satisfies this requirement. Also, please see the Company's responses to FR 16(6)(d) and 16(6)(e).

Respondents: Thomas Troup and Greg Waller

REQUEST:

Section 16. Applications for General Adjustments of Existing Rates.

- (6) All applications requesting a general adjustment in rates supported by a fully forecasted test period shall comply with the requirements established in this subsection.
 - (c) Capitalization and net investment rate base shall be based on a thirteen (13) month average for the forecasted period.

RESPONSE:

The capitalization and net investment rate base are based on a thirteen (13) month average for the forecasted period.

Respondents: Joe Christian and Greg Waller

REQUEST:

Section 16. Applications for General Adjustments of Existing Rates.

- (6) All applications requesting a general adjustment in rates supported by a fully forecasted test period shall comply with the requirements established in this subsection.
 - (d) After an application based on a forecasted test period is filed, there shall be no revisions to the forecast, except for the correction of mathematical errors, unless the revisions reflect statutory or regulatory enactments that could not, with reasonable diligence, have been included in the forecast on the date it was filed. There shall be no revisions filed within thirty (30) days of a scheduled hearing on the rate application.

RESPONSE:

The Company will comply with this requirement.

Respondent: Brannon Taylor

REQUEST:

Section 16. Applications for General Adjustments of Existing Rates.

- (6) All applications requesting a general adjustment in rates supported by a fully forecasted test period shall comply with the requirements established in this subsection.
 - (e) The commission may require the utility to prepare an alternative forecast based on a reasonable number of changes in the variables, assumptions, and other factors used as the basis for the utility's forecast.

RESPONSE:

The Company will comply with this requirement.

Respondent: Brannon Taylor

Case No. 2024-00276
Atmos Energy Corporation, Kentucky Division
MFR FR 16(6)(f)
Page 1 of 1

REQUEST:

Section 16. Applications for General Adjustments of Existing Rates.

- (6) All applications requesting a general adjustment in rates supported by a fully forecasted test period shall comply with the requirements established in this subsection.
 - (f) The utility shall provide a reconciliation of the rate base and capital used to determine its revenue requirements.

RESPONSE:

Please see attachment FR_16(6)(f)_Att1.

ATTACHMENT:

FR_16(6)(f)_Att1 - Reconciliation.xlsx

Respondent: Greg Waller

Atmos Energy Corporation
FR16(6)(f)
Kentucky
(000)

		Amount	Percent of Total	Cost Rate	Weighted Cost
1	Consoilidated Capital Structure				
2					
3					
4	SHORT-TERM DEBT	\$ 37,867	0.19%	17.14%	0.03%
5	LONG-TERM DEBT	\$ 7,790,898	38.93%	4.11%	1.60%
6	PREFERRED STOCK	\$ -	0.00%	0.00%	0.00%
7	COMMON EQUITY	\$ 12,183,077	60.88%	10.95%	6.67%
8					
9	Total Capital	\$ 20,011,842	100.00%		8.30%

		Amount	Percent of Total	Cost Rate	Weighted Cost
10					
11					
12	Kentucky Capitalization				
13					
14					
15	SHORT-TERM DEBT	\$ 1,189	0.19%	17.14%	0.03%
16	LONG-TERM DEBT	\$ 244,580	38.93%	4.11%	1.60%
17	PREFERRED STOCK	\$ -	0.00%	0.00%	0.00%
18	COMMON EQUITY	\$ 382,464	60.88%	10.95%	6.67%
19					
20	Total Capital	\$ 628,233	100.00%		8.30%

21		
22		
23		Rate Base
24		Test Period
25		
26	Plant in Service	950,799
27	Construction Work in Progress	-
28	Accumulated Depreciation	(216,905)
29	Net Property Plant and Equipment	733,894
30		
31	Cash Working Capital Allowance	(2,200)
32	Other Working Capital	9,718
33	Customer Advances	(736)
34	Regulatory Assets and Liabilities	(3,721)
35	Deferred Income Taxes	(108,722)
36		
37	Rate Base	628,233

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:
- (b) The utility's most recent capital construction budget containing at a minimum a three (3) year forecast of construction expenditures;

RESPONSE:

See attachment FR_16(7)(b)_Att1 for Atmos Energy Kentucky's capital budget for Fiscal Years 2026, 2027 and 2028. Also, see Exhibit TRA-6 to the Direct Testimony of T. Ryan Austin for the Company's Fiscal Year 2025 non-PRP capital budget, and attachment FR_16(7)(b)_Att2 for the Company's Fiscal Year 2025 PRP capital budget as filed and pending in Case No. 2024-00226.

ATTACHMENTS:

FR_16(7)(b)_Att1 - Capital Budget.xlsx
FR_16(7)(b)_Att2 - FY25 PRP

Respondent: Ryan Austin

Atmos Energy Corporation, KY
Capital Budget Forecast

Line #	Acct #	Fiscal Year 2026	Fiscal Year 2027	Fiscal Year 2028
1	35400-Compressor Station Equipment	-	112,327	115,291
2	35200-Wells	4,908,008	-	-
3	37402-Land Rights	-	1,860	1,909
4	37600-Mains - Cathodic Protection	-	561,411	576,226
5	37601-Mains - Steel	10,037,318	4,035,285	4,141,770
6	37602-Mains - Plastic	27,210,539	33,470,791	34,354,041
7	37603-Mains - Anodes	464,482	200,900	206,201
8	37604-Mains - Leak Clamps	-	18,706	19,199
9	37800-Meas. & Reg. Sta. Eq-General	203,769	427,385	438,663
10	37900-Meas. & Reg. - City Gate	1,923,126	854	877
11	38000-Services	23,597,045	28,297,053	29,043,776
12	38100-Meters	3,957,043	5,486,907	5,631,700
13	38200-Meter Installations	806,312	2,579,854	2,647,933
14	38300-House Regulators	-	1,690,002	1,734,599
15	38400-House Reg. Installations	-	81,831	83,991
16	38500-Ind. Meas. & Reg. Sta. Equip	844,025	565,356	580,275
17	39000-Structures & Improvements	573,850	324,699	333,267
18	39100-Office Furniture & Equipment	-	53,653	55,069
19	39400-Tools, Shop, & Garage Equip.	814,055	1,066,224	1,094,360
20	39800-Miscellaneous Equipment	239,428	793,904	814,854
21	Total Atmos Energy Corporation, KY	\$ 75,579,000	\$ 79,769,000	\$ 81,874,000
22	<i>Exclusive of AFUDC</i>	\$ 74,339,740	\$ 78,520,680	\$ 80,623,900
23				
24				
25	By Category	Fiscal Year 2026	Fiscal Year 2027	Fiscal Year 2028
26	Equipment	1,259,519	1,284,464	1,309,774
27	Growth	7,605,508	7,345,509	7,656,793
28	Information Technology	148,433	151,373	154,355
29	Pipeline Integrity	38,636,718	40,641,705	42,642,550
30	Structures	229,921	234,475	239,095
31	System Improvements	4,440,657	2,039,559	647,572
32	System Integrity	23,258,245	28,071,916	29,223,860
33	Total Atmos Energy Corporation, KY	\$ 75,579,000	\$ 79,769,000	\$ 81,874,000
34	<i>Exclusive of AFUDC</i>	\$ 74,339,740	\$ 78,520,680	\$ 80,623,900
35				
36	<i>FR 16(7)(b)&(g)</i>			

ATMOS ENERGY CORPORATION
KENTUCKY PIPE REPLACEMENT PROGRAM
SURCHARGE CALCULATION OF FORCASTED ACTIVITY

2025 PROJECT DETAILS

Projects	Project Description	No. of services	Installation			Cost of Removal			Retirements		
			Main	Services	Meters	Main	Services	Meters	Main	Services	Meters
PRP.2634.Park Ave	Replace, 117' of 4" Fusion Bond Epoxy, 1,849' of 4" Bare Stl., 78' of 2" Unknown coating, 167' of 2" Mill Wrap, 109' of 4" Epoxy, 490' of 4" Mill Wrap, with 247' of 2" and 2,563' of 4" HDPE.	32	454,186			\$23,905					
	Contractor			112,328			5,912				
	Material			20,864	5,625						
	Overhead			29,942	1,264			1,329			
PRP.2636.Buckner St	Replace 1,248' of 2" Painted, 30' of 2" Epoxy, 103' of 4" unknown coating, 1,218' of 2" Mill Wrap, 40' of 4" Fusion Bond Epoxy, 395' of 4" Epoxy, 461' of 2" Unknown coating, 371' of 4" Mill Wrap, 904' of 4" Bare, 1,182' of 4" Painted, with 2,958' of 2" and 2,994' of 4" HDPE.	92	695,000			\$36,579					
	Contractor			322,943			16,997				
	Material			59,984	16,172						
	Overhead			86,082	3,635			3,821			
PRP.2634.Noel Ave	Replace 492' of 4" Bare Stl., 505' of 2" Painted Stl., 283' of 3" Bare Steel, 55' of 1.25" Epoxy, 6' of 2" PE, 78' of 4" Epoxy, 2,169' of 2" Bare Stl., 419' of Fusion Bond Epoxy, 209' of Painted, 244' of 2" Unknown coating, 12' of 3" Epoxy, 15' of 4" PE, 5' of 3/4" PE, 475' of 2" Mill Wrap, 181' of 2" Epoxy, with 3,061' of 2", and 2,088' of 4" HDPE.	53	591,319			\$31,122					
	Contractor			186,043			9,792				
	Material			34,556	9,316						
	Overhead			49,591	2,094			2,201			
PRP.2636.Mill St Utica	Replace 1,915' of bare 2" Steel with 3,463' of 2" HDPE.	10	375,139			\$19,744					
	Contractor			35,103			1,848				
	Material			6,520	1,758						
	Overhead			9,357	395			415			
PRP.2636.Greene St	Replace 382' of 3" Painted Stl., 8' of 4" Painted, 48' of 2" Bare Steel, 818' of 2" Mill Wrap, 136' of 2" Painted Stl., with 1,1,92' of 2" and 8' of 4" HDPE.	8	263,704			\$13,879					
	Contractor			28,082			1,478				
	Material			5,216	1,406						
	Overhead			7,485	316			332			
PRP.Every Brothers Blvd	Replace 602' of 2" Mill Wrap Bare Joint, with 602' of 2" HDPE	4	109,721			\$5,775					
	Contractor			14,041			739				
	Material			2,608	703						
	Overhead			3,743	158			166			
PRP.2635.E Keigan St	Replace 5,570' of 2" Mill Wrap Bare Joint, 1,044' of 4" Mill Wrap Bare Joint, 201' of 2" Steel unknown coating, 76' of 2" Painted with 7311' of 2" HDPE.	95	748,764			\$39,409					
	Contractor			333,474			17,551				
	Material			61,940	16,699						
	Overhead			88,889	3,754			3,946			
PRP.2635.E Hall St	Replace 2' of 2" PE, 3,849' of 4" Mill Wrap Bare Joint, 212' of 2" Fusion Bond Epoxy, 2,182' of 2" Mill Wrap Bare Joint with 2,394' of 2" and 3,849' of 4" HDPE.	70	610,983			\$32,157					
	Contractor			245,718			12,933				
	Material			45,640	12,305						
	Overhead			65,497	2,766			2,907			
PRP.2635.W Keigan St	Replace 750' of 4" Mill Wrap Bare Joint, 113' of 4" PE, 1,201' of 2" Mill Wrap, 133' of 2" Mill Wrap, 2" Steel unknown Coating 2,256' of 2" Mill Wrap Bare Joint, 199' of 2" Steel unknown coating with 4,444' of 2" and 208' of 4" HDPE.	45	554,372			\$29,177					
	Contractor			157,961			8,314				
	Material			29,340	7,910						
	Overhead			42,105	1,778			1,869			
PRP.2635.W Hall St	Replace 750' of 4" Mill Wrap, 105' of 1.25" steel unknown coating, 5' of .75" Fusion Bond Epoxy, 5' of 4" PE, 4,991' of 2" Mill Wrap Bare joint, 318' of 1" Mill Wrap, 2' of 4" Mill Wrap Bare Joint, 200' of 2" Fusion Bond Epoxy, 111' of 2" PE, 2' of .75" PE with 6,225' of 2" HDPE	45	656,287			\$34,541					
	Contractor			157,961			8,314				
	Material			29,340	7,910						
	Overhead			42,105	1,778			1,869			

ATMOS ENERGY CORPORATION
KENTUCKY PIPE REPLACEMENT PROGRAM
SURCHARGE CALCULATION OF FORCASTED ACTIVITY

2025 PROJECT DETAILS

Projects	Project Description	No. of services	Installation			Cost of Removal			Retirements		
			Main	Services	Meters	Main	Services	Meters	Main	Services	Meters
PRP.2637.Goodman Dr	Replace 2,661' of 2" Mill Wrap Bare Joint, 60' of 2" PE, 6' of 2" Steel unknown coating, 503' of 2" Mill Wrapp, 988' of 1.25" Mill Wrap, 108' of 1.25" Steel unknown coating with 4,337' of 2" HDPE.	150	526,099			\$27,689					
	Contractor			526,538			27,713				
	Material			97,800	26,367						
	Overhead			140,351	5,927		6,230				
PRP.2637.Brown St	Replace 644' of 4" Mill Wrap, 111' of 2" Epoxy, 692' of 4" Bare Steel, 798' of 2" Mill Wrap, 3680' of 4" Mill Wrap Bare Joint with 909' of 2" and 4,016' of 4" HDPE.	42	601,442			\$31,655					
	Contractor			147,431			7,760				
	Material			27,384	7,383						
	Overhead			39,298	1,660		1,744				
PRP.2637.Minnich Ave	Replace 388' of 2" Fusion Bond Epoxy, 1,984' of 4" Mill Wrap Bare Joint, 3' of 6" Epoxy, 3036' of 6" Mill Wrap bare Joint, 31' of 4" Epoxy, 13' of 2" PE, 483' of 1" Mill Wrap, 372' of 2" Bare Steel, 410' of 1.25 PE with 2,604' of 2" , 1,116' of 4" and 3,035' of 6" HDPE.	67	969,992			\$51,052					
	Contractor			235,187			12,378				
	Material			43,684	11,777						
	Overhead			62,690	2,648		2,783				
PRP.2637.Maple Ave	Replace 3,199' of 2" Mill Wrap Bare Joint, 236' of 2" PE, 421' of 2" Fusion Bond Epoxy, 101' of 2" Bare Steel, with 3,957' of 2" HDPE	44	678,597			\$35,716					
	Contractor			154,451			8,129				
	Material			28,688	7,734						
	Overhead			41,170	1,739		1,827				
PRP.2637.Old Mayfield Rd	Replace 3199' of 2" Mill Wrap Bare Joint, 235' 421' 2" Fusion Bond Epoxy, 101' 2" Bare Steel, with 3,957' of 2" HDPE	44	416,121			\$21,901					
	Contractor			154,451			8,129				
	Material			28,688	7,734						
	Overhead			41,170	1,739		1,827				
PRP.2734.Bluegrass Farms	Replace 1,173' of 2" Bare Steel with 1,149' of 2" HDPE	1	192,181			\$10,115					
	Contractor			3,510			185				
	Material			652	176						
	Overhead			936	40		42				
PRP.2734.Bristow Rd	Replace 277' of 1.25" Bare Stl., 58' of 2" Bare Stl., 438' of 4" Bare Stl., with 335' of 2" and 438' of 4" HDPE.	13	197,686			\$10,405					
	Contractor			45,633			2,402				
	Material			8,476	2,285						
	Overhead			12,164	514		540				
PRP.2734.S Spring St	Replace 24' of 3" Bare Stl., 13' of 1.25" Bare Stl., 72' of 2" Bare Stl., with 522' of 2" HDPE	6	208,094			\$10,952					
	Contractor			21,062			1,109				
	Material			3,912	1,055						
	Overhead			5,614	237		249				
PRP.2734.US 68 Main St	Replace 310' of 2" Mill Wrap, 61' of 2" Bare Steel, 175' of 2" PE with 450' of 2" HDPE (Will be a creek crossing rock bore involved)	3	175,438			\$9,234					
	Contractor			10,531			554				
	Material			1,956	527						
	Overhead			2,807	119		125				
PRP.2738.Sheridan Dr	Replace 86' of 2" Mill Wrap, 255' of 2" Mill Wrap Bare Joint, 193' of 2" Steel unknown coating, 27' of 2" Epoxy, 1,054' of 3" Mill Wrap bare Joint, 25' of 4" Mill Wrap Bare Joint, 259' of 2" Painted, 344' of 2" Fusion Bond Epoxy, 11' of 2" Bare Steel, with 1,254' of 2" and 1,054' of 4" HDPE.	55	393,721			\$20,722					
	Contractor			193,064			10,161				
	Material			35,860	9,668						
	Overhead			51,462	2,173		2,284				
PRP.2738.Mayes Ave	Replace 507' of 4" Painted pipe, 419' of 2" Mill Wrap Bare Joint, 224' of 2" Hot Tar, 530' of 2" Epoxy, 1,543' of 2" Painted, 231' of 2" Mill Wrap, 472' of 4" Mill Wrap, 171' of 2" Bare Steel, with 2,218' of 2" and 1,879' of 6" HDPE.	62	702,123			\$36,954					
	Contractor			217,636			11,455				
	Material			40,424	10,898						
	Overhead			58,012	2,450		2,575				
PRP.2738.Hood Ave	Replace 625' of 2" Mill Wrap, 8' of 2" PE, 872' of 6" Fusion Bond Epoxy, 119' of 6" Bare Stl., 77' of 2" Fusion Bond Epoxy, 4' of 2" Painted, 31' of 2" Epoxy, 436' of 2" Bare Stl., with 2,175' of 2" HDPE.	45	337,185			\$17,747					
	Contractor			157,961			8,314				
	Material			29,340	7,910						
	Overhead			42,105	1,778		1,869				
PRP.2737.Lancaster - Stanford	Replace 36,050' of 4" Painted Steel Main with 31,400' of 8" Fusion Bond Epoxy, 3900' of 8" and 750' of 2" HDPE. Also replace and relocate the Stanford KY Town Border Station.	30	10,143,357			\$533,861					
	Contractor			105,308			5,543				
	Material			19,560	5,273						
	Overhead			28,070	1,185		1,246				
PRP.2737.Rosemont Ave	Replace 723' of 3" Bare Stl., 813' of 2" Bare Stl., 54' of 2" Epoxy, 2036' of 4" Mill Wrap Bare Joint, 423' of 4" Bare Stl., 1,236' of 2" Adyl A with 2,407' of 2" and 2,388' of 4" HDPE.	95	699,350			\$36,808					
	Contractor			333,474			17,551				
	Material			61,940	16,699						
	Overhead			88,889	3,754		3,946				

ATMOS ENERGY CORPORATION
KENTUCKY PIPE REPLACEMENT PROGRAM
SURCHARGE CALCULATION OF FORCASTED ACTIVITY

2025 PROJECT DETAILS

Projects		Project Description	No. of services	Installation			Cost of Removal			Retirements		
				Main	Services	Meters	Main	Services	Meters	Main	Services	Meters
PRP.2737.Dogwood Dr	Replace 26' of 4" Mill Wrap, 679' of 2" Mill Wrap, 465' of 4" Mill Wrap Bare Joint, 926' of 2" Fusion Bond Epoxy, 168' of 1.25" Stl. Unknown coating, 1,020' of 3" Mill Wrap Bare Joint, 1,692' of 2" Mill Wrap Bare Joint, 32' of 2" Stl. Unknown coating with 4,547' of 2" and 460' of 4" HDPE.		70	583,268				\$30,698				
	Contractor				245,718			12,933				
	Material				45,640	12,305						
	Overhead				65,497	2,766		2,907				
PRP.2736.Elkton Replacement	Elkton 10" Replacement, land, easement, and survey only, construction to begin in FY26 or FY27		-	4,114,434				\$216,549				
	Contractor				-		-					
	Material				-	-		-				
	Overhead				-	-		-				
PRP.2737.Ohara Dr	Replace 761' of 2" Bare Stl., 688' of 2" Mill Wrap, 11' of 2" HDPE, 105' of 2" unknown coating, 1,583' of 4" Bare Stl., with 1,927' of 2" and 1,223' of 4" HDPE		43	457,907				\$24,100				
	Contractor				150,941			7,944				
	Material				28,036	7,559						
	Overhead				40,234	1,699		1,786				
Total specific budgeted projects & bare steel functional				26,456,470	6,239,859	263,522	1,392,446	276,969				
Non specific bare steel functional				38,903	(22,381)	(945)	2,048	(993)				
Total budgeted 2025 projects				26,495,373	6,217,478	262,576	1,394,493	275,976	1,486,321	1,777,795	98,052	

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:
 - (c) A complete description, which may be filed in written testimony form, of all factors used in preparing the utility's forecast period. All econometric models, variables, assumptions, escalation factors, contingency provisions, and changes in activity levels shall be quantified, explained, and properly supported;

RESPONSE:

Please see the Direct Testimony of Ryan Austin, Thomas Troup, and Greg Waller

Respondents: Ryan Austin, Joe Christian, Thomas Troup, and Greg Waller

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:
- (d) The utility's annual and monthly budget for the twelve (12) months preceding the filing date, the base period, and forecasted period;

RESPONSE:

Please see the Company's responses to FR 16(7)(n) and FR 16(8)(c). Please also see Attachment 1.

ATTACHMENT:

FR_16(7)(d)_Att1 - Jul'22 -Jun'24 Monthly Capex and O&M.xlsx

Respondent: Greg Waller

Atmos Energy Corporation
Capital Expenditures Report
For the Month Ended June, 2024
Capital

	Fiscal 2022 July	Budget 2022 July	Fiscal 2022 YTD July	Budget 2022 Total Year	Fiscal 2022 August	Budget 2022 August	Fiscal 2022 YTD August	Budget 2022 Total Year	Fiscal 2022 September	Budget 2022 September	Fiscal 2022 YTD September	Budget 2022 Total Year	Fiscal 2023 October	Budget 2023 October	Fiscal 2023 YTD October	Budget 2023 Total Year
Kentucky Division - 009DIV	\$ 6,122,990	\$ 5,339,140	\$ 56,302,766	\$ 63,088,619	\$ 2,175,660	\$ 4,847,829	\$ 58,478,426	\$ 63,088,619	\$ 6,405,248	\$ 5,079,925	\$ 64,883,674	\$ (1,325,323)	\$ 6,456,782	\$ 6,355,914	\$ 6,456,782	\$ 62,921,462
Dallas Atmos Rate Division - 002DIV	\$ 2,286,911	\$ 4,813,257	\$ 23,950,810	\$ 63,461,036	\$ 850,139	\$ 3,940,937	\$ 24,800,949	\$ 63,461,036	\$ 3,711,392	\$ 4,016,355	\$ 28,512,340	\$ 304,964	\$ 3,320,477	\$ 4,946,009	\$ 3,320,477	\$ 89,280,055
Call Center Division - 012DIV	\$ 68,055	\$ 84,995	\$ 3,864,367	\$ 4,007,145	\$ 218,529	\$ 84,217	\$ 4,082,896	\$ 4,007,145	\$ 337,634	\$ 81,067	\$ 4,420,530	\$ (256,567)	\$ 17,808	\$ 266,777	\$ 17,808	\$ 3,118,970
Mid-States General Office Div - 091DIV	\$ (168,342)	\$ -	\$ 150,270	\$ -	\$ (599,785)	\$ -	\$ (449,515)	\$ -	\$ 315,765	\$ (0)	\$ (133,750)	\$ (315,765)	\$ 390,774	\$ (0)	\$ 390,774	\$ (0)

Atmos Energy Corporation
Capital Expenditures Report
For the Month Ended June, 2024
Capital

	Fiscal 2023 November	Budget 2023 November	Fiscal 2023 YTD November	Budget 2023 Total Year	Fiscal 2023 December	Budget 2023 December	Fiscal 2023 YTD December	Budget 2023 Total Year	Fiscal 2023 January	Budget 2023 January	Fiscal 2023 YTD January	Budget 2023 Total Year	Fiscal 2023 February	Budget 2023 February	Fiscal 2023 YTD February	Budget 2023 Total Year
Kentucky Division - 009DIV	\$ 5,003,000	\$ 3,623,630	\$ 11,459,782	\$ 62,921,462	\$ 4,117,515	\$ 5,394,930	\$ 15,577,297	\$ 62,921,462	\$ 5,093,314	\$ 4,615,321	\$ 20,670,611	\$ 62,921,462	\$ 4,968,101	\$ 5,659,942	\$ 25,638,712	\$ 62,921,462
Dallas Atmos Rate Division - 002DIV	\$ 1,848,682	\$ 6,895,189	\$ 5,169,159	\$ 89,280,055	\$ 7,727,669	\$ 11,178,235	\$ 12,896,828	\$ 89,280,055	\$ 3,080,451	\$ 7,762,652	\$ 15,977,279	\$ 89,280,055	\$ 2,706,097	\$ 8,430,772	\$ 18,683,376	\$ 89,280,055
Call Center Division - 012DIV	\$ 183,303	\$ 269,824	\$ 201,112	\$ 3,118,970	\$ 278,121	\$ 293,753	\$ 479,232	\$ 3,118,970	\$ 274,680	\$ 342,597	\$ 753,912	\$ 3,118,970	\$ 225,931	\$ 293,842	\$ 979,843	\$ 3,118,970
Mid-States General Office Div - 091DIV	\$ 57,552	\$ 0	\$ 448,326	\$ (0)	\$ 510,140	\$ 0	\$ 958,466	\$ (0)	\$ 72,655	\$ 0	\$ 1,031,121	\$ (0)	\$ (30,584)	\$ 0	\$ 1,000,537	\$ (0)

Atmos Energy Corporation
Capital Expenditures Report
For the Month Ended June, 2024
Capital

	Fiscal 2023 March	Budget 2023 March	Fiscal 2023 YTD March	Budget 2023 Total Year	Fiscal 2023 April	Budget 2023 April	Fiscal 2023 YTD April	Budget 2023 Total Year	Fiscal 2023 May	Budget 2023 May	Fiscal 2023 YTD May	Budget 2023 Total Year	Fiscal 2023 June	Budget 2023 June	Fiscal 2023 YTD June	Budget 2023 Total Year
Kentucky Division - 009DIV	\$5,205,983	\$ 5,369,295	\$ 30,844,695	\$ 62,921,462	\$ 5,232,367	\$ 5,104,260	\$ 36,077,062	\$ 62,921,462	\$ 4,969,372	\$ 5,225,198	\$ 41,046,434	\$ 62,921,462	\$ 6,219,324	\$ 6,197,127	\$ 47,265,758	\$ 62,921,462
Dallas Atmos Rate Division - 002DIV	\$2,778,091	\$ 9,406,480	\$ 21,461,467	\$ 89,280,055	\$ (861,625)	\$ 10,667,008	\$ 20,599,842	\$ 89,280,055	\$ (16,054)	\$ 7,331,926	\$ 20,583,788	\$ 89,280,055	\$ 4,684,566	\$ 5,911,173	\$ 25,268,354	\$ 89,280,055
Call Center Division - 012DIV	\$ 476,067	\$ 313,742	\$ 1,455,910	\$ 3,118,970	\$ 185,330	\$ 287,863	\$ 1,641,240	\$ 3,118,970	\$ 730,014	\$ 299,481	\$ 2,371,254	\$ 3,118,970	\$ 188,207	\$ 262,345	\$ 2,559,461	\$ 3,118,970
Mid-States General Office Div - 091DIV	\$ (78,590)	\$ (0)	\$ 921,947	\$ (0)	\$ (140,695)	\$ (0)	\$ 781,252	\$ (0)	\$ (76,511)	\$ (0)	\$ 704,741	\$ (0)	\$ 684,734	\$ 0	\$ 1,389,475	\$ (0)

Atmos Energy Corporation
Capital Expenditures Report
For the Month Ended June, 2024
Capital

	Fiscal 2023 July	Budget 2023 July	Fiscal 2023 YTD July	Budget 2023 Total Year	Fiscal 2023 August	Budget 2023 August	Fiscal 2023 YTD August	Budget 2023 Total Year	Fiscal 2023 September	Budget 2023 September	Fiscal 2023 YTD September	Budget 2023 Total Year	Fiscal 2024 October	Budget 2024 October	Fiscal 2024 YTD October	Budget 2024 Total Year
Kentucky Division - 009DIV	\$ 5,488,311	\$ 4,993,913	\$ 52,754,069	\$ 62,921,462	\$ 6,070,367	\$ 5,436,771	\$ 58,824,436	\$ 62,921,462	\$ 5,133,406	\$ 4,945,162	\$ 63,957,841	\$ 62,921,462	\$ 4,434,032	\$ 4,364,470	\$ 4,434,032	\$ 64,011,376
Dallas Atmos Rate Division - 002DIV	\$ (1,207,140)	\$ 6,073,971	\$ 24,061,214	\$ 89,280,055	\$ 8,197,039	\$ 5,349,894	\$ 32,258,253	\$ 89,280,055	\$ 3,527,660	\$ 5,326,746	\$ 35,785,912	\$ 89,280,055	\$ (1,487,611)	\$ 4,180,584	\$ (1,487,611)	\$ 51,682,416
Call Center Division - 012DIV	\$ 387,907	\$ 160,288	\$ 2,947,368	\$ 3,118,970	\$ 449,457	\$ 159,528	\$ 3,396,824	\$ 3,118,970	\$ 300,140	\$ 168,929	\$ 3,696,964	\$ 3,118,970	\$ 126,771	\$ 171,405	\$ 126,771	\$ 2,326,459
Mid-States General Office Div - 091DIV	\$ (235,325)	\$ 0	\$ 1,154,150	\$ (0)	\$ (132,165)	\$ (0)	\$ 1,021,985	\$ (0)	\$ 284,542	\$ 0	\$ 1,306,527	\$ (0)	\$ 37,469	\$ (0)	\$ 37,469	\$ (0)

Atmos Energy Corporation
Capital Expenditures Report
For the Month Ended June, 2024
Capital

	Fiscal 2024 November	Budget 2024 November	Fiscal 2024 YTD November	Budget 2024 Total Year	Fiscal 2024 December	Budget 2024 December	Fiscal 2024 YTD December	Budget 2024 Total Year	Fiscal 2024 January	Budget 2024 January	Fiscal 2024 YTD January	Budget 2024 Total Year	Fiscal 2024 February	Budget 2024 February	Fiscal 2024 YTD February	Budget 2024 Total Year
Kentucky Division - 009DIV	\$4,590,799	\$ 805,691	\$ 9,024,831	\$64,011,376	\$ 4,758,115	\$ 6,611,722	\$ 13,782,946	\$64,011,376	\$4,562,977	\$ 4,963,486	\$18,345,923	\$64,011,376	\$2,641,140	\$ 6,864,571	\$ 20,987,062	\$64,011,376
Dallas Atmos Rate Division - 002DIV	\$ (83,790)	\$ 4,592,159	\$ (1,571,400)	\$51,682,416	\$10,931,309	\$ 6,069,440	\$ 9,359,908	\$51,682,416	\$2,594,761	\$ 4,073,763	\$11,954,669	\$51,682,416	\$4,077,667	\$ 5,665,098	\$ 16,032,336	\$51,682,416
Call Center Division - 012DIV	\$ 230,409	\$ 170,468	\$ 357,180	\$ 2,326,459	\$ 144,219	\$ 271,338	\$ 501,399	\$ 2,326,459	\$ 197,551	\$ 289,496	\$ 698,949	\$ 2,326,459	\$ 187,778	\$ 287,175	\$ 886,728	\$ 2,326,459
Mid-States General Office Div - 091DIV	\$ 66,181	\$ 0	\$ 103,650	\$ (0)	\$ (33,638)	\$ -	\$ 70,013	\$ (0)	\$ (127,992)	\$ (0)	\$ (57,979)	\$ (0)	\$ (139,190)	\$ 0	\$ (197,169)	\$ (0)

Atmos Energy Corporation
Capital Expenditures Report
For the Month Ended June, 2024
Capital

	Fiscal 2024 March	Budget 2024 March	Fiscal 2024 YTD March	Budget 2024 Total Year	Fiscal 2024 April	Budget 2024 April	Fiscal 2024 YTD April	Budget 2024 Total Year	Fiscal 2024 May	Budget 2024 May	Fiscal 2024 YTD May	Budget 2024 Total Year	Fiscal 2024 June	Budget 2024 June	Fiscal 2024 YTD June	Budget 2024 Total Year
Kentucky Division - 009DIV	\$4,859,984	\$ 5,033,636	\$25,847,047	\$64,011,376	\$5,238,861	\$ 6,387,775	\$31,085,907	\$64,011,376	\$4,860,528	\$ 6,038,805	\$35,946,436	\$64,011,376	\$5,411,596	\$ 5,670,309	\$41,358,032	\$64,011,376
Dallas Atmos Rate Division - 002DIV	\$1,392,620	\$ 3,956,762	\$17,424,956	\$51,682,416	\$1,006,933	\$ 4,169,069	\$18,431,888	\$51,682,416	\$ 626,533	\$ 3,945,819	\$19,058,421	\$51,682,416	\$4,956,487	\$ 3,815,109	\$24,014,908	\$51,682,416
Call Center Division - 012DIV	\$ 256,853	\$ 283,359	\$ 1,143,580	\$ 2,326,459	\$ 143,547	\$ 151,093	\$ 1,287,127	\$ 2,326,459	\$ 281,853	\$ 169,424	\$ 1,568,980	\$ 2,326,459	\$ 32,806	\$ 171,615	\$ 1,601,786	\$ 2,326,459
Mid-States General Office Div - 091DIV	\$ (60,849)	\$ (0)	\$ (258,017)	\$ (0)	\$ (284,399)	\$ (0)	\$ (542,416)	\$ (0)	\$1,027,822	\$ (0)	\$ 485,405	\$ (0)	\$ (769,148)	\$ 0	\$ (283,742)	\$ (0)

Atmos Energy Corporation
O&M
For the Month Ended June, 2024

	Fiscal 2022 July	Budget 2022 July	Fiscal 2022 YTD July	Budget 2022 Total Year	Fiscal 2022 August	Budget 2022 August	Fiscal 2022 YTD August	Budget 2022 Total Year	Fiscal 2022 September	Budget 2022 September	Fiscal 2022 YTD September	Budget 2022 Total Year	Fiscal 2023 October	Budget 2023 October	Fiscal 2023 YTD October	Budget 2023 Total Year	
Division 009																	
Labor	449,338	502,051	4,594,043	6,113,055	469,132	516,769	5,063,175	6,113,055	476,917	513,021	5,540,093	6,113,055	521,861	470,796	521,861	5,786,049	
Benefits	100,498	111,100	1,028,843	1,352,770	104,982	114,357	1,133,825	1,352,770	106,652	113,528	1,240,477	1,352,770	56,255	49,774	56,255	613,924	
Employee Welfare	11,490	5,557	106,682	104,954	11,481	3,662	118,163	104,954	12,091	4,186	130,254	104,954	22,671	20,142	22,671	104,018	
Insurance	16,494	-	161,807	-	15,687	-	177,494	-	17,622	-	195,117	-	16,320	76	16,320	2,589	
Rent, Maint., & Utilities	101,285	99,498	1,022,634	1,161,922	102,351	95,556	1,124,985	1,161,922	102,602	97,329	1,227,587	1,161,922	108,064	111,676	108,064	1,277,764	
Vehicles & Equip	86,046	85,357	767,174	1,026,387	90,616	84,069	857,790	1,026,387	95,625	82,713	953,415	1,026,387	94,239	75,729	94,239	1,014,394	
Materials & Supplies	54,359	63,295	743,802	770,573	72,150	64,890	815,953	770,573	63,214	76,679	770,573	770,573	57,857	67,911	57,857	920,382	
Information Technologies	7,864	1,212	19,720	18,300	853	1,212	20,573	18,300	221	1,213	20,794	18,300	223	2,766	223	33,196	
Telecom	18,216	13,421	178,352	163,414	19,597	13,470	197,949	163,414	17,288	13,669	215,237	163,414	14,022	11,239	14,022	136,250	
Marketing	11,196	7,835	154,842	144,805	(82,805)	18,161	72,036	144,805	10,125	40,582	82,161	144,805	12,662	9,925	12,662	109,460	
Directors & Shareholders &PR	-	-	435	-	-	-	435	-	-	-	435	-	-	-	-	-	
Dues & Membership Fees	10,498	2,956	157,744	86,463	6,498	249	164,242	86,463	29,638	18,500	193,880	86,463	32,451	9,218	32,451	98,829	
Print & Postages	3,603	4,054	40,449	49,457	1,809	4,126	42,318	49,457	4,047	4,048	46,366	49,457	3,692	3,848	3,692	51,103	
Travel & Entertainment	14,910	24,127	107,348	288,599	25,458	28,392	132,806	288,599	35,101	30,867	167,907	288,599	23,070	19,481	23,070	272,429	
Training	1,476	191	13,980	13,497	2,392	191	16,373	13,497	6,142	2,538	22,515	13,497	752	9,816	752	21,503	
Outside Services	667,467	387,719	4,156,395	3,523,245	192,227	312,719	4,708,622	3,523,245	777,855	269,919	5,486,477	3,523,245	128,382	320,798	128,382	3,802,275	
Provision for Bad Debt	27,211	53,283	664,744	847,490	(62,063)	52,881	602,681	847,490	108,367	53,844	711,048	847,490	33,317	61,314	33,317	880,668	
Miscellaneous	(841)	5,524	46,634	76,836	(166,799)	5,524	(120,165)	76,836	10,719	5,524	(109,446)	76,836	14,761	11,871	14,761	(268,104)	
Total O&M Expenses Before Allocations	1,581,111	1,367,182	14,325,627	15,741,767	803,628	1,316,230	15,129,255	15,741,767	1,874,228	1,328,158	17,003,483	15,741,767	1,140,600	1,256,381	1,140,600	14,856,727	
Expense Billings	1,528,674	1,329,688	11,360,268	14,344,902	835,946	1,092,614	12,196,214	14,344,902	1,221,074	1,116,551	13,417,288	14,344,902	1,083,191	1,329,059	1,083,191	16,759,876	
O&M - Total Operation & Maintenance Expense	3,109,785	2,696,870	25,685,895	30,086,670	1,639,574	2,408,844	27,325,469	30,086,670	3,095,302	2,444,709	30,420,771	30,086,670	2,223,791	2,585,439	2,223,791	31,616,603	
Division 002																	
Labor	4,532,851	5,021,802	46,886,683	59,389,341	5,044,653	5,021,802	51,931,336	59,389,341	4,942,966	5,021,802	56,874,302	59,389,341	4,729,967	5,227,545	4,729,967	64,952,364	
Benefits	1,160,527	1,544,405	9,567,947	18,270,883	1,344,898	1,544,405	10,912,845	18,270,883	1,135,542	1,544,400	12,048,386	18,270,883	1,722,056	1,722,056	1,722,056	15,839,249	
Employee Welfare	8,113,457	5,205,711	31,560,246	31,064,253	672,759	758,282	32,232,824	31,064,253	2,302,298	662,340	34,535,122	31,064,253	2,668,769	2,222,994	2,668,769	32,668,398	
Insurance	3,180,830	3,500,408	33,437,908	41,792,965	2,127,856	3,518,782	35,565,764	41,792,965	4,277,215	3,500,408	39,842,978	41,792,965	3,813,420	3,813,420	3,813,420	46,191,947	
Rent, Maint., & Utilities	459,522	575,233	4,672,911	6,634,476	508,950	543,233	5,181,862	6,634,476	677,215	563,037	5,859,077	6,634,476	599,923	546,393	599,923	6,413,428	
Vehicles & Equip	18,071	18,970	148,326	231,137	20,542	18,970	168,868	231,137	(3,049)	19,720	165,819	231,137	8,307	23,865	8,307	247,785	
Materials & Supplies	166,211	122,013	867,742	1,651,998	125,588	125,544	993,330	1,651,998	104,496	124,662	1,097,826	1,651,998	115,028	137,676	115,028	1,623,675	
Information Technologies	2,856,526	3,078,233	24,925,095	36,849,712	3,125,020	3,035,900	28,050,297	36,849,712	2,656,207	3,274,681	30,706,505	36,849,712	2,552,795	3,524,899	2,552,795	40,233,000	
Telecom	247,319	318,992	2,367,372	3,824,342	263,523	317,347	2,630,896	3,824,342	212,189	319,727	2,843,084	3,824,342	284,622	336,505	284,622	4,294,532	
Marketing	30,680	18,507	112,049	247,280	7,308	17,257	119,357	247,280	12,082	17,253	131,439	247,280	7,895	143,857	7,895	1,700,420	
Directors & Shareholders &PR	477,316	236,867	5,310,063	6,304,071	86,813	233,871	5,396,876	6,304,071	258,015	386,771	5,654,890	6,304,071	639,663	217,590	639,663	6,493,484	
Dues & Membership Fees	226,204	31,653	1,179,008	915,691	111,379	30,082	1,290,387	915,691	65,129	247,305	1,355,515	915,691	102,645	87,715	102,645	1,255,697	
Print & Postages	28,457	42,547	349,051	512,908	35,661	42,047	384,712	512,908	30,429	42,118	415,141	512,908	38,614	44,185	38,614	526,192	
Travel & Entertainment	167,361	193,264	453,915	2,184,924	68,302	177,516	2,252,217	2,184,924	194,518	229,779	2,184,924	2,184,924	24,980	185,238	24,980	2,166,054	
Training	77,891	87,081	452,462	1,321,436	74,730	68,195	527,193	1,321,436	79,768	216,958	606,960	1,321,436	68,412	153,982	68,412	2,016,184	
Outside Services	3,110,335	1,406,601	18,452,287	29,634,910	4,121,757	1,362,382	22,574,044	29,634,910	3,165,225	14,253,102	25,739,269	29,634,910	1,024,210	1,691,580	1,024,210	31,958,472	
Provision for Bad Debt	-	-	-	16,192,867	-	-	-	16,192,867	-	-	16,192,867	-	16,192,867	-	1,021,953	-	16,300,000
Miscellaneous	(8,227,603)	(9,038,652)	(80,212,870)	(99,095,908)	(10,348,375)	(7,461,652)	(90,561,245)	(99,095,908)	(7,768,880)	(7,639,884)	(98,330,126)	(99,095,908)	(8,725,564)	(8,431,107)	(8,725,564)	(106,200,648)	
Total O&M Expenses Before Allocations	16,625,955	12,363,634	100,530,193	157,927,286	7,391,366	9,353,908	107,921,560	157,927,286	12,341,364	38,977,044	120,262,924	157,927,286	9,675,741	12,230,650	9,675,741	168,680,235	
Expense Billings	(15,100,884)	(12,403,831)	(103,086,982)	(129,510,533)	(6,567,996)	(9,394,112)	(109,654,977)	(129,510,533)	(10,483,271)	(10,136,219)	(120,138,248)	(129,510,533)	(10,791,838)	(11,475,000)	(10,791,838)	(144,535,974)	
O&M - Total Operation & Maintenance Expense	1,525,071	(40,197)	(2,556,788)	28,416,753	823,371	(40,204)	(1,733,418)	28,416,753	1,858,093	28,840,825	124,676	28,416,753	(1,116,097)	755,650	(1,116,097)	24,144,261	
Division 012																	
Labor	2,454,061	2,883,678	24,274,598	34,684,416	2,683,198	2,883,678	26,957,796	34,684,416	2,658,804	2,883,678	29,616,600	34,684,416	2,566,407	2,808,976	2,566,407	35,310,524	
Benefits	736,218	866,041	7,282,379	10,416,597	804,959	866,041	8,087,339	10,416,597	797,641	866,041	8,884,980	10,416,597	608,752	666,203	608,752	8,374,579	
Employee Welfare	142,903	122,316	548,506	568,883	5,660	15,426	554,166	568,883	31,760	15,514	585,926	568,883	62,778	36,395	62,778	581,941	
Insurance	6,243	-	64,644	-	6,212	-	70,856	-	6,212	-	77,068	-	6,225	-	6,225	-	
Rent, Maint., & Utilities	318,533	166,225	1,939,836	1,993,700	183,965	166,100	2,123,801	1,993,700	233,127	166,100	2,356,928	1,993,700	204,780	173,425	204,780	2,077,700	
Vehicles & Equip	810	1,500	6,649	18,000	593	1,500	7,243	18,000	1,801	1,500	9,044	18,000	553	1,500	553	18,000	
Materials & Supplies	2,436	4,971	35,093	59,650	6,385	4,971	41,477	59,650	24,295	4,969	65,773	59,650	25,288	4,454	25,288	53,450	
Information Technologies	617,045	2,997	4,665,480	53,433	590,678	1,942	5,256,158	53,433	651,405	1,934	5,907,563	53,433	540,708	28,914	540,708	53,433	
Telecom	141,485	18,584	1,328,244	225,973	141,233	17,195	1,469,477	225,973	126,782	16,981	1,596,259	225,973	138,133	105,384	138,133	1,480,359	
Marketing	-	3,625	18,531	42,500	2,059	3,500	20,590	42,500	15,014	3,500	35,604	42,500	2,132	3,625	2,132	46,500	
Directors & Shareholders &PR	88,256	66,000	389,934	341,000	20,671	10,000	410,605	341,000	21,216	9,000	431,821	341,000	49,204	75,000	49,204	380,000	
Dues & Membership Fees	316	175	8,374	1,950	-	200	8,374	1,950	-	125	8,374	1,950	-	375	-	1,950	
Print & Postages	6,205	7,800	56,685	93,600	7,543	7,800	64,228	93,600	5,812	7,794	70,040	93,600	9,114	6,514	9,114	78,100	
Travel & Entertainment	11,593	24,630	53,296	295,600	18,735	24,569	72,031	295,600	45,173	24,591	117,203	295,600	20,853	20,329	20,853	243,950	
Training	3,799	10,741	14,191	61,900	1,238	3,091	15,429	61,900	1,453	2,699	16,881	61,900	2,268	9,341	2,268	59,900	
Outside Services	197,832	125,334	1,750,705	1,100,000	235,405	92,834	1,986,11										

Atmos Energy Corporation
O&M
For the Month Ended June, 2024

	Fiscal 2022 July Fiscal 2022 July	Budget 2022 July Budget 2022 July	Fiscal 2022 YTD July Fiscal 2022 YTD July	Budget 2022 Total Year Budget 2022 Total Year	Fiscal 2022 August Fiscal 2022 August	Budget 2022 August Budget 2022 August	Fiscal 2022 YTD August Fiscal 2022 YTD August	Budget 2022 Total Year Budget 2022 Total Year	Fiscal 2022 September Fiscal 2022 September	Budget 2022 September Budget 2022 September	Fiscal 2022 YTD September Fiscal 2022 YTD September	Budget 2022 Total Year Budget 2022 Total Year	Fiscal 2023 October Fiscal 2023 October	Budget 2023 October Budget 2023 October	Fiscal 2023 YTD October Fiscal 2023 YTD October	Budget 2023 Total Year Budget 2023 Total Year	
Division 091																	
Labor	285,196	187,109	2,543,317	2,219,406	272,073	187,109	2,815,390	2,219,406	277,692	187,109	3,093,082	2,219,406	283,715	195,375	283,715	2,408,537	
Benefits	9,651	55,243	1,551,204	658,337	9,288	55,269	1,560,492	658,337	(35,169)	55,290	1,525,323	658,337	111,613	30,144	111,613	368,402	
Employee Welfare	333,147	243,616	1,483,752	1,310,608	18,295	10,993	1,502,047	1,310,608	196,763	17,700	1,698,810	1,310,608	98,951	83,711	98,951	1,233,402	
Insurance	7,645	35,725	11,074	424,752	226	39,548	11,301	424,752	229	35,754	11,530	424,752	302	32,275	302	415,756	
Rent, Maint., & Utilities	34,053	32,375	222,201	389,664	30,145	32,886	252,345	389,664	33,796	32,604	286,141	389,664	32,712	27,601	32,712	343,831	
Vehicles & Equip	6,528	2,866	68,983	34,782	6,639	2,917	75,622	34,782	8,212	2,812	83,833	34,782	6,807	6,613	6,807	79,465	
Materials & Supplies	2,274	3,248	46,102	38,974	3,955	3,248	50,056	38,974	16,894	3,251	66,951	38,974	4,422	8,495	4,422	106,554	
Information Technologies	41,405	16,247	101,850	140,863	22,107	7,324	123,957	140,863	7,127	9,130	131,083	140,863	14,013	14,112	14,013	169,338	
Telecom	7,509	34,568	162,330	419,804	17,760	35,082	180,091	419,804	14,608	28,113	194,699	419,804	16,402	19,511	16,402	246,234	
Marketing	101,994	26,273	317,078	419,783	34,877	36,599	351,955	419,783	20,089	9,580	372,044	419,783	19,909	12,105	19,909	164,250	
Directors & Shareholders &PR	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
Dues & Membership Fees	-	8,910	9,670	154,927	614	9,974	10,284	154,927	446	9,053	10,730	154,927	95	19,415	95	185,437	
Print & Postages	1,188	1,392	10,203	14,278	1,863	1,092	12,066	14,278	1,479	1,072	13,545	14,278	3,443	1,284	3,443	17,406	
Travel & Entertainment	44,801	31,627	177,283	491,472	28,885	108,000	206,169	491,472	111,712	33,514	317,881	491,472	(11,368)	32,776	(11,368)	527,786	
Training	3,685	8,900	23,516	160,634	4,352	4,025	27,869	160,634	6,796	30,679	34,665	160,634	872	3,776	872	168,916	
Outside Services	227,629	299,672	1,945,435	3,877,141	197,558	291,689	2,142,994	3,877,141	279,558	373,860	2,422,552	3,877,141	201,993	382,265	201,993	4,747,212	
Provision for Bad Debt	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	
Miscellaneous	(6,589)	817	(218,555)	12,900	(58,680)	4,717	(277,235)	12,900	(9,118)	713	(286,353)	12,900	(7,383)	4,250	(7,383)	7,300	
Total O&M Expenses Before Allocations	1,100,116	988,586	8,455,444	10,768,324	589,958	830,470	9,045,402	10,768,324	931,114	830,233	9,976,517	10,768,324	776,499	873,706	776,499	11,189,827	
Expense Billings	(1,100,116)	(1,006,970)	(8,455,444)	(10,986,073)	(589,958)	(848,852)	(9,045,402)	(10,986,073)	(931,114)	(848,614)	(9,976,517)	(10,986,073)	(776,499)	(1,075,434)	(776,499)	(13,665,710)	
O&M - Total Operation & Maintenance Expense	0	(18,385)	0	(217,749)	(0)	(18,382)	0	(217,749)	(0)	(18,382)	0	(217,749)	0	(201,727)	0	(2,475,883)	

Atmos Energy Corporation
O&M
For the Month Ended June, 2024

	Fiscal 2023 November	Budget 2023 November	Fiscal 2023 YTD November	Budget 2023 Total Year	Fiscal 2023 December	Budget 2023 December	Fiscal 2023 YTD December	Budget 2023 Total Year	Fiscal 2023 January	Budget 2023 January	Fiscal 2023 YTD January	Budget 2023 Total Year	Fiscal 2023 February	Budget 2023 February	Fiscal 2023 YTD February	Budget 2023 Total Year
Division 009																
Labor	542,015	506,467	1,063,876	5,786,049	539,325	492,310	1,603,200	5,786,049	520,116	511,366	2,123,316	5,786,049	474,787	447,356	2,598,103	5,786,049
Benefits	58,386	53,271	114,641	613,924	58,119	51,679	172,760	613,924	56,119	54,248	228,879	613,924	51,221	47,904	280,100	613,924
Employee Welfare	18,751	19,294	41,422	104,018	17,258	21,203	58,681	104,018	8,344	3,336	67,024	104,018	8,117	3,162	75,142	104,018
Insurance	17,288	-	33,608	2,589	15,937	-	49,545	2,589	17,162	-	66,707	2,589	16,376	535	83,083	2,589
Rent, Maint., & Utilities	106,382	106,183	214,446	1,277,764	134,341	105,403	348,787	1,277,764	110,681	109,729	459,468	1,277,764	96,676	104,769	556,143	1,277,764
Vehicles & Equip	68,452	80,574	162,691	1,014,394	91,052	77,761	253,743	1,014,394	68,343	82,416	322,086	1,014,394	120,321	89,246	442,407	1,014,394
Materials & Supplies	78,096	77,774	135,953	920,382	61,391	78,674	197,344	920,382	72,843	77,506	270,187	920,382	67,061	75,925	337,248	920,382
Information Technologies	411	2,766	634	33,196	1,094	2,766	1,728	33,196	297	2,766	2,025	33,196	6,766	2,766	8,790	33,196
Telecom	17,105	11,261	31,127	136,250	17,194	11,255	48,321	136,250	22,295	11,355	70,616	136,250	18,854	11,263	89,469	136,250
Marketing	21,916	9,357	34,578	109,460	15,654	3,947	50,232	109,460	7,860	11,069	58,092	109,460	12,083	12,560	70,175	109,460
Directors & Shareholders &PR	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Dues & Membership Fees	5,572	9,334	38,022	98,829	8,053	2,312	46,075	98,829	17,944	16,964	64,019	98,829	(1,124)	9,457	62,895	98,829
Print & Postages	4,183	4,000	7,875	51,103	4,507	4,986	12,382	51,103	3,190	3,899	15,572	51,103	1,426	4,041	16,998	51,103
Travel & Entertainment	38,226	19,697	61,296	272,429	18,011	19,268	79,307	272,429	17,179	20,081	96,486	272,429	26,572	21,290	123,058	272,429
Training	479	762	1,231	21,503	907	762	2,137	21,503	9,139	762	11,276	21,503	19,325	762	30,601	21,503
Outside Services	602,587	328,798	730,969	3,802,275	329,108	298,260	1,060,077	3,802,275	324,852	234,298	1,384,929	3,802,275	511,469	231,798	1,896,398	3,802,275
Provision for Bad Debt	56,104	77,517	89,422	880,668	168,691	99,675	258,112	880,668	131,957	109,342	390,069	880,668	189,036	99,845	579,105	880,668
Miscellaneous	11,410	(90,893)	26,171	(268,104)	10,851	11,871	37,022	(268,104)	9,859	11,871	46,881	(268,104)	11,864	(90,888)	58,746	(268,104)
Total O&M Expenses Before Allocations	1,647,361	1,216,163	2,787,961	14,856,727	1,491,492	1,282,133	4,279,454	14,856,727	1,398,179	1,261,009	5,677,633	14,856,727	1,630,828	1,071,790	7,308,466	14,856,727
Expense Billings	1,057,389	1,363,650	2,140,579	16,759,876	1,045,023	1,420,652	3,185,602	16,759,876	1,160,616	1,409,695	4,346,218	16,759,876	945,818	1,322,159	5,292,037	16,759,876
O&M - Total Operation & Maintenance Expense	2,704,750	2,579,813	4,928,540	31,616,603	2,536,516	2,702,785	7,465,056	31,616,603	2,558,795	2,670,703	10,023,851	31,616,603	2,576,646	2,393,949	12,600,497	31,616,603
Division 002																
Labor	4,999,453	5,487,755	9,729,420	64,952,364	5,346,672	5,541,220	15,076,092	64,952,364	5,108,757	5,498,881	20,184,849	64,952,364	4,399,348	4,988,680	24,584,198	64,952,364
Benefits	1,191,695	1,337,822	2,913,750	15,839,249	1,051,825	1,350,280	3,965,576	15,839,249	1,304,206	1,340,461	5,269,782	15,839,249	955,534	1,219,586	6,225,316	15,839,249
Employee Welfare	2,638,791	2,602,182	5,307,560	32,668,398	2,501,362	2,687,576	7,808,922	32,668,398	2,698,495	2,742,506	10,507,417	32,668,398	2,165,752	2,640,291	12,673,169	32,668,398
Insurance	3,790,328	3,844,924	7,603,748	46,191,947	3,805,220	3,844,924	11,408,968	46,191,947	3,830,250	3,844,924	15,239,218	46,191,947	3,803,081	3,844,924	19,042,299	46,191,947
Rent, Maint., & Utilities	514,176	528,538	1,114,098	6,413,428	593,554	532,538	1,707,652	6,413,428	537,155	544,393	2,244,807	6,413,428	531,549	529,598	2,776,356	6,413,428
Vehicles & Equip	16,076	17,451	24,383	247,785	23,295	21,218	47,677	247,785	24,417	21,237	72,094	247,785	(9,265)	20,270	62,829	247,785
Materials & Supplies	52,145	133,948	167,173	1,623,675	88,552	133,357	255,726	1,623,675	114,731	134,354	370,456	1,623,675	74,947	133,662	445,403	1,623,675
Information Technologies	2,674,982	3,257,394	5,227,777	40,233,000	2,691,844	3,370,732	7,919,621	40,233,000	2,791,528	3,320,693	10,711,148	40,233,000	2,639,012	3,244,956	13,350,160	40,233,000
Telecom	248,306	335,060	532,928	4,294,532	244,776	337,535	777,704	4,294,532	263,162	336,605	1,040,866	4,294,532	273,382	335,060	1,314,248	4,294,532
Marketing	11,988	137,257	19,883	1,700,420	19,425	147,157	39,308	1,700,420	9,526	143,607	48,834	1,700,420	8,992	140,207	57,826	1,700,420
Directors & Shareholders &PR	106,452	232,540	746,114	6,493,484	248,104	867,640	994,218	6,493,484	878,590	213,590	1,872,808	6,493,484	(119,804)	240,540	1,753,004	6,493,484
Dues & Membership Fees	173,209	84,902	275,855	1,255,697	107,791	113,971	383,646	1,255,697	146,002	146,866	529,648	1,255,697	131,701	71,091	661,348	1,255,697
Print & Postages	48,749	43,205	87,363	526,192	35,100	47,991	122,643	526,192	43,491	44,886	165,955	526,192	27,538	43,445	193,493	526,192
Travel & Entertainment	67,560	178,913	92,540	217,813	172,476	310,353	2,166,054	68,390	168,947	378,743	2,166,054	68,390	177,173	172,119	455,915	2,166,054
Training	65,211	97,117	133,623	2,016,184	58,526	111,307	192,149	2,016,184	80,727	99,902	272,876	2,016,184	57,273	87,857	330,149	2,016,184
Outside Services	2,054,833	1,713,972	3,079,043	31,958,472	1,907,353	1,755,387	4,986,395	31,958,472	1,890,469	1,661,304	6,876,865	31,958,472	2,782,965	1,676,865	9,659,830	31,958,472
Provision for Bad Debt	-	1,439,089	-	16,300,000	-	2,097,084	-	16,300,000	-	2,349,353	-	16,300,000	-	2,090,453	-	16,300,000
Miscellaneous	(8,498,333)	(8,651,975)	(17,223,897)	(106,200,648)	(8,498,424)	(8,803,186)	(25,722,321)	(106,200,648)	(8,514,779)	(8,757,131)	(34,237,100)	(106,200,648)	(8,435,390)	(8,447,998)	(42,672,490)	(106,200,648)
Total O&M Expenses Before Allocations	10,155,620	12,820,093	19,831,361	168,680,235	10,442,787	14,329,205	30,274,148	168,680,235	11,275,117	13,823,377	41,549,264	168,680,235	9,363,786	13,031,588	50,913,051	168,680,235
Expense Billings	(9,765,918)	(11,664,425)	(20,557,756)	(144,535,974)	(9,918,944)	(12,519,512)	(30,476,700)	(144,535,974)	(11,110,000)	(11,761,936)	(41,586,700)	(144,535,974)	(8,442,634)	(11,195,750)	(50,029,334)	(144,535,974)
O&M - Total Operation & Maintenance Expense	389,703	1,155,668	(726,395)	24,144,261	523,842	1,809,693	(202,552)	24,144,261	165,117	2,061,441	(37,435)	24,144,261	921,152	1,835,838	883,717	24,144,261
Division 012																
Labor	2,606,638	2,957,832	5,173,046	35,310,524	2,687,053	2,993,332	7,860,098	35,310,524	2,820,293	3,053,332	10,680,391	35,310,524	2,402,665	2,775,620	13,083,056	35,310,524
Benefits	618,295	701,507	1,227,046	8,374,579	637,369	709,927	1,864,415	8,374,579	668,973	724,157	2,533,389	8,374,579	569,912	658,292	3,103,301	8,374,579
Employee Welfare	47,373	46,559	110,151	581,941	34,463	36,517	144,614	581,941	31,577	36,517	176,191	581,941	15,987	34,373	192,179	581,941
Insurance	6,212	-	12,437	-	6,212	-	18,649	-	6,212	-	24,862	-	6,212	-	31,074	-
Rent, Maint., & Utilities	202,694	173,100	407,473	2,077,700	212,737	173,100	620,210	2,077,700	213,765	173,225	833,975	2,077,700	224,778	173,000	1,058,753	2,077,700
Vehicles & Equip	775	1,500	1,327	18,000	1,094	1,500	2,422	18,000	581	1,500	3,003	18,000	526	1,500	3,529	18,000
Materials & Supplies	2,721	4,454	28,009	53,450	1,955	4,454	29,963	53,450	5,623	4,454	35,586	53,450	3,901	4,454	39,487	53,450
Information Technologies	564,821	1,942	1,105,529	53,433	548,343	1,942	1,653,873	53,433	561,405	2,997	2,215,277	53,433	554,909	1,942	2,770,186	53,433
Telecom	137,475	126,956	275,607	1,480,359	117,853	142,124	393,460	1,480,359	159,864	143,749	553,324	1,480,359	138,944	150,369	692,268	1,480,359
Marketing	10,426	3,500	12,558	46,500	63	4,500	12,621	46,500	1,432	3,625	14,054	46,500	428	3,500	14,481	46,500
Directors & Shareholders &PR	32,967	10,000	82,170	380,000	21,397	10,000	103,567	380,000	58,910	75,000	162,477	380,000	22,657	10,000	185,133	380,000
Dues & Membership Fees	245	-	245	1,950	7,242	125	7,487	1,950	150	175	7,638	1,950	245	-	7,883	1,950
Print & Postages	9,835	6,508	18,949	78,100	4,707	6,508	23,655	78,100	5,450	6,508	29,105	78,100	5,475	6,508	34,580	78,100
Travel & Entertainment	31,931	20,266	52,784	243,950	25,700	20,766	78,485	243,950	19,758	20,329	98,243	243,950	14,994	20,266	113,237	243,950
Training	169	2,191	2,437	59,900	-	2,191	2,437	59,900	-	9,341	2,437	59,900	2,699	2,191	5,136	59,900
Outside Services	116,778	130,388	241,804	1,098,955	228,417	88,988	470,221	1,098,955	140,774	87,613	6					

Atmos Energy Corporation
O&M
For the Month Ended June, 2024

	Fiscal 2023 November	Budget 2023 November	Fiscal 2023 YTD November	Budget 2023 Total Year	Fiscal 2023 December	Budget 2023 December	Fiscal 2023 YTD December	Budget 2023 Total Year	Fiscal 2023 January	Budget 2023 January	Fiscal 2023 YTD January	Budget 2023 Total Year	Fiscal 2023 February	Budget 2023 February	Fiscal 2023 YTD February	Budget 2023 Total Year
	Fiscal 2023 November	Budget 2023 November	Fiscal 2023 YTD November	Budget 2023 Total Year	Fiscal 2023 December	Budget 2023 December	Fiscal 2023 YTD December	Budget 2023 Total Year	Fiscal 2023 January	Budget 2023 January	Fiscal 2023 YTD January	Budget 2023 Total Year	Fiscal 2023 February	Budget 2023 February	Fiscal 2023 YTD February	Budget 2023 Total Year
Division 091																
Labor	305,421	205,616	589,137	2,408,537	282,232	203,238	871,369	2,408,537	287,700	204,246	1,159,069	2,408,537	233,395	185,529	1,392,465	2,408,537
Benefits	74,575	31,211	186,188	368,402	35,829	30,964	222,017	368,402	87,389	31,069	309,405	368,402	21,223	29,118	330,629	368,402
Employee Welfare	133,355	97,793	232,306	1,233,402	135,132	115,675	367,438	1,233,402	128,950	134,317	496,389	1,233,402	118,611	114,147	615,000	1,233,402
Insurance	1,865	32,268	2,167	415,756	1,562	32,268	3,729	415,756	244	32,268	3,974	415,756	244	32,315	4,218	415,756
Rent, Maint., & Utilities	30,355	27,863	63,067	343,831	29,806	28,342	92,873	343,831	38,208	28,719	131,080	343,831	30,477	30,206	161,557	343,831
Vehicles & Equip	7,028	6,612	13,835	79,465	9,859	6,603	23,694	79,465	7,934	6,601	31,627	79,465	7,881	6,601	39,509	79,465
Materials & Supplies	3,180	8,495	7,603	106,554	1,998	9,495	9,601	106,554	1,640	8,495	11,241	106,554	6,973	8,495	18,215	106,554
Information Technologies	17,766	14,112	31,780	169,338	16,057	14,112	47,837	169,338	20,459	14,112	68,296	169,338	16,975	14,112	85,271	169,338
Telecom	13,591	26,468	29,993	246,234	19,135	16,043	49,128	246,234	16,948	16,050	66,076	246,234	17,366	20,153	83,443	246,234
Marketing	13,552	13,084	33,461	164,250	11,160	10,018	44,622	164,250	60,625	22,668	105,246	164,250	43,256	12,113	148,503	164,250
Directors & Shareholders &PR	-	-	-	-	40	-	40	-	-	-	40	-	-	-	40	-
Dues & Membership Fees	90	9,415	186	185,437	-	30,915	186	185,437	675	11,790	861	185,437	76	9,415	937	185,437
Print & Postages	947	1,284	4,390	17,408	423	1,659	4,813	17,408	942	1,284	5,755	17,408	399	1,284	6,154	17,408
Travel & Entertainment	31,130	30,967	19,762	527,786	27,233	31,247	46,995	527,786	13,495	37,888	60,490	527,786	31,706	32,020	92,197	527,786
Training	1,980	2,551	2,852	168,916	2,808	7,351	5,660	168,916	3,012	16,851	8,671	168,916	5,168	15,776	13,839	168,916
Outside Services	192,374	381,515	394,368	4,747,212	207,931	386,768	602,299	4,747,212	194,862	388,675	797,160	4,747,212	237,676	397,790	1,035,037	4,747,212
Provision for Bad Debt	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Miscellaneous	(11,568)	250	(18,951)	7,300	(12,131)	350	(31,082)	7,300	(8,526)	250	(39,608)	7,300	(39,743)	250	(79,351)	7,300
Total O&M Expenses Before Allocations	815,644	889,503	1,592,143	11,189,827	769,075	925,048	2,361,218	11,189,827	854,556	955,281	3,215,775	11,189,827	731,886	909,324	3,947,660	11,189,827
Expense Billings	(815,644)	(1,104,222)	(1,592,143)	(13,665,710)	(769,075)	(1,133,986)	(2,361,218)	(13,665,710)	(854,556)	(1,172,383)	(3,215,775)	(13,665,710)	(731,886)	(1,102,742)	(3,947,660)	(13,665,710)
O&M - Total Operation & Maintenance Expense	(0)	(214,719)	(0)	(2,475,883)	0	(208,938)	(0)	(2,475,883)	-	(217,102)	(0)	(2,475,883)	0	(193,418)	(0)	(2,475,883)

Atmos Energy Corporation
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For the Month Ended June, 2024

	Fiscal 2023 March	Budget 2023 March	Fiscal 2023 YTD March	Budget 2023 Total Year	Fiscal 2023 April	Budget 2023 April	Fiscal 2023 YTD April	Budget 2023 Total Year	Fiscal 2023 May	Budget 2023 May	Fiscal 2023 YTD May	Budget 2023 Total Year	Fiscal 2023 June	Budget 2023 June	Fiscal 2023 YTD June	Budget 2023 Total Year
Division 009																
Labor	596,764	501,457	3,194,867	5,786,049	435,805	443,150	3,630,671	5,786,049	524,052	523,000	4,154,723	5,786,049	471,125	491,605	4,625,848	5,786,049
Benefits	64,290	53,094	344,390	613,924	47,445	46,794	391,835	613,924	56,775	55,339	448,611	613,924	51,169	52,210	499,779	613,924
Employee Welfare	8,711	6,158	83,852	104,018	7,198	3,868	91,051	104,018	22,472	4,315	113,523	104,018	24,323	8,545	137,845	104,018
Insurance	17,068	-	100,151	2,589	16,916	28	117,067	2,589	16,974	-	134,041	2,589	16,031	-	150,072	2,589
Rent, Maint., & Utilities	127,683	109,303	683,826	1,277,764	107,344	106,220	791,170	1,277,764	104,630	105,700	895,800	1,277,764	120,706	106,812	1,016,507	1,277,764
Vehicles & Equip	118,512	87,671	560,919	1,014,394	85,519	88,146	646,438	1,014,394	94,054	92,428	740,492	1,014,394	62,017	82,783	802,509	1,014,394
Materials & Supplies	101,208	83,857	438,456	920,382	116,985	75,714	555,441	920,382	192,729	70,173	748,170	920,382	104,012	85,933	852,182	920,382
Information Technologies	5,483	2,766	14,273	33,196	357	2,766	14,630	33,196	218	2,766	14,848	33,196	469	2,766	15,317	33,196
Telecom	16,153	11,775	105,622	136,250	16,793	11,227	122,415	136,250	18,203	11,336	140,618	136,250	15,225	11,278	155,843	136,250
Marketing	15,310	4,273	85,465	109,460	54,826	4,652	140,311	109,460	6,221	3,269	146,532	109,460	9,421	10,297	155,953	109,460
Directors & Shareholders &PR	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Dues & Membership Fees	11,421	4,042	74,316	98,829	15,832	4,520	90,149	98,829	7,685	19,057	97,834	98,829	10,054	2,157	107,887	98,829
Print & Postages	772	4,840	17,770	51,103	1,594	3,847	19,365	51,103	7,910	3,965	27,275	51,103	5,630	4,806	32,905	51,103
Travel & Entertainment	42,864	22,081	165,922	272,429	25,984	24,329	191,906	272,429	41,311	24,380	233,217	272,429	38,801	22,564	272,018	272,429
Training	24,043	1,762	54,643	21,503	4,840	1,866	59,484	21,503	58,044	762	117,528	21,503	17,749	812	135,277	21,503
Outside Services	316,953	275,098	2,213,351	3,802,275	391,892	289,798	2,605,243	3,802,275	427,726	371,798	3,032,969	3,802,275	381,276	375,798	3,414,245	3,802,275
Provision for Bad Debt	231,477	87,515	810,581	880,668	80,846	68,333	891,427	880,668	(40,986)	58,562	850,441	880,668	40,674	54,619	891,115	880,668
Miscellaneous	12,914	12,126	71,659	(268,104)	14,495	11,876	86,154	(268,104)	12,608	(90,888)	98,762	(268,104)	10,531	11,866	109,292	(268,104)
Total O&M Expenses Before Allocations	1,711,625	1,267,817	9,020,085	14,856,727	1,424,672	1,187,133	10,444,757	14,856,727	1,550,625	1,255,961	11,995,382	14,856,727	1,379,211	1,324,853	13,374,592	14,856,727
Expense Billings	1,267,186	1,529,515	6,559,223	16,759,876	1,002,733	1,321,866	7,561,956	16,759,876	1,397,996	1,532,902	8,959,951	16,759,876	877,246	1,394,359	9,837,197	16,759,876
O&M - Total Operation & Maintenance Expense	2,978,811	2,797,332	15,579,308	31,616,603	2,427,405	2,508,998	18,006,713	31,616,603	2,948,620	2,788,863	20,955,333	31,616,603	2,256,456	2,719,212	23,211,789	31,616,603
Division 002																
Labor	5,244,293	5,727,926	29,828,490	64,952,364	4,491,219	4,991,482	34,319,709	64,952,364	5,011,318	5,713,343	39,331,027	64,952,364	5,069,001	5,476,254	44,400,028	64,952,364
Benefits	1,371,781	1,394,561	7,597,097	15,839,249	894,687	1,220,010	8,491,784	15,839,249	213,193	1,391,325	8,704,977	15,839,249	1,326,309	1,334,983	10,031,286	15,839,249
Employee Welfare	2,184,191	2,455,166	14,857,360	32,668,398	2,071,921	2,121,037	16,929,281	32,668,398	7,994,581	5,978,775	24,923,862	32,668,398	1,976,009	2,297,556	26,899,871	32,668,398
Insurance	3,666,747	3,846,984	22,709,046	46,191,947	3,806,280	3,846,998	26,515,326	46,191,947	3,813,774	3,846,998	30,329,100	46,191,947	5,406,274	3,846,998	35,735,373	46,191,947
Rent, Maint., & Utilities	574,723	528,538	3,351,079	6,413,428	564,395	544,393	3,913,436	6,413,428	479,987	528,637	4,393,423	6,413,428	465,153	528,637	4,858,576	6,413,428
Vehicles & Equip	47,664	20,890	110,493	247,785	21,518	20,998	132,011	247,785	22,250	19,921	154,260	247,785	15,557	21,046	169,817	247,785
Materials & Supplies	198,644	132,820	644,047	1,623,675	182,755	139,321	826,803	1,623,675	136,814	135,595	963,617	1,623,675	131,785	135,415	1,095,402	1,623,675
Information Technologies	2,812,907	3,253,662	16,163,067	40,233,000	2,743,703	3,390,318	18,906,770	40,233,000	2,826,295	3,305,485	21,733,065	40,233,000	2,509,853	3,349,874	24,242,917	40,233,000
Telecom	281,398	337,335	1,595,645	4,294,532	253,329	336,455	1,848,974	4,294,532	275,077	334,810	2,124,051	4,294,532	249,335	337,785	2,373,386	4,294,532
Marketing	12,899	138,507	70,725	1,700,420	29,099	138,507	99,824	1,700,420	11,869	139,757	111,694	1,700,420	7,415	137,257	119,108	1,700,420
Directors & Shareholders &PR	2,139,626	2,410,540	3,892,629	6,493,484	134,988	117,590	4,027,617	6,493,484	116,741	144,540	4,144,359	6,493,484	325,014	814,540	4,469,372	6,493,484
Dues & Membership Fees	107,424	111,432	768,773	1,255,697	10,846	73,097	779,618	1,255,697	112,358	116,148	891,977	1,255,697	115,359	125,093	1,007,336	1,255,697
Print & Postages	61,953	43,142	255,446	526,192	48,130	43,598	303,576	526,192	37,824	43,066	341,400	526,192	38,133	43,041	379,533	526,192
Travel & Entertainment	170,174	174,048	266,089	2,166,054	133,030	167,910	759,119	2,166,054	154,791	175,139	913,910	2,166,054	152,923	176,271	1,066,834	2,166,054
Training	101,801	109,977	431,950	2,016,184	105,703	299,351	537,653	2,016,184	58,340	117,055	595,993	2,016,184	83,029	121,857	679,022	2,016,184
Outside Services	1,410,414	3,313,277	11,070,244	31,958,472	3,762,108	3,260,059	14,832,352	31,958,472	1,730,449	3,281,337	16,562,401	31,958,472	2,040,677	3,344,374	18,603,079	31,958,472
Provision for Bad Debt	-	1,572,935	-	16,300,000	-	1,174,998	-	16,300,000	-	939,353	-	16,300,000	-	912,587	-	16,300,000
Miscellaneous	(8,370,722)	(8,791,113)	(51,043,213)	(106,200,648)	(7,986,983)	(8,332,666)	(59,030,196)	(106,200,648)	(8,921,038)	(11,088,250)	(67,951,234)	(106,200,648)	(11,813,268)	(8,687,908)	(79,764,502)	(106,200,648)
Total O&M Expenses Before Allocations	12,015,917	16,780,645	62,928,968	168,680,235	11,264,690	13,553,456	74,193,657	168,680,235	14,074,223	15,123,036	88,267,880	168,680,235	8,098,558	14,315,659	96,366,438	168,680,235
Expense Billings	(12,091,555)	(13,909,562)	(62,120,889)	(144,535,974)	(9,244,380)	(11,032,455)	(71,365,269)	(144,535,974)	(14,991,095)	(12,883,835)	(86,356,364)	(144,535,974)	(6,080,857)	(12,087,291)	(92,437,220)	(144,535,974)
O&M - Total Operation & Maintenance Expense	(75,638)	2,871,083	608,079	24,144,261	2,020,309	2,521,000	2,828,388	24,144,261	(916,872)	2,239,201	1,911,516	24,144,261	2,017,701	2,228,368	3,929,218	24,144,261
Division 012																
Labor	2,690,567	3,152,187	15,773,622	35,310,524	2,372,828	2,755,088	18,146,451	35,310,524	2,629,198	3,131,687	20,775,649	35,310,524	2,680,157	2,987,832	23,455,806	35,310,524
Benefits	638,202	747,603	3,741,503	8,374,579	562,835	653,423	4,304,338	8,374,579	623,646	742,741	4,927,984	8,374,579	628,789	708,622	5,556,773	8,374,579
Employee Welfare	25,669	36,517	217,847	581,941	18,254	35,802	236,101	581,941	194,902	136,061	431,003	581,941	23,389	42,942	454,392	581,941
Insurance	6,345	-	37,419	-	6,365	-	43,784	-	6,364	-	50,148	-	6,364	-	56,512	-
Rent, Maint., & Utilities	218,585	173,100	1,277,338	2,077,700	206,340	173,125	1,483,678	2,077,700	196,316	173,100	1,679,994	2,077,700	230,982	173,100	1,910,976	2,077,700
Vehicles & Equip	839	1,500	4,368	18,000	626	1,500	4,994	18,000	618	1,500	5,613	18,000	690	1,500	6,302	18,000
Materials & Supplies	35,314	4,454	74,801	53,450	4,826	4,454	79,627	53,450	4,314	4,454	83,941	53,450	3,161	4,454	87,102	53,450
Information Technologies	577,193	1,942	3,347,379	53,433	557,220	2,997	3,904,599	53,433	561,363	1,942	4,465,962	53,433	574,839	1,942	5,040,801	53,433
Telecom	149,192	139,856	841,459	1,480,359	163,360	127,384	1,004,820	1,480,359	122,442	114,465	1,127,262	1,480,359	128,960	111,789	1,256,222	1,480,359
Marketing	5,363	4,500	19,844	46,500	780	3,625	20,624	46,500	2,988	3,500	23,612	46,500	1,936	4,500	25,548	46,500
Directors & Shareholders &PR	9,948	10,000	195,081	380,000	51,717	75,000	246,799	380,000	17,437	10,000	264,235	380,000	15,664	10,000	279,899	380,000
Dues & Membership Fees	73	400	7,956	1,950	85	250	8,041	1,950	244	-	8,285	1,950	-	125	8,285	1,950
Print & Postages	7,596	6,508	42,176	78,100	5,851	6,508	48,027	78,100	7,129	6,508	55,156	78,100	6,046	6,508	61,202	78,100
Travel & Entertainment	26,012	20,266	139,249	243,950	16,145	20,329	155,394	243,950	37,841	20,266	193,235	243,950	24,577	20,266	217,812	243,950
Training	199	2,191	5,335	59,900	5,080	10,241	10,415	59,900	5,655	3,091	16,070	59,900	1,833	3,091	17,903	59,900</

Atmos Energy Corporation
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	Fiscal 2023 March	Budget 2023 March	Fiscal 2023 YTD March	Budget 2023 Total Year	Fiscal 2023 April	Budget 2023 April	Fiscal 2023 YTD April	Budget 2023 Total Year	Fiscal 2023 May	Budget 2023 May	Fiscal 2023 YTD May	Budget 2023 Total Year	Fiscal 2023 June	Budget 2023 June	Fiscal 2023 YTD June	Budget 2023 Total Year
	Fiscal 2023 March	Budget 2023 March	Fiscal 2023 YTD March	Budget 2023 Total Year	Fiscal 2023 April	Budget 2023 April	Fiscal 2023 YTD April	Budget 2023 Total Year	Fiscal 2023 May	Budget 2023 May	Fiscal 2023 YTD May	Budget 2023 Total Year	Fiscal 2023 June	Budget 2023 June	Fiscal 2023 YTD June	Budget 2023 Total Year
Division 091																
Labor	320,347	212,826	1,712,811	2,408,537	232,032	184,366	1,944,843	2,408,537	283,285	213,542	2,228,128	2,408,537	253,380	203,463	2,481,509	2,408,537
Benefits	85,433	31,963	416,062	368,402	36,262	28,997	452,324	368,402	150,603	32,037	602,927	368,402	74,846	30,987	677,774	368,402
Employee Welfare	103,571	102,549	718,571	1,233,402	91,024	89,442	809,595	1,233,402	160,379	134,446	969,974	1,233,402	79,818	80,765	1,049,792	1,233,402
Insurance	251	36,171	4,469	415,756	369	36,339	4,838	415,756	274	36,336	5,112	415,756	266	36,336	5,378	415,756
Rent, Maint., & Utilities	29,272	31,151	190,829	343,831	31,743	28,930	222,572	343,831	29,219	28,414	251,791	343,831	31,621	28,355	283,412	343,831
Vehicles & Equip	10,439	6,602	49,948	79,465	9,598	6,600	59,545	79,465	8,186	6,646	67,731	79,465	6,864	6,648	74,596	79,465
Materials & Supplies	3,388	9,745	21,603	106,554	4,145	8,495	25,748	106,554	1,933	8,495	27,681	106,554	2,584	9,524	30,265	106,554
Information Technologies	25,293	14,112	110,564	169,338	16,036	14,112	126,600	169,338	17,739	14,112	144,339	169,338	32,291	14,112	176,630	169,338
Telecom	13,329	18,743	96,772	246,234	21,727	21,622	118,499	246,234	14,907	24,094	133,407	246,234	15,685	22,456	149,092	246,234
Marketing	7,619	11,947	156,122	164,250	60,998	22,744	217,119	164,250	12,068	17,218	229,187	164,250	6,713	6,688	235,900	164,250
Directors & Shareholders &PR	-	-	40	-	-	-	40	-	-	-	40	-	-	-	40	-
Dues & Membership Fees	16	9,732	953	185,437	697	9,644	1,650	185,437	7,683	18,132	9,333	185,437	413	26,160	9,746	185,437
Print & Postages	549	1,909	6,703	17,406	359	1,284	7,062	17,406	1,929	1,284	8,991	17,406	827	1,659	9,818	17,406
Travel & Entertainment	125,246	53,731	217,442	527,786	38,472	36,147	255,914	527,786	51,865	42,166	307,779	527,786	42,562	48,663	350,341	527,786
Training	5,222	21,501	19,061	168,916	3,949	19,276	23,011	168,916	21,618	15,151	44,629	168,916	6,057	19,652	50,686	168,916
Outside Services	257,142	414,689	1,292,178	4,747,212	231,881	416,061	1,524,059	4,747,212	250,622	474,345	1,774,681	4,747,212	241,106	382,389	2,015,787	4,747,212
Provision for Bad Debt	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Miscellaneous	(20,282)	250	(99,632)	7,300	(10,058)	350	(109,691)	7,300	(35,091)	250	(144,781)	7,300	(10,794)	250	(155,576)	7,300
Total O&M Expenses Before Allocations	966,836	977,619	4,914,496	11,189,827	769,233	924,408	5,683,729	11,189,827	977,219	1,066,669	6,660,949	11,189,827	784,240	918,108	7,445,189	11,189,827
Expense Billings	(966,836)	(1,191,444)	(4,914,496)	(13,665,710)	(769,233)	(1,113,016)	(5,683,729)	(13,665,710)	(977,219)	(1,285,137)	(6,660,949)	(13,665,710)	(784,240)	(1,127,135)	(7,445,189)	(13,665,710)
O&M - Total Operation & Maintenance Expense	0	(213,825)	(0)	(2,475,883)	(0)	(188,607)	(0)	(2,475,883)	0	(218,468)	(0)	(2,475,883)	0	(209,027)	(0)	(2,475,883)

Atmos Energy Corporation
O&M
For the Month Ended June, 2024

	Fiscal 2023 July	Budget 2023 July	Fiscal 2023 YTD July	Budget 2023 Total Year	Fiscal 2023 August	Budget 2023 August	Fiscal 2023 YTD August	Budget 2023 Total Year	Fiscal 2023 September	Budget 2023 September	Fiscal 2023 YTD September	Budget 2023 Total Year	Fiscal 2024 October	Budget 2024 October	Fiscal 2024 YTD October	Budget 2024 Total Year
Division 009																
Labor	447,203	454,743	5,073,050	5,786,049	493,326	494,058	5,566,377	5,786,049	471,531	449,740	6,037,907	5,786,049	505,250	555,919	505,250	6,545,295
Benefits	48,582	48,907	548,361	613,924	53,940	52,250	602,302	613,924	50,077	48,454	652,378	613,924	59,686	64,738	59,686	762,217
Employee Welfare	10,480	3,500	148,326	104,018	7,145	3,521	155,471	104,018	6,974	6,101	161,573	104,018	9,658	7,452	9,658	73,527
Insurance	15,303	177	165,375	2,589	19,684	1,773	185,060	2,589	16,843	-	201,902	2,589	5,653	167	5,653	2,004
Rent, Maint., & Utilities	96,051	104,611	1,112,558	1,277,764	113,775	103,229	1,226,333	1,277,764	99,670	104,127	1,326,003	1,277,764	81,581	91,367	81,581	995,016
Vehicles & Equip	42,739	87,092	845,248	1,014,394	75,504	83,959	920,752	1,014,394	93,326	86,589	1,014,078	1,014,394	90,543	93,674	90,543	1,175,618
Materials & Supplies	69,986	76,347	922,168	920,382	50,190	73,460	972,358	920,382	124,243	77,108	1,096,601	920,382	136,437	126,944	136,437	916,493
Information Technologies	292	2,766	15,609	33,196	189	2,766	15,798	33,196	5,438	2,766	21,235	33,196	90	2,646	90	31,723
Telecom	14,826	11,241	170,669	136,250	18,340	11,226	189,009	136,250	35,324	11,793	224,333	136,250	7,502	11,702	7,502	132,191
Marketing	19,250	10,676	175,203	109,460	13,259	24,455	188,461	109,460	29,091	4,980	217,553	109,460	10,048	6,707	10,048	80,480
Directors & Shareholders &PR	10	-	10	-	-	-	10	-	259	-	269	-	-	-	-	-
Dues & Membership Fees	33,460	17,747	141,348	98,829	8,840	2,067	150,188	98,829	26,364	1,957	176,552	98,829	22,165	22,376	22,165	118,459
Print & Postages	4,102	3,909	37,007	51,103	991	4,180	37,998	51,103	5,103	4,781	35,927	51,103	787	3,701	787	48,318
Travel & Entertainment	45,996	22,736	318,014	272,429	29,990	27,021	348,004	272,429	30,745	29,500	378,749	272,429	21,592	20,727	21,592	285,742
Training	11,250	812	146,526	21,503	7,395	1,812	153,922	21,503	2,759	812	156,680	21,503	459	9,583	459	27,102
Outside Services	469,054	379,398	3,883,298	3,802,275	449,064	337,472	4,332,362	3,802,275	699,512	358,965	5,031,874	3,802,275	343,835	292,302	343,835	3,793,520
Provision for Bad Debt	(49,312)	54,562	841,803	880,668	58,188	53,686	899,991	880,668	(28,845)	55,698	871,146	880,668	15,946	86,786	15,946	1,304,828
Miscellaneous	6,354	11,866	115,646	(268,104)	13,182	(90,898)	128,828	(268,104)	8,985	12,116	137,812	(268,104)	9,908	679	9,908	8,640
Total O&M Expenses Before Allocations	1,285,626	1,291,090	14,660,218	14,856,727	1,413,005	1,186,038	16,073,223	14,856,727	1,669,352	1,256,360	17,742,574	14,856,727	1,318,932	1,340,729	1,318,932	16,301,174
Expense Billings	1,320,754	1,500,275	11,157,951	16,759,876	1,263,607	1,325,532	12,421,558	16,759,876	1,030,272	1,310,212	13,451,830	16,759,876	994,092	1,290,446	994,092	16,610,618
O&M - Total Operation & Maintenance Expense	2,606,379	2,791,365	25,818,169	31,616,603	2,676,612	2,511,570	28,494,781	31,616,603	2,699,623	2,566,572	31,194,404	31,616,603	2,313,024	2,631,175	2,313,024	32,911,793
Division 002																
Labor	4,718,190	5,280,975	49,118,218	64,952,364	5,227,812	5,764,404	54,346,030	64,952,364	4,703,096	5,273,901	59,049,126	64,952,364	4,949,473	5,478,306	4,949,473	68,842,060
Benefits	1,335,038	1,283,926	11,366,324	15,839,249	1,231,016	1,403,324	12,597,340	15,839,249	1,459,999	1,286,991	14,057,339	15,839,249	1,193,099	1,449,291	1,193,099	18,194,660
Employee Welfare	5,827,635	5,509,302	32,727,505	32,668,398	5,146,679	753,689	37,874,185	32,668,398	381,688	657,303	38,255,873	32,668,398	2,572,233	2,332,028	2,572,233	36,261,764
Insurance	3,801,569	3,861,426	39,536,942	46,191,947	2,483,398	3,881,637	42,020,340	46,191,947	4,821,780	3,861,426	46,842,120	46,191,947	4,464,865	4,213,984	4,464,865	51,210,162
Rent, Maint., & Utilities	549,960	544,492	5,408,536	6,413,428	585,045	528,637	5,993,581	6,413,428	612,058	528,637	6,605,638	6,413,428	776,370	557,960	776,370	6,744,318
Vehicles & Equip	20,397	19,921	190,214	247,785	18,396	19,921	208,610	247,785	20,096	21,045	228,706	247,785	44,610	22,621	44,610	274,846
Materials & Supplies	154,535	136,019	1,249,937	1,623,675	142,021	136,295	1,391,958	1,623,675	154,747	135,211	1,546,705	1,623,675	87,996	131,589	87,996	1,549,548
Information Technologies	2,791,776	3,392,794	27,034,693	40,233,000	2,935,045	3,366,507	29,969,738	40,233,000	3,093,598	3,455,689	33,063,336	40,233,000	2,846,554	3,894,284	2,846,554	44,903,956
Telecom	246,923	336,455	2,620,309	4,294,532	278,386	334,810	2,898,695	4,294,532	255,014	596,120	3,153,709	4,294,532	241,329	394,430	241,329	4,685,085
Marketing	10,873	140,507	129,981	1,700,420	34,099	144,547	164,080	1,700,420	78,067	149,253	242,147	1,700,420	12,287	167,980	12,287	2,167,980
Directors & Shareholders &PR	484,600	122,590	4,953,972	6,493,484	93,277	144,540	5,047,250	6,493,484	298,968	967,240	5,346,218	6,493,484	572,120	235,923	572,120	6,713,484
Dues & Membership Fees	139,061	73,111	1,146,397	1,255,697	187,029	71,565	1,333,426	1,255,697	178,497	151,923	1,255,697	1,255,697	118,381	121,264	118,381	1,242,846
Print & Postages	47,126	43,687	426,658	526,192	39,458	42,966	466,117	526,192	26,082	42,983	492,199	526,192	70,821	42,033	70,821	509,474
Travel & Entertainment	133,290	193,730	1,200,124	1,666,054	241,933	178,683	1,442,058	1,666,054	230,343	222,584	2,166,054	1,666,054	141,441	199,590	141,441	2,350,737
Training	154,625	121,957	833,647	2,016,184	83,650	101,970	917,297	2,016,184	120,657	593,852	1,037,954	2,016,184	67,255	154,760	67,255	1,693,914
Outside Services	2,310,077	3,282,269	20,913,155	31,958,472	3,015,978	3,255,824	23,929,133	31,958,472	2,687,452	3,722,224	26,616,585	31,958,472	2,347,848	1,917,114	2,347,848	44,287,691
Provision for Bad Debt	-	911,472	-	16,300,000	-	884,059	-	16,300,000	-	906,664	-	16,300,000	-	-	-	10,419,568
Miscellaneous	(8,800,068)	(9,887,551)	(88,564,570)	(106,200,648)	(9,830,153)	(8,062,693)	(98,394,723)	(106,200,648)	(11,832,951)	(8,259,070)	(110,227,674)	(106,200,648)	(7,796,613)	(8,927,070)	(7,796,613)	(113,164,143)
Total O&M Expenses Before Allocations	13,925,606	15,347,083	110,292,044	168,680,235	11,913,070	12,950,685	122,205,114	168,680,235	7,289,193	14,374,760	129,494,307	168,680,235	12,710,069	12,401,913	12,710,069	188,887,950
Expense Billings	(13,353,869)	(13,103,229)	(105,791,089)	(144,535,974)	(11,604,970)	(10,766,723)	(117,396,059)	(144,535,974)	(6,620,674)	(12,136,256)	(124,016,733)	(144,535,974)	(11,919,931)	(12,649,450)	(11,919,931)	(159,957,678)
O&M - Total Operation & Maintenance Expense	571,737	2,243,854	4,500,955	24,144,261	308,100	2,183,962	4,809,055	24,144,261	668,519	2,238,503	5,477,574	24,144,261	790,138	(247,536)	790,138	28,930,272
Division 012																
Labor	2,526,170	2,808,976	25,981,976	35,310,524	2,741,329	3,076,687	28,723,305	35,310,524	2,514,543	2,808,976	31,237,848	35,310,524	2,722,170	2,931,226	2,722,170	36,541,783
Benefits	599,208	666,203	6,155,981	8,374,579	650,241	729,696	6,806,222	8,374,579	596,450	666,203	7,402,672	8,374,579	704,770	755,921	704,770	9,423,600
Employee Welfare	77,985	111,528	532,377	581,941	38,508	14,367	570,885	581,941	21,389	14,363	592,274	581,941	217,252	23,308	217,252	505,455
Insurance	6,364	-	62,877	-	6,364	-	69,241	-	6,364	-	75,605	-	6,364	-	6,364	-
Rent, Maint., & Utilities	181,573	173,225	2,092,549	2,077,700	204,261	173,100	2,296,810	2,077,700	190,646	173,100	2,487,456	2,077,700	149,072	178,425	149,072	2,127,700
Vehicles & Equip	642	1,500	6,944	18,000	654	1,500	7,598	18,000	1,095	1,500	8,693	18,000	1,253	1,500	1,253	18,000
Materials & Supplies	5,640	4,454	92,742	53,450	4,214	4,454	96,956	53,450	8,533	4,456	105,489	53,450	7,562	4,454	7,562	53,450
Information Technologies	530,936	2,997	5,571,736	53,433	667,091	1,942	6,238,828	53,433	642,464	1,934	6,881,291	53,433	595,086	28,914	595,086	53,433
Telecom	129,175	106,276	1,385,397	1,480,359	129,283	107,328	1,514,681	1,480,359	127,308	104,679	1,641,989	1,480,359	137,531	105,384	137,531	1,480,359
Marketing	36,073	3,625	61,621	46,500	(2,352)	3,500	59,270	46,500	(3,815)	4,500	27,454	46,500	2,642	3,625	2,642	46,500
Directors & Shareholders &PR	53,011	75,000	332,910	380,000	26,135	10,000	359,045	380,000	17,912	10,000	376,957	380,000	66,669	75,000	66,669	380,000
Dues & Membership Fees	-	175	8,285	1,950	-	200	8,285	1,950	-	125	8,285	1,950	-	375	-	1,950
Print & Postages	6,076	6,508	67,278	78,100	7,215	6,508	74,493	78,100	22,709	6,506	97,202	78,100	6,763	6,514	6,763	78,100
Travel & Entertainment	31,749	20,327	249,561	243,950	17,635	20,266	267,197	243,950	49,803	20,274	317,000	243,950	26,416	20,329	26,416	243,950
Training	499	10,741	18,402	59,900	10,351	3,091	28,753	59,900	-	2,199	28,753	59,900	70	9,341	70	59,900
Outside Services	184,612	87,388	1,856,931													

Atmos Energy Corporation
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	Fiscal 2023 July	Budget 2023 July	Fiscal 2023 YTD July	Budget 2023 Total Year	Fiscal 2023 August	Budget 2023 August	Fiscal 2023 YTD August	Budget 2023 Total Year	Fiscal 2023 September	Budget 2023 September	Fiscal 2023 YTD September	Budget 2023 Total Year	Fiscal 2024 October	Budget 2024 October	Fiscal 2024 YTD October	Budget 2024 Total Year
	Fiscal 2023 July	Budget 2023 July	Fiscal 2023 YTD July	Budget 2023 Total Year	Fiscal 2023 August	Budget 2023 August	Fiscal 2023 YTD August	Budget 2023 Total Year	Fiscal 2023 September	Budget 2023 September	Fiscal 2023 YTD September	Budget 2023 Total Year	Fiscal 2024 October	Budget 2024 October	Fiscal 2024 YTD October	Budget 2024 Total Year
Division 091																
Labor	245,206	193,786	2,726,714	2,408,537	273,358	212,823	3,000,072	2,408,537	238,576	193,727	3,238,648	2,408,537	270,834	148,048	270,834	1,829,097
Benefits	76,764	29,978	754,537	368,402	56,442	31,962	810,979	368,402	94,073	29,972	905,052	368,402	37,908	20,517	37,908	252,325
Employee Welfare	261,174	245,978	1,310,967	1,233,402	320,585	16,714	1,631,551	1,233,402	27,439	17,864	1,658,991	1,233,402	74,200	41,912	74,200	629,587
Insurance	12,668	36,352	18,046	415,756	10,700	36,491	28,746	415,756	8,617	36,336	37,363	415,756	527	14,908	527	183,954
Rent, Maint., & Utilities	28,996	28,211	312,407	343,831	28,345	28,017	340,752	343,831	30,207	28,022	370,959	343,831	65,623	36,946	65,623	504,995
Vehicles & Equip	8,490	6,648	83,085	79,465	8,479	6,645	91,565	79,465	10,174	6,647	101,738	79,465	8,391	6,554	8,391	79,980
Materials & Supplies	1,160	8,524	31,425	106,554	7,171	8,524	38,596	106,554	154,651	9,774	193,247	106,554	(156,494)	5,392	(156,494)	72,049
Information Technologies	18,769	14,112	195,399	169,338	15,424	14,112	210,823	169,338	14,352	14,112	225,175	169,338	16,689	17,735	16,689	211,931
Telecom	23,064	23,815	172,155	246,234	15,890	20,904	188,045	246,234	21,688	16,376	209,733	246,234	21,676	18,348	21,676	221,840
Marketing	51,970	12,727	287,871	164,250	30,852	6,480	318,722	164,250	23,892	16,460	342,614	164,250	68,830	9,414	68,830	241,470
Directors & Shareholders &PR	-	-	40	-	-	-	40	-	148	-	188	-	-	-	-	-
Dues & Membership Fees	277	21,185	10,023	185,437	172	10,073	10,195	185,437	536	9,565	10,730	185,437	58	20,173	58	182,644
Print & Postages	1,285	1,284	11,104	17,406	644	1,284	11,747	17,406	428	1,906	12,175	17,406	1,050	1,370	1,050	18,648
Travel & Entertainment	32,839	34,631	383,180	527,786	39,050	111,014	422,230	527,786	30,367	36,534	452,597	527,786	19,617	32,465	19,617	580,724
Training	4,511	17,702	55,197	168,916	18,523	14,727	73,720	168,916	5,320	14,602	79,040	168,916	1,543	5,642	1,543	279,108
Outside Services	238,882	378,299	2,254,670	4,747,212	225,329	377,398	2,479,999	4,747,212	420,295	367,017	2,900,294	4,747,212	(159)	352,193	(159)	4,828,356
Provision for Bad Debt	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Miscellaneous	(6,443)	350	(162,019)	7,300	(30,018)	250	(192,037)	7,300	(19,069)	250	(211,106)	7,300	(6,712)	15,669	(6,712)	144,332
Total O&M Expenses Before Allocations	999,611	1,053,581	8,444,800	11,189,827	1,020,945	897,418	9,465,745	11,189,827	1,061,692	799,162	10,527,437	11,189,827	423,581	747,286	423,581	10,261,039
Expense Billings	(999,611)	(1,252,110)	(8,444,800)	(13,665,710)	(1,020,945)	(1,109,987)	(9,465,745)	(13,665,710)	(1,061,692)	(998,115)	(10,527,437)	(13,665,710)	(423,581)	(942,494)	(423,581)	(12,625,439)
O&M - Total Operation & Maintenance Expense	0	(198,529)	0	(2,475,883)	(0)	(212,570)	0	(2,475,883)	(0)	(198,952)	0	(2,475,883)	0	(195,208)	0	(2,364,400)

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O&M
For the Month Ended June, 2024

	Fiscal 2024 November	Budget 2024 November	Fiscal 2024 YTD November	Budget 2024 Total Year	Fiscal 2024 December	Budget 2024 December	Fiscal 2024 YTD December	Budget 2024 Total Year	Fiscal 2024 January	Budget 2024 January	Fiscal 2024 YTD January	Budget 2024 Total Year	Fiscal 2024 February	Budget 2024 February	Fiscal 2024 YTD February	Budget 2024 Total Year
Division 009																
Labor	503,154	579,170	1,008,404	6,545,295	502,798	534,429	1,511,202	6,545,295	576,274	580,950	2,087,477	6,545,295	484,353	543,819	2,571,830	6,545,295
Benefits	58,600	67,446	118,286	762,217	58,978	62,236	177,264	762,217	67,597	67,653	244,861	762,217	56,833	63,329	301,694	762,217
Employee Welfare	11,718	9,391	73,527	12,203	11,447	13,971	73,527	12,203	11,447	3,898	36,044	73,527	9,333	3,920	45,378	73,527
Insurance	6,227	167	11,880	2,004	6,166	167	18,045	2,004	6,360	167	24,405	2,004	5,659	167	30,064	2,004
Rent, Maint., & Utilities	88,366	88,278	169,948	995,016	85,373	78,334	255,320	995,016	78,978	76,701	334,298	995,016	74,866	75,208	409,164	995,016
Vehicles & Equip	105,873	93,672	196,416	1,175,618	73,943	93,675	270,358	1,175,618	89,331	93,665	359,690	1,175,618	92,358	93,675	452,048	1,175,618
Materials & Supplies	65,277	76,318	201,713	916,493	72,334	77,745	274,047	916,493	77,065	349,949	916,493	128,942	916,493	75,835	478,891	916,493
Information Technologies	560	2,643	650	31,723	186	2,643	836	31,723	90	2,643	926	31,723	90	2,643	1,016	31,723
Telecom	9,257	10,950	16,759	132,191	9,583	10,793	26,342	132,191	6,159	10,789	32,501	132,191	6,917	10,736	39,418	132,191
Marketing	23,312	6,707	33,360	80,480	8,673	6,707	42,033	80,480	20,722	6,707	62,755	80,480	10,919	6,707	73,674	80,480
Directors & Shareholders &PR	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Dues & Membership Fees	8,629	9,418	30,793	118,459	9,264	5,987	40,057	118,459	22,971	16,644	63,028	118,459	7,873	9,722	70,901	118,459
Print & Postages	1,080	3,853	1,868	48,318	(1,731)	4,464	136	48,318	3,752	(1,409)	48,318	(51)	3,894	(1,461)	48,318	48,318
Travel & Entertainment	27,363	20,944	48,955	285,742	21,488	20,827	70,443	285,742	18,546	21,609	88,989	285,742	50,230	22,662	139,218	285,742
Training	6,043	929	6,502	27,102	345	929	6,847	27,102	15,286	929	22,133	27,102	2,470	929	24,603	27,102
Outside Services	317,102	284,302	660,936	3,793,520	294,088	302,215	955,025	3,793,520	325,395	238,302	1,280,420	3,793,520	447,014	229,802	1,727,433	3,793,520
Provision for Bad Debt	142,392	113,025	158,338	1,304,828	226,613	142,617	384,951	1,304,828	209,704	165,951	594,655	1,304,828	298,981	145,812	893,636	1,304,828
Miscellaneous	11,176	679	21,084	8,640	9,883	679	30,967	8,640	11,403	679	42,370	8,640	37,220	683	79,590	8,640
Total O&M Expenses Before Allocations	1,386,129	1,367,891	2,705,061	16,301,174	1,390,187	1,355,893	4,095,248	16,301,174	1,527,842	1,368,105	5,623,091	16,301,174	1,714,000	1,289,542	7,337,098	16,301,174
Expense Billings	1,041,741	1,327,985	2,035,833	16,610,618	1,155,730	1,390,248	3,191,563	16,610,618	1,141,840	1,410,725	4,333,403	16,610,618	1,094,612	1,349,762	5,428,015	16,610,618
O&M - Total Operation & Maintenance Expense	2,427,871	2,695,876	4,740,895	32,911,793	2,545,917	2,746,142	7,286,811	32,911,793	2,669,683	2,778,830	9,956,494	32,911,793	2,808,619	2,639,303	12,765,113	32,911,793
Division 002																
Labor	4,831,208	5,778,272	9,780,681	68,842,060	4,628,489	5,625,857	14,409,170	68,842,060	5,089,991	6,108,228	19,499,161	68,842,060	4,624,183	5,565,892	24,123,344	68,842,060
Benefits	1,031,941	1,526,272	2,225,040	18,194,660	1,096,509	1,490,692	3,321,549	18,194,660	1,062,858	1,611,020	4,384,407	18,194,660	945,471	1,471,893	5,329,877	18,194,660
Employee Welfare	1,714,938	2,766,759	4,287,171	36,261,764	2,827,046	2,839,194	7,114,217	36,261,764	2,300,552	2,978,304	9,414,769	36,261,764	2,119,835	2,931,565	11,534,603	36,261,764
Insurance	4,500,201	4,277,904	8,965,067	51,210,162	5,000,129	4,277,904	13,965,196	51,210,162	4,499,938	4,277,904	18,465,134	51,210,162	8,499,989	4,277,904	26,965,123	51,210,162
Rent, Maint., & Utilities	559,260	553,216	1,335,630	6,744,318	960,959	583,434	2,296,589	6,744,318	576,245	552,460	2,872,834	6,744,318	686,830	552,460	3,559,664	6,744,318
Vehicles & Equip	24,496	22,571	69,107	274,846	18,184	23,521	87,291	274,846	26,823	22,621	114,114	274,846	20,251	22,571	134,365	274,846
Materials & Supplies	105,513	128,115	193,509	1,549,548	112,845	125,263	306,354	1,549,548	125,645	123,958	431,999	1,549,548	127,837	123,084	559,836	1,549,548
Information Technologies	2,586,279	3,672,925	5,432,833	44,903,956	2,904,950	3,750,649	8,337,783	44,903,956	3,045,000	3,820,065	11,382,783	44,903,956	2,847,284	3,675,914	14,230,067	44,903,956
Telecom	285,921	393,687	507,250	4,685,085	260,979	386,099	768,230	4,685,085	260,849	386,979	1,029,079	4,685,085	212,852	386,749	1,241,932	4,685,085
Marketing	11,010	177,207	23,297	2,167,980	14,828	189,957	38,125	2,167,980	12,270	182,557	50,395	2,167,980	19,367	177,157	69,762	2,167,980
Directors & Shareholders &PR	161,376	250,873	733,497	6,713,484	260,665	885,973	994,162	6,713,484	815,575	231,923	1,809,737	6,713,484	176,368	258,873	1,986,104	6,713,484
Dues & Membership Fees	123,346	81,800	241,726	1,242,846	154,615	75,683	396,341	1,242,846	167,055	138,511	563,397	1,242,846	91,880	72,547	655,276	1,242,846
Print & Postages	2,004	41,533	72,825	509,474	53,344	46,896	126,168	509,474	29,089	43,333	155,257	509,474	45,618	41,733	200,875	509,474
Travel & Entertainment	96,678	191,222	238,119	2,350,737	91,420	186,945	329,539	2,350,737	105,478	182,344	453,017	2,350,737	145,314	189,900	580,331	2,350,737
Training	87,308	97,045	154,563	1,693,914	66,126	112,085	220,689	1,693,914	125,101	99,555	345,790	1,693,914	77,748	89,835	423,538	1,693,914
Outside Services	2,011,800	1,914,584	4,359,648	44,287,691	3,273,959	1,880,120	7,633,608	44,287,691	2,078,431	1,839,832	9,712,038	44,287,691	3,099,684	1,806,024	12,811,723	44,287,691
Provision for Bad Debt	-	-	-	10,419,568	-	-	-	10,419,568	-	-	-	10,419,568	-	-	-	10,419,568
Miscellaneous	(8,927,398)	(9,191,808)	(16,724,010)	(113,164,143)	(8,489,600)	(9,203,445)	(25,213,610)	(113,164,143)	(8,789,627)	(9,411,801)	(34,003,238)	(113,164,143)	(9,193,113)	(9,101,445)	(43,196,351)	(113,164,143)
Total O&M Expenses Before Allocations	9,185,881	12,682,179	21,895,950	188,887,950	13,235,448	13,276,827	35,131,399	188,887,950	11,531,273	13,187,794	46,662,672	188,887,950	14,547,396	12,544,657	61,210,068	188,887,950
Expense Billings	(8,542,868)	(12,947,119)	(20,462,799)	(159,957,678)	(11,709,437)	(13,534,075)	(32,172,237)	(159,957,678)	(11,567,347)	(13,471,979)	(43,739,584)	(159,957,678)	(8,838,144)	(12,797,512)	(52,577,727)	(159,957,678)
O&M - Total Operation & Maintenance Expense	643,013	(264,941)	1,433,151	28,930,272	1,526,011	(257,248)	2,959,162	28,930,272	(36,074)	(284,185)	2,923,089	28,930,272	5,709,252	(252,855)	6,632,341	28,930,272
Division 012																
Labor	2,865,066	3,115,513	5,587,236	36,541,783	2,577,873	3,027,318	8,165,109	36,541,783	3,237,717	3,321,907	11,402,826	36,541,783	2,677,742	2,992,044	14,080,568	36,541,783
Benefits	741,766	803,446	1,446,536	9,423,600	667,411	780,702	2,113,947	9,423,600	838,245	856,672	2,952,192	9,423,600	693,267	771,605	3,645,459	9,423,600
Employee Welfare	240,269	35,582	457,521	505,455	305,682	22,649	763,203	505,455	293,851	22,397	1,057,055	505,455	274,395	24,475	1,331,449	505,455
Insurance	6,364	-	12,728	-	6,394	-	19,123	-	6,364	-	25,487	-	6,364	-	31,851	-
Rent, Maint., & Utilities	211,649	178,100	360,721	2,127,700	192,281	178,100	553,001	2,127,700	177,684	178,225	730,685	2,127,700	212,791	178,000	943,476	2,127,700
Vehicles & Equip	980	1,500	2,233	18,000	552	1,500	2,786	18,000	612	1,500	3,398	18,000	570	1,500	3,968	18,000
Materials & Supplies	3,871	4,454	11,433	53,450	3,165	4,454	14,598	53,450	3,024	4,454	17,622	53,450	3,244	4,454	20,866	53,450
Information Technologies	615,834	1,942	1,210,920	53,433	603,279	1,942	1,814,199	53,433	620,006	2,997	2,434,206	53,433	718,919	1,942	3,153,125	53,433
Telecom	131,793	126,956	269,324	1,480,359	109,463	142,124	378,787	1,480,359	107,850	143,749	486,637	1,480,359	103,291	150,369	589,928	1,480,359
Marketing	18	3,500	2,660	46,500	3,646	4,500	6,305	46,500	334	3,625	6,640	46,500	459	3,500	7,099	46,500
Directors & Shareholders &PR	18,200	10,000	84,869	380,000	17,227	10,000	102,096	380,000	60,325	75,000	162,421	380,000	18,471	10,000	180,892	380,000
Dues & Membership Fees	245	-	245	1,950	-	125	245	1,950	7,544	175	7,789	1,950	7,689	-	15,478	1,950
Print & Postages	18,063	6,508	24,826	78,100	3,022	6,508	27,848	78,100	5,296	6,508	33,144	78,100	5,622	6,508	38,765	78,100
Travel & Entertainment	28,595	20,266	55,011	243,950	30,223	20,768	85,234	243,950	8,187	20,329	94,187	243,950	20,303	20,266	114,490	243,950
Training	237	2,191	307	59,900	134	2,191	442	59,900	169	9,341	610	59,900	2,345	2,191	2,955	59,900
Outside Services	125,659	131,083	319,859	1,107,560	176,306	89,973	496,165	1,107,560	150,152	88,083	646,317	1,107,560	207,859	88,083	854,176	1,107

Atmos Energy Corporation
O&M
For the Month Ended June, 2024

	Fiscal 2024 November	Budget 2024 November	Fiscal 2024 YTD November	Budget 2024 Total Year	Fiscal 2024 December	Budget 2024 December	Fiscal 2024 YTD December	Budget 2024 Total Year	Fiscal 2024 January	Budget 2024 January	Fiscal 2024 YTD January	Budget 2024 Total Year	Fiscal 2024 February	Budget 2024 February	Fiscal 2024 YTD February	Budget 2024 Total Year
	Fiscal 2024 November	Budget 2024 November	Fiscal 2024 YTD November	Budget 2024 Total Year	Fiscal 2024 December	Budget 2024 December	Fiscal 2024 YTD December	Budget 2024 Total Year	Fiscal 2024 January	Budget 2024 January	Fiscal 2024 YTD January	Budget 2024 Total Year	Fiscal 2024 February	Budget 2024 February	Fiscal 2024 YTD February	Budget 2024 Total Year
Division 091																
Labor	306,088	155,641	576,923	1,829,097	243,487	145,739	820,409	1,829,097	310,109	163,248	1,130,518	1,829,097	263,788	148,354	1,394,306	1,829,097
Benefits	32,173	21,402	70,081	252,325	3,409	20,249	73,490	252,325	98,992	22,287	172,482	252,325	15,737	20,553	188,219	252,325
Employee Welfare	48,061	42,290	122,262	629,587	60,815	55,505	183,077	629,587	55,355	61,762	238,432	629,587	49,588	54,156	288,020	629,587
Insurance	1,475	14,908	2,002	183,954	1,309	14,908	3,312	183,954	118	14,908	3,430	183,954	455	14,908	3,885	183,954
Rent, Maint., & Utilities	65,307	38,841	130,930	504,995	69,486	41,745	200,415	504,995	21,374	45,402	221,789	504,995	17,722	45,611	239,511	504,995
Vehicles & Equip	12,115	6,554	20,505	79,980	6,062	6,554	26,567	79,980	8,808	6,554	35,375	79,980	9,233	6,554	44,607	79,980
Materials & Supplies	1,046	5,392	(155,449)	72,049	1,473	7,191	(153,975)	72,049	3,954	5,391	(150,021)	72,049	3,465	5,391	(146,556)	72,049
Information Technologies	20,881	17,654	37,570	211,931	35,524	17,654	73,094	211,931	16,370	17,654	89,464	211,931	18,101	17,654	107,565	211,931
Telecom	30,372	18,348	52,047	221,840	21,148	18,463	73,196	221,840	14,805	18,347	88,001	221,840	16,427	18,349	104,428	221,840
Marketing	30,537	10,914	99,367	241,470	718	39,914	100,085	241,470	81,763	9,414	181,848	241,470	259,457	11,064	441,305	241,470
Directors & Shareholders &PR	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Dues & Membership Fees	50	10,173	108	182,644	33	10,173	140	182,644	58	11,568	198	182,644	501	10,173	700	182,644
Print & Postages	959	1,370	2,009	18,648	892	1,745	2,901	18,648	1,345	1,370	4,246	18,648	1,844	1,370	6,090	18,648
Travel & Entertainment	31,446	30,656	51,063	580,724	29,219	30,999	80,282	580,724	17,990	37,633	98,271	580,724	44,556	31,734	142,827	580,724
Training	6,569	4,417	8,112	279,108	3,454	31,667	11,566	279,108	7,685	18,717	19,251	279,108	2,671	17,642	21,921	279,108
Outside Services	187,268	368,798	187,109	4,828,356	308,958	396,468	496,067	4,828,356	17,081	395,599	513,148	4,828,356	192,246	431,003	705,394	4,828,356
Provision for Bad Debt	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Miscellaneous	(21,522)	11,669	(28,235)	144,332	(8,587)	11,769	(36,822)	144,332	(7,960)	11,669	(44,782)	144,332	(28,660)	11,669	(73,442)	144,332
Total O&M Expenses Before Allocations	752,824	759,027	1,176,405	10,261,039	777,399	850,743	1,953,803	10,261,039	647,846	841,524	2,601,649	10,261,039	867,132	846,187	3,468,781	10,261,039
Expense Billings	(752,824)	(964,537)	(1,176,405)	(12,625,439)	(777,399)	(1,045,190)	(1,953,803)	(12,625,439)	(647,846)	(1,049,174)	(2,601,649)	(12,625,439)	(867,132)	(1,041,458)	(3,468,781)	(12,625,439)
O&M - Total Operation & Maintenance Expense	0	(205,511)	0	(2,364,400)	-	(194,446)	0	(2,364,400)	(0)	(207,649)	0	(2,364,400)	(0)	(195,271)	(0)	(2,364,400)

Atmos Energy Corporation
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For the Month Ended June, 2024

	Fiscal 2024 March	Budget 2024 March	Fiscal 2024 YTD March	Budget 2024 Total Year	Fiscal 2024 April	Budget 2024 April	Fiscal 2024 YTD April	Budget 2024 Total Year	Fiscal 2024 May	Budget 2024 May	Fiscal 2024 YTD May	Budget 2024 Total Year	Fiscal 2024 June	Budget 2024 June	Fiscal 2024 YTD June	Budget 2024 Total Year
Division 009																
Labor	470,635	568,113	3,042,465	6,545,295	447,361	529,669	3,489,826	6,545,295	480,853	549,914	3,970,679	6,545,295	460,135	498,637	4,430,813	6,545,295
Benefits	54,065	66,158	355,759	762,217	52,988	61,681	408,747	762,217	55,281	64,039	464,027	762,217	53,974	58,068	518,001	762,217
Employee Welfare	7,812	6,119	73,527	53,190	9,072	4,173	62,262	73,527	14,786	4,032	77,047	73,527	9,465	6,638	86,512	73,527
Insurance	5,797	167	35,861	2,004	6,744	167	42,605	2,004	5,895	167	48,500	2,004	6,558	167	55,058	2,004
Rent, Maint., & Utilities	82,833	84,827	491,997	995,016	89,286	83,015	581,284	995,016	85,897	80,465	667,180	995,016	89,006	83,971	756,186	995,016
Vehicles & Equip	90,833	94,351	542,880	1,175,618	131,858	93,665	674,738	1,175,618	87,371	103,712	762,109	1,175,618	85,504	103,742	847,613	1,175,618
Materials & Supplies	86,527	83,581	565,418	916,493	121,967	75,205	687,385	916,493	82,427	69,745	769,813	916,493	89,571	86,034	859,384	916,493
Information Technologies	214	2,643	1,230	31,723	1,522	2,643	2,753	31,723	17,628	2,643	20,380	31,723	5,802	2,643	26,182	31,723
Telecom	7,122	11,415	46,540	132,191	8,091	10,850	54,632	132,191	8,798	10,860	63,430	132,191	4,248	10,858	67,678	132,191
Marketing	16,953	6,707	90,627	80,480	34,740	6,707	125,367	80,480	12,751	6,707	138,118	80,480	67,268	6,706	205,385	80,480
Directors & Shareholders &PR	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Dues & Membership Fees	11,563	4,767	82,465	118,459	27,174	3,970	109,638	118,459	3,055	19,422	112,694	118,459	6,348	2,772	119,042	118,459
Print & Postages	(1,781)	4,568	(3,242)	48,318	(1,353)	3,700	(4,595)	48,318	(1,747)	3,818	(6,342)	48,318	(967)	4,281	(7,309)	48,318
Travel & Entertainment	18,681	23,101	157,899	285,742	31,413	25,219	189,312	285,742	36,133	25,220	225,445	285,742	57,697	23,373	283,142	285,742
Training	912	1,929	25,515	27,102	4,754	2,033	30,270	27,102	-	929	30,270	27,102	2,075	978	32,344	27,102
Outside Services	444,913	243,552	2,172,347	3,793,520	449,236	325,251	2,621,583	3,793,520	411,832	366,563	3,033,415	3,793,520	461,620	462,117	3,495,035	3,793,520
Provision for Bad Debt	210,390	127,593	1,104,026	1,304,828	(78,230)	94,948	1,025,796	1,304,828	122,814	81,169	1,148,610	1,304,828	158,813	76,293	1,307,422	1,304,828
Miscellaneous	10,773	933	90,364	8,640	11,264	683	101,628	8,640	11,233	683	112,861	8,640	11,961	673	124,822	8,640
Total O&M Expenses Before Allocations	1,518,243	1,330,523	8,855,341	16,301,174	1,347,888	1,323,580	10,203,229	16,301,174	1,435,006	1,390,088	11,638,235	16,301,174	1,569,077	1,427,951	13,207,312	16,301,174
Expense Billings	956,814	1,503,011	6,384,829	16,610,618	1,109,783	1,364,632	7,494,611	16,610,618	1,751,889	1,497,670	9,246,501	16,610,618	657,969	1,362,080	9,904,470	16,610,618
O&M - Total Operation & Maintenance Expense	2,475,057	2,833,534	15,240,169	32,911,793	2,457,671	2,688,212	17,697,840	32,911,793	3,186,896	2,887,758	20,884,736	32,911,793	2,227,046	2,790,031	23,111,782	32,911,793
Division 002																
Labor	4,647,953	5,543,302	28,771,297	68,842,060	4,871,415	5,846,433	33,642,713	68,842,060	5,137,643	6,062,258	38,780,356	68,842,060	4,594,895	5,301,005	43,375,251	68,842,060
Benefits	1,074,791	1,465,690	6,404,669	18,194,660	800,052	1,543,793	7,204,721	18,194,660	628,055	1,602,954	7,832,776	18,194,660	1,199,587	1,403,711	9,032,363	18,194,660
Employee Welfare	1,839,447	2,594,404	13,374,050	36,261,764	1,763,967	2,470,960	15,138,017	36,261,764	15,059,466	7,245,724	30,197,486	36,261,764	328,098	2,503,190	30,525,584	36,261,764
Insurance	4,500,745	4,278,848	31,465,868	51,210,162	4,500,885	4,278,848	35,966,753	51,210,162	4,500,884	4,278,848	40,467,637	51,210,162	5,000,884	4,278,848	45,468,522	51,210,162
Rent, Maint., & Utilities	475,007	578,584	4,034,671	6,744,318	664,481	552,560	4,699,152	6,744,318	741,998	552,460	5,441,150	6,744,318	459,771	579,234	5,900,920	6,744,318
Vehicles & Equip	14,635	23,521	149,000	274,846	5,724	22,621	154,724	274,846	14,687	22,571	169,411	274,846	10,741	23,521	180,151	274,846
Materials & Supplies	68,669	136,762	628,505	1,549,548	200,163	130,558	828,668	1,549,548	63,826	127,634	892,494	1,549,548	88,432	129,634	980,927	1,549,548
Information Technologies	2,731,217	3,651,264	16,961,284	44,903,956	2,992,696	3,821,737	19,953,980	44,903,956	2,836,655	3,704,233	22,790,635	44,903,956	2,780,191	3,722,125	25,570,825	44,903,956
Telecom	298,739	390,323	1,540,670	4,685,085	256,323	391,182	1,796,993	4,685,085	259,236	389,501	2,056,229	4,685,085	260,411	392,349	2,316,640	4,685,085
Marketing	11,916	177,757	81,678	2,167,980	57,774	180,957	139,452	2,167,980	15,285	179,707	154,737	2,167,980	13,792	177,207	168,529	2,167,980
Directors & Shareholders &PR	1,793,807	2,428,873	3,779,911	6,713,484	659,071	135,923	4,438,982	6,713,484	108,730	162,873	4,547,712	6,713,484	665,351	832,873	5,213,062	6,713,484
Dues & Membership Fees	55,205	73,088	710,481	1,242,846	(100,745)	116,665	609,736	1,242,846	315,257	116,828	924,993	1,242,846	126,080	84,623	1,051,053	1,242,846
Print & Postages	56,478	42,136	257,353	509,474	29,348	42,133	286,701	509,474	30,237	41,783	316,938	509,474	29,318	41,946	346,257	509,474
Travel & Entertainment	185,376	192,946	765,707	2,350,737	162,631	182,208	928,337	2,350,737	182,700	189,908	1,111,037	2,350,737	238,468	195,365	1,349,506	2,350,737
Training	93,476	116,705	517,014	1,693,914	100,653	297,580	617,667	1,693,914	114,873	116,834	732,541	1,693,914	166,198	124,086	896,739	1,693,914
Outside Services	2,897,675	4,926,416	15,709,397	44,287,691	2,542,765	4,941,154	18,252,162	44,287,691	1,858,313	4,976,582	20,110,475	44,287,691	2,757,084	4,926,700	22,867,559	44,287,691
Provision for Bad Debt	-	1,488,510	-	10,419,568	-	1,488,510	-	10,419,568	-	1,488,510	-	10,419,568	-	1,488,510	-	10,419,568
Miscellaneous	(10,995,266)	(9,059,588)	(54,191,617)	(113,164,143)	(8,375,471)	(9,168,016)	(62,567,088)	(113,164,143)	(8,811,310)	(12,384,112)	(71,378,398)	(113,164,143)	(14,654,571)	(8,982,716)	(86,032,968)	(113,164,143)
Total O&M Expenses Before Allocations	9,749,868	19,049,542	70,959,936	188,887,950	11,131,733	17,275,807	82,091,669	188,887,950	23,056,539	18,875,097	105,148,208	188,887,950	4,064,712	17,222,212	109,212,920	188,887,950
Expense Billings	(10,708,456)	(14,720,734)	(63,286,183)	(159,957,678)	(10,320,165)	(12,961,367)	(73,606,348)	(159,957,678)	(22,798,023)	(14,572,769)	(96,404,371)	(159,957,678)	(3,264,226)	(12,878,246)	(99,668,597)	(159,957,678)
O&M - Total Operation & Maintenance Expense	(958,588)	4,328,808	7,673,753	28,930,272	811,568	4,314,441	8,485,321	28,930,272	258,516	4,302,328	8,743,837	28,930,272	800,486	4,343,966	9,544,323	28,930,272
Division 012																
Labor	2,703,025	2,973,090	16,783,593	36,541,783	2,852,783	3,078,229	19,636,376	36,541,783	2,999,395	3,187,632	22,635,771	36,541,783	2,427,423	2,797,282	25,063,193	36,541,783
Benefits	699,813	766,717	4,345,272	9,423,600	738,585	793,831	5,083,858	9,423,600	757,126	822,044	5,840,984	9,423,600	628,460	721,379	6,469,443	9,423,600
Employee Welfare	228,702	31,917	1,560,151	505,455	207,063	25,994	1,767,214	505,455	353,076	190,398	2,120,290	505,455	204,135	30,248	2,324,425	505,455
Insurance	6,148	-	37,999	-	6,139	-	44,138	-	6,139	-	50,277	-	6,139	-	56,416	-
Rent, Maint., & Utilities	173,539	178,100	1,117,015	2,127,700	208,580	178,125	1,325,595	2,127,700	213,927	178,100	1,539,521	2,127,700	179,355	178,100	1,718,877	2,127,700
Vehicles & Equip	810	1,500	4,778	18,000	918	1,500	5,696	18,000	460	1,500	6,156	18,000	891	1,500	7,048	18,000
Materials & Supplies	4,966	4,454	25,832	53,450	3,028	4,454	28,859	53,450	5,493	4,454	34,352	53,450	3,927	4,454	38,279	53,450
Information Technologies	657,484	1,942	3,810,609	53,433	654,137	2,997	4,464,746	53,433	848,464	1,942	5,313,210	53,433	761,667	1,942	6,074,877	53,433
Telecom	122,084	139,856	712,012	1,480,359	248,921	127,384	960,934	1,480,359	127,781	114,465	1,088,715	1,480,359	186,677	111,789	1,275,392	1,480,359
Marketing	270	4,500	7,369	46,500	4,069	3,625	11,437	46,500	(889)	3,500	10,549	46,500	478	4,500	11,027	46,500
Directors & Shareholders &PR	20,298	10,000	201,190	380,000	49,062	75,000	250,252	380,000	28,678	10,000	278,930	380,000	23,688	10,000	302,619	380,000
Dues & Membership Fees	-	400	15,478	1,950	97	250	15,575	1,950	589	-	16,164	1,950	-	125	16,164	1,950
Print & Postages	6,152	6,508	44,918	78,100	6,231	6,508	51,149	78,100	6,536	6,508	57,684	78,100	6,671	6,508	64,355	78,100
Travel & Entertainment	34,727	20,266	149,217	243,950	45,434	20,329	194,652	243,950	37,135	20,266	231,787	243,950	27,194	20,266	258,981	243,950
Training	10,749	2,191	13,704	59,900	6,395	10,241	20,099	59,900	6,880	3,091	26,979	59,900	-	3,091	26,979	59,900
Outside Services	78,677	89,973														

Atmos Energy Corporation
O&M
For the Month Ended June, 2024

	Fiscal 2024 March	Budget 2024 March	Fiscal 2024 YTD March	Budget 2024 Total Year	Fiscal 2024 April	Budget 2024 April	Fiscal 2024 YTD April	Budget 2024 Total Year	Fiscal 2024 May	Budget 2024 May	Fiscal 2024 YTD May	Budget 2024 Total Year	Fiscal 2024 June	Budget 2024 June	Fiscal 2024 YTD June	Budget 2024 Total Year
	Fiscal 2024 March	Budget 2024 March	Fiscal 2024 YTD March	Budget 2024 Total Year	Fiscal 2024 April	Budget 2024 April	Fiscal 2024 YTD April	Budget 2024 Total Year	Fiscal 2024 May	Budget 2024 May	Fiscal 2024 YTD May	Budget 2024 Total Year	Fiscal 2024 June	Budget 2024 June	Fiscal 2024 YTD June	Budget 2024 Total Year
Division 091																
Labor	258,505	146,034	1,652,810	1,829,097	302,769	155,247	1,955,580	1,829,097	287,521	163,313	2,243,101	1,829,097	228,717	139,423	2,471,818	1,829,097
Benefits	40,629	20,283	228,848	252,325	27,937	21,356	256,785	252,325	(31,133)	22,295	225,652	252,325	15,481	19,513	241,133	252,325
Employee Welfare	51,309	47,861	339,328	629,587	48,915	45,287	388,243	629,587	324,045	82,895	712,288	629,587	41,917	50,720	754,204	629,587
Insurance	121	15,631	4,007	183,954	133	15,631	4,140	183,954	688	15,631	4,828	183,954	1,911	15,631	6,739	183,954
Rent, Maint., & Utilities	21,303	45,917	260,814	504,995	19,385	42,563	280,199	504,995	18,409	39,898	298,609	504,995	15,315	47,282	313,924	504,995
Vehicles & Equip	6,029	6,554	50,636	79,980	13,054	6,554	63,690	79,980	7,885	6,809	71,576	79,980	8,945	6,809	80,521	79,980
Materials & Supplies	1,261	7,441	(145,294)	72,049	1,297	5,392	(143,997)	72,049	1,472	5,392	(142,525)	72,049	3,866	7,192	(138,659)	72,049
Information Technologies	15,799	17,654	123,364	211,931	16,581	17,654	139,945	211,931	16,641	17,654	156,586	211,931	21,965	17,654	178,551	211,931
Telecom	14,615	18,952	119,043	221,840	14,334	18,348	133,377	221,840	13,530	18,347	146,907	221,840	13,221	18,468	160,128	221,840
Marketing	3,762	40,164	445,067	241,470	68,469	11,514	513,536	241,470	2,876	10,414	516,412	241,470	5,391	38,164	521,803	241,470
Directors & Shareholders &PR	-	-	-	-	2,330	-	2,330	-	-	-	2,330	-	-	-	2,330	-
Dues & Membership Fees	16	11,752	716	182,644	276	10,402	993	182,644	7,516	18,890	8,509	182,644	61	26,418	8,570	182,644
Print & Postages	896	2,095	6,986	18,648	1,558	1,370	8,545	18,648	1,324	1,370	9,869	18,648	719	1,745	10,588	18,648
Travel & Entertainment	91,817	81,876	234,644	580,724	32,068	35,765	266,712	580,724	68,214	41,774	334,926	580,724	35,701	48,265	370,627	580,724
Training	6,975	44,817	28,896	279,108	5,213	21,142	34,109	279,108	20,819	17,017	54,928	279,108	1,211	43,968	56,139	279,108
Outside Services	11,977	448,888	717,372	4,828,356	178,115	429,076	895,486	4,828,356	112,164	448,626	1,007,650	4,828,356	155,372	411,320	1,163,022	4,828,356
Provision for Bad Debt	-	-	-	-	-	-	-	-	-	-	-	-	1,358	-	1,358	-
Miscellaneous	(83,719)	11,669	(157,161)	144,332	(5,656)	11,769	(162,817)	144,332	(25,190)	11,669	(188,007)	144,332	(5,769)	11,669	(193,775)	144,332
Total O&M Expenses Before Allocations	441,297	967,588	3,910,078	10,261,039	726,778	849,070	4,636,856	10,261,039	826,783	921,994	5,463,639	10,261,039	545,382	904,239	6,009,021	10,261,039
Expense Billings	(441,297)	(1,163,941)	(3,910,078)	(12,625,439)	(726,778)	(1,042,800)	(4,636,856)	(12,625,439)	(826,783)	(1,127,773)	(5,463,639)	(12,625,439)	(545,382)	(1,089,768)	(6,009,021)	(12,625,439)
O&M - Total Operation & Maintenance Expense	(0)	(196,352)	(0)	(2,364,400)	0	(193,730)	0	(2,364,400)	0	(205,779)	0	(2,364,400)	(0)	(185,530)	(0)	(2,364,400)

Case No. 2024-00276
Atmos Energy Corporation, Kentucky Division
MFR FR 16(7)(e)
Page 1 of 1

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:
- (e) A statement of attestation signed by the utility's chief officer in charge of Kentucky operations, which shall provide:
1. That the forecast is reasonable, reliable, made in good faith, and that all basic assumptions used in the forecast have been identified and justified;
 2. That the forecast contains the same assumptions and methodologies as used in the forecast prepared for use by management, or an identification and explanation for differences that exist, if applicable; and
 3. That productivity and efficiency gains are included in the forecast;

RESPONSE:

Please see attachment FR_16(7)(e)_Att1 for a notarized attestation signed by J. Kevin Dobbs, President for the Kentucky/Mid-States Division.

ATTACHMENT:

FR_16(7)(e)_Att1 - Statement of Attestation.pdf

Respondent: Kevin Dobbs

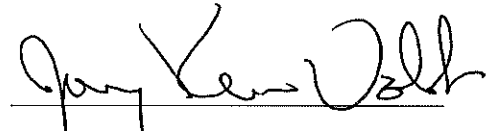
Atmos Energy Corp.; Kentucky/Mid-States Division

Kentucky Jurisdiction Case No. 2024-00276

Forecasted Test Period Filing Requirements

STATEMENT OF ATTESTATION
OF THE OFFICER IN CHARGE OF KENTUCKY OPERATIONS

1. The forecast presented in this rate application is reasonable, reliable, made in good faith, and all basic assumptions used in the forecast have been identified and justified; and
2. The forecast contains the same assumptions and methodologies as used in the forecast prepared for use by management, and any differences that exist have been identified and explained; and
3. All productivity and efficiency gains have been included in the forecast.

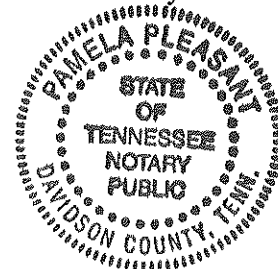

J. Kevin Dobbs, President

STATE OF TENNESSEE)
COUNTY OF WILLIAMSON)

SUBSCRIBED AND SWORN TO before me by J. Kevin Dobbs, on this 24~~th~~ day of September, 2024


Notary Public

MY Commission expires: JANUARY 24, 2028



Case No. 2024-00276
Atmos Energy Corporation, Kentucky Division
MFR FR 16(7)(f)
Page 1 of 1

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:
- (f) For each major construction project that constitutes five (5) percent or more of the annual construction budget within the three (3) year forecast, the following information shall be filed:
1. The date the project was started or estimated starting date;
 2. The estimated completion date;
 3. The total estimated cost of construction by year exclusive and inclusive of allowance for funds used during construction ("AFUDC") or interest during construction credit; and
 4. The most recent available total costs incurred exclusive and inclusive of AFUDC or interest during construction credit;

RESPONSE:

Please see attachment FR_16(7)(f)_Att1.

ATTACHMENT:

FR_16(7)(f)_Att1 - Construction Projects.xlsx

Respondent: Ryan Austin

Name	Estimated Start Date	Estimated Completion Date	Estimated Costs	FY25	FY26	FY27	FY28	Total	Project Description
2739.Wild Turkey Reinforcement - Construction	10/1/2024	9/30/2025	Est. Costs w AFUDC	\$ 2,227,142				\$ 2,227,142	Replacing 17,500' of 8" Steel, 2600' of 6" HDPE, 1100' of 2" HDPE to serve Wild Turkey Expansion. Phase 2 will handle Construction
			Est. Costs w/o AFUDC	\$ 2,122,137				\$ 2,122,137	
2739.Zaring Mill to Pierce Industrial Replacement	10/1/2024	9/30/2025	Est. Costs w AFUDC	\$ 2,586,765				\$ 2,586,765	
			Est. Costs w/o AFUDC	\$ 2,487,703				\$ 2,487,703	
2609.Hawesville 192.624 Replacement	10/1/2024	9/30/2025	Est. Costs w AFUDC	\$ 2,677,220				\$ 2,677,220	Install 5100' of 8" Steel HPD from Zaring Mill Road to Pierce Industrial Road.
			Est. Costs w/o AFUDC	\$ 2,631,198				\$ 2,631,198	Installing meter/regulator stations, valves and pipeline for 192.624
2739.Ohio Valley Reinforcement Phase 2	10/1/2025	3/31/2026	Est. Costs w AFUDC		\$ 3,093,099			\$ 3,093,099	Install 6800' of 8" Steel HPD from Pierce Industrial Road to Ohio Valley.
			Est. Costs w/o AFUDC		\$ 2,907,018			\$ 2,907,018	
2609.Hickory Wellhead Replacement	10/1/2025	9/30/2026	Est. Costs w AFUDC	\$ 1,970,570				\$ 1,970,570	Replace 10 wellheads to eliminate valve stem leaks
			Est. Costs w/o AFUDC	\$ 1,890,300				\$ 1,890,300	Replace approximately 7000' of 6". Acquire ROW. Falls under 192.624
2609.Liberty Purchase Inlet Piping	10/1/2025	9/30/2026	Est. Costs w AFUDC	\$ 2,392,977				\$ 2,392,977	Installing meter/regulator stations, valves and pipeline for 192.624
			Est. Costs w/o AFUDC	\$ 2,273,328				\$ 2,273,328	
2609.Hawesville 192.624 Replacement Ph2	10/1/2025	9/30/2026	Est. Costs w AFUDC	\$ 2,108,782				\$ 2,108,782	
			Est. Costs w/o AFUDC	\$ 2,003,343				\$ 2,003,343	Installing meter/regulator stations, valves and pipeline for 192.624
2609.St.Charles Well Replacement	10/1/2026	9/30/2027	Est. Costs w AFUDC			\$ 2,120,300		\$ 2,120,300	St. Charles Kimbel #1 Well Replacement
			Est. Costs w/o AFUDC			\$ 2,021,498		\$ 2,021,498	
2609.Hawesville Domtar Line 192.624	10/1/2026	9/30/2027	Est. Costs w AFUDC			\$ 2,405,000		\$ 2,405,000	Install Regulator Station / Pressure Test Per 192.624
			Est. Costs w/o AFUDC			\$ 2,287,011		\$ 2,287,011	
2609.Nortonville Purchase	10/1/2026	9/30/2027	Est. Costs w AFUDC			\$ 2,340,000		\$ 2,340,000	Upgrading Nortonville Purchase Site with new Meter and regulator sets
			Est. Costs w/o AFUDC			\$ 2,221,380		\$ 2,221,380	
2734.Hwy 100 Purchase Replacement	3/1/2027	6/30/2027	Est. Costs w AFUDC			\$ 2,122,250		\$ 2,122,250	Replace Hwy 100 purchase at TN Gas Pipeline. Estimate from First cut Fab Upgrade TXGT purchase to Symsonia to eliminate 2" HPD exposed in creek and 62 f.taps. New TBS will eliminate TBS along highway. 2" HPD will be replaced w/ 20,600' of 6" PE. including the replacement of 40 short and 40 long services. Planned to be in State R/W. First Cut completing station work.
			Est. Costs w/o AFUDC			\$ 2,014,699		\$ 2,014,699	
2638.Symsonia HP System Replacement	10/1/2026	9/30/2027	Est. Costs w AFUDC			\$ 3,580,550		\$ 3,580,550	
			Est. Costs w/o AFUDC			\$ 3,420,944		\$ 3,420,944	
2734. Bowling Green 192.624	10/1/2027	9/30/2028	Est. Costs w AFUDC				\$ 5,312,801	\$ 5,312,801	Replace approx 11000' of 6" and 8" Pipeline per 192.624
			Est. Costs w/o AFUDC				\$ 5,059,810	\$ 5,059,810	
2637.Palma Purchase Replacement	10/1/2027	9/30/2028	Est. Costs w AFUDC				\$ 2,863,729	\$ 2,863,729	Replace Palma Purchase Station with new site and station. Estimate based off First Cut Fabrication pricing and scope of similar projects. Station, heater, yz odorizer, filter, check meter, canopies, fencing, design/fabrication/installation. Contract Inspection
			Est. Costs w/o AFUDC				\$ 2,727,361	\$ 2,727,361	
2636.5th St Regulator Station	10/1/2027	9/30/2028	Est. Costs w AFUDC				\$ 2,095,785	\$ 2,095,785	Install new larger station at 5th St Lot to replace RS 1520, RS 1312, RS 1317. Install 6000' of 8" HDPE from new station to OWB TB#2.
			Est. Costs w/o AFUDC				\$ 1,995,986	\$ 1,995,986	

Case No. 2024-00276
Atmos Energy Corporation, Kentucky Division
MFR FR 16(7)(g)
Page 1 of 1

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:
 - (g) For all construction projects that constitute less than five (5) percent of the annual construction budget within the three (3) year forecast, the utility shall file an aggregate of the information requested in paragraph (f)3 and 4 of this subsection;

RESPONSE:

Please see the Company's response to FR 16(7)(b).

Respondent: Ryan Austin

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:
 - (h) A financial forecast corresponding to each of the three (3) forecasted years included in the capital construction budget. The financial forecast shall be supported by the underlying assumptions made in projecting the results of operations and shall include the following information:
 - 1. Operating income statement (exclusive of dividends per share or earnings per share);

RESPONSE:

Please see the Company's response to FR 16(8)(i) for the forecast Operating Income Statements for fiscal years 2026 - 2028. For further information concerning operating expense forecasts, please see the Direct Testimony of Greg Waller. For further information concerning revenue forecast, please see the Direct Testimony of Thomas Troup.

Respondents: Thomas Troup and Greg Waller

Case No. 2024-00276
Atmos Energy Corporation, Kentucky Division
MFR FR 16(7)(h)2
Page 1 of 1

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:
 - (h) A financial forecast corresponding to each of the three (3) forecasted years included in the capital construction budget. The financial forecast shall be supported by the underlying assumptions made in projecting the results of operations and shall include the following information:
 - 2. Balance sheet;

RESPONSE:

Please see attachment FR_16(7)(h)2_Att1.

ATTACHMENT:

FR_16(7)(h)2_Att1 - Balance Sheet.xlsx

Respondent: Greg Waller

Atmos Energy Corporation
Fully Allocated Balance Sheet
Kentucky
(000)

FR 16 (7)(h)2

	Base	Test			
	12/31/2024	3/31/2026	2026	2027	2028
<u>ASSETS</u>					
Property, Plant, & Equipment:					
Utility Plant In Service	931,029	964,620	1,040,199	1,119,968	1,201,842
Construction Work In Progress	8,139	8,139	8,139	8,139	8,139
Accumulated Depreciation	(204,758)	(225,030)	(248,339)	(275,023)	(305,995)
Net Plant	734,410	747,729	799,999	853,084	903,986
Current Assets:					
Cash & Temporary Cash Investments	7,225	7,225	7,225	7,225	7,225
Account Receivable, less Allowance for Doubtful Accounts	13,013	13,013	13,013	13,013	13,013
Inventories	535	535	535	535	535
Gas Stored Underground	14,105	(4,797)	(4,797)	(4,797)	(4,797)
Other Current Assets	14,554	14,554	14,554	14,554	14,554
Total Current Assets	49,432	30,530	30,530	30,530	30,530
Def'd Charges & Other Assets	12,302	12,302	12,302	12,302	12,302
TOTAL ASSETS	796,143	790,560	842,830	895,915	946,817
<u>LIABILITIES & SHAREHOLDERS' EQUITY</u>					
Kentucky Division capital account - net	636,741	630,497	678,823	729,709	780,252
Current Liabilities:					
Accounts Payable	14,051	14,051	14,051	14,051	14,051
Accrued Taxes	13,596	13,596	13,596	13,596	13,596
Customers' Deposits	385	385	385	385	385
Other Current Liabilities	24,763	24,763	24,763	24,763	24,763
Total Current Liabilities	52,794	52,794	52,794	52,794	52,794
Deferred Income Taxes and EDITL	105,872	106,532	110,462	112,645	112,990
Def'd Cr. and Other Liabilities	736	736	751	766	781
TOTAL LIABILITIES & SHAREHOLDERS' EQUITY	796,143	790,560	842,830	895,915	946,817

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:
 - (h) A financial forecast corresponding to each of the three (3) forecasted years included in the capital construction budget. The financial forecast shall be supported by the underlying assumptions made in projecting the results of operations and shall include the following information:
 - 3. Statement of cash flows

RESPONSE:

Please see attachment FR_16(7)(h)3_Att1.

ATTACHMENT:

FR_16(7)(h)3_Att1 - Statement of Cash Flows.xlsx

Respondent: Greg Waller

Atmos Energy Corporation
Fully Allocated Cash Flow
Kentucky
(000)

FR 16 (7)(h)3

	Base	Test			
	12/31/2024	3/31/2026	2026	2027	2028
Cash Flow					
Cash Flow from Operations					
Net Income	21,042	17,124	12,392	7,139	1,608
Add: Deferred income taxes	(1,679)	5,503	3,930	2,183	345
Depreciation	19,916	22,028	23,309	26,684	30,972
Cash flow from Operartions	39,279	44,655	39,631	36,007	32,924
Effect of Balance Sheet Accounts					
Changes in current assets	-	(18,902)	-	-	-
Changes in current liabilities	-	-	-	-	-
Changes in deferred debits	-	-	-	-	-
Changes in deferred credits	-	-	15	15	15
Total Cash Flow from change in Balance Sheet Accounts	-	(18,902)	15	15	15
Operating Cash Flow	39,279	25,752	39,646	36,022	32,940
Cash flow from Investing Activities					
Capital Expenditures	(66,962)	(70,669)	(75,579)	(79,769)	(81,874)
Total Cash from Investments	(66,962)	(70,669)	(75,579)	(79,769)	(81,874)
Free Cash Flow	(27,683)	(44,917)	(35,933)	(43,747)	(48,934)
Cash From Financing					
Total Cash From Financing	27,683	44,917	35,933	43,747	48,934
Total Increase/(Decr) in Cash	-	-	-	-	-
Beginning Cash	7,225	7,225	7,225	7,225	7,225
Ending Cash	7,225	7,225	7,225	7,225	7,225

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:
 - (h) A financial forecast corresponding to each of the three (3) forecasted years included in the capital construction budget. The financial forecast shall be supported by the underlying assumptions made in projecting the results of operations and shall include the following information:
 - 4. Revenue requirements necessary to support the forecasted rate of return;

RESPONSE:

Please see attachment FR_16(7)(h)4_Att1.

ATTACHMENT:

FR_16(7)(h)4_Att1 - Revenue Requirements.xlsx

Respondent: Greg Waller

Atmos Energy Corporation, Kentucky/Mid-States Division
Kentucky Jurisdiction Case No. 2021-00214
Revenue Requirements Necessary to Support the Forecasted Rate of Return
Forecasted Test Period: Twelve Months Ended December 31, 2022

Data: ☒ Base Period ☒ Forecasted PeriodType of Filing: ☒ Original ☐ Updated ☐ Revised

Workpaper Reference No(s).

FR 16(7)(h)4

Line No.	Description	Supporting Schedule Reference	Base Jurisdictional Revenue Requirement	Forecasted Jurisdictional Revenue Requirement	2026	2027	2028
	(a)	(b)	(c)	(d)	(e)	(f)	(g)
1	Rate Base	B-1	\$ 625,170,436	\$ 628,233,491	688,457,119	739,643,972	790,495,436
2	Adjusted Operating Income	C-1	\$ 29,122,462	\$ 25,897,613	22,109,774	17,690,879	12,988,329
3	Earned Rate of Return (line 2 divided by line 1)	J-1.1	4.66%	4.12%	3.21%	2.39%	1.64%
4	Required Rate of Return	J-1	8.24%	8.30%	8.30%	8.30%	8.30%
5	Required Operating Income (line 1 times line 4)	C-1	\$ 51,514,044	\$ 52,143,380	\$ 57,141,941	\$ 61,390,450	\$ 65,611,121
6	Operating Income Deficiency (line 5 minus line 2)	C-1	\$ 22,391,582	\$ 26,245,767	\$ 35,032,167	\$ 43,699,571	\$ 52,622,792
7	Gross Revenue Conversion Factor	H	1.34802	1.34802	1.348020	1.348020	1.348020
8	Revenue Deficiency (line 6 times line 7)		\$ 30,184,301	\$ 35,379,819	\$ 47,224,062	\$ 58,907,896	\$ 70,936,576
9	Revenue Increase Requested Incl. EDITL & Depreciation Liab	C-1		\$ 33,001,164	\$ 47,034,064	\$ 58,717,898	\$ 70,746,578
10	Adjusted Operating Revenues	C-1		\$ 187,822,013	\$ 189,085,171	\$ 191,695,675	\$ 191,245,115
11	Revenue Requirements (line 9 plus line 10)	C-1		\$ 220,823,177	\$ 236,119,235	\$ 250,413,573	\$ 261,991,693

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:
 - (h) A financial forecast corresponding to each of the three (3) forecasted years included in the capital construction budget. The financial forecast shall be supported by the underlying assumptions made in projecting the results of operations and shall include the following information:
 - 5. Load forecast including energy and demand (electric);

RESPONSE:

Not applicable.

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:
 - (h) A financial forecast corresponding to each of the three (3) forecasted years included in the capital construction budget. The financial forecast shall be supported by the underlying assumptions made in projecting the results of operations and shall include the following information:
 - 6. Access line forecast (telephone);

RESPONSE:

Not applicable.

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:
 - (h) A financial forecast corresponding to each of the three (3) forecasted years included in the capital construction budget. The financial forecast shall be supported by the underlying assumptions made in projecting the results of operations and shall include the following information:
 - 7. Mix of generation (electric);

RESPONSE:

Not applicable.

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:
 - (h) A financial forecast corresponding to each of the three (3) forecasted years included in the capital construction budget. The financial forecast shall be supported by the underlying assumptions made in projecting the results of operations and shall include the following information:
 - 8. Mix of gas supply (gas);

RESPONSE:

Please see attachment FR_16(7)(h)8_Att1.

ATTACHMENT:

FR_16(7)(h)8_Att1 - Gas Supply.xlsx

Respondent: Thomas Troup

FR 16(7)(h)8

Atmos Energy Corporation
Case No. 2024-00276
MCF SALES FORECAST / SUPPLY REQUIREMENTS - Total Company
For the THREE FORECASTED YEARS, Fiscal Years 2026-2028
All Volumes in Mcf at Standard Conditions, or in mmBtu (as noted)

Line No.	Description	2026	2027	2028	Comments
		(a)	(b)	(c)	(d)
1	Sales Volumes-				
2					
3	Total Sales Volumes (Mcf)-	17,297,370	17,312,608	17,327,846	Reference the Testimony of Mr. Thomas L. Troup for underlying assumptions. Also, see Exhibit FR 16(7)(h)15.
4					
5					
6	Total Supply Requirements (Mcf)-	17,297,370	17,312,608	17,327,846	
7					
8	Provision for L&U (Mcf)-	370,164	370,491	370,816	
9					
10	Total Supply Requirements (mmBtu)-	17,844,209	17,859,930	17,875,648	

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:
 - (h) A financial forecast corresponding to each of the three (3) forecasted years included in the capital construction budget. The financial forecast shall be supported by the underlying assumptions made in projecting the results of operations and shall include the following information:
 - 9. Employee level;

RESPONSE:

Please see attachment FR_16(7)(h)9_Att1 for the employee level and labor.

ATTACHMENT:

FR_16(7)(h)9_Att1 - Employee Level and Labor.xls

Respondent: Greg Waller

Atmos Energy Corporation, Kentucky/Mid-States Division
Kentucky Jurisdiction Case No. 2024-00276
Payroll Analysis by Employee Classifications/Payroll Distribution/Total Company
Base Period: Twelve Months Ended December 31, 2024
Forecasted Test Period: Twelve Months Ended March 31, 2026

Data: ☒ Base Period ☒ Forecasted Period

FR 16(7)(h)9

Type of Filing: ☒ Original ☐ Updated

FR 16(7)(h)10

Workpaper Reference No(s).

Witness: Waller

Line No.	Description	Base Period	Forecasted Period	2023	2024	2025
1	Total Labor Dollars (excluding Shared Services and KY/Mid-States General Office)	15,732,461	17,803,099	18,426,207	19,071,125	19,738,614
2	Average Employee Levels (KY Operations)	213	213	213	213	213

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:
 - (h) A financial forecast corresponding to each of the three (3) forecasted years included in the capital construction budget. The financial forecast shall be supported by the underlying assumptions made in projecting the results of operations and shall include the following information:
 - 10. Labor cost changes;

RESPONSE:

Please see the Company's response to FR 16(7)(h)9.

Respondent: Greg Waller

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:
 - (h) A financial forecast corresponding to each of the three (3) forecasted years included in the capital construction budget. The financial forecast shall be supported by the underlying assumptions made in projecting the results of operations and shall include the following information:
 - 11. Capital structure requirements;

RESPONSE:

Please see attachment FR_16(7)(h)11_Att1.

ATTACHMENT:

FR_16(7)(h)11_Att1 - Capital Structure.xlsx

Respondent: Joe Christian

ATMOS ENERGY CORPORATION - KENTUCKY

Capital Structure Summary

Forcasted Years 2025 - 2028

MFR 16(7)(h)11

	FY 2025	FY 2026	FY 2027	FY 2028
Common Stock	809,392	857,246	915,383	983,804
Treasury Stock				
Common Stock Subscribed				
Additional Paid-in Capital	8,243,188,511	9,445,522,622	10,992,526,231	12,784,199,340
Retained Earnings	4,215,773,099	4,793,103,010	5,440,609,625	6,158,292,945
Accum. Other Comprehensive Income	458,270,178	428,815,232	414,847,353	414,847,353
Current Year Net Income	1,133,025,764	1,276,074,844	1,455,151,814	1,670,256,675
Dividends	(555,695,853)	(628,568,228)	(716,193,101)	(818,570,470)
Equity	13,495,371,091	15,315,804,725	17,587,857,306	20,210,009,647
Long-Term debt (including curr mat.)	8,576,506,371	9,773,956,855	11,154,618,830	12,818,492,296
Short Term Notes Payable - daily avg	526,090	3,500,037	9,708,383	10,000,000
Total Capitalization	22,072,403,552	25,093,261,618	28,752,184,519	33,038,501,943
Equity %	61.1%	61.0%	61.2%	61.2%
LTD %	38.9%	39.0%	38.8%	38.8%
STD %	0.0%	0.0%	0.0%	0.0%
Total	100.0%	100.0%	100.0%	100.0%

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:
 - (h) A financial forecast corresponding to each of the three (3) forecasted years included in the capital construction budget. The financial forecast shall be supported by the underlying assumptions made in projecting the results of operations and shall include the following information:
 - 12. Rate base;

RESPONSE:

Please see attachment FR_16(7)(h)12_Att1.

ATTACHMENT:

FR_16(7)(h)12_Att1 - Rate Base.xlsx

Respondent: Greg Waller

Atmos Energy Corporation
Rate Base
Kentucky
(000)

FR 16 (7)(h)12

		Base	Test			
		12/31/2024	3/31/2026	2026	2027	2028
		\$	\$			
1	Plant in Service	913,548	950,799	1,040,199	1,119,968	1,201,842
2	Construction Work in Progress					
3						
4	Accumulated Depreciation	(196,964)	(216,905)	(248,339)	(275,023)	(305,995)
5	Net Property Plant and Equipment	716,584	733,894	791,860	844,945	895,847
6						
7						
8	Cash Working Capital Allowance	(1,984)	(2,200)	(2,200)	(2,200)	(2,200)
9	Other Working Capital	17,823	9,718	10,009	10,309	10,619
10	Customer Advances	(736)	(736)	(751)	(766)	(781)
11	Regulatory Assets and Liabilities	(11,725)	(3,721)	(3,643)	(3,565)	(3,375)
12	Deferred Income Taxes	(94,791)	(108,722)	(106,819)	(109,081)	(109,615)
13						
14	Rate Base	625,170	628,233	688,457	739,644	790,495

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:
 - (h) A financial forecast corresponding to each of the three (3) forecasted years included in the capital construction budget. The financial forecast shall be supported by the underlying assumptions made in projecting the results of operations and shall include the following information:
 - 13. Gallons of water projected to be sold (water);

RESPONSE:

Not applicable.

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:
 - (h) A financial forecast corresponding to each of the three (3) forecasted years included in the capital construction budget. The financial forecast shall be supported by the underlying assumptions made in projecting the results of operations and shall include the following information:
 - 14. Customer forecast (gas, water);

RESPONSE:

Please see attachment FR_16(7)(h)14_Att1 for the customer forecast. Also, please reference the Direct Testimony of Thomas Troup.

ATTACHMENT:

FR_16(7)(h)14_Att1 - Customer Forecast.xlsx

Respondent: Thomas Troup

FR 16(7)(h)14

Atmos Energy Corporation
Case No. 2024-00276
CUSTOMER FORECAST - Total Company
For the THREE FORECASTED YEARS, Fiscal Years 2026-2028

Line No.	Description	2026	2027	2028	Comments
		(a)	(b)	(c)	(d)
1	Average Sales Customers-				
2					
3	Residential	160,460	160,460	160,460	Growth rate 0 per year, see Testimony of
4					Mr. Thomas L. Troup for underlying assumptions.
5					
6	Commercial	18,426	18,476	18,526	Growth rate 50 per year, see Testimony of
7					Mr. Thomas L. Troup for underlying assumptions.
8					
9	Industrial	216	216	216	Growth rate 0 per year, see Testimony of
10					Mr. Thomas L. Troup for underlying assumptions.
11					
12	Public Authority	1,502	1,502	1,502	Growth rate 0 per year, see Testimony of
13					Mr. Thomas L. Troup for underlying assumptions.
14					
15	Total Sales Customers-	180,604	180,654	180,704	
16					
17					
18	Average Transportation Customers-	202	202	202	Growth rate 0 per year, see Testimony of
19					Mr. Thomas L. Troup for underlying assumptions.
20					
21	Total Annual Average Customers	180,806	180,856	180,906	

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:
 - (h) A financial forecast corresponding to each of the three (3) forecasted years included in the capital construction budget. The financial forecast shall be supported by the underlying assumptions made in projecting the results of operations and shall include the following information:
 - 15. Sales volume forecasts in cubic feet (gas);

RESPONSE:

Please see attachment FR_16(7)(h)15_Att1 for the Mcf sales forecast. Also, please reference the Direct Testimony of Thomas Troup.

ATTACHMENT:

FR_16(7)(h)15_Att1 - Sales Forecast.xlsx

Respondent: Thomas Troup

FR 16(7)(h)15

Atmos Energy Corporation
Case No. 2024-00276
MCF SALES FORECAST - Total Company
For the THREE FORECASTED YEARS, Fiscal Years 2026-2028
All Volumes in Mcf at Standard Conditions

Line No.	Description	2026	2027	2028	Comments
		(a)	(b)	(c)	(d)
1	Sales Volumes-				
2					
3	Residential	9,938,593	9,938,593	9,938,593	Reference the Testimony of Mr. Thomas L. Troup for underlying assumptions.
4					
5					
6	Commercial	5,617,967	5,633,206	5,648,444	Reference the Testimony of Mr. Thomas L. Troup for underlying assumptions.
7					
8					
9	Industrial	825,382	825,382	825,382	Reference the Testimony of Mr. Thomas L. Troup for underlying assumptions.
10					
11					
12	Public Authority	915,391	915,391	915,391	Reference the Testimony of Mr. Thomas L. Troup for underlying assumptions.
13					
14					
15	Total Sales Volumes-	17,297,333	17,312,572	17,327,810	
16					
17					
18	Transportation Volumes-	32,029,736	32,029,736	32,029,736	Reference the Testimony of Mr. Thomas L. Troup for underlying assumptions.
19					
20					
21	Total Volumes	49,327,069	49,342,308	49,357,546	

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:
 - (h) A financial forecast corresponding to each of the three (3) forecasted years included in the capital construction budget. The financial forecast shall be supported by the underlying assumptions made in projecting the results of operations and shall include the following information:
 - 16. Toll and access forecast of number of calls and number of minutes (telephone); and

RESPONSE:

Not applicable.

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:
 - (h) A financial forecast corresponding to each of the three (3) forecasted years included in the capital construction budget. The financial forecast shall be supported by the underlying assumptions made in projecting the results of operations and shall include the following information:
 - 17. A detailed explanation of other information provided, if applicable;

RESPONSE:

Not applicable.

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:
 - (i) The most recent Federal Energy Regulatory Commission or Federal Communications Commission audit reports;

RESPONSE:

Neither the Federal Energy Regulatory Commission nor the Federal Communications Commission regulates the Company's local gas distribution operations in Kentucky.

Respondent: Emily Wiebe

Case No. 2024-00276
Atmos Energy Corporation, Kentucky Division
MFR FR 16(7)(j)
Page 1 of 1

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 June 2024 Senior Notes offering prospectus.

ATTACHMENT:

FR_16(7)(j)_Att1 - Senior Notes June 2024.pdf

Respondent: Joe Christian and Emily Wiebe

424B2 1 d853615d424b2.htm 424B2

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Filed Pursuant to Rule 424(b)(2)
Registration No. 333-271838

Prospectus Supplement
June 18, 2024
(To Prospectus dated March 31, 2023)



Atmos Energy Corporation

5.900% Senior Notes due 2033

This is an offering of \$325,000,000 aggregate principal amount of 5.900% Senior Notes due 2033 (the “new notes”). The new notes are an additional issuance of the 5.900% Senior Notes due 2033 (the “existing notes” and together with the new notes, the “notes”) described in our Prospectus Supplement dated October 5, 2023 and issued on October 10, 2023. The new notes will be treated as a single series under the indenture with the \$400 million in aggregate principal amount of the existing notes already outstanding and will have the same CUSIP number as, and will trade interchangeably with, the existing notes. The notes will bear interest at the rate of 5.900% per year and will mature on November 15, 2033. We will pay interest on the new notes semi-annually in arrears on May 15 and November 15 of each year they are outstanding, beginning November 15, 2024. 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 prices described in this prospectus supplement. See “Description of the Notes—Optional Redemption.”

The notes are unsecured senior obligations and rank equally in right of payment with all of our other existing and future unsubordinated debt. The new 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 will not be listed on any securities exchange or quoted on any automated dealer quotation system.

Investing in the notes involves risks. See “[Risk Factors](#)” on page 8-6 of this prospectus supplement.

	Public Offering Price ⁽¹⁾	Underwriting Discount	Proceeds, Before Expenses, to Atmos Energy
Per new note	105.209%	0.650%	104.559%
Total	\$341,929,250	\$ 2,112,500	\$ 339,816,750

(1) Plus accrued interest from, and including, May 15, 2024 (the most recent interest payment date for the existing notes). If settlement occurs on June 21, 2024, the amount of such interest will be \$1,917,300 in the aggregate.

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 new 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 S.A. and/or Euroclear Bank SA/NV, on or about June 21, 2024.

Joint Book-Running Managers

BNP PARIBAS

J.P. Morgan

Wells Fargo Securities

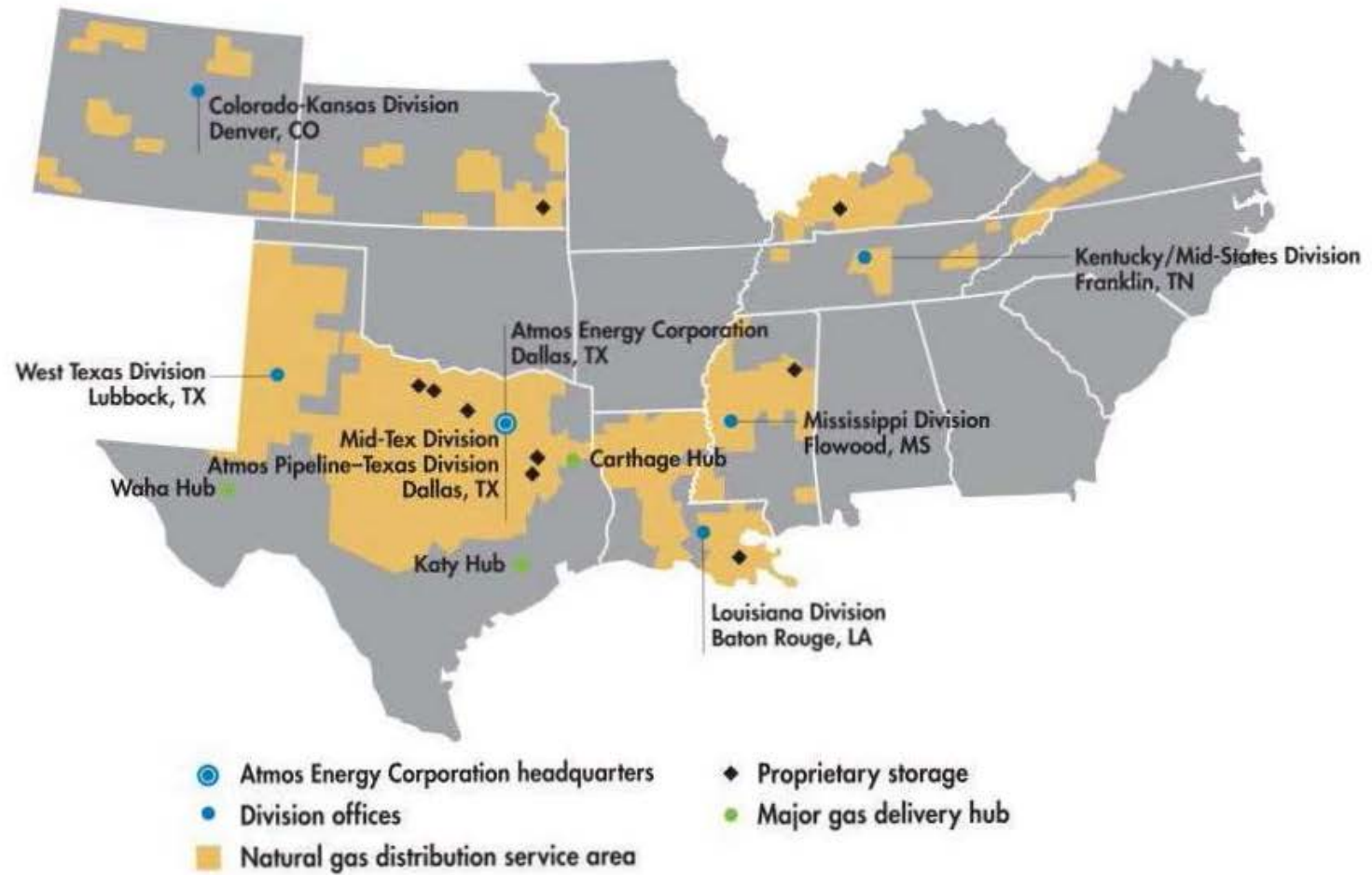
MUFG

Co-Managers

BOK Financial Securities, Inc.

Comerica Securities

Huntington Capital Markets



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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 31, 2023, 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.

We have not, and the underwriters have not, authorized any other person to provide you with information other than information provided or incorporated by reference in this prospectus supplement, the accompanying prospectus or any free writing prospectus relating to the offering of notes made pursuant to this prospectus supplement. We and the underwriters take no responsibility for, and can provide no assurances as to the reliability of, any other information that others may give you or representations that others may make. 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 (the “Securities Act”), and Section 21E of the Securities Exchange Act of 1934, as amended (the “Exchange Act”). All statements other than statements of historical fact included in this prospectus supplement and the accompanying prospectus are forward-looking statements made in good faith by us and are intended to qualify for the safe harbor from liability established by the Private Securities Litigation Reform Act of 1995. Forward-looking statements are based on management’s beliefs as well as assumptions made by, and information currently available to, management. When used in this prospectus supplement and the accompanying prospectus, 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 expressed or implied in the statements relating to our strategy, operations, markets, services, rates, recovery of costs, availability of gas supply and other factors. These risks and uncertainties include the following:

- federal, state and local regulatory and political trends and decisions, including the impact of rate proceedings before various state regulatory commissions;
- increased federal regulatory oversight and potential penalties;
- possible increased federal, state and local regulation of the safety of our operations;
- possible significant costs and liabilities resulting from pipeline integrity and other similar programs and related repairs;
- the inherent hazards and risks involved in distributing, transporting and storing natural gas;
- the availability and accessibility of contracted gas supplies, interstate pipeline and/or storage services;
- increased competition from energy suppliers and alternative forms of energy;
- failure to attract and retain a qualified workforce;
- natural disasters, terrorist activities or other events and other risks and uncertainties discussed herein or in our reports filed with the SEC, all of which are difficult to predict and many of which are beyond our control;
- increased dependence on technology that may hinder the Company’s business if such technologies fail;
- the threat of cyber-attacks or acts of cyber-terrorism that could disrupt our business operations and information technology systems or result in the loss or exposure of confidential or sensitive customer, employee or Company information;
- the impact of new cybersecurity compliance requirements;
- adverse weather conditions;
- the impact of greenhouse gas emissions or other legislation or regulations intended to address climate change;
- the impact of climate change;
- the capital-intensive nature of our business;
- our ability to continue to access the credit and capital markets to execute our business strategy;
- market risks beyond our control affecting our risk management activities, including commodity price volatility, counterparty performance or creditworthiness and interest rate risk;
- the concentration of our operations in Texas;

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- the impact of adverse economic conditions on our customers;
- changes in the availability and price of natural gas;
- increased costs of providing health care benefits, along with pension and postretirement health care benefits and increased funding requirements; 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. Further, 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-6 of this prospectus supplement 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, 2023 and “Item 2. Management’s Discussion and Analysis of Financial Condition and Results of Operations” in our Quarterly Reports on Form 10-Q for the quarterly periods ended December 31, 2023 and March 31, 2024. See also “Incorporation of Certain Documents by Reference” in this prospectus supplement and in the accompanying prospectus.

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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

Atmos Energy Corporation, headquartered in Dallas, Texas, and incorporated in Texas and Virginia, is the country's largest natural-gas-only distributor based on number of customers. We safely deliver reliable, affordable, efficient and abundant natural gas through regulated sales and transportation arrangements to over 3.3 million residential, commercial, public authority and industrial customers in eight states located primarily in the South. We also operate one of the largest intrastate pipelines in Texas based on miles of pipe.

We manage and review our consolidated operations through the following reportable segments:

- The *distribution segment* is primarily comprised of our regulated natural gas distribution and related sales operations in eight states.
- The *pipeline and storage segment* is comprised primarily of the pipeline and storage operations of our Atmos Pipeline—Texas division and our natural gas transmission operations in Louisiana.

Recent Developments

Declaration of Dividend. On May 8, 2024, our Board of Directors declared a quarterly dividend on our common stock of \$0.805 per share. The dividend was paid on June 10, 2024 to shareholders of record on May 28, 2024.

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 website or any other website is not incorporated by reference into 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, 2023, 2022 and 2021, from our audited consolidated financial statements and derived the summary financial data for the six months ended March 31, 2024 and 2023 from our unaudited condensed consolidated financial statements as of and for the three and six month periods ended March 31, 2024 and 2023. The unaudited condensed consolidated financial statements were prepared on a basis consistent with our audited financial statements, except as stated in the related notes thereto, and include, in the opinion of management, all adjustments, consisting only of normal recurring adjustments considered necessary for a fair presentation of our financial condition and results of operations for such periods. Please note that, given the inherent seasonality in our business, the results of operations for six months ended March 31, 2024 presented below are not necessarily indicative of expected results for the entire fiscal year ended September 30, 2024.

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, 2023, as well as “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 Reports on Form 10-Q for the quarterly periods ended December 31, 2023 and March 31, 2024, each of which is incorporated by reference in this prospectus supplement and the accompanying prospectus.

	Six Months Ended March 31,		Year Ended September 30,		
	2024	2023	2023	2022	2021
	(unaudited)		(In thousands, except per share data)		
Consolidated Financial Data					
Operating revenues	\$ 2,805,694	\$ 3,024,982	\$ 4,275,357	\$ 4,201,662	\$ 3,407,490
Purchased gas cost	\$ 963,164	\$ 1,404,460	\$ 1,452,173	\$ 1,682,656	\$ 1,032,717
Operating expenses	\$ 892,435	\$ 876,698	\$ 1,756,037	\$ 1,598,024	\$ 1,469,775
Operating income	\$ 950,095	\$ 743,824	\$ 1,067,147	\$ 920,982	\$ 904,998
Net income	\$ 743,315	\$ 629,531	\$ 885,862	\$ 774,398	\$ 665,563
Diluted net income per share	\$ 4.93	\$ 4.40	\$ 6.10	\$ 5.60	\$ 5.12
Cash dividends declared per share	\$ 1.61	\$ 1.48	\$ 2.96	\$ 2.72	\$ 2.50
Cash flows provided by (used in) operating activities	\$ 991,873	\$ 2,892,716	\$ 3,459,743	\$ 977,584	\$ (1,084,251)
Capital expenditures	\$ 1,415,526	\$ 1,415,349	\$ 2,805,973	\$ 2,444,420	\$ 1,969,540
	As of March 31,		As of September 30,		
	2024	2023	2023	2022	2021
	(unaudited)		(In thousands)		
Total assets	\$ 24,004,640	\$ 21,311,861	\$ 22,516,968	\$ 22,192,989	\$ 19,608,662
Debt					
Long-term debt(1)	\$ 7,444,855	\$ 6,553,097	\$ 6,554,133	\$ 5,760,647	\$ 4,930,205
Short-term debt(1)(2)	\$ 1,591	\$ 1,512	\$ 243,501	\$ 2,386,424	\$ 2,400,452
Securitized long-term debt	\$ 81,261	\$ —	\$ 85,078	\$ —	\$ —
Current maturities of securitized long-term debt	\$ 8,001	\$ —	\$ 9,922	\$ —	\$ —
Total debt	\$ 7,535,708	\$ 6,554,609	\$ 6,892,634	\$ 8,147,071	\$ 7,330,657
Shareholder's equity	\$ 11,618,639	\$ 10,205,205	\$ 10,870,064	\$ 9,419,091	\$ 7,906,889

See footnotes on following page.

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	Six Months Ended		Year Ended September 30,		
	March 31,				
	2024	2023	2023	2022	2021
	(unaudited)		(In thousands)		
Segment Operating Income					
Distribution	\$ 706,671	\$ 567,080	\$ 692,626	\$ 604,545	\$ 618,514
Pipeline and storage	\$ 243,424	\$ 176,744	\$ 374,521	\$ 316,437	\$ 286,484
Consolidated	\$ 950,095	\$ 743,824	\$ 1,067,147	\$ 920,982	\$ 904,998
<hr/>					
(1) Long-term debt excludes current maturities. Short-term debt is comprised of current maturities of long-term debt (which includes the current portion of certain finance lease obligations recognized as such in accordance with current accounting standards) and short-term debt.					
(2) We recognize current finance lease obligations within current maturities of long-term debt.					

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The Offering	
Issuer	Atmos Energy Corporation
Notes Offered	<p>\$325,000,000 aggregate principal amount of 5.900% senior notes due 2033.</p> <p>The new notes are an additional issuance of our 5.900% senior notes due 2033 and will be treated as a single series under the indenture with the existing notes and will have the same CUSIP number as, and will trade interchangeably with, the existing notes immediately upon settlement. Upon completion of this offering, \$725,000,000 in aggregate principal amount of the notes will be outstanding.</p>
Maturity	The notes will mature on November 15, 2033.
Interest	<p>The new notes will bear interest at the rate of 5.900% per year.</p> <p>Interest on the new notes will be payable semi-annually in arrears on May 15 and November 15 of each year they are outstanding, beginning on November 15, 2024, and will be payable to holders of record at the close of business on the May 1 or November 1 immediately preceding the interest payment date (whether or not a business day). The interest payment on November 15, 2024 will include accrued interest from, and including, May 15, 2024.</p>
Ranking	The notes will be our unsecured senior obligations. The notes will rank equally in right of payment with all of 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 of 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 at any time in whole, or from time to time in part, prior to August 15, 2033, at the “make-whole” redemption price described in this prospectus supplement. We also have the option at any time on or after August 15, 2033 (which is the date that is three months prior to the maturity date of the notes) to redeem the notes, in whole or in part, at a redemption price equal to 100% of the principal amount of the notes to be redeemed, plus, in each case, accrued and unpaid interest, if any, to, but excluding, the redemption date as described in “Description of the Notes—Optional Redemption,” beginning on page S-14 of this prospectus supplement.
Covenants of the Indenture	We will issue the new 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 10 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 and excluding amounts paid by the purchasers with respect to

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	interest deemed to have accrued on the new notes from, and including, May 15, 2024 to the closing date of the offering, will be approximately \$338.9 million. We intend to use the net proceeds from this offering for general corporate purposes. See “Use of Proceeds” on page S-7 of this prospectus supplement.
Trustee	U.S. Bank Trust Company, National Association, as successor in interest to U.S. Bank National Association.
Risk Factors	Investing in the notes involves risks. See “Risk Factors” on page S-6 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.

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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, 2023. 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.

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USE OF PROCEEDS

We estimate that we will receive net proceeds from this offering of approximately \$338.9 million, after deducting the underwriting discount and estimated offering expenses payable by us and excluding amounts paid by the purchasers with respect to interest deemed to have accrued on the new notes from, and including, May 15, 2024 to the closing date of the offering. We intend to use the net proceeds from this offering for general corporate purposes.

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CAPITALIZATION

The following table presents our cash and cash equivalents, short-term debt and capitalization as of March 31, 2024, 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”. 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 March 31, 2024, which is incorporated by reference in this prospectus supplement.

	As of March 31, 2024	
	Actual	As Adjusted
	(unaudited) (In thousands, except share data)	
Cash and cash equivalents	\$ 262,497	\$ 601,446
Short-term debt		
Current maturities of long-term debt (1)	\$ 1,591	\$ 1,591
Current maturities of securitized long-term debt	8,001	8,001
Total short-term debt (1)	\$ 9,592	\$ 9,592
Long-term debt, less current portion	\$ 7,444,855	\$ 7,783,804
Securitized long-term debt, less current portion	\$ 81,261	\$ 81,261
Shareholders' equity		
Common stock, no par value (stated at \$.005 per share); 200,000,000 shares authorized; 150,874,552 shares issued and outstanding, actual and as adjusted	\$ 754	\$ 754
Additional paid-in capital	6,953,761	6,953,761
Retained earnings	4,168,424	4,168,424
Accumulated other comprehensive income	495,700	495,700
Shareholders' equity	11,618,639	11,618,639
Total capitalization (2)	\$ 19,144,755	\$ 19,483,704

(1) Includes finance lease obligations recognized as current maturities of long-term debt in accordance with current accounting standards.

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

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BUSINESS

Overview

Atmos Energy Corporation, headquartered in Dallas, Texas, and incorporated in Texas and Virginia, is the country's largest natural-gas-only distributor based on number of customers. We safely deliver reliable, efficient and abundant natural gas through regulated sales and transportation arrangements to over 3.3 million residential, commercial, public authority and industrial customers in eight states located primarily in the South. We also operate one of the largest intrastate pipelines in Texas based on miles of pipe.

Operating Segments

We manage and review our consolidated operations through the following reportable segments:

- The *distribution segment* is primarily comprised of our regulated natural gas distribution and related sales operations in eight states.
- The *pipeline and storage segment* is comprised primarily of the pipeline and storage operations of our Atmos Pipeline-Texas division ("APT") and our natural gas transmission operations in Louisiana.

Distribution Segment Overview

The following table summarizes key information about our six regulated natural gas distribution divisions as of September 30, 2023, presented in order of total rate base.

<u>Division</u>	<u>Service Areas</u>	<u>Communities Served</u>	<u>Customer Meters</u>
Mid-Tex	Texas, including the Dallas/Fort Worth Metroplex	550	1,856,356
Kentucky/Mid-States	Kentucky	220	185,630
	Tennessee		165,267
	Virginia		25,083
Louisiana	Louisiana	270	378,483
West Texas	Amarillo, Lubbock, Midland	80	330,490
Mississippi	Mississippi	110	273,586
Colorado-Kansas	Colorado	170	129,197
	Kansas		142,292

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, 2023, we held 1,021 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. Historically, we have successfully renewed these franchises and believe that we will continue to be able to renew our franchises as they expire.

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, including a reasonable return on invested capital. In addition, we transport natural gas for others through our distribution systems.

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.

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Purchased gas cost adjustment mechanisms represent a traditional and common form of cost adjustment mechanism. Purchased gas cost adjustment mechanisms provide 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 the cost of natural gas. Therefore, although substantially all of our distribution operating revenues fluctuate with the cost of gas that we purchase, distribution operating income is generally not affected by fluctuations in the cost of gas.

Additionally, some jurisdictions have performance-based ratemaking adjustments to provide incentives to minimize purchased gas costs through improved storage management and use of financial instruments to reduce volatility in gas costs. Under the performance-based ratemaking adjustments, purchased gas costs savings are shared between the Company and its customers.

Our rate strategy focuses on reducing or eliminating regulatory lag, obtaining adequate returns and providing stable, predictable margins, which benefit both our customers and the Company. As a result of our ratemaking efforts in recent years, Atmos Energy has:

- Formula rate mechanisms in place in four states that provide for an annual rate review and adjustment to rates.
- Infrastructure programs in place in all of our states that provide for an annual adjustment to rates for qualifying capital expenditures. Through our annual formula rate mechanisms and infrastructure programs, we have the ability to recover approximately 90 percent of our capital expenditures within six months and substantially all of our capital expenditures within twelve months.
- Authorization in tariffs, statute or commission rules that allows us to defer certain elements of our cost of service such as depreciation, ad valorem taxes and pension costs, until they are included in rates.
- Weather normalization adjustment mechanisms in seven states that serve to minimize the effects of weather on approximately 96 percent of our distribution residential and commercial revenues.
- The ability to recover the gas cost portion of bad debts in five states which represents approximately 80 percent of our distribution residential and commercial revenues.

Pipeline and Storage Segment Overview

Our pipeline and storage segment consists of the pipeline and storage operations of APT and our natural gas transmission operations in Louisiana. 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 Barnett Shale, the Texas Gulf Coast and the Permian Basin of West Texas. Through its system, APT provides transportation and storage services to our Mid-Tex Division, other third party local distribution companies, industrial and electric generation customers, marketers and producers. As part of its pipeline operations, APT owns and operates five underground storage facilities in Texas.

Revenues earned from transportation and storage services for APT are subject to traditional ratemaking governed by the Railroad Commission of Texas. Rates are updated through periodic 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; the most recent of which was filed in May 2023. APT's existing regulatory mechanisms allow certain transportation and storage services to be provided under market-based rates.

Our natural gas transmission operations in Louisiana are comprised of a 21-mile pipeline located in the New Orleans, Louisiana area that is primarily used to aggregate gas supply for our distribution division in Louisiana

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under a long-term contract and, on a more limited basis, to third parties. The demand fee charged to our Louisiana distribution division for these services is subject to regulatory approval by the Louisiana Public Service Commission. We also manage two asset management plans that serve distribution affiliates of the Company, which have been approved by applicable state regulatory commissions. Generally, these asset management plans require us to share with our distribution customers a significant portion of the cost savings earned from these arrangements.

Other Regulation

We are 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 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 comply with, and are operated in 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. The Pipeline and Hazardous Materials Safety Administration ("PHMSA"), within the U.S. Department of Transportation, develops and enforces regulations for the safe, reliable and environmentally sound operation of the pipeline transportation system. The PHMSA pipeline safety statutes provide for states to assume safety authority over intrastate natural gas transmission and distribution gas pipelines. State pipeline safety programs are responsible for adopting and enforcing the federal and state pipeline safety regulations for intrastate natural gas transmission and distribution pipelines.

The Federal Energy Regulatory Commission ("FERC") allows, pursuant to Section 311 of the Natural Gas Policy Act ("NGA"), 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 under the NGA. Additionally, the FERC has regulatory authority over 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.

The SEC and the Commodity Futures Trading Commission, pursuant to the Dodd-Frank Act, established numerous regulations relating to U.S. financial markets. We enacted procedures and modified existing business practices and contractual arrangements to comply with such regulations.

Competition

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

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Distribution, Transmission and Related Assets

At September 30, 2023, in our distribution segment, we owned an aggregate of 73,689 miles of underground distribution and transmission mains throughout our distribution systems. These mains are located on easements or rights-of-way. 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 pipeline and storage segment we owned 5,645 miles of gas transmission lines.

Storage Assets

We own underground gas storage facilities in several states to supplement the supply of natural gas in periods of peak demand. At September 30, 2023, the underground gas storage facilities of our distribution segment had a working capacity of 13,103,562 Mcf and a maximum daily delivery capacity of 207,796 Mcf, with the underground gas storage facilities of our pipeline and storage segment having a working capacity of 53,494,589 Mcf and a maximum daily delivery capacity of 2,516,000 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, 2023, we had contracted storage capacity as follows: (i) distribution segment—maximum quantity of 33,413,242 million MMBtu and a maximum daily withdrawal quantity of 1,145,541 MMBtu and (ii) pipeline and storage segment—maximum storage quantity of 1,000,000 MMBtu and a maximum daily withdrawal quantity of 47,500 MMBtu.

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, 2023.

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DESCRIPTION OF THE NOTES

We have summarized certain provisions of the 5.900% Senior Notes due 2033 (the “new notes”) below. The new notes constitute a series of the debt securities described in the accompanying prospectus. The new notes will be issued under an indenture dated March 26, 2009 (the “indenture”) entered into with U.S. Bank Trust Company, National Association, as successor in interest to 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, 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 new notes to be offered hereby are an additional issuance of the \$400 million aggregate principal amount of our 5.900% Senior Notes due 2033 (the “existing notes” and together with the new notes, the “notes”) under the indenture. The new notes will have the same terms as the existing notes. The new notes and the existing notes will be treated as a single series under the indenture, including for the purpose of determining whether the required percentage of holders of the notes have given their approval or consent to an amendment or waiver or joined in directing the trustee to take certain actions on behalf of the holders of the notes. Upon completion of this offering, \$725,000,000 in aggregate principal amount of the notes will be outstanding. We may, at any time, without the consent of the holders of the 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 existing notes and the new notes being offered by this prospectus supplement, will constitute a single 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 March 31, 2024, we had \$89.3 million of secured debt outstanding. The notes will rank equally in right of payment with all of our other existing and future unsubordinated debt 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 of our existing and future secured indebtedness and to the indebtedness and liabilities of our subsidiaries. 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 quoted on any automated quotation system.

The new 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 November 15, 2033 and bear interest at the rate of 5.900% per year.

We will pay interest on the new notes semi-annually in arrears on May 15 and November 15 of each year they are outstanding, beginning November 15, 2024.

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Interest on the new notes will accrue from May 15, 2024. The interest payment on November 15, 2024 will include accrued interest from, and including, May 15, 2024 to November 15, 2024. 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 the May 1 and November 1 immediately preceding the applicable interest payment date.

Optional Redemption

Prior to the Par Call Date (as defined below), we may, at our option, redeem the notes, in whole or in part, at any time and from time to time, at a redemption price (expressed as a percentage of principal amount and rounded to three decimal places) equal to the greater of:

- (a) the sum of the present values of the remaining scheduled payments of principal and interest thereon discounted to the redemption date (assuming the notes matured on the Par Call Date) on a semi-annual basis (assuming a 360-day year consisting of twelve 30-day months) at the Treasury Rate plus 20 basis points, less (b) interest accrued to the date of redemption, and
- 100% of the principal amount of the notes to be redeemed;

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

On or after the Par Call Date, we may, at our option, redeem the notes, in whole or in part, at any time and from time to time, at a redemption price equal to 100% of the principal amount of the notes being redeemed plus accrued and unpaid interest thereon, if any, to, but not including, the redemption date.

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

“Par Call Date” means August 15, 2033, which is the date that is three months prior to the maturity date of the notes.

“Treasury Rate” means, with respect to any redemption date, the yield determined by the Company in accordance with the following two paragraphs.

We shall determine the Treasury Rate after 4:15 p.m., New York City time (or after such time as yields on U.S. government securities are posted daily by the Board of Governors of the Federal Reserve System), on the third business day preceding the redemption date based upon the yield or yields for the most recent day that appear after such time on such day in the most recent statistical release published by the Board of Governors of the Federal Reserve System designated as “Selected Interest Rates (Daily) – H.15” (or any successor designation or publication) (“H.15”) under the caption “U.S. government securities–Treasury constant maturities–Nominal” (or any successor caption or heading) (“H.15 TCM”). In determining the Treasury Rate, we shall select, as applicable: (1) the yield for the Treasury constant maturity on H.15 exactly equal to the period from the redemption date to the Par Call Date (the “Remaining Life”); or (2) if there is no such Treasury constant maturity on H.15 exactly equal to the Remaining Life, the two yields – one yield corresponding to the Treasury constant maturity on H.15 immediately shorter than and one yield corresponding to the Treasury constant maturity on H.15 immediately longer than the Remaining Life – and shall interpolate to the Par Call Date on a straight-line basis (using the actual number of days) using such yields and rounding the result to three decimal places; or (3) if there is no such Treasury constant maturity on H.15 shorter than or longer than the Remaining Life, the yield for the single Treasury constant maturity on H.15 closest to the Remaining Life. For purposes of this paragraph, the applicable Treasury constant maturity or maturities on H.15 shall be deemed to have a maturity date equal to the relevant number of months or years, as applicable, of such Treasury constant maturity from the redemption date.

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If on the third business day preceding the redemption date H.15 TCM is no longer published, we shall calculate the Treasury Rate based on the rate per annum equal to the semi-annual equivalent yield to maturity at 11:00 a.m., New York City time, on the second business day preceding such redemption date of the United States Treasury security maturing on, or with a maturity that is closest to, the Par Call Date, as applicable. If there is no United States Treasury security maturing on the Par Call Date but there are two or more United States Treasury securities with a maturity date equally distant from the Par Call Date, one with a maturity date preceding the Par Call Date and one with a maturity date following the Par Call Date, we shall select the United States Treasury security with a maturity date preceding the Par Call Date. If there are two or more United States Treasury securities maturing on the Par Call Date or two or more United States Treasury securities meeting the criteria of the preceding sentence, the Company shall select from among these two or more United States Treasury securities the United States Treasury security that is trading closest to par based upon the average of the bid and asked prices for such United States Treasury securities at 11:00 a.m., New York City time. In determining the Treasury Rate in accordance with the terms of this paragraph, the semi-annual yield to maturity of the applicable United States Treasury security shall be based upon the average of the bid and asked prices (expressed as a percentage of principal amount) at 11:00 a.m., New York City time, of such United States Treasury security, and rounded to three decimal places.

In the case of a partial redemption of the notes, selection of the notes for redemption will be made pro rata, by lot or by such other method as the trustee in its sole discretion deems appropriate and fair. No notes of a principal amount of \$2,000 or less will be redeemed in part. If any note is redeemed in part only, the notice of redemption that relates to the note will state the portion of the principal amount of the note to be redeemed. A new note in a principal amount equal to the unredeemed portion of the note will be issued in the name of the holder of the note upon surrender for cancellation of the original note. For so long as the notes are held by DTC (or another depository), the redemption of the notes shall be done in accordance with the policies and procedures of the depository. Notice of any redemption will be mailed or electronically delivered (or otherwise transmitted in accordance with the depository's procedures) at least 10 days but not more than 60 days before the redemption date to each holder of notes to be redeemed. Unless we default in payment of the redemption price, on or after the redemption date, interest will cease to accrue on the notes or portions thereof called for redemption.

Our actions and determinations in determining the redemption price shall be conclusive and binding for all purposes, absent manifest error.

For the avoidance of doubt, neither the trustee nor any paying agent shall be responsible for performing any calculations or selections in connection with any optional 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.

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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, SA/NV ("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.

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CERTAIN U.S. FEDERAL INCOME TAX CONSIDERATIONS

The following summary discusses certain U.S. federal income tax considerations associated with the acquisition, ownership and disposition of the notes. This discussion is based on the provisions of the Internal Revenue Code of 1986, as amended (the "Code"), the applicable proposed or promulgated U.S. Treasury regulations, and the applicable judicial and published 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 offering at their original issue price and hold the notes as capital assets for U.S. federal income tax purposes (generally, property held for investment) and not 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, for example, 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," 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 the Medicare contribution tax on net investment income, persons subject to special tax accounting rules as a result of any item of gross income with respect to the notes being taken into account in an applicable financial statement, 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 from the Internal Revenue Service ("IRS") or opinions of 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, or that a court will not sustain any challenge by the IRS in the event of litigation.

EACH POTENTIAL HOLDER SHOULD CONSULT ITS OWN TAX ADVISORS WITH RESPECT TO THE PARTICULAR U.S. FEDERAL INCOME TAX CONSEQUENCES TO IT 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 AND GIFT TAX CONSEQUENCES) AND THE POSSIBLE EFFECTS OF CHANGES, INCLUDING THOSE THAT MAY HAVE RETROACTIVE EFFECT, IN THE U.S. FEDERAL INCOME TAX LAWS.

As used herein, the term "U.S. Holder" means a beneficial owner of notes that is, for U.S. federal income tax purposes, (a) an individual 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 (as defined under the Code) 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 (a) is a beneficial owner of the notes and (b) 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 (which days need not be consecutive) 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 advisors regarding the U.S. federal income tax consequences of the acquisition, ownership and disposition of a note.

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

We intend to treat the new notes offered hereby as being issued in a “qualified reopening” of the existing notes. For U.S. federal income tax purposes, debt instruments issued in a qualified reopening are deemed to be part of the same issue as the original debt in respect of which the qualified reopening is made. Accordingly, the new notes will be treated as having the same issue price, the same adjusted issue price, and the same issue date as the existing notes. The aggregate price for the new notes will include interest accrued at the applicable rate of interest from, and including, May 15, 2024, which we call “pre-issuance accrued interest.” Pre-issuance accrued interest will be included in the accrued interest to be paid on new notes on the first interest payment date subsequent to the issuance of the new notes. We intend to take the position that a portion of the interest payment on such interest payment date equal to the pre-issuance accrued interest will be treated as a return of the pre-issuance accrued interest, and not as an amount payable on new notes, and any such pre-issuance accrued interest will reduce the holder’s adjusted basis in the new notes. Each prospective holder of the notes is urged to consult its own tax advisers with respect to the tax treatment of pre-issuance accrued interest to it in light of its own circumstances.

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 (i) will be issued with no more than *de minimis* original issue discount for U.S. federal income tax purposes, and (ii) will not be subject to the rules applicable to the “contingent payment debt instruments” solely as a result of the optional redemption feature described in “Description of the Notes—Optional Redemption”.

Stated interest on the notes will constitute “qualified stated interest” under the Treasury regulations and generally will be taxable to any U.S. Holder as ordinary income 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 (subject to the earlier discussion of pre-issuance accrued interest).

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, as applicable, 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 interest not previously included in income, 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 (as reduced, if applicable, by any return of any pre-issuance accrued interest, as described above). 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 and any return of pre-issuance accrued interest 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 by the U.S. Holder 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. Each U.S. Holder should consult its own tax advisors regarding the treatment of capital gains and losses to it in light of its own circumstances.

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

Payments of Interest. Subject to the discussion below regarding backup withholding and the Foreign Account Tax Compliance Act, and provided that a Non-U.S. Holder's income and gains in respect of a note are not effectively connected (or treated as effectively connected) with the conduct by the Non-U.S. Holder of a U.S. trade or business (and, if required by an applicable tax treaty, also 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, among other requirements, (a) the Non-U.S. Holder does not own, directly or indirectly, actually 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)(B) 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 the interest on an extension of credit made pursuant to a loan agreement entered into in the ordinary course of its trade or business (within the meaning of 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, 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 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 Forms W-8BEN or W-8BEN-E (or suitable successor or substitute form). Special rules apply to non-U.S. 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 (including, without limitation, one or more IRS Forms W-8IMY). 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 rate, 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 W-8BEN-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).

If interest is effectively connected (or treated as effectively connected) with a U.S. trade or business conducted by a Non-U.S. Holder, the 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 generally not apply, provided the duly executed IRS Form W-8ECI is provided to us or our paying agent). If a Non-U.S. Holder is eligible for the benefits of an income tax treaty between the United States and such Non-U.S. Holder's country of residence, and the Non-U.S. Holder satisfies certain certification requirements (including providing the applicable withholding agent with a properly executed IRS Form W-8BEN or IRS Form W-8BEN-E (or other applicable or successor form)), any interest income that is effectively connected with a U.S. trade or business will be subject to U.S. 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

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requirements are met). Non-U.S. Holders that do not timely provide the applicable withholding agent with the required certification, but that qualify for a reduced rate under an applicable income tax treaty, may obtain a refund of any excess amounts withheld by timely filing an appropriate claim for refund with the IRS. Each Non-U.S. Holder should consult its own tax advisors regarding 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 and the FATCA below, and except with respect to accrued but unpaid interest, which will be taxable as described above under “Payments of Interest,” 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 days or more (which days need not be consecutive) in the taxable year of disposition (regardless as to whether such holder is considered a resident of the United States or not), and certain other conditions are met, or (b) the gain is effectively connected (or treated as effectively connected) with the conduct of a U.S. trade or business by the Non-U.S. Holder (and, if an applicable income tax treaty applies and so requires, is attributable to a permanent establishment or fixed base, as applicable, 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 an additional 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 such treaty.

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 a sale or other disposition of the notes, unless the U.S. Holder is an exempt recipient (such as a corporation). Backup withholding (currently at the rate of 24%) 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 U.S. taxpayer identification number (“TIN”), certifies that the TIN provided to the payor is correct (typically by providing such certification on IRS Form W-9) 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 and 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 a Non-U.S. Holder effected 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

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evidence in its records that the payee (on behalf of which the broker acted) 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 a Non-U.S. Holder effected 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 and 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.

Backup withholding is not an additional tax. 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.

Foreign Account Tax Compliance Act

Sections 1471 through 1474 of the Code, the Treasury regulations promulgated thereunder and other governmental notices with respect thereto (collectively, "FATCA") could impose a withholding tax of 30% ("FATCA Withholding") on interest income (including any amount treated as interest for U.S. Federal income tax purposes) and other periodic payments on the notes paid to any Non-U.S. Holder or any non-U.S. person or entity that receives such income (a "non-U.S. payee") on behalf of a non-U.S. person, unless the Non-U.S. person and each non-U.S. payee in the payment chain complies with the applicable information reporting, account identification, withholding, certification and other FATCA-related requirements (including any requirements set forth in an intergovernmental agreement entered into by the United States and another applicable jurisdiction to facilitate the application and implementation of FATCA (an "IGA")). In the case of a payee that is a non-U.S. financial institution (for example, a clearing system, custodian, nominee or broker), withholding generally will not be imposed if the financial institution complies with the requirements imposed by FATCA to collect and report (to the U.S. or another relevant taxing authority) substantial information regarding such institution's U.S. account holders (which would include some account holders that are non-U.S. entities but have U.S. owners). Other payees, including individuals, may be required to provide proof of tax residence or waivers of confidentiality laws and/or, in the case of non-U.S. entities, certification or information relating to their U.S. ownership.

FATCA Withholding may be imposed at any point in a payment chain if a non-U.S. payee is not compliant with the applicable FATCA requirements. A payment chain may consist of a number of parties, including a paying agent, a clearing system, each of the clearing system's participants and a non-U.S. bank or broker through which a Non-U.S. Holder holds the notes. Accordingly, if a Non-U.S. Holder receives payments through a payment chain that includes one or more non-U.S. payees the payment could be subject to FATCA Withholding if any non-U.S. payee in the payment chain fails to comply with the FATCA requirements and is subject to withholding. This would be the case even if the Non-U.S. Holder would not otherwise have been directly subject to FATCA Withholding.

A number of countries have entered into IGAs. While the existence of an IGA will not eliminate the risk that the notes will be subject to FATCA Withholding, these agreements are expected to facilitate compliance with the FATCA requirements thereby reducing the likelihood that FATCA Withholding will occur for investors in (or investors that indirectly hold notes through financial institutions in) those countries.

FATCA Withholding could apply to all interest (including original issue discount, if any) and other periodic payments made on the notes. While withholdable payments would have originally included payments of gross proceeds from the sale or other disposition of a note, proposed U.S. Treasury regulations provide that such payment of gross proceeds (other than the amount treated as interest) do not constitute withholdable payments. Taxpayers may rely generally on these proposed Treasury regulations until they are revoked or final U.S. Treasury regulations are issued, but there is no guarantee that the proposed Treasury regulations will be finalized.

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in their current form. Foreign financial institutions located in jurisdictions that have an IGA with the United States with respect to these rules may be subject to different rules.

Depending on a Non-U.S. Holder's circumstances, it may be entitled to a refund or credit in respect of some or all of any FATCA Withholding.

Each prospective investor should consult its own tax advisors regarding the effect of FATCA on its investment in the notes.

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UNDERWRITING

We are offering the new notes described in this prospectus supplement through a number of underwriters. BNP Paribas Securities Corp., J.P. Morgan Securities LLC and Wells Fargo Securities, LLC are acting as 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, and not jointly, agreed to purchase, the aggregate principal amount of new notes listed next to its name in the following table:

<u>Underwriter</u>	<u>Principal Amount of the New Notes</u>
BNP Paribas Securities Corp.	\$ 81,250,000
J.P. Morgan Securities LLC	\$ 81,250,000
Wells Fargo Securities, LLC	\$ 81,250,000
MUFG Securities Americas Inc.	\$ 42,250,000
BOK Financial Securities, Inc.	\$ 13,000,000
Comerica Securities, Inc.	\$ 13,000,000
Huntington Securities, Inc.	\$ 13,000,000
Total	<u>\$ 325,000,000</u>

The underwriting agreement is subject to a number of terms and conditions and provides that the underwriters must buy all of the new notes if they buy any of them. The underwriters will sell the new notes to the public when and if the underwriters buy the new 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 new notes to the public at the public offering price set forth on the cover of this prospectus supplement, and to certain dealers at such price less a concession not in excess of 0.400% of the principal amount of the new notes. The underwriters may allow, and such dealers may reallow, a concession not in excess of 0.250% of the principal amount of the new notes to certain other dealers. After the public offering of the new 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 \$0.9 million.

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.

The notes will not be listed on any securities exchange or quoted 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.

In connection with the offering of the new 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

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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 or their respective affiliates are lenders under our revolving credit facilities. Certain underwriters or certain of their affiliates are dealers under our commercial paper program.

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, or may 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.

We expect that delivery of the notes will be made against payment therefor on or about June 21, 2024, which will be the second business day following the date of the pricing of the notes (such settlement cycle being referred to as "T+2"). Under Rule 15c6-1 of the Securities Exchange Act of 1934, as amended, trades in the secondary market generally settle in one business day, and purchasers who wish to trade notes on the date of pricing or any subsequent date that is prior to the first trading day preceding the date on which we deliver the notes may be required, by virtue of the fact that the notes initially settle in T+2, to specify alternate settlement arrangements 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 advisers.

Selling Restrictions

European Economic Area

The notes are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the European Economic Area ("EEA") For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client as defined in point (11) of Article 4(1) of Directive 2014/65/EU (as amended, "MiFID II"); or (ii) a customer within the meaning of Directive (EU) 2016/97 (as amended, the "Insurance Distribution Directive"), where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID II; or (iii) not a qualified investor as defined in Regulation (EU) 2017/1129 (as amended, the "Prospectus Regulation"). Consequently, no key information document required by Regulation (EU) No 1286/2014 (as amended, the "PRIIPs Regulation") for offering or selling the notes or otherwise making them available to retail investors in the EEA has been prepared and therefore offering or selling the notes or otherwise making them available to any retail investor in the EEA may be unlawful under the PRIIPs Regulation. This prospectus supplement has been prepared on the basis that any offer of notes in any Member State of the EEA will be made pursuant to an exemption under the Prospectus Regulation from the requirement to publish a prospectus for offers of notes. This prospectus supplement is not a prospectus for the purposes of the Prospectus Regulation.

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Notice to Prospective Investors in the United Kingdom

The notes are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the United Kingdom ("UK"). For these purposes, a retail investor means a person who is one (or more) of (i) a client as defined in point (7) of Article 2(1) of the UK version of Regulation (EU) 600/2014 which is part of UK law (UK MiFIR) by virtue of the European Union (Withdrawal) Act 2018 ("EUWA") who is not a professional client (as defined in point (8) of Article 2(1) of UK MiFIR); or (ii) a customer within the meaning of the provisions of the Financial Services and Markets Act 2000 (as amended, the "FSMA") and any rules or regulations made under the FSMA (which were relied on immediately before the 31 December 2020 (IP completion day)) to implement Directive (EU) 2016/97 on insurance distribution, where that customer would not qualify as a professional client, as defined in point (8) of Article 2(1) of UK MiFIR; or (iii) not a qualified investor as defined in the UK version of Regulation (EU) 2017/1129 on the prospectus to be published when securities are offered to the public or admitted to trading on a regulated market, which is part of UK law by virtue of the EUWA (the "UK Prospectus Regulation"). Consequently no key information document required by the UK version of Regulation (EU) 1286/2014 on key information documents for packaged retail and insurance-based investment products, which is part of UK law by virtue of the EUWA (the "UK PRIIPs Regulation") for offering or selling the notes or otherwise making them available to retail investors in the UK has been prepared and therefore offering or selling the notes or otherwise making them available to any retail investor in the UK may be unlawful under the UK PRIIPs Regulation. This prospectus supplement has been prepared on the basis that any offer of notes in the UK will be made pursuant to an exemption under the UK Prospectus Regulation and the FSMA from the requirement to publish a prospectus for offers of notes. This prospectus supplement is not a prospectus for the purposes of the UK Prospectus Regulation or the FSMA.

This document is for distribution only to persons who (i) have professional experience in matters relating to investments and who qualify as investment professionals within the meaning of 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 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.

Canada

The notes may be sold only to purchasers purchasing, or deemed to be purchasing, as principal that are accredited investors, as defined in National Instrument 45-106 *Prospectus Exemptions* or subsection 73.3(1) of the *Securities Act* (Ontario), and are permitted clients, as defined in National Instrument 31-103 *Registration Requirements, Exemptions and Ongoing Registrant Obligations*. Any resale of the notes must be made in accordance with an exemption from, or in a transaction not subject to, the prospectus requirements of applicable securities laws.

Securities legislation in certain provinces or territories of Canada may provide a purchaser with remedies for rescission or damages if this prospectus supplement and the accompanying prospectus (including any amendment thereto) contains a misrepresentation, provided that the remedies for rescission or damages are exercised by the purchaser within the time limit prescribed by the securities legislation of the purchaser's province or territory. The purchaser should refer to any applicable provisions of the securities legislation of the purchaser's province or territory for particulars of these rights or consult with a legal advisor.

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Pursuant to section 3A.3 of National Instrument 33-105 *Underwriting Conflicts* (NI 33-105), the underwriters are not required to comply with the disclosure requirements of NI 33-105 regarding underwriter conflicts of interest in connection with this offering.

Switzerland

This prospectus supplement and the accompanying prospectus is not intended to constitute an offer or solicitation to purchase or invest in the notes. The notes may not be publicly offered, directly or indirectly, in Switzerland within the meaning of the Swiss Financial Services Act (as amended, "FinSA") except under the following exemptions under the FinSA: (i) to any investor that qualifies as a professional client within the meaning of the FinSA; or (ii) in any other circumstances falling within article 36 of the FinSA; provided, in each case, that no such offer of notes referred to in (i) and (ii) above shall require the publication of a prospectus for offers of notes pursuant to the FinSA. No application has or will be made to admit the notes to trading on any trading venue (exchange or multilateral trading facility) in Switzerland. Neither this prospectus supplement and the accompanying prospectus nor any other offering or marketing material relating to the notes constitutes a prospectus pursuant to the FinSA, and neither this prospectus supplement and the accompanying prospectus nor any other offering or marketing material relating to the notes may be publicly distributed or otherwise made publicly available in Switzerland.

Singapore

This prospectus supplement and the accompanying prospectus has not been, and will not be, registered as a prospectus with the Monetary Authority of Singapore. Accordingly, this prospectus supplement, the accompanying prospectus and any other document or material in connection with the offer or sale, or invitation for subscription or purchase, of the notes may not be circulated or distributed, nor may the notes 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 (as defined in Section 4A of the Securities and Futures Act 2001 of Singapore, as modified or amended from time to time (the "SFA")) pursuant to Section 274 of the SFA; (ii) to a relevant person (as defined in Section 275(2)) pursuant to Section 275(1), 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 exemptions in Subdivision 4, Division 1, Part 13 of the SFA, or as otherwise pursuant to, and in accordance with the conditions of, any other applicable provision of the SFA.

Where the notes are subscribed or purchased under Section 275 of the SFA by a relevant person which is:

- (a) a corporation (which is not an accredited investor (as defined in Section 4A of the SFA)) 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 of the trust is an individual who is an accredited investor,
 - securities or securities-based derivatives contracts (each term as defined in Section 2(1) of the SFA) of that corporation or the beneficiaries' rights and interest (howsoever described) in that trust shall not be transferred within six months after that corporation or that trust has acquired the notes pursuant to an offer made under Section 275 of the SFA except:

- (a) to an institutional investor or to a relevant person, or to any person as a result of an offer referred to in Section 275(1A) or Section 276(4)(c)(ii) of the SFA;

- (b) where no consideration is or will be given for the transfer;

- (c) where the transfer is by operation of law;

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(d) as specified in Section 276(7) of the SFA; or

(e) as specified in Regulation 37A of the Securities and Futures (Offers of Investments) (Securities and Securities-based Derivatives Contracts) Regulations 2018 of Singapore.

In connection with Section 309B of the SFA and the Securities and Futures (Capital Markets Products) Regulations 2018 of Singapore (the “CMP Regulations 2018”), unless otherwise specified before an offer of notes, the Company has determined, and hereby notifies all relevant persons (as defined in Section 309A(1) of the SFA) that the notes are “prescribed capital markets products” (as defined in the CMP Regulations 2018) and Excluded Investment Products (as defined in MAS Notice SFA 04-N12: Notice on the Sale of Investment Products and MAS Notice FAA-N16: Notice on Recommendations on Investment Products).

Singapore SFA Product Classification—Solely for the purposes of its obligations pursuant to Sections 309B(1)(a) and 309B(1)(c) of the SFA, we have determined, and hereby notify all relevant persons (as defined in Section 309A(1) of the SFA) that the notes are “prescribed capital markets products” (as defined in the CMP Regulations 2018) and Excluded Investment Products (as defined in MAS Notice SFA 04-N12: Notice on the Sale of Investment Products and MAS Notice FAA-N16: Notice on Recommendations on Investment Products).

Japan

The notes have not been and will not be registered under the Financial Instruments and Exchange Act of Japan (Act No. 25 of 1948 of Japan, as amended, the FIEA) and each underwriter has represented and agreed that it has not and will not offer or sell any notes, directly or indirectly, in Japan or to, or for the benefit of, any resident of Japan (including any person resident in Japan, any corporation or other entity organized under the laws of Japan or having its main office in Japan, or a branch, agency or other office in Japan of a non-resident, irrespective of whether it is legally authorized to represent its principal), or to others for reoffering or resale, directly or indirectly, in Japan or to, or for the benefit of, a resident of Japan, except pursuant to an exemption from the registration requirements of the FIEA and otherwise in compliance with any applicable rules, regulations and governmental guidelines of Japan.

Taiwan

The notes have not been and will not be registered with the Financial Supervisory Commission of Taiwan, the Republic of China (“Taiwan”), pursuant to relevant securities laws and regulations and may not be offered or sold in Taiwan through a public offering or in any manner which would constitute an offer within the meaning of the Securities and Exchange Act of Taiwan or would otherwise require registration with or the approval of the Financial Supervisory Commission of Taiwan. No person or entity in Taiwan has been authorized to offer, sell, give advice regarding or otherwise intermediate the offering or sale of the notes in Taiwan unless such offer, sale, giving advice or intermediation is permitted under applicable Taiwan laws and regulations.

Hong Kong

Each underwriter has represented and agreed that it has not offered or sold and will not offer or sell in Hong Kong, by means of any document, any notes other than (i) to “professional investors” within the meaning of the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong) and any rules made thereunder, or (ii) in other circumstances which do not result in the document being a “prospectus” within the meaning of the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32 of the Laws of Hong Kong) or which do not constitute an offer to the public within the meaning thereof, and that it has not issued or had in its possession for the purposes of issue, and will not issue or have in its possession for the purposes of issue, whether in Hong Kong or elsewhere, any advertisement, invitation or document relating to the notes, 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 securities laws of Hong Kong) other than with respect to notes which are or are

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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 of the Laws of Hong Kong) and any rules made thereunder.

People’s Republic of China

The information in this prospectus supplement and the accompanying prospectus does not constitute a public offer of the notes, whether by way of sale or subscription, in the People’s Republic of China (“PRC,” excluding for purposes of this paragraph, Hong Kong Special Administrative Region, Macau Special Administrative Region and Taiwan). In particular, no action has been taken which would permit a public offering of any notes or distribution of this prospectus supplement and the accompanying prospectus in the PRC, in compliance with any applicable registration or other requirements in the PRC, or pursuant to an exemption available thereunder.

Accordingly, the notes may not be offered or sold directly or indirectly in the PRC by means of this prospectus supplement and the accompanying prospectus to legal or natural persons, except under circumstances that will result in compliance with any applicable laws and regulations (such as directly to “qualified investors” in the PRC). Qualified investors in the PRC, who are permitted to purchase the notes pursuant to the applicable PRC laws and regulations, are responsible for obtaining all relevant government regulatory approvals, licenses, verification, registrations and/or filings themselves, including, but not limited to, any which may be required from the relevant PRC authorities, and complying with all relevant PRC laws and regulations, including, but not limited to, all relevant foreign exchange regulations and/or outbound investment regulations.

Republic of Korea

The notes may not be offered, sold and delivered directly or indirectly, or offered or sold to any person for re-offering or resale, directly or indirectly, in Korea or to any resident of Korea except pursuant to the applicable laws and regulations of Korea, including the Financial Investment Services and Capital Markets Act and the Foreign Exchange Transaction Law and the decrees and regulations thereunder. The notes will not be registered with the Financial Services Commission of Korea for public offering in Korea. Furthermore, the notes may not be re-sold to Korean residents unless the purchaser of the notes complies with all applicable regulatory requirements (including but not limited to government approval requirements under the Foreign Exchange Transaction Law and its subordinate decrees and regulations) in connection with their purchase.

Notice to Prospective Investors in the United Arab Emirates (Onshore UAE and Dubai International Financial Centre)

Onshore UAE

The notes are not intended to, and should not, be promoted or offered to any investor in the United Arab Emirates outside of the financial free zones (“Onshore UAE”), unless these are promoted or offered under one of the exemptions for promoting financial products (an “Exempt Promotion”), as these are provided for in the relevant legislations administered by the Securities and Commodities Authority (the “SCA”), namely the “SCA Rulebook”, as amended, supplemented or replaced from time to time. Consequently, the notes may only be promoted or offered in circumstances where such promotion or offer would constitute an Exempt Promotion. This prospectus supplement has been prepared on the basis that any promotion or offer of notes in Onshore UAE will be made pursuant to an Exempt Promotion.

The notes may not be promoted or offered directly or indirectly to the public in Onshore UAE.

This prospectus supplement is for distribution only to investors in Onshore UAE who: (i) qualify as Professional Investors under the SCA Rulebook; or (ii) have made an unsolicited request to invest in the notes.

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This prospectus supplement is directed only at its intended recipients and must not be acted on or relied on by persons who are not its intended recipients, and may not be reproduced or used for any other purpose. This prospectus supplement is provided for information purposes only and does not constitute investment, legal, tax, accounting or other professional advice. It is not, and does not contain, an offer to issue or sell, or to subscribe for or purchase, any financial product, nor is it intended to influence an investor's decision to invest and is it not a recommendation for a recipient to buy, sell or hold any particular investment or participate in any particular trading strategy. The intended recipients should make their own independent assessment of the merits of this investment opportunity and should consult their own professional advisors.

This prospectus supplement has not been reviewed, approved or registered with the SCA.

DIFC

The notes are not intended to, and should not, be promoted or offered to any investor in the Dubai International Financial Centre ("DIFC"), unless these are promoted or offered under one of the exemptions for promoting or offering financial products (an "Exempt Offer"), as these are provided for in the legislation administered in the DIFC by the Dubai Financial Services Authority (the "DFSA") namely the DIFC Markets Law and the DFSA Rulebook, as amended, supplemented or replaced from time to time. Consequently, promoting or offering the notes to an investor in the DIFC in circumstances which does not constitute an Exempt Offer, may be unlawful under DFSA-administered legislation. This prospectus supplement has been prepared on the basis that any promotion or offer of notes in the DIFC will be made pursuant to an Exempt Offer.

The notes may not be promoted or offered directly or indirectly to the public in the DIFC.

This prospectus supplement is for distribution only in circumstances where such promotion or offer would constitute an Exempt Offer. This document is directed only at its intended recipients and must not be acted on or relied on by persons who are not its intended recipients, and may not be reproduced or used for any other purpose. This prospectus supplement is provided for information purposes only and does not constitute investment, legal, tax, accounting or other professional advice. It is not, and does not contain, an offer to issue or sell, or to subscribe for or purchase, any financial product, nor is it intended to influence an investor's decision to invest and is it not a recommendation for a recipient to buy, sell or hold any particular investment or participate in any particular trading strategy. The intended recipients should make their own independent assessment of the merits of this investment opportunity and should consult their own professional advisors.

This prospectus supplement has not been reviewed, approved or registered with the DFSA.

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LEGAL MATTERS

Gibson, Dunn & Crutcher LLP and Hunton Andrews Kurth LLP will opine for us as to the validity of the offered notes. Certain legal matters with respect to the offering of the notes will be passed upon for the underwriters by Norton Rose Fulbright US LLP.

EXPERTS

The consolidated financial statements of Atmos Energy Corporation appearing in Atmos Energy Corporation's Annual Report (Form 10-K) for the year ended September 30, 2023, and the effectiveness of Atmos Energy Corporation's internal control over financial reporting as of September 30, 2023 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 Corporation for the three and six-month periods ended March 31, 2024 and 2023, 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 May 8, 2024, included in Atmos Energy Corporation's Quarterly Report on Form 10-Q for the quarter ended March 31, 2024, and incorporated by reference herein, 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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INCORPORATION OF CERTAIN DOCUMENTS BY REFERENCE

The SEC allows us to “incorporate by reference” information in this prospectus supplement that we have filed with the SEC. 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 supplement and the accompanying prospectus, except for any information that is superseded by information that is included directly in this prospectus supplement or the accompanying prospectus.

We incorporate by reference into this prospectus supplement 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 this offering. 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 or corresponding information furnished under Item 9.01 as an exhibit, which is deemed not to be incorporated by reference in this prospectus supplement), 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 supplement.

This prospectus supplement 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 fiscal year ended September 30, 2023;
- The sections of our [definitive proxy statement](#) for the annual meeting of shareholders on February 7, 2024 incorporated by reference into our annual report on [Form 10-K](#) for the year ended September 30, 2023;
- Our quarterly reports on Form 10-Q for the quarterly periods ended [December 31, 2023](#) and [March 31, 2024](#); and
- Our current reports on Form 8-K filed on [October 10, 2023](#) (two filed on this date), [February 13, 2024](#), [March 29, 2024](#) and [May 8, 2024](#).

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: Daniel M. Meziere
(972) 934-9227

Our website is www.atmosenergy.com; any information on or connected to our website is not part of this prospectus supplement.

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PROSPECTUS



Atmos Energy Corporation

**By this prospectus, we offer up to
\$5,000,000,000
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 3 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 31, 2023

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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. We take no responsibility for, and can provide no assurances as to the reliability of, any other information that others may give you or representations that others may make. We are not making or soliciting an offer of any securities other than the securities described in this prospectus and any prospectus supplement. 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”), and Section 21E of the Securities Exchange Act of 1934, as amended (the “Exchange Act”). All statements other than statements of historical fact included in this prospectus are forward-looking statements made in good faith by us and are intended to qualify for the safe harbor from liability established by the Private Securities Litigation Reform Act of 1995. Forward-looking statements are based on management’s beliefs as well as assumptions made by, and information currently available to, management. When used in this prospectus, 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 expressed or implied in the statements relating to our strategy, operations, markets, services, rates, recovery of costs, availability of gas supply and other factors. These risks and uncertainties include the following:

- federal, state and local regulatory and political trends and decisions, including the impact of rate proceedings before various state regulatory commissions;
- increased federal regulatory oversight and potential penalties;
- possible increased federal, state and local regulation of the safety of our operations;
- possible significant costs and liabilities resulting from pipeline integrity and other similar programs and related repairs;
- the inherent hazards and risks involved in distributing, transporting and storing natural gas;
- the availability and accessibility of contracted gas supplies, interstate pipeline and/or storage services;
- increased competition from energy suppliers and alternative forms of energy;
- failure to attract and retain a qualified workforce;
- natural disasters, terrorist activities or other events and other risks and uncertainties discussed herein or in our reports filed with the SEC, all of which are difficult to predict and many of which are beyond our control;
- increased dependence on technology that may hinder the Company’s business if such technologies fail;
- the threat of cyber-attacks or acts of cyber-terrorism that could disrupt our business operations and information technology systems or result in the loss or exposure of confidential or sensitive customer, employee or Company information;
- the impact of new cybersecurity compliance requirements;
- adverse weather conditions;
- the impact of greenhouse gas emissions or other legislation or regulations intended to address climate change;
- the impact of climate change;
- the capital-intensive nature of our business;
- our ability to continue to access the credit and capital markets to execute our business strategy;
- market risks beyond our control affecting our risk management activities, including commodity price volatility, counterparty performance or creditworthiness and interest rate risk;
- the concentration of our operations in Texas;

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- the impact of adverse economic conditions on our customers;
- changes in the availability and price of natural gas;
- increased costs of providing health care benefits, along with pension and postretirement health care benefits and increased funding requirements; and
- other risks and uncertainties discussed in this prospectus, any accompanying prospectus supplement 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. Further, 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” below, “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, 2022 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, 2022. See also “Incorporation of Certain Documents by Reference” on page 25 of this prospectus, 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

Atmos Energy Corporation, headquartered in Dallas, Texas, and incorporated in Texas and Virginia, is the country's largest natural-gas-only distributor based on number of customers. We safely deliver reliable, affordable, efficient and abundant natural gas through regulated sales and transportation arrangements to over three million residential, commercial, public authority and industrial customers in eight states located primarily in the South. We also operate one of the largest intrastate pipelines in Texas based on miles of pipe.

We manage and review our consolidated operations through the following reportable segments:

- The *distribution segment* is primarily comprised of our regulated natural gas distribution and related sales operations in eight states.
- The *pipeline and storage segment* is comprised primarily of the pipeline and storage operations of our Atmos Pipeline—Texas Division and our natural gas transmission operations in Louisiana.

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 \$5,000,000,000. 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 three 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.

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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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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

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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

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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 such person is merged or consolidated with or into us or a Restricted Subsidiary, or 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 such 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 such Principal Property or Restricted Securities, whether or not such Lien is assumed by us or such Restricted Subsidiary, provided that no such Lien may 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 an 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 such 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 such Principal Property, or to secure Indebtedness incurred by us or a Restricted Subsidiary for the purpose of financing all or any part of such cost; provided that such 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 no such Lien may 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 such 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 thereby 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 such 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 such Sale and Leaseback Transactions described in the last two bullet points in the following 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 such Sale and Leaseback Transaction pursuant to the provisions described in the preceding paragraph;
- 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 such 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 so sold and leased back at the time of entering into such Sale and Leaseback Transaction is applied to the prepayment, other than mandatory prepayment, of any Outstanding Securities or Funded Indebtedness that is 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 any person is at the time liable for rent, at any date as of which the amount thereof is to be determined, the total net amount of rent required to be paid by such person under such 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 thereof;
- 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 thereof;
- 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 such 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.

"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 such time and thereafter of the lenders with respect to such 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 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 Indebtedness, then 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 securities that are subordinated in right of payment to the Indebtedness secured by such Lien or in the case of

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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 consent 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 any installment of interest on any debt security;
- reduce the principal amount of, any premium on, or the rate of interest on any debt security;
- change any of our obligations to pay Additional Amounts;
- reduce the amount of the principal that would be due and payable upon a declaration of 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 in principal amount of the outstanding debt securities of a series, the consent of whose holders is required 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 the consent of any 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.

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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

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- 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.

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.

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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 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.

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DESCRIPTION OF COMMON STOCK

The following summary of our common stock, no par value per share (the “common stock”), is based on and qualified by reference to, our Restated Articles of Incorporation filed in Texas and Virginia (the “Articles of Incorporation”) and Amended and Restated Bylaws (the “Bylaws”). For a complete description of the terms and provisions of our equity securities, including our common stock, refer to the Articles of Incorporation and Bylaws, each of which are filed as exhibits to our annual reports on Form 10-K filed with the SEC. See “Where You Can Find More Information.”

General

Our authorized capital stock consists of 200,000,000 shares of common stock, no par value, of which 144,484,650 shares were outstanding on March 30, 2023. 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. With respect to any matter, other than a matter for which the affirmative vote of the holders of a specified portion of common stock may be required by law or our Articles of Incorporation, an act of the shareholders requires the affirmative vote of the holders of a majority of the shares entitled to vote on a matter and represented in person or by proxy at a meeting at which a quorum is present. The power to alter, amend or repeal the Bylaws, and to adopt new Bylaws, is vested in our Board of Directors, subject to repeal or change by the affirmative vote of the holders of 75 percent of the outstanding shares of common stock entitled to vote thereon.

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.

Broadridge Corporate Issuer Solutions, Inc. is the registrar and transfer agent for our common stock. Our common stock is listed on the New York Stock Exchange under the trading symbol “ATO.”

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.

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, alone or together with its affiliates or associates, owns or controls 10 percent or more of our voting capital stock, would be required to satisfy the condition that the aggregate

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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.

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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;
- in “at the market offerings,” within the meaning of Rule 415(a)(4) of the Securities Act; 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.

We may designate underwriters or agents to solicit purchases of shares of our common stock for the period of their appointment and to sell securities on a continuing basis, including pursuant to “at-the-market offerings.” We will do so pursuant to the terms of a distribution agreement between us and the underwriters or agents. If we engage in at-the-market sales pursuant to a distribution agreement, we will issue and sell the shares to or through one or more underwriters or agents, which may act on an agency basis or on a principal basis. During the term of any such distribution agreement, we may sell shares on a daily basis in exchange transactions or otherwise as we agree with the underwriters or agents. The distribution agreement may provide that any shares of our common stock sold will be sold at prices related to the then prevailing market prices for our securities. Therefore, exact figures regarding net proceeds to us or commissions to be paid are impossible to determine and will be described in a prospectus supplement. The terms of each such distribution agreement will be set forth in more detail in a prospectus supplement to this prospectus. To the extent that any named underwriter or agent acts as principal pursuant to the terms of a distribution agreement, or if we offer to sell shares of our common stock through another broker dealer acting as underwriter, then such named underwriter may engage in certain transactions that stabilize, maintain or otherwise affect the price of our shares. We will describe any such activities in the prospectus supplement relating to the transaction. To the extent that any named broker dealer or agent acts as agent on a best efforts basis pursuant to the terms of a distribution agreement, such broker dealer or agent will not engage in any such stabilization transactions.

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

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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.

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LEGAL MATTERS

Gibson, Dunn & Crutcher LLP and Hunton Andrews Kurth 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 Corporation appearing in Atmos Energy Corporation's Annual Report (Form 10-K) for the year ended September 30, 2022, and the effectiveness of Atmos Energy Corporation's internal control over financial reporting as of September 30, 2022 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 Corporation for the three-month periods ended December 31, 2022 and 2021, 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 7, 2023, included in Atmos Energy Corporation's Quarterly Report on Form 10-Q for the quarter ended December 31, 2022, and incorporated by reference herein, 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.

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 Exchange Act.

The SEC maintains a 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., 11 Wall 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, which 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.

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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 or corresponding information furnished under Item 9.01 as an exhibit, 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.

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 fiscal year ended September 30, 2022;
- The following pages and captioned text contained in our [definitive proxy statement](#) for the annual meeting of shareholders on February 8, 2023 and incorporated by reference into our annual report on [Form 10-K](#) for the year ended September 30, 2022: page 7 under the caption “*Corporate Governance and Other Board Matters—Independence of Directors*”; page 10 under the caption “*Corporate Governance and Other Board Matters—Committees of the Board of Directors*”; pages 13-14 under the caption “*Corporate Governance and Other Board Matters—Related Party Transactions Review and Approval Policy*”; pages 17-22 under the caption “*Proposal One—Election of Directors—Nominees for Director*”; pages 23-26 under the caption “*Director Compensation*”; pages 27-28 under the captions “*Proposal Two—Ratification of Appointment of Independent Registered Public Accounting Firm—Audit and Related Fees*” and “*—Audit Committee Pre-Approval Policy*”; pages 30-40 under the caption “*Compensation Discussion and Analysis*”; pages 41-54 under the caption “*Named Executive Officer Compensation*”; pages 55-56 under the caption “*Other Executive Compensation Matters*”; and pages 57-59 under the caption “*Beneficial Ownership of Common Stock*”;
- Our quarterly report on [Form 10-Q](#) for the quarterly period ended December 31, 2022;
- Our current reports on Form 8-K filed on [October 3, 2022 \(two filed on this date\)](#), [February 13, 2023](#) and [March 6, 2023](#); and
- The description of our common stock contained in [Exhibit 4.1\(b\)](#) to our annual report on [Form 10-K](#) for the fiscal year ended September 30, 2021.

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

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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: Daniel M. Meziere
(972) 934-9227

Our website is www.atmosenergy.com; any information on or connected to our website is not part of this prospectus.

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\$325,000,000



Atmos Energy Corporation

5.900% Senior Notes due 2033

PROSPECTUS SUPPLEMENT

Joint Book-Running Managers

BNP PARIBAS

J.P. Morgan

Wells Fargo Securities

MUFG

Co-Managers

BOK Financial Securities, Inc.

Comerica Securities

Huntington Capital Markets

June 18, 2024
