



April 1, 2009

Mr. Jeff Cline
Kentucky Public Service Commission
P. O. Box 615
Frankfort, KY 40602

RECEIVED

APR 06 2009

PUBLIC SERVICE
COMMISSION

RE: Atmos Energy Corporation

Docket No. 2009-00046

Dear Mr. Cline:

Pursuant to the Order of the Kentucky Public Service Commission dated March 02, 2009 in the above referenced docket, enclosed is the report of action for Atmos Energy Corporation relating to the issuance of securities pursuant to the \$900,000,000 universal shelf registration.

If you have any questions or need further assistance, please contact me at 972-855-9755. Thank you for your assistance in this matter.

Sincerely,

A handwritten signature in black ink, appearing to read "R. Smith", with a long horizontal flourish extending to the right.

Robert J. Smith
Assistant Treasurer

**COMMONWEALTH OF KENTUCKY
CASE NO: 2009-00046**

**REPORT OF ACTION
Prepared March 27, 2009**

Reference is made to the order entered into on March 2, 2009, which requires the Company make a report to the Commission concerning the issuance of securities under the \$900,000,000 universal shelf registration.

Atmos hereby reports:

1. On March 23, 2009, Atmos offered \$450,000,000 in Senior Notes due 2019 to the public at a discount of 99.813% with net proceeds to the Company of \$446,233,500. The offering was priced using 10 year Treasuries plus 587.5 bps for a coupon of 8.50% and the yield to maturity rate is 8.529%. The proceeds from the debt issuance will be used to pay off the \$400,000,000 4.00% Senior Note called for redemption on April 30, 2009.
2. Overall market conditions have been challenged due to the current financial crisis. Nonetheless, the Bookrunners were able to offer the \$450,000,000 senior notes at an all in spread of 587.5 bps. This spread is favorable considering these difficult market conditions. The timing regarding the underlying Treasury Rate was excellent.
3. Expenses are still being accumulated and will be forwarded within 60 days.
4. Attached is a listing of investors that participated in the offering.

Atmos Energy Corporation



Robert J. Smith
Assistant Treasurer

Atmos Energy Corporation Investors – Senior Notes due 2019

Final order book: Total Allocations = \$450MM

#	Investor	Allocation	Type	Location	#	Investor	Allocation	Type	Location	#	Investor	Allocation	Type	Location
1	Blackrock	\$25.00	Money Manager	Northeast	30	USA	\$5.00	Pension	South	60	St Paul/Travelers	\$2.00	Insurance	Northeast
2	Hancock	\$25.00	Insurance	Northeast	31	Vanguard - Active	\$5.00	Money Manager	Midatlantic	61	State of North Carolina	\$2.00	Pension	South
3	Prudential	\$25.00	Insurance	Northeast	32	Vanguard - Index	\$5.00	Money Manager	Midatlantic	62	State of South Carolina	\$2.00	Pension	South
4	TIAA	\$25.00	Insurance	Northeast	33	Aflacourt	\$3.00	Money Manager	Midatlantic	63	Wachovia Prop	\$2.00	Bank	South
5	PIMCO	\$20.00	Money Manager	West	34	AllianceBernstein	\$3.00	Money Manager	Northeast	64	American Equity	\$1.00	Insurance	Midwest
6	Aberdeen	\$17.00	Money Manager	Midatlantic	35	Cincy Fina	\$3.00	Money Manager	Midwest	65	FAF	\$1.00	Bank	Midwest
7	Mellife	\$17.00	Insurance	Northeast	36	Eco Finance	\$3.00	Money Manager	Northeast	66	Guarantee Re	\$1.00	Insurance	Midwest
8	Delaware	\$15.00	Insurance	Midatlantic	37	Erie Insurance	\$3.00	Insurance	Midatlantic	67	HGK	\$1.00	Money Manager	Northeast
9	Nationwide	\$15.00	Insurance	Midwest	38	Evergreen Boston	\$3.00	Money Manager	Northeast	68	Jamison Eaton Wood	\$1.00	Money Manager	Northeast
10	New York Life	\$15.00	Insurance	Northeast	39	Evergreen Philly	\$3.00	Money Manager	Midatlantic	69	JP Pac	\$1.00	Bank	Northeast
11	T Rowe	\$12.00	Money Manager	Midatlantic	40	Farm Bureau Iowa	\$3.00	Insurance	Midwest	70	King Capital	\$1.00	Money Manager	Northeast
12	ABP	\$10.00	Pension	International	41	Income Re	\$3.00	Insurance	Northeast	71	Midatlantic	\$1.00	Money Manager	Midatlantic
13	AIG	\$10.00	Insurance	Northeast	42	Kentucky	\$3.00	Pension	South	72	Opus	\$1.00	Insurance	Midwest
14	Hancock Advisors	\$10.00	Money Manager	Northeast	43	Lord Abbot	\$3.00	Money Manager	Northeast	73	Pan American	\$1.00	Insurance	South
15	NY State Teachers	\$10.00	Pension	Northeast	44	McKay Shields	\$3.00	Money Manager	Northeast	74	PNC/Old Merc	\$1.00	Bank	Midwest
16	PPM	\$10.00	Money Manager	Midwest	45	Sentinel / National Life c	\$3.00	Insurance	Northeast	75	Washington Cap Mana	\$1.00	Money Manager	West
17	TPG Axon	\$10.00	Money Manager	Northeast	46	Southern Farm	\$3.00	Insurance	South	76	Weaver Barksdale	\$1.00	Money Manager	South
18	Unum	\$10.00	Insurance	South	47	Thornburg	\$3.00	Money Manager	West	77	Wind	\$1.00	Bank	International
19	Standish Ayer	\$7.00	Insurance	Northeast	48	Wellington	\$3.00	Money Manager	Northeast	78	Banco Financio	\$0.50	Bank	International
20	Thrivent	\$7.00	Money Manager	Midwest	49	Allegrant	\$2.00	Bank	Midwest	79	Drawbridge	\$0.50	Money Manager	Northeast
21	40/86	\$6.00	Insurance	Midwest	50	Americo	\$2.00	Insurance	Midwest	80	Finmark	\$0.50	Money Manager	Northeast
22	Bradford	\$5.00	Money Manager	West	51	BGI	\$2.00	Money Manager	West	81	KLS	\$0.50	Bank	International
23	Calsers	\$5.00	Pension	West	52	Bluebay	\$2.00	Money Manager	International	82	PMK	\$0.50	Money Manager	Northeast
24	Cigna	\$5.00	Insurance	Northeast	53	Columbia Mutual	\$2.00	Money Manager	Northeast	83	PRP	\$0.50	Money Manager	Northeast
25	Canning	\$5.00	Insurance	Northeast	54	Diamond Back	\$2.00	Money Manager	Northeast	84	Spectrum	\$0.50	Money Manager	Northeast
26	Ensign Peak	\$5.00	Money Manager	West	55	Federated	\$2.00	Money Manager	Midatlantic	85	PWM GS	\$0.35	Money Manager	Northeast
27	JPM Ohio	\$5.00	Bank	Midwest	56	Honeywell	\$2.00	Pension	Northeast	86	Neuburger	\$0.15	Money Manager	Northeast
28	Legal and General	\$5.00	Insurance	Midwest	57	Nisa Mill	\$2.00	Money Manager	Midwest					
29	Schroder	\$5.00	Money Manager	Northeast	58	Pulnam	\$2.00	Money Manager	Northeast					

- Green highlighting denotes electronic roadshow login
 - Orange highlighting denotes electronic roadshow login and investor 1-on-1 participation