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November 24, 2014

Jeff Derouen
Executive Director
Kentucky Public Service Commission
211 Sower Boulevard
Frankfort, KY 40601

Re: Atmos Energy Corporation
Case No. 98-509

Dear Mr. Derouen:

Pursuant to the Order of the Commonwealth of Kentucky dated January 15, 1999 in the above referenced docket, enclosed is the report of action for Atmos Energy Corporation's Equity Incentive and Deferred Compensation Plan and for the 1998 Long-Term Incentive Plan for the period of April 1, 2014 through September 30, 2014.

If you have any questions or require further information, please do not hesitate to contact me at (972) 855-3725. Thank you for your assistance.

Sincerely,

A handwritten signature in cursive script that reads "Jane A. South".

Jane A. South
Assistant Treasurer

Enclosures

**COMMONWEALTH OF KENTUCKY
PUBLIC SERVICE COMMISSION**

Application of Atmos Energy Corporation (Atmos), through its division, Western Kentucky Gas Company of Owensboro, Kentucky, for an order authorizing the creation and issuance of 150,000 shares of common stock through its Equity Incentive and Deferred Compensation Plan for Non-Employee Directors and 1,500,000 shares through its 1998 Long-Term Incentive Plan

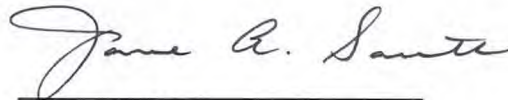
Case No. 98-509

**REPORT OF ACTION
Prepared on November 21, 2014**

Reference is made to the order entered into on January 15, 1999 that Atmos Energy Corporation ("Atmos"), through its division, Western Kentucky Gas Company ("Western") reports that the Company is authorized to create and issue during 1999 and subsequent years up to 150,000 shares of its common stock pursuant to its Equity Incentive and Deferred Compensation Plan for Non-Employee Directors and 1,500,000 shares through its 1998 Long-Term Incentive Plan.

1. For the period April 1, 2014 through September 30, 2014, the Petitioner reports that there were no shares exercised under the Equity Incentive and Deferred Compensation Plan for Non-Employee Directors. The aggregate number of shares authorized but not issued under Case No. 98-509 totaled 25,525 as of September 30, 2014.
2. Petitioner reports that the expenses related to the issuance of common stock under the Equity Incentive and Deferred Compensation Plan for Non-Employee Directors and the 1998 Long-Term Incentive Plan during the calendar year were immaterial.

Atmos Energy Corporation



Jane A. South
Assistant Treasurer