

**BEFORE THE PUBLIC UTILITIES COMMISSION OF THE STATE OF COLORADO**

DOCKET NO. 03A-082SG

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IN THE MATTER OF THE APPLICATION OF ATMOS ENERGY CORPORATION,  
1800 THREE LINCOLN CENTRE, 5430 LBJ FREEWAY, POST OFFICE BOX 650205,  
DALLAS, TX 75265-0205 FOR AN ORDER AUTHORIZING THE ISSUANCE OF UP TO  
1,700,000 SHARES OF COMMON STOCK.

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**ORDER OF THE COMMISSION  
GRANTING APPLICATION**

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Mailed Date: March 26, 2003  
Adopted Date: March 26, 2003

**I. BY THE COMMISSION:**

**A. Procedure and Record**

1. Atmos Energy Corporation (Atmos or the Company), a Virginia and Texas corporation, filed with the Colorado Public Utilities Commission (Commission) on March 6, 2003, a Verified Application, along with exhibits required under Rule 56 of the *Commission's Rules of Practice and Procedure*, 4 *Code of Colorado Regulations* (CCR) 723-1, (collectively, the Application). The Application seeks an Order from this Commission authorizing Atmos to issue additional shares of Atmos no par value Common Stock in an amount not to exceed 1,700,000 shares.

2. Notice of this Application was issued by the Commission on March 10, 2003, allowing entities until March 20, 2003 to intervene in or participate as a party in this proceeding and setting this matter for hearing on March 28, 2003. In addition, the Company published a notice of the Application in the legal notices of the *Rocky Mountain News* on Saturday March 8, 2003. An Affidavit of Publication issued by *The Denver Newspaper Agency* was filed with the

Commission on March 13, 2003, and reflects that the *Rocky Mountain News* is a newspaper of general circulation under 4 CCR 723-1-4(b)(1). No one sought intervention or opposed the granting of the Application.

3. The Company has requested that this Commission determine this matter without hearing and on modified procedure. Because no one has intervened in connection with the Application, it is appropriate that this Commission consider this matter in accordance with § 40-6-109(5), C.R.S., and 4 CCR 723-1-24.

**B. Findings of Fact**

4. Atmos is a Virginia and Texas corporation qualified to do business within the State of Colorado. Its Restated Articles of Incorporation, as amended, have been filed with this Commission and it is in good standing with the Colorado Secretary of State. The Company provides gas utility service to various areas in the State of Colorado through its Greeley Gas Division. The Application has been filed in accordance with § 40-1-104, C.R.S., which requires a public utility to obtain the approval of this Commission before it issues securities such as Common Stock or assumes debt.

5. At the date of the Application, the Company had 100,000,000 shares of Common Stock authorized. As of December 31, 2002, the Company had 45,304,938 shares of Common Stock outstanding.

6. For the 12 months ended September 30, 2002, the dividend rate was \$1.18 per share.

7. The purpose of the Application is to obtain an order authorizing the Company to issue additional shares of Atmos no par value Common Stock in an amount not to exceed 1,700,000 shares. The shares are to be issued for the purpose of funding the Company's Pension Account Plan through a contribution of Common Stock to such plan.

8. The issuance of such shares will not be registered with the Securities and Exchange Commission.

9. At a meeting of the Company's Board of Directors on February 11, 2003, the Board of Directors authorized, among other matters, its proper officers to execute and file the Application or to cause the Application to be filed.

10. The Application contains all of the information required under 4 CCR 723-1-56.

11. The Company and the issuance of debt and equity Securities by the Company are subject to the jurisdiction of this Commission in accordance with § 40-1-104, C.R.S.

12. The issuance of Common Stock, as stated in the Application, will be consistent with the provisions of the public utilities law, is for a lawful purpose, and is not inconsistent with the public interest.

13. The Application should be granted and issuance of Common Stock referenced therein should be authorized and approved.

## **II. ORDER**

### **A. The Commission Orders That:**

1. The Application (Docket No. 03A-082SG) of Atmos Energy Corporation is deemed complete and granted.

2. Atmos Energy Corporation is authorized to issue additional shares of Atmos Energy Corporation, no par value, Common Stock in an amount not to exceed 1,700,000 shares as described in the Application.

3. Within 60 days of the Mailed Date of this Order, Atmos Energy Corporation shall provide the Commission with a status report identifying its progress in the issuance of such stock. This status report may consist of a letter to the Chief of Fixed Utilities. The letter should contain information relating to the number of shares issued and the new owner of these shares. If the authorized shares have not been issued in its entirety within this 60-day period, Atmos Energy Corporation shall provide the Commission with subsequent reports on a quarterly basis.

4. Nothing in this Order shall be construed to imply any recommendation or guaranty of any obligation with regard to Atmos Energy Corporation's securities approved under the Application on the part of the State of Colorado.

5. The March 28, 2003, hearing on this matter is vacated.

6. This Decision is effective on its Mailed Date.

**B. ADOPTED IN COMMISSIONERS' WEEKLY MEETING  
March 26, 2003.**

(S E A L)



ATTEST: A TRUE COPY

**Bruce N. Smith**  
Director

THE PUBLIC UTILITIES COMMISSION  
OF THE STATE OF COLORADO

**GREGORY E. SOPKIN**

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**JIM DYER**

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Commissioners

COMMISSIONER POLLY PAGE ABSENT.