ATMOS ENERGY CORPORATION

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)

15. Supplemental Cash Flow Disclosures

Supplemental disclosures of cash flow information for fiscal 2009, 2008 and 2007 are presented below.

	2009	2008	2007
		(In thousands)	
Cash paid for interest	$163,554	$139,958	$151,616
Cash paid (received) for income taxes	$ (36,405)	$ 3,483	$ 8,939

There were no significant noncash investing and financing transactions during fiscal 2009, 2008 and 2007. All cash flows and noncash activities related to our commodity financial instruments are considered as operating activities.

16. Segment Information

Atmos Energy Corporation and its subsidiaries are engaged primarily in the regulated natural gas distribution, transmission and storage business as well as other nonregulated businesses. We distribute natural gas through sales and transportation arrangements to over 3 million residential, commercial, public authority and industrial customers through our six regulated natural gas distribution divisions, which cover service areas located in 12 states. In addition, we transport natural gas for others through our distribution system.

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

We operate the Company through the following four segments:

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

Our determination of reportable segments considers the strategic operating units under which we manage sales of various products and services to customers in differing regulatory environments. Although our natural gas distribution segment operations are geographically dispersed, they are reported as a single segment as each natural gas distribution division has similar economic characteristics. The accounting policies of the segments are the same as those described in the summary of significant accounting policies. We evaluate performance based on net income or loss of the respective operating units. Interest expense is allocated pro rata to each segment based upon our net investment in each segment. Income taxes are allocated to each segment as if each segment’s taxes were calculated on a separate return basis.

ATMOS ENERGY CORPORATION

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)

Summarized income statements and capital expenditures by segment are shown in the following tables.

	Year Ended September 30, 2009					
	Natural Gas Distribution	Regulated Transmission and Storage	Natural Gas Marketing	Pipeline, Storage and Other	Eliminations	Consolidated
	(In thousands)					
Operating revenues from external parties	$2,983,966	$ 119,427	$1,832,912	$ 32,775	$ —	$4,969,080
Intersegment revenues	799	90,231	503,935	9,149	(604,114)	—
	2,984,765	209,658	2,336,847	41,924	(604,114)	4,969,080
Purchased gas cost	1,960,137	—	2,252,235	12,428	(602,422)	3,622,378
Gross profit	1,024,628	209,658	84,612	29,496	(1,692)	1,346,702
Operating expenses						
Operation and maintenance	369,429	85,249	34,201	7,167	(2,036)	494,010
Depreciation and amortization	192,274	20,413	1,590	2,931	—	217,208
Taxes, other than income	169,312	10,231	2,271	886	—	182,700
Asset impairments	4,599	602	146	35	—	5,382
Total operating expenses	735,614	116,495	38,208	11,019	(2,036)	899,300
Operating income	289,014	93,163	46,404	18,477	344	447,402
Miscellaneous income (expense)	5,766	1,433	537	6,253	(17,292)	(3,303)
Interest charges	124,055	30,982	12,911	1,830	(16,948)	152,830
Income before income taxes	170,725	63,614	34,030	22,900	—	291,269
Income tax expense	53,918	22,558	13,836	9,979	—	100,291
Net income	$ 116,807	$ 41,056	$ 20,194	$ 12,921	$ —	$ 190,978
Capital expenditures	$ 379,500	$ 108,332	$ 242	$ 21,420	$ —	$ 509,494

ATMOS ENERGY CORPORATION

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)

	Year Ended September 30, 2008					
	Natural Gas Distribution	Regulated Transmission and Storage	Natural Gas Marketing	Pipeline, Storage and Other	Eliminations	Consolidated
			(In thousands)			
Operating revenues from external parties	$3,654,338	$ 108,116	$3,436,563	$ 22,288	$ —	$7,221,305
Intersegment revenues	792	87,801	851,299	9,421	(949,313)	—
	3,655,130	195,917	4,287,862	31,709	(949,313)	7,221,305
Purchased gas cost	2,649,064	—	4,194,841	3,396	(947,322)	5,899,979
Gross profit	1,006,066	195,917	93,021	28,313	(1,991)	1,321,326
Operating expenses						
Operation and maintenance	389,244	77,439	30,903	4,983	(2,335)	500,234
Depreciation and amortization	177,205	19,899	1,546	1,792	—	200,442
Taxes, other than income	178,452	8,834	4,180	1,289	—	192,755
Total operating expenses	744,901	106,172	36,629	8,064	(2,335)	893,431
Operating income	261,165	89,745	56,392	20,249	344	427,895
Miscellaneous income	9,689	1,354	2,022	8,428	(18,762)	2,731
Interest charges	117,933	27,049	9,036	2,322	(18,418)	137,922
Income before income taxes	152,921	64,050	49,378	26,355	—	292,704
Income tax expense	60,273	22,625	19,389	10,086	—	112,373
Net income	$ 92,648	$ 41,425	$ 29,989	$ 16,269	$ —	$ 180,331
Capital expenditures	$ 386,542	$ 75,071	$ 340	$ 10,320	$ —	$ 472,273

ATMOS ENERGY CORPORATION

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)

	Year Ended September 30, 2007					
	Natural Gas Distribution	Regulated Transmission and Storage	Natural Gas Marketing	Pipeline, Storage and Other	Eliminations	Consolidated
			(In thousands)			
Operating revenues from external parties	$3,358,147	$ 84,344	$2,432,280	$ 23,660	$ —	$5,898,431
Intersegment revenues	618	78,885	719,050	9,740	(808,293)	—
	3,358,765	163,229	3,151,330	33,400	(808,293)	5,898,431
Purchased gas cost	2,406,081	—	3,047,019	792	(805,543)	4,648,349
Gross profit	952,684	163,229	104,311	32,608	(2,750)	1,250,082
Operating expenses						
Operation and maintenance	379,175	56,231	26,480	4,581	(3,094)	463,373
Depreciation and amortization	177,188	18,565	1,536	1,574	—	198,863
Taxes, other than income	171,845	8,603	1,255	1,163	—	182,866
Asset impairments	3,289	—	—	3,055	—	6,344
Total operating expenses	731,497	83,399	29,271	10,373	(3,094)	851,446
Operating income	221,187	79,830	75,040	22,235	344	398,636
Miscellaneous income	8,945	2,105	6,434	8,173	(16,473)	9,184
Interest charges	121,626	27,917	5,767	6,055	(16,129)	145,236
Income before income taxes	108,506	54,018	75,707	24,353	—	262,584
Income tax expense	35,223	19,428	29,938	9,503	—	94,092
Net income	$ 73,283	$ 34,590	$ 45,769	$ 14,850	$ —	$ 168,492
Capital expenditures	$ 327,442	$ 59,276	$ 1,069	$ 4,648	$ —	$ 392,435

The following table summarizes our revenues by products and services for the fiscal year ended September 30.

	2009	2008	2007
		(In thousands)	
Natural gas distribution revenues:			
Gas sales revenues:			
Residential	$1,830,140	$2,131,447	$1,982,801
Commercial	838,184	1,077,056	970,949
Industrial	135,633	212,531	195,060
Public authority and other	89,183	137,821	114,298
Total gas sales revenues	2,893,140	3,558,855	3,263,108
Transportation revenues	59,115	59,712	59,195
Other gas revenues	31,711	35,771	35,844
Total natural gas distribution revenues	2,983,966	3,654,338	3,358,147
Regulated transmission and storage revenues	119,427	108,116	84,344
Natural gas marketing revenues	1,832,912	3,436,563	2,432,280
Pipeline, storage and other revenues	32,775	22,288	23,660
Total operating revenues	$4,969,080	$7,221,305	$5,898,431

ATMOS ENERGY CORPORATION

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)

Balance sheet information at September 30, 2009 and 2008 by segment is presented in the following tables:

	September 30, 2009					
	Natural Gas Distribution	Regulated Transmission and Storage	Natural Gas Marketing	Pipeline, Storage and Other	Eliminations	Consolidated
	(In thousands)					
ASSETS						
Property, plant and equipment, net	$3,703,471	$ 672,829	$ 7,112	$ 55,691	$ —	$4,439,103
Investment in subsidiaries	547,936	—	(2,096)	—	(545,840)	—
Current assets						
Cash and cash equivalents	23,655	—	87,266	282	—	111,203
Assets from risk management activities	4,395	—	27,424	2,765	(2,941)	31,643
Other current assets	499,155	17,017	157,846	112,551	(100,475)	686,094
Intercompany receivables	552,408	—	—	128,104	(680,512)	—
Total current assets	1,079,613	17,017	272,536	243,702	(783,928)	828,940
Intangible assets	—	—	1,461	—	—	1,461
Goodwill	571,592	132,300	24,282	10,429	—	738,603
Noncurrent assets from risk management activities	1,620	—	12,415	6	(6)	14,035
Deferred charges and other assets	290,327	11,932	1,065	18,300	—	321,624
	$6,194,559	$ 834,078	$ 316,775	$328,128	$(1,329,774)	$6,343,766
CAPITALIZATION AND LIABILITIES						
Shareholders' equity	$2,176,761	$ 171,200	$ 83,354	$293,382	$ (547,936)	$2,176,761
Long-term debt	2,169,007	—	—	393	—	2,169,400
Total capitalization	4,345,768	171,200	83,354	293,775	(547,936)	4,346,161
Current liabilities						
Current maturities of long-term debt	—	—	—	131	—	131
Short-term debt	158,942	—	—	—	(86,392)	72,550
Liabilities from risk management activities	20,181	—	4,060	182	(2,941)	21,482
Other current liabilities	510,749	9,251	116,078	19,167	(11,987)	643,258
Intercompany payables	—	557,190	123,322	—	(680,512)	—
Total current liabilities	689,872	566,441	243,460	19,480	(781,832)	737,421
Deferred income taxes	477,352	92,250	(10,675)	12,013	—	570,940
Noncurrent liabilities from risk management activities	—	—	6	—	(6)	—
Regulatory cost of removal obligation	321,086	—	—	—	—	321,086
Deferred credits and other liabilities	360,481	4,187	630	2,860	—	368,158
	$6,194,559	$ 834,078	$ 316,775	$328,128	$(1,329,774)	$6,343,766

ATMOS ENERGY CORPORATION

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)

	September 30, 2008					
	Natural Gas Distribution	Regulated Transmission and Storage	Natural Gas Marketing	Pipeline, Storage and Other	Eliminations	Consolidated
	(In thousands)					
ASSETS						
Property, plant and equipment, net	$3,483,556	$ 585,160	$ 7,520	$ 60,623	$ —	$4,136,859
Investment in subsidiaries	463,158	—	(2,096)	—	(461,062)	—
Current assets						
Cash and cash equivalents	30,878	—	9,120	6,719	—	46,717
Assets from risk management activities	—	—	69,008	20,239	(20,956)	68,291
Other current assets	774,933	18,396	411,648	56,791	(91,672)	1,170,096
Intercompany receivables	578,833	—	—	135,795	(714,628)	—
Total current assets	1,384,644	18,396	489,776	219,544	(827,256)	1,285,104
Intangible assets	—	—	2,088	—	—	2,088
Goodwill	569,920	132,367	24,282	10,429	—	736,998
Noncurrent assets from risk management activities	—	—	5,473	—	—	5,473
Deferred charges and other assets	195,985	11,212	1,182	11,798	—	220,177
	$6,097,263	$ 747,135	$ 528,225	$302,394	$(1,288,318)	$6,386,699
CAPITALIZATION AND LIABILITIES						
Shareholders' equity	$2,052,492	$ 130,144	$ 114,559	$218,455	$ (463,158)	$2,052,492
Long-term debt	2,119,267	—	—	525	—	2,119,792
Total capitalization	4,171,759	130,144	114,559	218,980	(463,158)	4,172,284
Current liabilities						
Current maturities of long-term debt	—	—	—	785	—	785
Short-term debt	385,592	—	6,500	—	(41,550)	350,542
Liabilities from risk management activities	58,566	—	20,688	616	(20,956)	58,914
Other current liabilities	538,777	7,053	236,217	62,796	(47,997)	796,846
Intercompany payables	—	543,384	171,244	—	(714,628)	—
Total current liabilities	982,935	550,437	434,649	64,197	(825,131)	1,207,087
Deferred income taxes	384,860	62,720	(21,936)	15,687	(29)	441,302
Noncurrent liabilities from risk management activities	5,111	—	258	—	—	5,369
Regulatory cost of removal obligation	298,645	—	—	—	—	298,645
Deferred credits and other liabilities	253,953	3,834	695	3,530	—	262,012
	$6,097,263	$ 747,135	$ 528,225	$302,394	$(1,288,318)	$6,386,699

ATMOS ENERGY CORPORATION

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS — (Continued)

17. Selected Quarterly Financial Data (Unaudited)

Summarized unaudited quarterly financial data is presented below. The sum of net income per share by quarter may not equal the net income per share for the fiscal year due to variations in the weighted average shares outstanding used in computing such amounts. Our businesses are seasonal due to weather conditions in our service areas. For further information on its effects on quarterly results, see the "Results of Operations" discussion included in the "Management's Discussion and Analysis of Financial Condition and Results of Operations" section herein.

	Quarter Ended			
	December 31	March 31	June 30	September 30
	(In thousands, except per share data)			
Fiscal year 2009:				
Operating revenues				
Natural gas distribution	$1,055,968	$1,230,420	$ 386,985	$ 311,392
Regulated transmission and storage	54,682	59,234	49,345	46,397
Natural gas marketing	787,495	708,658	453,504	387,190
Pipeline, storage and other	16,448	12,272	8,226	4,978
Intersegment eliminations	(198,261)	(189,178)	(117,285)	(99,390)
	1,716,332	1,821,406	780,775	650,567
Gross profit	395,212	460,051	259,640	231,799
Operating income	163,194	226,547	43,683	13,978
Net income (loss)	75,963	129,003	1,964	(15,952)
Net income (loss) per basic share	$ 0.84	$ 1.42	$ 0.02	$ (0.17)
Net income (loss) per diluted share	$ 0.83	$ 1.41	$ 0.02	$ (0.17)
Fiscal year 2008:				
Operating revenues				
Natural gas distribution	$ 928,177	$1,521,856	$ 676,639	$ 528,458
Regulated transmission and storage	45,046	51,440	46,286	53,145
Natural gas marketing	840,717	1,128,653	1,189,722	1,128,770
Pipeline, storage and other	6,727	10,022	3,880	11,080
Intersegment eliminations	(163,157)	(227,986)	(277,382)	(280,788)
	1,657,510	2,483,985	1,639,145	1,440,665
Gross profit	369,638	434,394	246,222	271,072
Operating income	158,509	211,143	20,709	37,534
Net income (loss)	73,803	111,534	(6,588)	1,582
Net income (loss) per basic share	$ 0.83	$ 1.25	$ (0.07)	$ 0.02
Net income (loss) per diluted share	$ 0.82	$ 1.24	$ (0.07)	$ 0.02

ITEM 9. ***Changes in and Disagreements With Accountants on Accounting and Financial Disclosure.***

None.

ITEM 9A. ***Controls and Procedures.***

Management's Evaluation of Disclosure Controls and Procedures

We carried out an evaluation, under the supervision and with the participation of our management, including our principal executive officer and principal financial officer, of the effectiveness of the Company's disclosure controls and procedures, as such term is defined in Rule 13a-15(e) under the Securities Exchange Act of 1934, as amended (Exchange Act). Based on this evaluation, the Company's principal executive officer and principal financial officer have concluded that the Company's disclosure controls and procedures were effective as of September 30, 2009 to provide reasonable assurance that information required to be disclosed by us, including our consolidated entities, in the reports that we file or submit under the Exchange Act is recorded, processed, summarized, and reported within the time periods specified by the SEC's rules and forms, including a reasonable level of assurance that such information is accumulated and communicated to our management, including our principal executive and principal financial officers, as appropriate to allow timely decisions regarding required disclosure.

Management's Report on Internal Control over Financial Reporting

Our management is responsible for establishing and maintaining adequate internal control over financial reporting, as such term is defined in Exchange Act Rule 13a-15(f), in providing reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. Under the supervision and with the participation of our management, including our principal executive officer and principal financial officer, we evaluated the effectiveness of our internal control over financial reporting based on the framework in *Internal Control-Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). Based on our evaluation under the framework in *Internal Control-Integrated Framework* issued by COSO and applicable Securities and Exchange Commission rules, our management concluded that our internal control over financial reporting was effective as of September 30, 2009, in providing reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles.

Ernst & Young LLP has issued its report on the effectiveness of the Company's internal control over financial reporting. That report appears below.

/s/ ROBERT W. BEST	/s/ FRED E. MEISENHEIMER
Robert W. Best Chairman and Chief Executive Officer	Fred E. Meisenheimer Senior Vice President and Chief Financial Officer

November 16, 2009

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

The Board of Directors and Shareholders of
Atmos Energy Corporation

We have audited Atmos Energy Corporation's internal control over financial reporting as of September 30, 2009, based on criteria established in Internal Control — Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (the COSO criteria). Atmos Energy Corporation's management is responsible for maintaining effective internal control over financial reporting, and for its assessment of the effectiveness of internal control over financial reporting included in the accompanying Management's Report on Internal Control over Financial Reporting. Our responsibility is to express an opinion on the company's internal control over financial reporting based on our audit.

We conducted our audit in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, testing and evaluating the design and operating effectiveness of internal control based on the assessed risk, and performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

In our opinion, Atmos Energy Corporation maintained, in all material respects, effective internal control over financial reporting as of September 30, 2009, based on the COSO criteria.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the consolidated balance sheets as of September 30, 2009 and 2008, and the related statements of income, stockholders' equity, and cash flows for each of the three years in the period ended September 30, 2009 of Atmos Energy Corporation and our report dated November 16, 2009 expressed an unqualified opinion thereon.

/s/ ERNST & YOUNG LLP

Dallas, Texas
November 16, 2009

Changes in Internal Control over Financial Reporting

We did not make any changes in our internal control over financial reporting (as defined in Rule 13a-15(f) and 15d-15(f) under the Act) during the fourth quarter of the fiscal year ended September 30, 2009 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

ITEM 9B. ***Other Information.***

Not applicable.

PART III

ITEM 10. ***Directors, Executive Officers and Corporate Governance.***

Information regarding directors and compliance with Section 16(a) of the Securities Exchange Act of 1934 is incorporated herein by reference to the Company's Definitive Proxy Statement for the Annual Meeting of Shareholders on February 3, 2010. Information regarding executive officers is included in Part I of this Annual Report on Form 10-K.

Identification of the members of the Audit Committee of the Board of Directors as well as the Board of Directors' determination as to whether one or more audit committee financial experts are serving on the Audit Committee of the Board of Directors is incorporated herein by reference to the Company's Definitive Proxy Statement for the Annual Meeting of Shareholders on February 3, 2010.

The Company has adopted a code of ethics for its principal executive officer, principal financial officer and principal accounting officer. Such code of ethics is represented by the Company's Code of Conduct, which is applicable to all directors, officers and employees of the Company, including the Company's principal executive officer, principal financial officer and principal accounting officer. A copy of the Company's Code of Conduct is posted on the Company's website at *www.atmosenergy.com* under "Corporate Governance." In addition, any amendment to or waiver granted from a provision of the Company's Code of Conduct will be posted on the Company's website under "Corporate Governance."

ITEM 11. ***Executive Compensation.***

Information on executive compensation is incorporated herein by reference to the Company's Definitive Proxy Statement for the Annual Meeting of Shareholders on February 3, 2010.

ITEM 12. ***Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters.***

Security ownership of certain beneficial owners and of management is incorporated herein by reference to the Company's Definitive Proxy Statement for the Annual Meeting of Shareholders on February 3, 2010. Information concerning our equity compensation plans is provided in Part II, Item 5, "Market for Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities", of this Annual Report on Form 10-K.

ITEM 13. ***Certain Relationships and Related Transactions, and Director Independence.***

Information on certain relationships and related transactions as well as director independence is incorporated herein by reference to the Company's Definitive Proxy Statement for the Annual Meeting of Shareholders on February 3, 2010.

ITEM 14. ***Principal Accountant Fees and Services.***

Information on our principal accountant's fees and services is incorporated herein by reference to the Company's Definitive Proxy Statement for the Annual Meeting of Shareholders on February 3, 2010.

PART IV

ITEM 15. *Exhibits and Financial Statement Schedules.*

(a) 1. and 2. *Financial statements and financial statement schedules.*

The financial statements and financial statement schedule listed in the Index to Financial Statements in Item 8 are filed as part of this Form 10-K.

3. *Exhibits*

The exhibits listed in the accompanying Exhibits Index are filed as part of this Form 10-K. The exhibits numbered 10.5(a) through 10.12(g) are management contracts or compensatory plans or arrangements.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

ATMOS ENERGY CORPORATION
(Registrant)

By: /s/ FRED E. MEISENHEIMER

Fred E. Meisenheimer
Senior Vice President
and Chief Financial Officer

Date: November 16, 2009

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears below hereby constitutes and appoints Robert W. Best and Fred. E. Meisenheimer, or either of them acting alone or together, as his true and lawful attorney-in-fact and agent with full power to act alone, for him and in his name, place and stead, in any and all capacities, to sign any and all amendments to this Annual Report on Form 10-K, and to file the same, with all exhibits thereto, and all other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorney-in-fact and agent full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agent, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the date indicated:

/s/ ROBERT W. BEST Robert W. Best	Chairman and Chief Executive Officer	November 16, 2009
/s/ KIM R. COCKLIN Kim R. Cocklin	President, Chief Operating Officer and Director	November 16, 2009
/s/ FRED E. MEISENHEIMER Fred E. Meisenheimer	Senior Vice President and Chief Financial Officer	November 16, 2009
/s/ CHRISTOPHER T. FORSYTHE Christopher T. Forsythe	Vice President and Controller (Principal Accounting Officer)	November 16, 2009
/s/ TRAVIS W. BAIN, II Travis W. Bain, II	Director	November 16, 2009
/s/ RICHARD W. CARDIN Richard W. Cardin	Director	November 16, 2009
/s/ RICHARD W. DOUGLAS Richard W. Douglas	Director	November 16, 2009
/s/ RUBEN E. ESQUIVEL Ruben E. Esquivel	Director	November 16, 2009
/s/ THOMAS J. GARLAND Thomas J. Garland	Director	November 16, 2009
/s/ RICHARD K. GORDON Richard K. Gordon	Director	November 16, 2009
/s/ ROBERT C. GRABLE Robert C. Grable	Director	November 16, 2009
/s/ THOMAS C. MEREDITH Thomas C. Meredith	Director	November 16, 2009
/s/ PHILLIP E. NICHOL Phillip E. Nichol	Director	November 16, 2009

/s/ NANCY K. QUINN Nancy K. Quinn	Director	November 16, 2009
/s/ STEPHEN R. SPRINGER Stephen R. Springer	Director	November 16, 2009
/s/ CHARLES K. VAUGHAN Charles K. Vaughan	Director	November 16, 2009
/s/ RICHARD WARE II Richard Ware II	Director	November 16, 2009

Schedule II

ATMOS ENERGY CORPORATION

Valuation and Qualifying Accounts
Three Years Ended September 30, 2009

	Balance at Beginning of Period	Additions: Charged to Cost & Expenses	Additions: Charged to Other Accounts	Deductions	Balance at End of Period
			(In thousands)		
2009					
Allowance for doubtful accounts	$ 15,301	$ 7,769	$ —	$11,592 (1)	$11,478
2008					
Allowance for doubtful accounts	$ 16,160	$ 15,655	$ —	$16,514 (1)	$15,301
2007					
Allowance for doubtful accounts	$ 13,686	$ 19,718	$ —	$17,244 (1)	$16,160

(1) Uncollectible accounts written off.

EXHIBITS INDEX
Item 14.(a)(3)

Exhibit Number	Description	Page Number or Incorporation by Reference to
	Articles of Incorporation and Bylaws	
3.1	Amended and Restated Articles of Incorporation of Atmos Energy Corporation (as of February 9, 2005)	Exhibit 3(I) to Form 10-Q dated March 31, 2005 (File No. 1-10042)
3.2	Amended and Restated Bylaws of Atmos Energy Corporation (as of May 2, 2007)	Exhibit 3.1 to Form 8-K dated May 2, 2007 (File No. 1-10042)
	Instruments Defining Rights of Security Holders	
4.1	Specimen Common Stock Certificate (Atmos Energy Corporation)	Exhibit (4)(b) to Form 10-K for fiscal year ended September 30, 1988 (File No. 1-10042)
4.2	Indenture dated as of November 15, 1995 between United Cities Gas Company and Bank of America Illinois, Trustee	Exhibit 4.11(a) to Form S-3 dated August 31, 2004 (File No. 333-118706)
4.3	Indenture dated as of July 15, 1998 between Atmos Energy Corporation and U.S. Bank Trust National Association, Trustee	Exhibit 4.8 to Form S-3 dated August 31, 2004 (File No. 333-118706)
4.4	Indenture dated as of May 22, 2001 between Atmos Energy Corporation and SunTrust Bank, Trustee	Exhibit 99.3 to Form 8-K dated May 15, 2001 (File No. 1-10042)
4.5	Indenture dated as of June 14, 2007, between Atmos Energy Corporation and U.S. Bank National Association, Trustee	Exhibit 4.1 to Form 8-K dated June 11, 2007 (File No. 1-10042)
4.6	Indenture dated as of March 23, 2009 between Atmos Energy Corporation and U.S. Bank National Corporation, Trustee	Exhibit 4.1 to Form 8-K dated March 26, 2009 (File No. 1-10042)
4.7(a)	Debenture Certificate for the 6 3/4% Debentures due 2028	Exhibit 99.2 to Form 8-K dated July 22, 1998 (File No. 1-10042)
4.7(b)	Global Security for the 7 3/8% Senior Notes due 2011	Exhibit 99.2 to Form 8-K dated May 15, 2001 (File No. 1-10042)
4.7(c)	Global Security for the 5 1/8% Senior Notes due 2013	Exhibit 10(2)(c) to Form 10-K for fiscal year ended September 30, 2004 (File No. 1-10042)
4.7(d)	Global Security for the 4.95% Senior Notes due 2014	Exhibit 10(2)(f) to Form 10-K for fiscal year ended September 30, 2004 (File No. 1-10042)
4.7(e)	Global Security for the 5.95% Senior Notes due 2034	Exhibit 10(2)(g) to Form 10-K for fiscal year ended September 30, 2004 (File No. 1-10042)
4.7(f)	Global Security for the 6.35% Senior Notes due 2017	Exhibit 4.2 to Form 8-K dated June 11, 2007 (File No. 1-10042)
4.7(g)	Global Security for the 8.50% Senior Notes due 2019	Exhibit 4.2 to Form 8-K dated March 26, 2009 (File No. 1-10042)
	Material Contracts	
10.1	Pipeline Construction and Operating Agreement, dated November 30, 2005, by and between Atmos-Pipeline Texas, a division of Atmos Energy Corporation, a Texas and Virginia corporation and Energy Transfer Fuel, LP, a Delaware limited partnership	Exhibit 10.1 to Form 8-K dated November 30, 2005 (File No. 1-10042)

Exhibit Number	Description	Page Number or Incorporation by Reference to
10.2	Revolving Credit Agreement (5 Year Facility), dated as of December 15, 2006, among Atmos Energy Corporation, SunTrust Bank, as Administrative Agent, Wachovia Bank, N.A. as Syndication Agent and Bank of America, N.A., JPMorgan Chase Bank, N.A., and the Royal Bank of Scotland plc as Co-Documentation Agents, and the lenders from time to time parties thereto	Exhibit 10.1 to Form 8-K dated December 15, 2006 (File No. 1-10042)
10.3	Revolving Credit Agreement (364 Day Facility), dated as of October 22, 2009, among Atmos Energy Corporation, the Lenders from time to time parties thereto, SunTrust Bank as Administrative Agent, Wells Fargo Bank, N.A. as Syndication Agent, and Bank of America, N.A. and U.S. Bank National Association as co-Documentation Agents	Exhibit 10.1 to Form 8-K dated October 22, 2009 (File No. 1-10042)
10.4(a)	Third Amended and Restated Credit Agreement, dated as of December 30, 2008, among Atmos Energy Marketing, LLC, BNP Paribas, Fortis Bank SA/NV, New York Branch, Societe Generale and the other financial institutions which may become parties thereto	Exhibit 10.1 to Form 8-K dated December 30, 2008 (File No. 1-10042)
10.4(b)	First Amendment dated as of April 1, 2009, to the Third Amended and Restated Credit Agreement and the amended and restated Intercreditor Agreement	
10.4(c)	Intercreditor Agreement, dated as of March 31, 2008, among Fortis Capital Corp. and the other financial institutions which may become parties thereto	Exhibit 10.2 to Form 8-K dated March 31, 2008 (File No. 1-10042)
	Executive Compensation Plans and Arrangements	
10.5(a)*	Form of Atmos Energy Corporation Change in Control Severance Agreement — Tier I	Exhibit 10.5(a) to Form 10-K for fiscal year ended September 30, 2008 (File No. 1-10042)
10.5(b)*	Form of Atmos Energy Corporation Change in Control Severance Agreement — Tier II	Exhibit 10.5(b) to Form 10-K for fiscal year ended September 30, 2008 (File No. 1-10042)
10.6(a)*	Atmos Energy Corporation Executive Retiree Life Plan	Exhibit 10.31 to Form 10-K for fiscal year ended September 30, 1997 (File No. 1-10042)
10.6(b)*	Amendment No. 1 to the Atmos Energy Corporation Executive Retiree Life Plan	Exhibit 10.31(a) to Form 10-K for fiscal year ended September 30, 1997 (File No. 1-10042)
10.7(a)*	Description of Financial and Estate Planning Program	Exhibit 10.25(b) to Form 10-K for fiscal year ended September 30, 1997 (File No. 1-10042)
10.7(b)*	Description of Sporting Events Program	Exhibit 10.26(c) to Form 10-K for fiscal year ended September 30, 1993 (File No. 1-10042)
10.8(a)*	Atmos Energy Corporation Supplemental Executive Benefits Plan, Amended and Restated in its Entirety August 7, 2007	Exhibit 10.8(a) to Form 10-K for fiscal year ended September 30, 2008 (File No. 1-10042)

Exhibit Number	Description	Page Number or Incorporation by Reference to
10.8(b)*	Atmos Energy Corporation Supplemental Executive Retirement Plan, (An Amendment and Restatement of the Performance-Based Supplemental Executive Benefits Plan), Effective Date August 7, 2007	Exhibit 10.8(b) to Form 10-K for fiscal year ended September 30, 2008 (File No. 1-10042)
10.8(c)*	Atmos Energy Corporation Performance-Based Supplemental Executive Benefits Plan Trust Agreement, Effective Date December 1, 2000	Exhibit 10.1 to Form 10-Q for quarter ended December 31, 2000 (File No. 1-10042)
10.8(d)*	Form of Individual Trust Agreement for the Supplemental Executive Benefits Plan	Exhibit 10.3 to Form 10-Q for quarter ended December 31, 2000 (File No. 1-10042)
10.9(a)*	Mini-Med/Dental Benefit Extension Agreement dated October 1, 1994	Exhibit 10.28(f) to Form 10-K for fiscal year ended September 30, 2001 (File No. 1-10042)
10.9(b)*	Amendment No. 1 to Mini-Med/Dental Benefit Extension Agreement dated August 14, 2001	Exhibit 10.28(g) to Form 10-K for fiscal year ended September 30, 2001 (File No. 1-10042)
10.9(c)*	Amendment No. 2 to Mini-Med/Dental Benefit Extension Agreement dated December 31, 2002	Exhibit 10.1 to Form 10-Q for quarter ended December 31, 2002 (File No. 1-10042)
10.10*	Atmos Energy Corporation Equity Incentive and Deferred Compensation Plan for Non-Employee Directors	Exhibit 10.10 to Form 10-K for fiscal year ended September 30, 2008 (File No. 1-10042)
10.11*	Atmos Energy Corporation Outside Directors Stock-for-Fee Plan (Amended and Restated as of November 12, 1997)	Exhibit 10.28 to Form 10-K for fiscal year ended September 30, 1997 (File No. 1-10042)
10.12(a)*	Atmos Energy Corporation 1998 Long-Term Incentive Plan (as amended and restated February 9, 2007)	Exhibit 10.2 to Form 10-Q for quarter ended March 31, 2007 (File No. 1-10042)
10.12(b)*	Amendment No. 1 to Atmos Energy Corporation 1998 Long-Term Incentive Plan (as amended and restated February 9, 2007)	Exhibit 10.12(b) to Form 10-K for fiscal year ended September 30, 2008 (File No. 1-10042)
10.12(c)*	Form of Non-Qualified Stock Option Agreement under the Atmos Energy Corporation 1998 Long-Term Incentive Plan	Exhibit 10.16(b) to Form 10-K for fiscal year ended September 30, 2005 (File No. 1-10042)
10.12(d)*	Form of Award Agreement of Restricted Stock With Time-Lapse Vesting under the Atmos Energy Corporation 1998 Long-Term Incentive Plan	Exhibit 10.12(d) to Form 10-K for fiscal year ended September 30, 2008 (File No. 1-10042)
10.12(e)*	Form of Award Agreement of Time-Lapse Restricted Stock Units under the Atmos Energy Corporation 1998 Long-Term Incentive Plan	Exhibit 10.1 to Form 10-Q for quarter ended June 30, 2009 (File No. 1-10042)
10.12(f)*	Form of Award Agreement of Performance-Based Restricted Stock Units under the Atmos Energy Corporation 1998 Long-Term Incentive Plan	Exhibit 10.2 to Form 10-Q for quarter ended June 30, 2009 (File No. 1-10042)
10.12(g)*	Atmos Energy Corporation Annual Incentive Plan for Management (as amended and restated August 8, 2007)	Exhibit 10.12(f) to Form 10-K for fiscal year ended September 30, 2008 (File No. 1-10042)

Exhibit Number	Description	Page Number or Incorporation by Reference to
12	Statement of computation of ratio of earnings to fixed charges	
	Other Exhibits, as indicated	
21	Subsidiaries of the registrant	
23.1	Consent of independent registered public accounting firm, Ernst & Young LLP	
24	Power of Attorney	Signature page of Form 10-K for fiscal year ended September 30, 2009
31	Rule 13a-14(a)/15d-14(a) Certifications	
32	Section 1350 Certifications**	

* This exhibit constitutes a "management contract or compensatory plan, contract, or arrangement."

** These certifications pursuant to 18 U.S.C. Section 1350 by the Company's Chief Executive Officer and Chief Financial Officer, furnished as Exhibit 32 to this Annual Report on Form 10-K, will not be deemed to be filed with the Securities and Exchange Commission or incorporated by reference into any filing by the Company under the Securities Act of 1933 or the Securities Exchange Act of 1934, except to the extent that the Company specifically incorporates such certifications by reference.

Exhibit 10.4(b)

FIRST AMENDMENT TO THE THIRD AMENDED AND RESTATED CREDIT AGREEMENT AND THE AMENDED AND RESTATED INTERCREDITOR AGREEMENT

This FIRST AMENDMENT, dated as of April 1, 2009 (this " Amendment ") to (i) the THIRD AMENDED AND RESTATED CREDIT AGREEMENT, dated as of December 30, 2008 (as amended, supplemented or otherwise modified prior to the date hereof, the " Credit Agreement ") among ATMOS ENERGY MARKETING, LLC, a Delaware limited liability company (the " Borrower "), BNP PARIBAS, a bank organized under the laws of France, as a Bank, as an Issuing Bank, and as Administrative Agent for the Banks, and as Collateral Agent, FORTIS BANK SA/NV, NEW YORK BRANCH, a bank organized under the laws of Belgium, as a Bank, as an Issuing Bank, and as Documentation Agent, SOCIÉTÉ GÉNÉRALE, as syndication agent (in such capacity, " Syndication Agent "), an Issuing Bank, and a Bank, and each other financial institution which may become a party hereto (collectively the " Banks ") and (ii) the Intercreditor Agreement (as defined in the Credit Agreement).

WHEREAS, the Borrower has requested an increase in the Total Committed Line Portion pursuant to Section 2.14 of the Credit Agreement and certain other changes relating to the procedures for issuing Letters of Credit under the Credit Agreement; and

WHEREAS, the Administrative Agent has requested a documented procedure for the authorization by the Administrative Agent of amendments to, or issuance of, L/C Borrowings;

NOW, THEREFORE, in consideration of the premises herein contained and for other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the parties hereto hereby agree as follows:

1. Defined Terms . Unless otherwise defined herein, terms defined in the Credit Agreement and used herein shall have the meanings ascribed to them in the Credit Agreement.

2. Amendment to Section 1.01 of the Credit Agreement (Defined Terms) . (a) The definition of " *Banks* " in Section 1.1 of the Credit Agreement is hereby amended by deleting it in its entirety and inserting in lieu thereof the following:

"' Banks ' shall mean Fortis, BNP Paribas, Société Générale, NATIXIS, acting through its New York Branch, RZB Finance, LLC, Brown Brothers Harriman & Co., The Royal Bank of Scotland plc, Rabobank, Lloyds, Calyon, DZ Bank, Trustmark and each additional lending institution added to this Agreement, through an amendment to this Agreement, by execution of a Committed Line Portion Addendum, or through an Assignment and Acceptance in accordance with Subsection 11.08(a) hereof. References to the "Banks" shall include Fortis, BNP Paribas and Société Générale including each in its capacity as an Issuing Bank and BNP Paribas in its capacity as the Swing Line Bank; for purposes of clarification only, to the extent that Fortis, BNP Paribas or Société Générale may have any rights or obligations in addition to those of the Banks due to their status as an Issuing Bank and as Agents, as applicable, Fortis', BNP Paribas' and Société Générale's status as such will be specifically referenced."

(b) The definition of " *Continuing Agreement for Letters of Credit* " in Section 1.1 of the Credit Agreement is hereby amended by adding at the end thereof the following additional language "and each other financial institution that becomes an Issuing Bank under this Agreement" immediately after the phrase "and Société Générale" and immediately before the punctuation ".".

(c) The definition of " *Issuing Bank Sub-Limit* " in Section 1.1 of the Credit Agreement is hereby amended by deleting it in its entirety and inserting in lieu thereof the following:

"' Issuing Bank Sub-Limit ' means, with respect to each Issuing Bank, the limit set opposite such Issuing Bank under the heading "Sub-Limit" in the table below, subject to the modifications to such limits arising under Section 11.01; provided that while any Bank qualifies as a Defaulting Bank hereunder, each Issuing Bank's "Sub-Limit" as set forth in the table below shall be reduced to an amount equal to the product of (a) such Issuing Bank's Issuing Percentage Cap (expressed as a decimal, rounded to the ninth decimal place) at such time multiplied by (b) the Total Available Committed Line Portion at such time, rounded to the nearest whole dollar:

Issuing Bank	Sub-Limit
BNP Paribas	$171,000,000
Fortis	$171,000,000
Société Générale	$130,000,000"

(d) The definition of " *Issuing Percentage Cap* " in Section 1.1 of the Credit Agreement is hereby amended by deleting the table set forth at the end thereof in its entirety and inserting in lieu thereof the following table:

"Issuing Bank	Issuing Percentage
BNP Paribas	38.0%
Fortis	38.0%
Société Générale	28.88889%"

(e) The definition of " *Swap Bank* " in Section 1.1 of the Credit Agreement is hereby amended by adding immediately after the phrase "NATIXIS, acting through its New York Branch," and immediately before "or their respective Affiliates" the following "Calyon,";

(f) Section 1.1 of the Credit Agreement is hereby further amended by adding the following new terms in their appropriate alphabetical order:

" Automatic Sub-Limit Reduction Amount " means, with respect to any Issuing Bank for any Automatic Sub-Limit Reduction Event, an amount equal to the product of such Issuing Bank's Issuing Percentage Cap *times* the amount of the increase of the applicable Bank's Available Committed Line Portion arising from such Automatic Sub-Limit Reduction Event.

" Automatic Sub-Limit Reduction Event " has the meaning ascribed to such term in Section 11.01 hereof.

" Calyon " means Calyon New York Branch.

" DZ Bank " means DZ BANK AG Deutsche Zentral-Genossenschaftsbank, Frankfurt am Main.

" Lloyds " means Lloyds TSB Bank plc.

" Rabobank " means Cooperatieve Centrale Raiffeisen — Boerenleenbank B.A., "Rabobank Nederland", New York Branch.

" Trustmark " means Trustmark National Bank.

3. Amendment to Section 3.01(b)(x) of the Credit Agreement . Section 3.01(b)(x) is hereby amended by deleting the reference to "Issuance Cap Sub-Limit" and inserting in lieu thereof "Issuing Bank Sub-Limit".

4. Amendment to Section 3.02(a) of the Credit Agreement . Section 3.02(a) is hereby amended by adding the following language at the end of Section 3.02(a):

"Upon receipt by an Issuing Bank of a Letter of Credit request, such Issuing Bank shall confirm with the Administrative Agent that the Administrative Agent has received a copy of such request and, if not, such Issuing Bank shall provide the Administrative Agent with a copy thereof. Upon receipt by such Issuing Bank of confirmation from the Administrative Agent in writing, in the form of Exhibit K hereto, that the requested issuance or amendment is permitted in accordance with the terms hereof, such Issuing Bank shall, on the requested date, issue such Letter of Credit for the account of the requesting Borrower or issue the applicable amendment, as the case may be, in each case in accordance with such Issuing Bank's usual and customary business practices."

5. Amendment to Section 8.11 of the Credit Agreement . The definition of "Storage and Unhedged Transportation Exposure" set forth in Section 8.11 is hereby amended by adding the word "net" immediately after the phrase "amount of all" and immediately before the phrase "contractual costs for storage contracts in excess of three (3) months".

6. Amendment to Section 11.01 of the Credit Agreement . (a) Clause (ii) of the second sentence of Section 11.01 is hereby amended by deleting "or" as it appears immediately after the phrase "modifying the treatment" and immediately before the phrase "payments or disbursements" and inserting in lieu thereof "of".

(b) Clause (iii) of the second sentence of Section 11.01 is hereby amended by deleting the reference to " Section 10 " and inserting in lieu thereof " Article X ";

(c) The second sentence of Section 11.01 is hereby further amended by deleting in its entirety the language therein that begins with the phrase " provided further that" and ends with the phrase "promptly upon its effective date." and inserting in lieu thereof the following:

" provided further that the defined terms "Issuance Cap", "Issuing Bank Sub-Limit" and "Issuing Percentage Cap" may, with respect to any Issuing Bank, be amended from time to time, upon the written consent of such Issuing Bank and the Borrower, which written consent shall be notified by the applicable Issuing Bank to the Administrative Agent and each other Bank promptly upon or prior to the effective date of such modification, and;

provided further that the defined term "Issuing Bank Sub-Limit" shall, with respect to each Issuing Bank, upon the effective date of any increase in any Bank's Committed Line Portion, to the extent that such increase arises (a) from an assignment by another Bank hereunder of its Loans, L/C Obligations or Committed Line Portion, or (b) by merger, consolidation or any other combination with another Bank hereunder (each of (a) and (b), an " Automatic Sub-Limit Reduction Event "), be automatically reduced by an amount equal to such Issuing Bank's Automatic Sub-Limit Reduction Amount for a period of ten (10) Business Days and after the expiration of such period with respect to any Automatic Sub-Limit Reduction Event, the Issuing Bank Sub-Limit of each Issuing Bank shall be automatically increased by an amount equal to the Automatic Sub-Limit Reduction Amount *unless* such Issuing Bank (x) has at such time submitted a written confirmation to the Administrative Agent and the Borrower setting forth a revised Issuing Bank Sub-Limit, which revised Issuing Bank Sub-Limit shall not be less than such Issuing Bank's Issuing Bank Sub-Limit that resulted automatically from the occurrence of the applicable Automatic Sub-Limit Reduction Event, or (y) is (and for so long as it continues) diligently pursuing internal approvals with respect to a revised Issuing Bank Sub-Limit, which shall be confirmed in writing by such Issuing Bank upon request by the Borrower or the Administrative Agent."

7. Amendment of Schedule 2.01 to the Credit Agreement . The Credit Agreement is hereby amended by replacing Schedule 2.01 to the Credit Agreement with the Annex 1 attached hereto.

8. Amendments of Schedule 11.02 and Exhibits A, B, C, F and G to the Credit Agreement . Schedule 11.02 and Exhibits A, B, C, F and G are hereby amended by deleting each reference to "Edward Chin" and his telephone number "(212) 841-2020" listed therein and inserting in lieu thereof "Andrew Stratos" and his telephone number "(917) 472-4717".

9. Amendment of Exhibit J to the Credit Agreement . The SPT Activity Report table and the lead-in language thereto set forth in Exhibit J of the Credit Agreement is hereby amended by deleting such table and lead-in language in their entireties and replacing them with the table and lead-in language set forth on Annex 2 attached hereto.

10. Addition of Exhibit K to the Credit Agreement . The Credit Agreement is hereby amended by adding a new exhibit, "Exhibit K" in the form attached as Annex 3 hereto.

11. Amendment of Section 1.01 to the Intercreditor Agreement . The table set forth in the definition of " *Permitted SPT Bank Close-Out Amount* " in Section 1.01 of the Intercreditor Agreement is hereby amended by inserting the following as a new row at the end of the existing table:

Calyon	$25,000,000	N/A	$25,000,000

12. Representations . To induce the Administrative Agent and the Banks to enter into this Amendment, the Borrower ratifies and confirms each representation and warranty set forth in the Credit Agreement as if such representations and warranties were made on even date herewith, and further represents and warrants that (a) no material adverse change has occurred in the financial condition or business prospects of the Borrower since the date of the last financial statements delivered to the Administrative Agent and the Banks, (b) no Default or Event of Default has occurred and is continuing, and (c) the Borrower is fully authorized to enter into this Amendment.

13. Conditions Precedent . This Amendment shall become effective on the first date (the " Effective Date ") on which each of the following conditions precedent shall have been satisfied:

(a) Fees and Expenses . The Agents and the Banks shall have received payment of all fees and expenses owed to them by the Borrower as of the Effective Date, including, without limitation, the fees payable under that certain Fee Letter, dated as of the date hereof, by and among BNP Paribas, Atmos and each New Bank,

(b) Delivered Documents . On the Effective Date, the Administrative Agent shall have received duly executed and delivered counterparts of:

(i) this Amendment, executed by a duly authorized officer of each of the Borrower and the Required Banks;

(ii) the Acknowledgment and Consent to the Amendment, duly executed and delivered by (A) Atmos Energy Holdings, Inc. (" AEH ") confirming its obligations under the Amended and Restated Guaranty and (B) Atmos Energy Corporation, with respect to its obligations under the Atmos Support Agreement;

(iii) each Assignment and Assumption Agreement, dated as of the date hereof, executed by and among each applicable Issuing Bank, Rabobank, and the Administrative Agent, documenting the assignment of a portion of such Issuing Bank's Committed Line Portion to Rabobank;

(iv) the Committed Line Portion Addendum of each New Bank that is undertaking a Committed Line Portion;

(v) Notes for each New Bank, in a maximum principal amount equal to the amount set opposite such New Bank's name as its "Dollar Amount" on Schedule 2.01 as attached hereto as Annex 1 ;

(vi) the legal opinions of (A) John R. Bonica as counsel to the Borrower and AEH, as to corporate formalities of the Borrower and AEH, and the due execution and enforceability of the Amendment, the Acknowledgement and Consent, the AEH Guaranty, and related documents, and (B) the legal opinion of Louis P. Gregory as counsel to Atmos Energy Corporation, as to corporate formalities of AEC and the due execution and enforceability of the Acknowledgement and Consent and the Support Agreement, and related documents

(vii) copies of the resolutions of the members of the Borrower, AEH and AEC, if any, authorizing the amendments and transactions contemplated hereby; and

(viii) such other documents or certificates as the Administrative Agent or counsel to the Administrative Agent may reasonably request.

(c) No Default . On the Effective Date, the Borrower shall be in compliance in all material respects with all of the terms and provisions set forth in the Credit Agreement and the other Loan Documents on its part to be observed and no Event of Default shall have occurred and be continuing.

14. Miscellaneous .

(a) Limited Effect . Except as expressly consented to hereby, the Credit Agreement and the other Loan Documents shall remain in full force and effect in accordance with their respective terms, without any consent, amendment, waiver or modification of any provision thereof; provided , however , that upon the Effective Date, all references herein and therein to the "Loan Documents" shall be deemed to include, in any event, the Credit Agreement, this Amendment, the Notes, the Guaranty, the Security Documents, the L/C-Related Documents, SPT Contracts, the Three Party Agreement, the Atmos Support Agreement, the Intercreditor Agreement, the Mellon Control Agreement and all other documents delivered to the Administrative Agent or any Bank in connection herewith and therewith.

(b) Severability . In case any of the provisions of this Amendment shall for any reason be held to be invalid, illegal, or unenforceable, such invalidity, illegality, or unenforceability shall not affect any other provision hereof, and this Amendment shall be construed as if such invalid, illegal, or unenforceable provision had never been contained herein.

(c) Execution in Counterparts . This Amendment may be executed in any number of counterparts, all of which taken together shall constitute one and the same instrument, and any party hereto may execute this Amendment by signing one or more counterparts. Delivery of an executed counterpart of a signature page to this Amendment by facsimile or telecopier shall be effective as delivery of an originally executed counterpart of this Amendment.

(D) GOVERNING LAW . THIS AMENDMENT SHALL BE GOVERNED BY, AND CONSTRUED AND INTERPRETED IN ACCORDANCE WITH, THE LAWS OF THE STATE OF NEW YORK WITHOUT GIVING EFFECT TO THE CONFLICT OF LAW PRINCIPLES THEREOF OTHER THAN SECTIONS 5-1401 AND 5-1402 OF THE GENERAL OBLIGATIONS LAW OF THE STATE OF NEW YORK; PROVIDED , HOWEVER , THAT THE ADMINISTRATIVE AGENT, THE BANKS AND ALL AGENT-RELATED PERSONS SHALL RETAIN ALL RIGHTS UNDER FEDERAL LAW.

(e) Rights of Third Parties . All provisions herein are imposed solely and exclusively for the benefit of the Borrower, Administrative Agent, the Banks, Agent-Related Persons, and their permitted successors and assigns, and no other Person shall be a direct or indirect legal beneficiary of, or have any direct or indirect cause of action or claim in connection with this Amendment or any of the other Loan Documents.

(f) **COMPLETE AGREEMENT . THIS WRITTEN AMENDMENT AND THE OTHER WRITTEN AGREEMENTS ENTERED INTO AMONG THE PARTIES REPRESENT THE FINAL AGREEMENT AMONG THE PARTIES AND MAY NOT BE CONTRADICTED BY EVIDENCE OF PRIOR, CONTEMPORANEOUS, OR SUBSEQUENT ORAL AGREEMENTS OF THE PARTIES. THERE ARE NO UNWRITTEN ORAL AGREEMENTS AMONG THE PARTIES.**

[SIGNATURES FOLLOW]

IN WITNESS WHEREOF, the parties hereto have caused this Amendment to be duly executed and delivered by their proper and duly authorized officers as of the day and year first above written.

ATMOS ENERGY MARKETING , LLC

By: /s/ C. RICHARD ALFORD
Name: C. Richard Alford
Title: Senior Vice President

[SIGNATURE PAGE FOR FIRST AMENDMENT TO THE THIRD AMENDED AND RESTATED CREDIT AGREEMENT]

BNP PARIBAS ,
as Administrative Agent, Collateral Agent and as
a Bank, Issuing Bank, and Swing Line Bank

By: /s/ KEITH COX
Name: Keith Cox
Title: Managing Director

By: /s/ ANDREW STRATOS
Name: Andrew Stratos
Title: Vice President

[SIGNATURE PAGE FOR FIRST AMENDMENT TO THE THIRD AMENDED AND RESTATED CREDIT AGREEMENT]

FORTIS BANK SA/NV, NEW YORK BRANCH ,
a licensed branch of FORTIS BANK SA/NV, as
Documentation Agent, Issuing Bank and a Bank

By: /s/ MICHIEL V.M. VAN DER VOORT
Name: Michiel V.M. Van Der Voort
Title: Managing Director

By: /s/ JOHN G. SULLIVAN
Name: John G. Sullivan
Title: Managing Director

[SIGNATURE PAGE FOR FIRST AMENDMENT TO THE THIRD AMENDED AND RESTATED CREDIT AGREEMENT]

SOCIÉTÉ GÉNÉRALE ,
as Syndication Agent, an Issuing Bank and as a Bank

By: /s/ CHUNG-TAEK OH
Name: Chung-Taek Oh
Title: Vice President

By: /s/ EMMANUEL CHESNEAU
Name: Emmanuel Chesneau
Title: Managing Director

[SIGNATURE PAGE FOR FIRST AMENDMENT TO THE THIRD AMENDED AND RESTATED CREDIT AGREEMENT]

NATIXIS , acting through its New York Branch, as a Bank

By: /s/ DAVID PERSHAD
Name: David Pershad
Title: Managing Director

By: /s/ VINCENT LAURAS
Name: Vincent Lauras
Title: Managing Director

[SIGNATURE PAGE FOR FIRST AMENDMENT TO THE THIRD AMENDED AND RESTATED CREDIT AGREEMENT]

RZB FINANCE LLC ,
as a Bank

By: /s/ NANCY REMINI
Name: Nancy Remini
Title: Vice President

By: /s/ HERMINE KIROLOS
Name: Hermine Kirolos
Title: Group Vice President

[SIGNATURE PAGE FOR FIRST AMENDMENT TO THE THIRD AMENDED AND RESTATED CREDIT AGREEMENT]

BROWN BROTHERS HARRIMAN & CO. , as a Bank

By: _____
Name:
Title:

[SIGNATURE PAGE FOR FIRST AMENDMENT TO THE THIRD AMENDED AND RESTATED CREDIT AGREEMENT]

THE ROYAL BANK OF SCOTLAND PLC , as a Bank

By: /s/ BRIAN WILLIAMS
Name: Brian Williams
Title: Vice President

[SIGNATURE PAGE FOR FIRST AMENDMENT TO THE THIRD AMENDED AND RESTATED CREDIT AGREEMENT]

ANNEX 1 TO
FIRST AMENDMENT

SCHEDULE 2.01
COMMITTED LINE AND
COMMITTED LINE PORTION
(EXCLUDING SWAP CONTRACTS AND PHYSICAL TRADE CONTRACTS)

I. Committed Line :

A. Maximum Line:	$450,000,000
B. Total Committed Line Portions	$450,000,000
C. Total Committed Percentage:	100%

II. Committed Line Portions :

Line:	Bank	Dollar Amount
Borrowing Base Line	Fortis Bank SA/NV, New York Branch	$ 70,000,000
	BNP Paribas	$ 70,000,000
	Société Générale	$ 70,000,000
	The Royal Bank of Scotland plc	$ 52,000,000
	NATIXIS, acting through its New York Branch	$ 35,000,000
	RZB Finance LLC	$ 15,000,000
	Brown Brothers Harriman & Co.	$ 15,000,000
	Rabobank Nederland, New York Branch	$ 50,000,000
	Lloyds TSB Bank plc	$ 20,000,000
	Calyon, New York Branch	$ 23,000,000
	DZ BANK AG Deutsche Zentral-Genossenschaftsbank, Frankfurt am Main	$ 15,000,000
	Trustmark National Bank	$ 15,000,000
	Total Committed Line Portion:	**$450,000,000**

ANNEX 2
TO FIRST AMENDMENT

SPT ACTIVITY REPORT AS OF [DATE]

In my capacity as Responsible Officer for ATMOS ENERGY MARKETING, LLC, I hereby certify that as of the date written above, the amounts indicated below were accurate and true as of the date of preparation. I also certify that SPT Contract related activity has not exceeded the limitations set forth in Section 8.16 of the Credit Agreement.

SPT Bank	Maximum Swap Bank Close-Out Amount	Maximum Physical Trade Bank Close-Out Amount	Maximum SPT Bank Close-Out Amount	Current Swap Bank Close-Out Amount	Current Physical Trade Bank Close-Out Amount	Current Aggregate SPT Bank Close-Out Amount	Available SPT Close-Out Amount
BNP Paribas	$25,000,000	$25,000,000	$25,000,000				
Fortis Bank SA/NV, New York Branch	$25,000,000	$25,000,000	$25,000,000				
Société Générale	$25,000,000	$25,000,000	$25,000,000				
The Royal Bank of Scotland plc	$25,000,000	$25,000,000	$25,000,000				
NATIXIS, acting through its New York Branch	$25,000,000	N/A	$25,000,000				
RZB Finance LLC	N/A	N/A	N/A				
Brown Brothers Harriman & Co.	N/A	N/A	N/A				
Calyon New York Branch	$25,000,000	N/A	$25,000,000				
DZ BANK AG Deutsche Zentral-Genossenschaftsbank, Frankfurt am Main	N/A	N/A	N/A				
Lloyds TSB Bank plc	N/A	N/A	N/A				
Rabobank	N/A	N/A	N/A				
Trustmark National Bank	N/A	N/A	N/A				
Totals	N/A	N/A	N/A				

ANNEX 3
TO FIRST AMENDMENT

EXHIBIT K

(AGENT BANK LETTERHEAD)

FORM OF ADMINISTRATIVE AGENT CONFIRMATION OF LETTER OF CREDIT ISSUANCE/ AMENDMENT APPROVAL

[DATE]

To: [Issuing Bank]

Re: Confirmation of Approval

Dear [Issuing Bank]:

Reference is made herein to that certain Third Amended and Restated Credit Agreement, dated as of December 30, 2008 (as amended by that First Amendment dated as of April 1, 2009, and as otherwise amended, supplemented or otherwise modified prior to the date hereof, the " Credit Agreement ") among Atmos Energy Marketing, LLC, a Delaware limited liability company (the " Borrower "), BNP Paribas, a bank organized under the laws of France, as a Bank, as an Issuing Bank, and as Administrative Agent for the Banks, and as Collateral Agent, Fortis Bank SA/NV, New York Branch, a bank organized under the laws of Belgium, as a Bank, as an Issuing Bank, and as Documentation Agent, Société Générale, as syndication agent (in such capacity, " Syndication Agent "), an Issuing Bank, and a Bank, and each other financial institution which may become a party hereto (collectively the " Banks ").

Pursuant to Section 3.02(a) of the Credit Agreement, the Administrative Agent hereby confirms that the [Issuance/Amendment] of the Letter of Credit requested by the Borrower as of [_____], 2009, pursuant to its submission of the [L/C Application/ LC Amendment Application] attached hereto as Annex 1 is permitted in accordance with the terms of the Credit Agreement [and, immediately prior to and after giving effect to the Issuance of such Letter of Credit, no condition set forth in Section 3.01(b) of the Credit Agreement shall exist or result therefrom].

BNP PARIBAS , a bank organized under the laws of France, as Administrative Agent

By: _____
Name:
Title:

ANNEX 1 TO
L/C ISSUANCE/AMENDMENT APPROVAL

[L/C APPLICATION/ L/C AMENDMENT]

Exhibit 12

Atmos Energy Corporation
Computation of Earnings to Fixed Charges

	Year Ended September 30				
	2009	2008	2007	2006	2005
	(Dollars in thousands)				
Income from continuing operations before provision for income taxes per statement of income	$291,269	$292,704	$262,584	$236,890	$218,018
Add:					
Portion of rents representative of the interest factor	7,008	6,882	5,560	5,581	4,307
Interest on debt & amortization of debt expense	152,830	137,922	145,236	146,607	132,658
Income as adjusted	$451,107	$437,508	$413,380	$389,078	$354,983
Fixed charges:					
Interest on debt & amortization of debt expense (1)	$152,830	$137,922	$145,236	$146,607	$132,658
Capitalized interest (2)	4,583	2,879	3,011	3,641	2,542
Rents	21,024	20,647	16,679	16,743	12,922
Portion of rents representative of the interest factor (3)	7,008	6,882	5,560	5,581	4,307
Fixed charges (1)+(2)+(3)	$164,421	$147,683	$153,807	$155,829	$139,507
Ratio of earnings to fixed charges	2.74	2.96	2.69	2.50	2.54

Exhibit 21

SUBSIDIARIES OF ATMOS ENERGY CORPORATION

Name	State of Incorporation	Percent of Ownership
ATMOS ENERGY HOLDINGS, INC. (wholly-owned by Atmos Energy Corporation)	Delaware	100%
BLUE FLAME INSURANCE SERVICES, LTD (wholly-owned by Atmos Energy Corporation)	Bermuda	100%
MISSISSIPPI ENERGIES, INC. (wholly-owned by Atmos Energy Corporation)	Mississippi	100%
LEGENDARY LIGHTING, LLC (50% owned by Mississippi Energies, Inc.)	Mississippi	50%
UNITARY GH&C PRODUCTS, LLC (28% owned by Mississippi Energies, Inc.)	Delaware	28%
ATMOS ENERGY SERVICES, LLC (a limited liability company) (wholly-owned by Atmos Energy Holdings, Inc.)	Delaware	100%
EGASCO, LLC (a limited liability company) (wholly-owned by Atmos Energy Holdings, Inc.)	Texas	100%
ATMOS ENERGY MARKETING, LLC (a limited liability company) (wholly-owned by Atmos Energy Holdings, Inc.)	Delaware	100%
ATMOS POWER SYSTEMS, INC. (a wholly-owned subsidiary of Atmos Energy Holdings, Inc.)	Georgia	100%
ATMOS PIPELINE AND STORAGE, LLC (a limited liability company) (wholly-owned by Atmos Energy Holdings, Inc.)	Delaware	100%
UCG STORAGE, INC. (wholly-owned by Atmos Pipeline and Storage, LLC)	Delaware	100%
WKG STORAGE, INC. (wholly-owned by Atmos Pipeline and Storage, LLC)	Delaware	100%

Name	State of Incorporation	Percent of Ownership
ATMOS EXPLORATION AND PRODUCTION, INC. (wholly-owned by Atmos Pipeline and Storage, LLC)	Delaware	100%
TRANS LOUISIANA GAS PIPELINE, INC. (wholly-owned by Atmos Pipeline and Storage, LLC)	Louisiana	100%
TRANS LOUISIANA GAS STORAGE, INC. (wholly-owned by Atmos Pipeline and Storage, LLC)	Delaware	100%
ATMOS GATHERING COMPANY, LLC (a limited liability company) (wholly-owned by Atmos Pipeline and Storage, LLC)	Delaware	100%
PHOENIX GAS GATHERING COMPANY (wholly-owned by Atmos Gathering Company, LLC)	Delaware	100%
FORT NECESSITY GAS STORAGE, LLC (a limited liability company) (wholly-owned by Atmos Pipeline and Storage, LLC)	Delaware	100%

Exhibit 23.1

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in the Registration Statements (Form S-3, No. 33-37869; Form S-3, No. 33-58220; Form S-3D/A, No. 33-70212; Form S-3, No. 33-56915; Form S-3/A, No. 333-03339; Form S-3/A, No. 333-32475; Form S-3/A, No. 333-50477; Form S-3, No. 333-95525; Form S-3/A, No. 333-93705; Form S-3, No. 333-75576; Form S-3D, No. 333-113603; Form S-3, No. 333-118706; Form S-3ASR, No 333-139093; Form S-3D, No. 333-155666; Form S-3ASR, No. 333-158140; Form S-4, No. 333-13429; Form S-8, No. 33-68852; Form S-8, No. 33-57695; Form S-8, No. 33-57687; Form S-8, No. 333-32343; Form S-8, No. 333-46337; Form S-8, No. 333-73145; Form S-8, No. 333-73143; Form S-8, No. 333-63738; Form S-8, No. 333-88832; Form S-8, No. 333-116367; Form S-8, No. 333-138209; Form S-8, No. 333-145817; and Form S-8, No. 333-155570) of Atmos Energy Corporation and in the related Prospectuses of our reports dated November 16, 2009, with respect to the consolidated financial statements and schedule of Atmos Energy Corporation and the effectiveness of internal control over financial reporting of Atmos Energy Corporation, included in this Annual Report (Form 10-K) for the year ended September 30, 2009.

/s/ ERNST & YOUNG LLP

Dallas, Texas
November 16, 2009

EXHIBIT 31

RULE 13a-14(a)/15d-14(a) CERTIFICATIONS

I, Robert W. Best, certify that:

1. I have reviewed this Annual Report on Form 10-K of Atmos Energy Corporation;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
   (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
   (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provided reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
   (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
   (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of registrant's board of directors:
   (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
   (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: November 16, 2009

/s/ ROBERT W. BEST
Robert W. Best
Chairman of the Board and
Chief Executive Officer

I, Fred E. Meisenheimer, certify that:

1. I have reviewed this Annual Report on Form 10-K of Atmos Energy Corporation;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

   (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provided reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of registrant's board of directors:

   (a) All significant deficiencies or material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

   (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: November 16, 2009

/s/ FRED E. MEISENHEIMER

Fred E. Meisenheimer
Senior Vice President and
Chief Financial Officer

Exhibit 32

CERTIFICATION OF CHIEF EXECUTIVE OFFICER
PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002
(18 U.S.C. SECTION 1350)

In connection with the Annual Report of Atmos Energy Corporation (the "Company") on Form 10-K for the fiscal year ended September 30, 2009, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Robert W. Best, Chairman of the Board and Chief Executive Officer of the Company, certify pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that, to the best of my knowledge:

(1) The Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

(2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

November 16, 2009

/s/ ROBERT W. BEST

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

A signed original of this written statement has been provided to Atmos Energy Corporation and will be retained by Atmos Energy Corporation and furnished to the Securities and Exchange Commission or its staff upon request.

CERTIFICATION OF CHIEF FINANCIAL OFFICER
PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002
(18 U.S.C. SECTION 1350)

In connection with the Annual Report of Atmos Energy Corporation (the "Company") on Form 10-K for the fiscal year ended September 30, 2009, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Fred E. Meisenheimer, Senior Vice President and Chief Financial Officer of the Company, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that, to the best of my knowledge:

(1) The Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

(2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

November 16, 2009

/s/ FRED E. MEISENHEIMER

Fred E. Meisenheimer
Senior Vice President and
Chief Financial Officer

A signed original of this written statement has been provided to Atmos Energy Corporation and will be retained by Atmos Energy Corporation and furnished to the Securities and Exchange Commission or its staff upon request.