

ILLINOIS COMMERCE COMMISSION

STATE OF ILLINOIS  
ILLINOIS COMMERCE COMMISSION

ORIGINAL

Docket 02-0125

2003 MAR 31 A 9:58

IN THE MATTER OF THE APPLICATION OF ATMOS ENERGY CORPORATION, THROUGH ITS DIVISION UNITED CITIES GAS COMPANY FOR AN ORDER AUTHORIZING THE IMPLEMENTATION OF UNIVERSAL SHELF REGISTRATION FOR DEBT AND EQUITY FINANCING.

REPORT OF ACTION

Reference is made to the order entered into on June 19, 2002, which required that the Petitioner make a report to the Commission in accordance with the provisions of 83 Illinois Administration Code 240, as revised, relative to the implementation of universal shelf registration for debt and equity financing.

Petitioner hereby reports:

- On January 13, 2003, Atmos offered \$250,000,000 in Senior Notes due 2013 to the public at a discount of 99.915% with net proceeds to the Company of \$249,787,500.00. The offering was priced at Treasuries plus 100 bps for a coupon of 5.125%. The proceeds from the debt issuance were used to pay off short term and an outstanding bridge loan drawn in December 2002 for the acquisition of Mississippi Valley Gas Company. Enclosed are the following documents:
  - Exhibit A - Prospectus Supplement dated as of January 13, 2003
  - Exhibit B - Balance Sheet as of February 28, 2003 reflecting the change in capital structure.
- The Company reports that Bank One Capital Markets, Inc. lead the offering and the expenses related to the debt issuance under the universal shelf registration are as follows:

Underwriting Fee	1,625,000.00
Fee for Professional Services	90,000.00
Fee for Public Rating	50,000.00
Legal	8,200.00
Printing	19,356.37
Administration Fee	7,622.34
<b>Total</b>	<u>1,800,178.71</u>

- Atmos further reports that each certificate issued had imprinted on the face thereof, the following identification:

ILLINOIS COMMERCE COMMISSION  
Identification No. 6223

Atmos Energy Corporation

*Stephanie Castle*

Stephanie Castle  
Assistant Treasurer

VERIFICATION

STATE OF TEXAS            }  
COUNTY OF DALLAS        }        SS.

Stephanie Castle, being first duly sworn, on oath deposes and says that she is the Assistant Treasurer of Atmos Energy Corporation, the Petitioner in the foregoing report, and that she has read said Report and knows the contents thereof, and that the same is true to the best of her knowledge, information and belief.

Subscribed and sworn to before me this 27th day of March, 2003.

Rosa Moore  
Rosa Moore  
Notary Public  
State of Texas  
My Commission Expires: 5-22-2005

