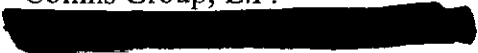









Outstanding Hedge Positions

Commodity Customer Agreement dated April 23, 1999, between the Company and Rosenthal
Collins Group, L.P.


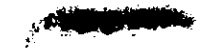








Pipeline Supplier Agreements

Title of Document	Other Party	Date	
Gas Sales and Agency Agreement	Midcoast Marketing, Inc.	September 10, 1998	
Agency Agreement	Midcoast Marketing, Inc.	September 1, 1998	
NNS Settlement Agreement By and Between Koch Gateway Pipeline Company	Koch Gateway Pipeline Company	March 31, 1998	
Service Agreement for Rate Schedule SS-1	Texas Eastern Transmission Corporation	June 1, 1993	
Service Agreement Amendment Contract #800007	Texas Eastern Transmission, LP & Town of Bude, MS	June 1, 1993	
Service Agreement Amendment Contract #800022	Texas Eastern Transmission, LP & Town of Flora, MS	June 1, 1993	
Service Agreement Amendment Contract #800043	Texas Eastern Transmission, LP & Town of Meadville, MS	June 1, 1993	
Service Agreement for Rate Schedule SCT Contract #800089	Texas Eastern Transmission Corporation & McCool, MS	June 1, 1993	
Service Agreement for Rate Schedule SCT Contract #800048	Texas Eastern Transmission Corporation & Ethel, MS	June 1, 1993	
Service Agreement for Rate Schedule IT-1 Contract B10432	Texas Eastern Transmission Corporation	August 7, 2000	
Service Agreement for Rate Schedule IT-1 Contract 710432	Texas Eastern Transmission Corporation	August 7, 2000	
Firm Transportation Service Agreement Under Rate Schedule FT and/or Rate	Southern Natural Gas Company	November 1, 2000	

Title of Document	Other Party	Date	
Schedule FT-NN Service Agreement #FSNG46			
Form of Firm Transportation Service Agreement Under Rate Schedule FT and/or Rate Schedule FT-NN, Service Agreement #FSNG209	Southern Natural Gas Company and Town of Roxie, a Mississippi municipal corporation	March 15, 2001	
Form of Firm Transportation Service Agreement Under Rate Schedule FT and/or Rate Schedule FT-NN, Service Agreement #FSNG226	Southern Natural Gas Company and Town of Tchula, a Mississippi municipal corporation	March 15, 2001	
Amendatory Agreement	Southern Natural Gas Company	July 14, 2000	
CSS Amendatory Agreement #SSNG23	Southern Natural Gas Company	November 1, 2000	
Amendatory Agreement	Southern Natural Gas Company and Town of Roxie	March 15, 2001	
Service Agreement Under Rate Schedule CSS, Service Agreement #S10375	Southern Natural Gas Company and Town of Roxie, a Mississippi municipality	November 1, 1993	
Amendatory Agreement	Southern Natural Gas Company and Town of Tchula	March 15, 2001	
Amendatory Agreement	Southern Natural Gas Company	July 14, 2000	
Service Agreement Under Rate Schedule CSS, Service Agreement #S10470	Southern Natural Gas Company and Tchula, Town of a Mississippi municipality	November 1, 1993	
Service Agreement Under Rate Schedule IT, Service Agreement #790200	Southern Natural Gas Company	November 1, 1993	

Title of Document	Other Party	Date	
Rate Schedule NNS-2, No Notice Service Form of Service Agreement Contract #012226	Trunkline Gas Company	September 1, 1993	
Rate Schedule SST Small Shipper Firm Transportation Service Form of Service Agreement Contract #012421	Trunkline Gas Company	September 1, 1993	
Gas Transportation Agreement Service Package #1443	Tennessee Gas Pipeline Company	September 1, 1993	
Letter Agreement extending term of Service Package #1443	Tennessee Gas Pipeline Company	June 29, 2001	
Gas Transportation Agreement Service Package #1478	Tennessee Gas Pipeline Company	November 1, 1993	
Gas Transportation Agreement Service Package #5151	Tennessee Gas Pipeline Company	November 1, 1993	
Operational Balancing Agreement #B2K#2878	Tennessee Gas Pipeline Company	September 1, 1993	
Gas Storage Agreement Service Package #2096	Tennessee Gas Pipeline Company	September 1, 1993	
Gas Transportation Agreement Service Package #2239	Tennessee Gas Pipeline Company	September 1, 1993	
Gas Transportation Agreement Service Package #5941	Tennessee Gas Pipeline Company	January 18, 1994	
Firm No-Notice Transportation Agreement #N-0120	Texas Gas Transmission Corporation	November 1, 1997	
Firm Transportation Agreement #T-12035	Texas Gas Trans. Corp.	November 1, 1997	

Title of Document	Other Party	Date	
Gas Transportation Agreement #T-12036	Texas Gas Transmission Corporation	November 1, 1997	
Gas Transportation Agreement #T-10237	Texas Gas Transmission Corporation	November 1, 1997	
Gas Transportation Agreement #T-15793	Texas Gas Transmission	November 5, 1999	
Capacity Release Agreement	Town of Duck Hill	October 1, 1998	
Umbrella Firm Transportation Agreement	Texas Gas Transmission Corporation	April 1, 1996	
Natural Gas Exchange Agreement	Mississippi Fuel Company	February 21, 1990	
Amendment to Natural Gas Exchange Agreement	Mississippi Fuel Company	August 24, 1990	
Second Amendment to Natural Gas Exchange Agreement	AIM Pipeline Company	March, 1994	
Capacity Lease Agreement AIM Pipeline System	AIM Pipeline Company	October 25, 1994	
Firm Standby Gas Storage Contract (Part A)	Hattiesburg Industrial Gas Sales Company	February 21, 1990	
Firm Standby Gas Storage Contract (Part B)	Hattiesburg Industrial Gas Sales Company	February 21, 1990	
Gas Storage Contract	Endevco Industrial Gas Sales Company	August 24, 1990	

Gas Supplier Agreements

TITLE OF DOCUMENT	OTHER PARTY	DATE	EXPIRATION/AMENDMENT DATE	
Gas Purchase Agreement	BP Energy Company (formerly Amoco Energy Trading Corporation)	11/1/98		
Letter Agreement dated 3/13/01			10/31/01	
Letter Agreement dated 8/17/00				
Gas Purchase Agreement	Cinergy Marketing & Trading, LLC (formerly Producers Energy Marketing, LLC)	11/1/98		
Amendment			4/1/01	
Gas Purchase Agreement	Cinergy Marketing & Trading, LLC (formerly Producers Energy Marketing, LLC)	4/1/99		
Amendment				
Amendment			11/1/01	
Gas Purchase Agreement	Coral Energy Resources, L.P.	11/1/99		
Amendment			4/1/02	
Gas Purchase Agreement	Dynegy, Inc.	11/1/98		
Letter Agreement dated 2/18/00				
Letter Agreement dated 3/16/01			3/02	
Gas Purchase Agreement	Dynegy Marketing and Trade	11/1/99	2/28/01	
Gas Purchase Agreement	Sonat Marketing Company L.P.	3/1/96	3/31/00	
Gas Purchase Agreement	Enron North America Corp.	1/1/93		
Transaction Agreement dated 8/15/00			3/31/01	
Base Contract	ExxonMobil Gas Marketing Company (a division of Exxon Mobil Corporation)	3/1/00		
Transaction Confirmation			10/31/01	
Gas Purchase Agreement	Prior Energy Corporation	4/1/00		
Base Contract dated 2/1/00				
Transaction Confirmation		10/31/01		

TITLE OF DOCUMENT	OTHER PARTY	DATE	EXPIRATION/ AMENDMENT DATE	
Gas Purchase Agreement	S-Miss Valley		3/01	
Gas Purchase Agreement	Reliant Energy Services, Inc.	8/1/99		
Base Contract dated 7/1/99				
Transaction Confirmation			10/01	
Transaction Confirmation			3/01	
Gas Purchase Agreement	Sempra Energy Trading Corp.	9/15/98	10/31/01	
Letter Agreement dated 8/11/00			2/28/01	
Letter Agreement dated 8/11/00			3/31/01	
Letter Agreement dated 8/11/00			3/31/01	
Letter Agreement dated 8/14/01			10/31/01	
Letter Agreement dated 8/16/01			10/31/01	
Gas Purchase Agreement	Southern Company Energy Marketing L.P.	11/1/98	10/31/01	
Fourth Amendment			3/31/01	
Fifth Amendment			10/31/01	
Gas Purchase Agreement	Sands Reserve Company	3/1/00		
Gas Purchase Agreement	Roundtree & Associates, Inc.	9/3/92		
Amendment			4/1/00	
Gas Purchase Agreement	Roundtree & Associates, Inc.	6/17/94	8/1/00	
Amendment			8/1/00	
Gas Purchase Agreement	Samson Resources Company	7/27/76		
Gas Purchase Agreement	Radzewicz Operating Corporation	1/1/01		
Gas Purchase Agreement	J. R. Pounds, Inc.	1/1/01		

TITLE OF DOCUMENT	OTHER PARTY	DATE	EXPIRATION/AMENDMENT DATE	
Gas Purchase Agreement	Howard G. Nason	11/28/89	4/1/00	
Amendment			4/1/99	
Gas Purchase Agreement	Howard G. Nason	6/21/85	4/1/00	
Amendment			4/1/99	
Gas Purchase Agreement	Moon-Hines-Tigrett Operating Company, Inc.	2/15/88	3/1/00	
Amendment			3/1/99	
Gas Purchase Agreement	Latex Petroleum Corporation	3/1/01		
Gas Purchase Agreement	Hunt Oil Company	9/1/93		
Gas Purchase Agreement	Gulf South Resources	3/1/97		
Amendment			No date	
Gas Purchase Agreement	Gulf South Resources	5/17/94	8/1/00	
Amendment				
Gas Purchase Agreement	Gibraltar Energy Company	3/1/93	4/1/00	
Amendment			4/1/99	
Gas Purchase Agreement	Germany Oil Company	12/1/93		

(viii)

Interim Agreement (as amended and extended by letter dated August 3, 2001) regarding reimbursement of certain related costs including right of way acquisitions with Lee Power Partners, L.L.C. dated February 12, 2001. The Interim Agreement has expired. Tupelo Pipeline Gas Transportation Agreement (still being negotiated). Lee Power Partners, L.L.C. is a subsidiary of El Paso. [REDACTED]

(ix)

The only collective bargaining agreement is the contract with the International Chemical Workers Union Council United Food and Commercial Workers Union International and Its Local 1047C (May 1, 2001 through April 30, 2003).

(x)

Provident Loans - provides certain restrictions related to payment of dividends/Section 7.9; also contains restrictions on Company's debt/equity ratios

Trustmark Loans – are cross defaulted to the covenants and restrictions contained in the documents for the Provident Loans.

(xi)

[REDACTED]

[REDACTED]

[REDACTED]

1. Agreement for the Design and Construction of Wastewater System dated April 10, 2001 by and between Mississippi Energies, Inc. and Magnolia Lake Estates, LLC;
2. BellSouth Volume and Term Agreement comprised of (1) Regulated Services Attachment, and (2) BellSouth Business Master Services Agreement;
3. Delta Group Contract Summary dated October 1, 2000 - Provider: Delta Group, Inc.;
4. SCADA System Contract Summary dated March 31, 1999 - Provider: BellSouth;
5. Wide Area Network Contract Summary dated October 23, 1998 - Provider: BellSouth;
6. Gas Technology Institute Participation Agreement dated April 2, 2001 ;
7. Maintenance Agreement between Mississippi Valley Gas Company and Neles Automation SCADA Solutions, Inc.

[REDACTED]

[REDACTED]

(xii)

Software Licenses

Mainframe - Vendor	General Office Location (West Capitol)	Industrial Operations Center Location	Total Licenses
B I Moyle Asso – Dr D	1	1	2
B I Moyle Asso – Open Connect	1		1
BMC - Superoptimizer	1		1
C / A - Disk Manager	1	1	2
C / A – Space Manager	1	1	2
Group 1 - Code 1/Subscription/Bar Code	1		1
Group 1 - Mailstream Plus	1		1
Hewlett Packard HP9000 Software – Test system		1	1
Hewlett Packard HP9000 Software – Prod system	1		1
IBM – Mainframe software	1	1	2
ISB – Mainframe software on Integrated Server		1	1
ISB – Mainframe software on Multiprise System	1		1
MacKinney – CEMT Batch	1		1
MacKinney – DP Manager	1		1
MacKinney – ListCAT	1		1
MacKinney – RTM	1		1
McKinney – Track	1		1
MacKinney – VTAM/ Switch	1		1
SDS – Powertools Plus	1		1
Sterling Software – Vision: Results (DYL280)	1		1
Syncsort – Sort program	1		1
Syncsort – Sort program for UNIX	1		1
TSI Int (KeyMaster)	1		1

Personal Computer – Vendor	System		Total
ADP/HR	12		12
ASTD Training Management Software	4		4
CCH ProSystem Tax Software	1		1
Dispatching System	40		40
Drafting & CAD System (Microstation)	9		9
Elron Software – Internet inspector	350		350
Elron Software – Message inspector	350		350
EnergyWorldnet OQDB (Operator Qualification)	999		999
GEAC (GL, AP, FA, etc.)	25		25
GroupWise	400		400
Shana Informed	100		100
IBM PC3270	30		30
Lotus	15		15
Meter Reading System (Routemaps)	18		18
Microsoft Office (Excel, PowerPoint, etc)	317		317
Novell	450		450
Panagon FileNet	20		20
Seagate Crystal Reports	2		2
Tel-Net HP Access	25		25
Word Perfect	15		15

Copies of all Contracts described in Section 4.17 of the Agreement have been provided or are available at the Company's 711 West Capitol Street office.

Section 4.18 Licenses

In order to operate as a public utility in Mississippi the Company needs:

- (a) A Certificate to Operate from the MPSC
 - (b) An MPSC order approving (or an unsuspended MPSC notice filing for) each rate tariff currently being used, and
 - (c) An MPSC order awarding Company service rights for each area being served.
- Company possesses all needed MPSC orders and certificates.

Tariff Book. The Tariff Book is the company compilation of existing rate tariffs. A copy has been provided to Atmos.

FCC radio licenses

Federal Communications Commission's Base Station Transmitter Licenses for the following locations:

Location	Call Sign	Date Issued	Date Expires
Southaven	KJO953	04/27/00	04/21/02
Clarksdale	KKN705	04/15/99	06/22/04
Cleveland	KKN706	04/23/99	07/10/04
Tunica	KNCR588	12/23/96	02/11/02
Greenville	KKN304	03/26/98	05/23/03
Indianola	KKN303	01/02/97	02/26/02
Belzoni	KKN302	03/26/98	05/23/03
Rolling Fork	KKN301	03/26/98	05/23/03
Greenwood	KKN708	03/26/98	05/23/03
Grenada	KKN704	03/26/98	05/23/03
Winona	KKN707	03/26/98	05/23/03
Yazoo City	KKO226	10/13/98	12/02/03
Kosciusko	KKO227	06/13/97	08/20/02
Durant	KKQ260	02/25/97	04/30/02
Louisville	KKO225	08/03/98	10/14/03
Jackson (2736 Bailey Ave.)	KKM711	01/28/98	04/07/03
Madison	WNRV514	12/24/97	02/19/03
Jackson (711 W. Capitol St.)	WPHK570	04/04/00	06/13/05
Natchez	KKQ616	03/26/98	05/23/03
Tupelo	KKN300	01/31/00	03/28/05
Amory (306 2 nd Ave N.)	KKQ606	05/06/97	07/08/02
Amory (7 mi. E SE)	KKI406	03/26/98	05/23/03
Nettleton	WPED938	11/24/98	02/03/04
Houston	WNMG729	05/19/98	07/27/03
Calhoun City	KKG920	03/26/98	05/23/03
Meridian	KKM926	01/27/00	03/06/05
Columbus	KKN298	01/27/00	03/07/05
Starkville	WNRD826	11/23/99	01/16/05
Macon	KJT833	06/27/97	09/09/02
West Point	KKN299	03/05/99	05/12/04
Aberdeen	WZT612	03/01/99	05/02/04

Municipal Franchises as listed in this Disclosure Schedule – see Section 4.07
Environmental permits listed in Section 4.22
Stable/Rate Filings - Exhibit A to the MPSC Order referenced in Section 4.09(d) of this Disclosure Schedule shows the calculations for the Stable/Rate Filing.

Mississippi Energies has applied for a contractor's license; however, the license has not been issued.

Since September 30, 1997, neither the Company nor any Subsidiary has received any written notice or communication from any Governmental or Regulatory Authority regarding any material violation or failure to comply with any term or requirement of any License or any actual proposed, possible or potential revocation, withdrawal, suspension, cancellation, termination of or modification to any License except as listed in section 4.12 of this Disclosure Schedule.

Oil & Gas Board Permits – relating to well operation & storage:

(a) Order No. 287-93 filed for record on October 1, 1993 regarding the Petition of Mississippi Valley Gas Company for use of depleted gas reservoirs, for the injection, storage and withdrawal of natural gas, and for amendment to its Special Field Rules;

(b) Order No. 422-95 filed for record on January 16, 1996 regarding the Petition of Mississippi Valley Gas Company for approval for drilling and completion of the Howard 35-4 No. 1 Well and for authorization to operate the MVG Howard 35-4 No. 1 Well;

(c) Order No. 543-97 filed for record on December 30, 1997 regarding the Petition of Mississippi Valley Gas Company for amendment of the special field rules for the Amory Natural Gas field, to designate operator, and for revision of well files;

(d) State Oil and Gas Supervisor's Certificate regarding wells operated in the Amory Gas Storage Well Fields; and

(e) State Oil and Gas Supervisor's Certificate regarding wells operated in the Goodwin Gas Storage Fields.

Section 4.19
Insurance

Section 4.20
Affiliate Transactions

Description of items to be disclosed:

The Company has an outstanding loan from Trustmark National Bank which may be deemed to be an Affiliate of the Company by way of common shareholder ownership.

General banking & trust services provided by Trustmark National Bank.

Company owns a 1/3 interest in an C-90 King Air airplane with Trustmark National Bank and Southland Oil Company (which may also be deemed an Affiliate by way of common shareholder ownership).

Capitol Street Corporation & Galaxie Corporation (which may also be deemed Affiliates by way of common shareholder ownership) lease office space from Company.

The Robert M. Hearin Support Foundation maintains certain books and records at the Company's 711 West Capitol Street office at no charge. It is anticipated that these books and records will be moved prior to closing.

Section 4.21
Labor Relations

(a)

Section 4.22
Environmental Matters

All of the following have been provided to Atmos.

(a)

State of Mississippi Discharge Waste Water Permit

Issued October 9, 1990

State of Mississippi Air Pollution Control Permit – Amory

Issued January 22, 1991

State of Mississippi Air Pollution Control Permit – Goodwin

Issued November 9, 1993

[REDACTED]

(b)

- 1) Hydrostatic Test Water Discharge Noncompliance Report on September 6, 1996
- 2) Mercury spill on 4/27/93 in Coldwater, Mississippi
- 3) Oil contaminated soil removal in Nettleton, Mississippi in February, 1995

(c)

[REDACTED]

(f)

See (c) above and (i) below.

(h)

Also see (b) above.

Uniform Hazardous Waste Manifest	Manifest Document No. 01436	11/01/00
Uniform Hazardous Waste Manifest	Manifest Document No. 42201	8/16/00
Uniform Hazardous Waste Manifest	State Manifest Document No. SK 933461	illegible
Uniform Hazardous Waste Manifest	Manifest Document No. 41707	5/26/00
Uniform Hazardous Waste Manifest	Manifest Document No. 84560	02/28/01
Uniform Hazardous Waste Manifest	Manifest Document No. 82253	08/25/99
Uniform Hazardous Waste Manifest	Manifest Document No. 75332	01/04/98
Waste Approval Request	WCD No. AZ 35008	04/16/98
Uniform Hazardous Waste Manifest	State Manifest Document No. SK 883782	03/16/99
Uniform Hazardous Waste Manifest	State Manifest Document No. SK 540814	illegible
Uniform Hazardous Waste Manifest	State Manifest Document No. SK 553881	10/16/91
Uniform Hazardous Waste Manifest	State Manifest Document No. SK 376146	illegible
Mississippi Department of Environmental Quality 1996 Hazardous Waste Report Identification and Certification	EPA ID No. MSD985978121	01/31/97
Uniform Hazardous Waste Manifest	State Manifest Document No. CWMA 680187	12/07/92
Hazardous Waste Manifest	State Manifest Document No. 701405	illegible

(i)

[REDACTED]

Schedule 5.03
No Conflicts

None

Schedule 5.04
Governmental Approvals and Filings

Should Atmos elect to issue long-term debt in advance of the Closing and in connection therewith, approval of the issuance of such long-term debt would be required to be obtained by Atmos from the Regulatory Authorities in the States of Colorado, Georgia, Illinois, Kentucky, Missouri and Virginia.

Section 6.07
Permitted Conduct

The Company intends to continue to expand the operation of its subsidiaries' activities related to wastewater systems with the total amount invested not to exceed \$200,000.

Section 6.08(a)(iii)

Executive Plans

[REDACTED]

Section 7.05
Employees

(b)



All Benefit Plans.

The collective bargaining contract referenced in Section 4.17(a)(ix).

Schedule 8.06
Third Party Consents

None

Schedule 9.06
Third Party Consents

None

ATMOS ENERGY CORPORATION

SECRETARY'S CERTIFICATE

The undersigned, being the Corporate Secretary of Atmos Energy Corporation, a Texas and Virginia corporation (the "Company"), does hereby certify that the following recitals and resolutions were duly adopted by the Board of Directors of the Company at a meeting of the Board held on September 20, 2001:

WHEREAS, subsequent to the approval by the Board of Directors at its meeting on February 14, 2001, the Company submitted a written bid to the stockholders of Mississippi Valley Gas Company, a Mississippi corporation ("MVG"), to purchase all of the outstanding capital stock of MVG for an amount not to exceed \$200,000,000 in total consideration; and

WHEREAS, the parties determined during the course of their negotiations that a direct merger of MVG with and into the Company would be more beneficial to the shareholders of MVG and to the Company than a purchase by the Company of all the outstanding capital stock of MVG; and

WHEREAS, the stockholders of MVG have accepted the bid of the Company to merge MVG into the Company in exchange for the right to receive a total of \$150,000,000 in merger consideration, fifty percent (50%) of which will be payable in cash and fifty percent (50%) will be payable in common stock of the Company, and the assumption of the existing long-term debt of MVG of approximately \$50,000,000, subject to certain adjustments (the "Proposed Transaction"); and

WHEREAS, representatives of the Company have completed their due diligence activities in connection with the Proposed Transaction and have concluded that based upon the information they have reviewed pursuant to their due diligence activities, it would be in the best interests of the Company and its shareholders to enter into the Proposed Transaction; and

WHEREAS, the officers and other representatives of the Company have successfully negotiated with the stockholders of MVG the terms of that certain Agreement and Plan of Merger and Reorganization dated as of September 21, 2001, by and among the Company, MVG and the

shareholders of MVG (the "Agreement"), a copy of which is being provided to the Board contemporaneously herewith; and

WHEREAS, the officers and other representatives of the Company are now requesting the Board for authorization for the President, the Senior Vice President and Chief Financial Officer or the Senior Vice President and General Counsel to execute the Agreement on behalf of the Company and to perform all other acts necessary to consummate the Proposed Transaction, including without limitation, the registration with the Securities and Exchange Commission ("SEC") and the listing on the New York Stock Exchange ("NYSE") of the Company's securities to be issued in the Proposed Transaction.

NOW, THEREFORE, BE IT RESOLVED, that the President, the Senior Vice President and Chief Financial Officer or the Senior Vice President and General Counsel of the Company be, and hereby is, authorized and directed to execute and deliver, for and on behalf of and in the name of the Company, the Agreement, the form of which will be substantially similar to the form of Agreement presented to the Board at this meeting, with such changes thereto as the officer executing the same may, in his sole discretion, deem necessary, appropriate, or desirable, pursuant to which MVG will merge with and into the Company in exchange for total of \$150,000,000 in merger consideration, fifty percent (50%) of which will be payable in cash by the Company and fifty percent (50%) of which will be payable in common stock of the Company, and the assumption of the existing long-term debt of MVG of approximately \$50,000,000, subject to certain adjustments; and

FURTHER RESOLVED, that the proper officers and directors of the Company, or any of them, be, and hereby are, authorized to do or cause to be done any and all acts and things and to execute and deliver any and all agreements, undertakings, consents, documents, instruments, and certificates (including, but not limited to, any amendments to the Agreement or waivers of any conditions contained therein) in connection with the consummation of the Proposed Transaction, as, in their opinion, may be necessary, appropriate, and desirable in order to carry out the purposes and intent of the foregoing resolutions and to perform, or cause to be performed, the obligations of the Company under the Agreement or any other agreement referred to herein and therein and the consummation of the transactions contemplated herein and therein; and

FURTHER RESOLVED, that the proper officers and directors of the Company, or any of them, be, and hereby are, authorized to do or cause to be done any and all acts and things and to execute and deliver any and all agreements, consents, documents, instruments, and certificates in connection with the financing of the Proposed Transaction,

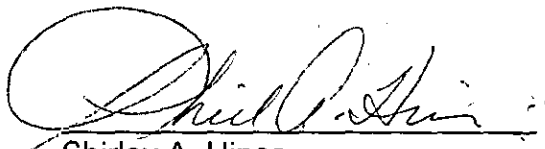
including without limitation, any agreements with a nationally recognized investment banking firm, and that such officers and directors are authorized to perform, or cause to be performed, the obligations of the Company under all such agreements; and

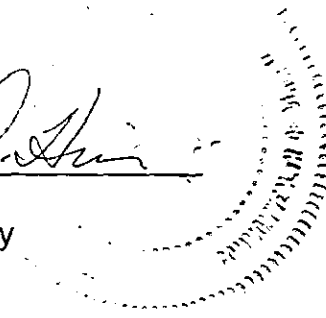
FURTHER RESOLVED, that the proper officers and directors of the Company, or any of them, be, and hereby are, authorized to do or cause to be done any and all acts and things and to execute and deliver any and all agreements, consents, documents, instruments, and certificates in connection with the registration of the common stock or debt securities of the Company on a registration statement with the SEC; and

FURTHER RESOLVED, that the proper officers and directors of the Company, or any of them, be, and hereby are, authorized to do or cause to be done any and all acts and things and to execute and deliver any and all agreements, consents, documents, instruments, and certificates in connection with the listing of the common stock or debt securities of the Company on the NYSE; and

FURTHER RESOLVED, that the actions taken prior to the date hereof by the officers and representatives of the Company in connection with the Proposed Transaction are hereby ratified, confirmed, and approved in all respects and for all purposes.

IN WITNESS WHEREOF, I have hereunto signed my name and affixed the seal of the Company this 13th day of December 2001.


Shirley A. Hines
Corporate Secretary



SECRETARY'S CERTIFICATE

I, the undersigned, as Secretary of Mississippi Valley Gas Company, do hereby certify that the following resolution was duly passed and adopted by the unanimous vote of the Board of Directors of Mississippi Valley Gas Company at their regular quarterly meeting held at 711 West Capitol Street, Jackson, Mississippi on Thursday, September 20, 2001:

"The directors hereby acknowledge receipt of the draft Agreement and Plan of Merger and Reorganization together with all documents, certificates, exhibits and schedules relating thereto (collectively, the "Merger Agreement") by and among Atmos Energy Corporation ("Atmos"), the Company and all of the Company's shareholders. All the directors understand that all of the Company's shareholders have initiated this transaction and negotiated the Merger Agreement independent of the Board. Therefore, the directors do not make any recommendation to the shareholders.

IT IS HEREBY RESOLVED, that subject to the shareholder approval, the merger of the Company with and into Atmos is hereby authorized, adopted and approved pursuant to the terms of the Merger Agreement ("Merger"), which agreement shall contain substantially the same terms and conditions as that certain draft Merger Agreement dated September 19, 2001, including, among other things, provisions whereby the shareholders will receive as consideration for the Merger cash and certain shares of common stock of Atmos based on the average market price of Atmos common stock and other calculations referenced in the Merger Agreement all determined at the Closing Date (as defined in the Merger Agreement) and certain joint and several indemnification obligations by the shareholders.

FURTHER RESOLVED, that subject to the shareholder approval, the Merger Agreement including the Plan of Merger is hereby adopted.

FURTHER RESOLVED, that subject to the shareholder approval, Matthew L. Holleman, III, as President of the Company, is hereby authorized to execute and deliver the Merger Agreement, including any related documents, certificates, exhibits and schedules thereto, in

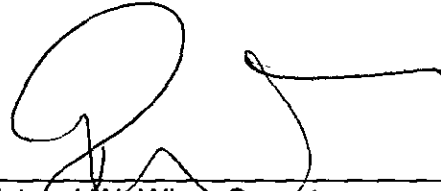
substantially the form presented to the directors, containing such changes, amendments, deletions or additions thereto as Mr. Holleman deems necessary and advisable in order to facilitate the Merger.

FURTHER RESOLVED, that subject to the shareholder approval, the execution and delivery of the Merger Agreement as provided above shall be conclusive evidence that any changes from the form presented to the directors are authorized and approved and a copy of the fully executed Merger Agreement shall be delivered to each of the directors promptly upon execution.

FURTHER RESOLVED, that subject to the shareholder approval, Matthew L. Holleman, III, as President of the Company, and any Vice-President of the Company and other appropriate officers or agents of the Company be and they are hereby fully authorized to undertake all actions and to file all regulatory applications necessary or appropriate to consummate the Merger.

FURTHER RESOLVED, that subject to the shareholder approval, Matthew L. Holleman, III, as President of the Company, and any Vice-President of the Company are hereby authorized to execute, deliver or file on behalf of the Company any and all certificates, instruments, consents, applications or other documents, as he or they, in their reasonable discretion, deem necessary or advisable in order to carry out the intent of the Merger Agreement and the foregoing resolutions and to consummate the transactions contemplated by the Merger Agreement."

SO CERTIFIED this the 12th day of OCTOBER, 2001.



Richard W. Wise, Secretary