

FISCHER & DORITY
PROFESSIONAL CORPORATION

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December 20, 2001

Dale Hardy Roberts
Secretary/Chief Regulatory Law Judge
Missouri Public Service Commission
200 Madison Street, Suite 100
P.O. Box 360
Jefferson City, Missouri 65102

FILED³

DEC 20 2001

Missouri Public
~~Service~~ Commission

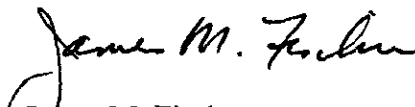
RE: *In the matter of the Application of Atmos Energy Corporation for an order
authorizing it to merge with Mississippi Valley Gas Company, Case No. GM-2002-295*

Dear Mr. Roberts:

Enclosed for filing in the above-referenced matter are the original and eight (8) copies of the Application and Motion For Protective Order filed on behalf of Atmos Energy Corporation. Appendix 2 to the Application contains a Disclosure Schedule which contains highly confidential information and has been filed under seal. A redacted NP version of the Disclosure Schedule has been filed publicly. An original and eight (8) copies of both the NP version and the HC versions of the Disclosure Schedule have been included in the filing, pursuant to 4 CSR 240-2.085.

Thank you for your attention to this matter.

Sincerely,


James M. Fischer

/jr
Enclosures

cc: Office of the Public Counsel
Dan Joyce, General Counsel

BEFORE THE PUBLIC SERVICE COMMISSION
STATE OF MISSOURI

FILED³
DEC 20 2001

Missouri Public
Service Commission

In the matter of the Application of Atmos)
Energy Corporation for an order authorizing it to)
merge with Mississippi Valley Gas)
Company .)

Case No. GM-2002-295

APPLICATION

COMES NOW Atmos Energy Corporation ("Atmos") by and through their counsel, and for its Application pursuant to Section 393.190, RSMo 2000,¹ and 4 CSR 240-2.060(8), hereby request authority for Atmos to merge with the Mississippi Valley Gas Company, with Atmos being the surviving corporation. In support thereof, Atmos respectfully state as follows:

1. Atmos is a corporation organized and existing under the laws of the state of Texas and the Commonwealth of Virginia with its principal place of business located at Three Lincoln Center, Suite 1800, 5430 LBJ Freeway, Dallas, Texas 75240. Atmos is a "gas corporation" and a "public utility" pursuant to Section 386.020(18) and (42), RSMo 2000, and has been granted Certificates of Convenience and Necessity to provide natural gas service within the state of Missouri. Applicant conducts all of its utility activities in the state of Missouri through its divisions, United Cities Gas Company and Greeley Gas Company. A certified copy of Atmos' Restated Articles of Incorporation and Bylaws are on file in the records of the Commission and the same are incorporated herein by reference. See Re: Atmos Energy Corporation, Case No. GM-94-6. (Application, Exhibits C and D). The Company's Certificate to Conduct Business in

¹All statutory references are to Revised Statutes of Missouri 2000, unless otherwise indicated.

Missouri as a Foreign Corporation is attached as Appendix 1 and incorporated herein by reference.

2. Atmos is a public utility involved in the distribution, transportation and sale of natural gas in numerous cities, towns and communities in Missouri, Texas, Louisiana, Kentucky, Colorado, Kansas, Illinois, Iowa, Tennessee, Georgia, and Virginia. In total, Atmos provides natural gas service to approximately 1.4 million retail customers. Atmos is authorized to transact the business of a public utility in certain portions of Missouri, Texas, Louisiana, Kentucky, Colorado, Kansas, Illinois, Iowa, Tennessee, Georgia, and Virginia.

3. MVG a corporation duly organized and existing under the laws of the State of Mississippi having its principal office and place of business at 711 West Capital Street, Jackson, Mississippi 39207. MVG is engaged in the transmission and distribution of natural gas at retail to approximately 261,500 customers in Mississippi, subject to the jurisdiction of the Mississippi Public Service Commission.

4. All correspondence, pleadings, orders, and documents in this proceeding should be addressed to:

Douglas C. Walther, Esq.
Senior Attorney
Atmos Energy Corporation
P.O. Box 650205
Dallas, Texas 75265-0205
Telephone: (972) 855-3102

James M. Fischer, Esq.
Fischer & Dority, P.C.
101 Madison Street
Suite 400
Jefferson City, Missouri 65101
Telephone: (573) 636-6758

5. Pursuant to an Agreement And Plan of Merger And Reorganization between Atmos and MVG and The Shareholders Named On The Signature Pages Hereto, dated September 21, 2001 (the "Agreement"), which is attached hereto as Appendix 2 and incorporated herein by reference, Atmos and MVG have agreed upon the terms and conditions under which MVG would merge with and into Atmos, with Atmos being the surviving corporation. ("the Merger") Following the Merger, Atmos will operate the business formerly conducted by MVG as a division of Atmos Energy Corporation in the State of Mississippi. The manner of providing natural gas services to customers in MVG's service area in Mississippi will remain largely unchanged. In addition, Atmos' various divisions in Missouri will remain unaffected by this transaction.

6. A certified copy of the resolution of the Atmos Board of Directors authorizing the consummation of the transactions contemplated by this Application is attached hereto as Appendix 3 and incorporated herein by reference.

7. A certified copy of the resolution of the Board of Directors of MVG authorizing the consummation of the transactions contemplated by this Application is attached hereto as Appendix 4 and incorporated herein by reference.

8. The proposed merger of Atmos and MVG is not detrimental to the public interest because the sale will not result in any reduced level of service or reliability for those customers presently being served by Atmos in Mississippi. The proposed transaction is expected to have no impact on Missouri customers of Atmos.

9. The proposed transaction will not impact any of the tax revenues of the Missouri political subdivisions in which any structures, facilities, or equipment of Atmos are located.

11. Atmos has no pending action or final unsatisfied judgments or decisions against it from any state or federal agency or court which involve customer service or rates which has occurred within three (3) years of the date of the Application

12. No annual report or assessment fees are overdue in Missouri.

13. Atmos requests a review of the Application by the Commission Staff to enable it to receive the Order of the Commission authorizing the Merger by February 28, 2002, if possible.

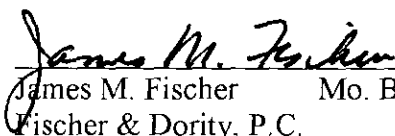
WHEREFORE, Atmos Energy Corporation respectfully requests that the Commission issue an Order approving the transactions described herein, including:

(a) Merger of Atmos and MVG, as more fully described in the Agreement;

(b) Authorizing Atmos to enter into, execute and perform in accordance with the terms of the Agreement and all other documents reasonably necessary and incidental to the performance of the Merger which is the subject of this Application;

(c) Granting such other relief as may be deemed necessary to accomplish the purpose of this Joint Application and to consummate the Merger.

Respectfully submitted,


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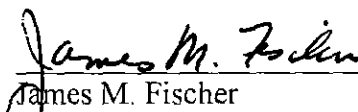
ATTORNEYS FOR
ATMOS ENERGY CORPORATION

CERTIFICATE OF SERVICE

I hereby certify that a true and correct copy of the foregoing document has been hand-delivered or mailed, postage prepaid, by U.S. Mail, First Class, this 20th day of December, 2001, to:

Office of the Public Counsel
P.O. Box 7800
Jefferson City, MO 65102

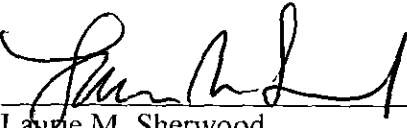
Dan Joyce
General Counsel
Missouri Public Service Commission
P.O. Box 360
Jefferson City, MO 65102


James M. Fischer

VERIFICATION

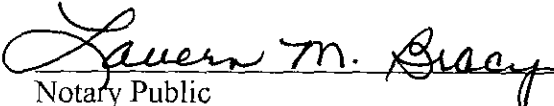
STATE OF TEXAS)
)
COUNTY OF DALLAS) ss.

Laurie M. Sherwood, being first duly sworn, on his oath and in her capacity as Vice President and Treasurer, of Atmos Energy Corporation, states that her is authorized to execute this Application on behalf of Atmos Energy Corporation, and has knowledge of the matters stated herein, and that said matters are true and correct to the best of her knowledge and belief.


Laurie M. Sherwood

Subscribed and sworn to before me this 13th day of December, 2001.




Notary Public

My Commission Expires: 2/22/04

No. F00383365

STATE OF MISSOURI



Matt Blunt
Secretary of State

CORPORATION DIVISION

CERTIFICATE OF CORPORATE RECORDS


ATMOS ENERGY CORPORATION

using in Missouri the name

ATMOS ENERGY CORPORATION

I, MATT BLUNT, Secretary of State of the State of Missouri and Keeper of the Great Seal thereof, do hereby certify that the annexed pages contain a full, true and complete copy of those certain original documents on file and of record in this office for which certification has been requested.

IN TESTIMONY WHEREOF, I have set my hand and imprinted the GREAT SEAL of the State of Missouri, on this, the 17th day of DECEMBER, 2001.


Secretary of State



STATE OF MISSOURI



Judith K. Moriarty

SECRETARY OF STATE
CORPORATION DIVISION - CERTIFICATE OF AUTHORITY

WHEREAS,
ATMOS ENERGY CORPORATION

USING IN MISSOURI THE NAME
ATMOS ENERGY CORPORATION

HAS COMPLIED WITH THE GENERAL AND BUSINESS CORPORATION LAW WHICH GOVERNS FOREIGN CORPORATIONS; BY FILING IN THE OFFICE OF THE SECRETARY OF STATE OF MISSOURI AUTHENTICATED EVIDENCE OF ITS INCORPORATION AND GOOD STANDING UNDER THE LAWS OF THE STATE OF TEXAS.

NOW, THEREFORE, I, JUDITH K. MORIARTY, SECRETARY OF STATE OF THE STATE OF MISSOURI, DO HEREBY CERTIFY THAT SAID CORPORATION IS FROM THIS DATE DULY AUTHORIZED TO TRANSACT BUSINESS IN THIS STATE, AND IS ENTITLED TO ALL RIGHTS AND PRIVILEGES GRANTED TO FOREIGN CORPORATIONS UNDER THE GENERAL AND BUSINESS CORPORATION LAW OF MISSOURI.

IN TESTIMONY WHEREOF, I HAVE SET MY HAND AND IMPRINTED THE GREAT SEAL OF THE STATE OF MISSOURI, ON THIS, THE 14TH DAY OF JULY, 1993.

Judith K. Moriarty
Secretary of State

\$150.00

