

STATE OF TEXAS       §  
                                  §  
COUNTY OF DALLAS   §

AUSTIN CITY CLERK  
POSTING: DATE/TIME  
2008 JUL 14 PM 1 10

WHEREAS, there was finally passed and approved on May 15, 2008, Ordinance No. 2008515-014 granting to Atmos Energy Corporation, its successors and assigns, a franchise to furnish and supply gas to the general public in the City of Austin, Travis County, Texas, for the transporting, delivery, sale and distribution of gas in, out of and through said municipality for all purposes, which is recorded in the Minutes of the City Council of said City; and

WHEREAS, Part 5 of said ordinance provides as follows:

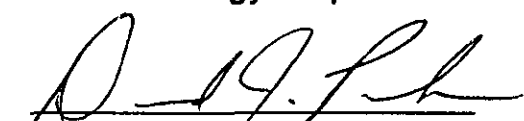
"Part 5. The Grantee shall, within 60 days after passage and approval of this Ordinance, file in the office of the City Clerk a written instrument accepting this Ordinance and its franchise and all terms and conditions, signed and acknowledged by its proper officers in a form acceptable to the City."

AND, WHEREAS, it is the desire of Atmos Energy Corporation, the holder of the rights, privileges and grants under the aforesaid franchise ordinance, to comply with the above-quoted provisions of Part 5 thereof.

NOW, THEREFORE, Atmos Energy Corporation, acting by and through its duly authorized officers, does hereby agree to and accept the franchise granted to it by the above-described ordinance, in accordance with its terms, provisions, conditions and requirements and subject to the stipulations and agreements therein contained.

WITNESS THE EXECUTION HEREOF, on this the 9th day of July, 2008

Atmos Energy Corporation

  
Vice President, Mid-Tex Division

STATE OF TEXAS  
COUNTY OF TRAVIS  
CITY OF AUSTIN

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I, Ivonne Spence, City Clerk of the City of Austin, Texas,  
do hereby certify that the above and foregoing is a true and correct copy of a  
formal acceptance of a franchise ordinance finally passed and approved by said  
City on May 15, 2008, and of record in the Minutes of the City, and I do further  
certify that said acceptance has been duly presented to the City Council and filed  
in connection with and as a part of said franchise ordinance.

OF WHICH, witness my official signature and the seal of said City on this  
the 15<sup>th</sup> day of July, 2008.

Ivonne Spence  
City Clerk  
City of Austin, Texas