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ATMOS ENERGY CORP  
Form 305B2  
January 15, 2003

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SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

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FORM T-1

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STATEMENT OF ELIGIBILITY UNDER THE  
TRUST INDENTURE ACT OF 1939 OF A CORPORATION  
DESIGNATED TO ACT AS TRUSTEE

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CHECK IF AN APPLICATION TO DETERMINE ELIGIBILITY OF A TRUSTEE  
PURSUANT TO SECTION 305(b) (2)

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SUNTRUST BANK  
(Exact name of trustee as specified in its charter)

58-0466330  
(I.R.S. employer identification no.)

303 PEACHTREE STREET  
30TH FLOOR  
ATLANTA, GEORGIA  
(Address of principal executive offices)

30308  
(Zip Code)

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JACK ELLERIN  
SUNTRUST BANK  
25 PARK PLACE, N.E.  
24TH FLOOR  
ATLANTA, GEORGIA 30303  
(404) 588-7296  
(Name, address and telephone number of agent for service)

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ATMOS ENERGY CORPORATION  
(Exact name of registrant as specified in its charter)

TEXAS AND VIRGINIA  
(State or other jurisdiction of  
incorporation or organization)

75-1743247  
(IRS employer identification no.)

1800 THREE LINCOLN CENTRE  
5430 LBJ FREEWAY  
DALLAS, TEXAS  
(Address of principal executive offices)

75240  
(Zip Code)

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5 1/8% SENIOR NOTES DUE 2013  
(Title of the indenture securities)

1. General information.

Furnish the following information as to the trustee-

Name and address of each examining or supervising authority to which it is subject.

DEPARTMENT OF BANKING AND FINANCE,  
STATE OF GEORGIA  
ATLANTA, GEORGIA

FEDERAL RESERVE BANK OF ATLANTA  
1000 PEACHTREE STREET NE  
ATLANTA, GEORGIA

FEDERAL DEPOSIT INSURANCE CORPORATION  
550 17TH STREET, N.W.  
WASHINGTON, D.C.

Whether it is authorized to exercise corporate trust powers.

YES.

2. Affiliations with Obligor.

If the obligor is an affiliate of the trustee, describe each such affiliation.

NONE.

3-12 NO RESPONSES ARE INCLUDED FOR ITEMS 3 THROUGH 12. RESPONSES TO THOSE ITEMS ARE NOT REQUIRED BECAUSE, AS PROVIDED IN GENERAL INSTRUCTION B AND AS SET FORTH IN ITEM 13(b), THE OBLIGOR IS NOT IN DEFAULT ON ANY SECURITIES ISSUED UNDER INDENTURES UNDER WHICH SUNTRUST BANK IS A TRUSTEE.

13. Defaults by the Obligor.

(a) State whether there is or has been a default with respect to the securities under this indenture. Explain the nature of any such default.

THERE IS NOT AND HAS NOT BEEN ANY DEFAULT UNDER THIS INDENTURE.

(b) If the trustee is a trustee under another indenture under which any other securities, or certificates of interest or participation in any other securities, of the obligor are outstanding, or is trustee for more than one outstanding series of securities under the indenture, state whether there

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has been a default under any such indenture or series, identify the indenture or series affected, and explain the nature of any such default.

THERE HAS NOT BEEN ANY SUCH DEFAULT.

14-15 NO RESPONSES ARE INCLUDED FOR ITEMS 14 AND 15. RESPONSES TO THOSE ITEMS ARE NOT REQUIRED BECAUSE, AS PROVIDED IN GENERAL INSTRUCTION (b) TO ITEM 13, THE OBLIGOR IS NOT IN DEFAULT ON ANY SECURITIES ISSUED UNDER INDENTURES UNDER WHICH SUNTRUST BANK IS A TRUSTEE.

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16. List of Exhibits.

List below all exhibits filed as a part of this statement of eligibility; exhibits identified in parentheses are filed with the Commission and are incorporated herein by reference as exhibits hereto pursuant to Rule 7a-29 under the Trust Indenture Act of 1939, as amended, and Rule 24 of the Commission's Rules of Practice.

- (1) A copy of the Articles of Amendment and Restated Articles of Association of the trustee as now in effect (Exhibit 1 to Form T-1, Registration No. 333-85232 filed by Boston Private Financial Holdings, Inc.).
- (2) A copy of the certificate of authority of the trustee to commence business. (Exhibit 2 to Form T-1, Registration No. 333-32106 filed by Sabre Holdings Corporation).
- (3) A copy of the authorization of the trustee to exercise corporate trust powers. (Exhibits 2 and 3 to Form T-1, Registration No. 333-32106 filed by Sabre Holdings Corporation).
- (4) A copy of the existing by-laws of the trustee as now in effect (Exhibit 4 to Form T-1, Registration No. 333-85232 filed by Boston Private Financial Holdings, Inc.).
- (5) Not applicable.
- (6) The consent of the trustee required by Section 321(b) of the Trust Indenture Act of 1939.
- (7) A copy of the latest report of condition of the trustee published pursuant to law or the requirements of its supervising or examining authority as of the close of business on September 30, 2002.
- (8) Not applicable.
- (9) Not applicable.

SIGNATURE

Pursuant to the requirements of the Trust Indenture Act of 1939 the trustee, SunTrust Bank, a banking corporation organized and existing under the laws of the State of Georgia, has duly caused this statement of eligibility and qualification to be signed on its behalf by the undersigned, thereunto duly authorized, all in the City of Atlanta and the State of Georgia, on the 15th day of January, 2003.

SUNTRUST BANK

By: /s/ JACK ELLERIN

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Jack Ellerin  
Assistant Vice President

EXHIBIT 1 TO FORM T-1

ARTICLES OF ASSOCIATION  
OF  
SUNTRUST BANK

(Incorporated by reference from Exhibit 1 to Form T-1,  
Registration No. 333-85232 filed by Boston Private Financial Holdings, Inc.)

EXHIBIT 2 TO FORM T-1

CERTIFICATE OF AUTHORITY  
OF  
SUNTRUST BANK TO COMMENCE BUSINESS

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(Incorporated by reference from Exhibit 2 to Form T-1,  
Registration No. 333-32106 filed by Sabre Holdings Corporation)

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EXHIBIT 3 TO FORM T-1

AUTHORIZATION  
OF  
SUNTRUST BANK TO EXERCISE  
CORPORATE TRUST POWERS

(Incorporated by reference from Exhibit 2 and 3 to Form T-1,  
Registration No. 333-32106 filed by Sabre Holdings Corporation)

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EXHIBIT 4 TO FORM T-1

BY-LAWS  
OF  
SUNTRUST BANK

(Incorporated by reference from Exhibit 4 to Form T-1,  
Registration No. 333-85232 filed by Boston Private Financial Holdings, Inc.)

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EXHIBIT 5 TO FORM T-1

(INTENTIONALLY OMITTED. NOT APPLICABLE.)

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EXHIBIT 6 TO FORM T-1

CONSENT OF TRUSTEE

Pursuant to the requirements of Section 321(b) of the Trust Indenture Act of 1939, in connection with the proposed issuance of up to \$250,000,000 of 5 1/8% Senior Notes due 2013 of Atmos Energy Corporation, SunTrust Bank hereby consents that reports of examinations by Federal, State, Territorial or District Authorities may be furnished by such authorities to the Securities and Exchange Commission upon request therefor.

SUNTRUST BANK

By: /s/ JACK ELLERIN

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Jack Ellerin  
Assistant Vice President

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EXHIBIT 7 TO FORM T-1

REPORT OF CONDITION  
(ATTACHED)

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SunTrust Bank  
ATLANTA , GA 30302  
Certificate Number: 00867

FFIEC 031  
Consolidated Report of Condition  
For September 30, 2002

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CONSOLIDATED REPORT OF CONDITION FOR INSURED COMMERCIAL  
AND STATE-CHARTERED SAVINGS BANKS FOR SEPTEMBER 30, 2002

All schedules are to be reported in thousands of dollars. Unless otherwise indicated, report the amount outstanding as of the last business day of the quarter.

SCHEDULE RC - BALANCE SHEET

C400

Dollar Amounts in Thousands

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ASSETS

1. Cash and balances due from depository institutions (from Schedule RC-A):		
a. Noninterest bearing balances and currency and coin (1).....		
b. Interest-bearing balances (2).....		
2. Securities:		
a. Held-to-maturity securities (from Schedule RC-B, column A).....		
b. Available-for-sale securities (from Schedule RC-B, column D).....		
3. Federal funds sold and securities purchased under agreements to resell(3)		
4. Loans and lease financing receivables (from Schedule RC-C):		
	RCFD	
	----	
a. Loans and leases held for sale.....	5369	4,74
b. Loans and leases, net of unearned income.....	B528	72,20
c. LESS: Allowance for loan and lease losses.....	3123	91
d. Loans and leases, net of unearned income, allowance, and reserve (item 4.a minus 4.b and 4.c).....		-----
5. Tracing assets (from Schedule RC-D).....		
6. Premises and fixed assets (including capitalized leases).....		
7. Other real estate owned (from Schedule RC-M).....		
8. Investments in unconsolidated subsidiaries and associated companies (from Schedule RC-M).....		
9. Customers' liability to this bank on acceptances outstanding.....		
10. Intangible assets.....		
a. Goodwill.....		
b. Other intangible assets from Schedule RC-M.....		
11. Other assets (from Schedule RC-F).....		
12. Total assets (sum of items 1 through 11).....		

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- (1) Includes cash items in process of collection and unposted debits.
- (2) Includes time certificates of deposit not held for trading.
- (3) Includes all securities resale agreements in domestic and foreign offices, regardless of maturity.

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SunTrust Bank  
 ATLANTA , GA 30302  
 Certificate Number: 00867

FFIEC 031  
 Consolidated Report of Condition  
 For September 30, 2002

SCHEDULE RC - CONTINUED

Dollar Amounts in Thousands

LIABILITIES

13. Deposits:

RCON  
 ----

a. In domestic offices (sum of totals of columns A and C from Schedule RC-E, part 1):

(1) Noninterest-bearing (4).....	6631	8,84
(2) Interest-bearing.....	6636	61,76

b. In foreign offices, Edge and Agreement subsidiaries, and IBFs

(from Schedule RC-E, part II).....	RCFN ----	
(1) Noninterest-bearing.....	6631	
(2) Interest-bearing.....	6636	3,43

14. Federal funds purchased and securities sold under agreements to repurchase

a. Federal funds purchased in domestic offices (5).....		
b. Securities sold under agreements to repurchase (6).....		

15. Trading liabilities (from Schedule RC-D).....

16. Other borrowed money (includes mortgage indebtedness and obligations under capitalized leases) (from Schedule RC-M):

17. Not applicable.....

18. Bank's liability on acceptances executed and outstanding.....

19. Subordinated notes and debentures (7).....

20. Other liabilities (from Schedule RC-G).....

21. Total liabilities (sum of items 13 through 20).....

22. Minority interest in consolidated subsidiaries.....

EQUITY CAPITAL

23. Perpetual preferred stock and related surplus.....



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- 24. Common stock.....
- 25. Surplus (exclude all surplus related to preferred stock).....
- 26. a. Retained earnings.....
- b. Accumulated other comprehensive income (8).....
- 27. Other equity capital components (9).....
- 28. Total equity capital (sum of items 23 through 27).....
- 29. Total liabilities minority interest, and equity capital (sum of items 21, 22 and 28).....

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MEMORANDUM

TO BE REPORTED WITH THE MARCH REPORT OF CONDITION.

- 1. Indicated in the box at the right the number of the statement below that best describes the most comprehensive level of auditing work performed for the bank by independent external auditors on any date during 2001.....

- |  |  |
|--|--|
| <ul style="list-style-type: none"> <li>1= Independent audit of the bank conducted in accordance with generally accepted auditing standards by a certified public accounting firm which submits a report on the bank</li> <li>2= Independent audit of the bank's parent holding company conducted in accordance with generally accepted auditing standards by a certified public accounting firm which submits a report on the consolidated holding company (but not on the bank separately)</li> <li>3= Attestation on bank management's assertion on the effectiveness of the bank's internal control over financial reporting by a certified public accounting firm</li> <li>4= Directors' examination of the bank conducted in accordance with generally accepted auditing standards by a certified public accounting firm (may be required by state chartering authority)</li> </ul> | <ul style="list-style-type: none"> <li>5.= Directors' examination by independent external auditors (may be required by state chartering authority)</li> <li>6= Review of the bank's books and records by independent external auditors</li> <li>7= Compilation of the bank's financial statements by independent external auditors</li> <li>8= Other audit procedure</li> <li>9= No external audit work</li> </ul> |
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- (1) Includes cash items in process of collection.
- (2) Includes time certificates of deposit not held for trading.
- (3) Includes all securities resale agreements in domestic and foreign offices, regardless of maturity.

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- (4) Includes total demand deposits and noninterest-bearing time and savings deposits.
- (5) Report overnight Federal Home Loan Bank advances and Schedule RC, item 16, "other borrowed money."
- (6) Includes all securities repurchase agreements in domestic and foreign offices, regardless of maturity.
- (7) Includes limited-life preferred stock and related surplus.
- (8) Includes net unrealized holding gains (losses) on available-for-sale securities, accumulated net gains (losses) on cash flow hedges, cumulative foreign currency translation adjustments, and minimum pension liability adjustments.
- (9) Includes treasury stock and unearned Employee Stock Ownership Plan Shares.

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EXHIBIT 8 TO FORM T-1

(INTENTIONALLY OMITTED. NOT APPLICABLE.)

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EXHIBIT 9 TO FORM T-1

(INTENTIONALLY OMITTED. NOT APPLICABLE.)

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