

ATMOS ENERGY CORPORATION
Categorical Standards of
Director Independence
November 2009

In accordance with its Corporate Governance Guidelines, to assist it in determining the independence of each of its members, the Board of Directors has adopted the following categorical standards. A director who at all times during the last three fiscal years has met all of the categorical standards listed below shall be presumed to be “independent.” Note that the Board of Directors has adopted the same definition of “immediate family member” as that set forth by the New York Stock Exchange (a person’s spouse, parents, children, siblings, mothers and fathers-in-law, sons and daughters-in-law, brothers and sisters-in-law) and anyone (other than domestic employees) who shares such person’s home).

- The Company has not employed the director, and has not employed (except in a non-executive officer capacity) any of his or her immediate family members.
- Neither the director, nor any of his or her immediate family members, during any consecutive 12-month period, has received more than \$120,000 per year in direct compensation from the Company, other than director and committee fees and pension or other forms of deferred compensation for prior service (provided such compensation is not contingent in any way on continued service).
- Neither the director nor an immediate family member (i) is a current partner of a firm that is the Company’s internal or external auditor or (ii) was, within the last three years (but is no longer), a partner or employee of such a firm and personally worked on the Company’s audit within that time.
- The director is not employed by a firm that is the Company’s internal or external auditor and the director does not have an immediate family member who is a current employee of such a firm and personally works on the Company’s audit.
- Neither the director, nor any of his or her immediate family members, has been part of an “interlocking directorate” in which an executive officer of the Company serves on the compensation (or equivalent) committee of another company that employs the director or any of his immediate family members in an executive officer capacity.
- Neither the director, nor any of his or her immediate family members (except in a non-executive officer capacity), has been employed by a significant supplier or customer of the Company. For the purposes of this categorical standard, a supplier or customer shall be considered significant if its sales to, or purchases from, the Company represent the greater of (a) \$1 million or (b) more than 1% of such other company’s consolidated gross revenues.

- Neither the director, nor any of his or her immediate family members has had a personal services contract with the Company, its chairman, chief executive officer or other executive officer, or any affiliate of the Company.
- Neither the director, nor any of his or her immediate family members, has been an employee, officer or director of a foundation, university or other non-profit organization to which the Company gives directly, or indirectly through the provision of services, more than \$120,000 per annum or 1% of the total annual donations received (whichever is less).
- Neither the director, nor any of his or her immediate family members, either directly or indirectly as a partner, shareholder or officer of another company, has owned more than 5% of the Company's common stock.
- Neither the director, nor any of his or her immediate family members, has been employed by (or affiliated with) a significant lender of the Company. For the purposes of this categorical standard, a lender shall be considered significant if the credit extended is more than 5% of the consolidated assets of the Company.