RGC RESOURCES INC Form 8-K September 28, 2010

FORM 8-K SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

PURSUANT TO SECTION 13 OR 15(D) OF THE

SECURITIES EXCHANGE ACT OF 1934

Date of Report (Date of Earliest Event Reported): September 23, 2010

RGC RESOURCES, INC.

(Exact name of Registrant as specified in its charter)

Virginia (State or other jurisdiction

000-26591 (Commission **54-1909697** (IRS Employer

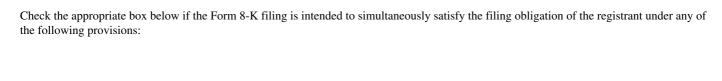
of incorporation) File Number) Identification No.)

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519 Kimball Ave., N.E. Roanoke, Virginia
(Address of principal executive offices)

Registrant s telephone number, including area code: 540-777-4427

(Former name or former address, if changed since last report)



- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 240.425)
- " Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- " Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- " Pre-commencement communications pursuant to Rule 13c-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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ITEM 1.01 ENTRY INTO A MATERIAL DEFINITIVE AGREEMENT

On September 23, 2010, Roanoke Gas Company entered into a Natural Gas Asset Management Agreement with ConocoPhillips Company (Conoco), effective as of November 1, 2010. Under this agreement, Conoco will provide Roanoke Gas Company with future natural gas supply needs. Conoco will also assume the management and financial obligation of Roanoke Gas Company s firm interstate pipeline transportation and storage agreements. This three year agreement replaces the expiring Natural Gas Asset Management Agreement with Conoco.

ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS

- (d) Exhibits
- 10.1 Natural Gas Asset Management Agreement by and between Roanoke Gas Company and ConocoPhillips Company effective as of November 1, 2010*
- * Schedules and other attachments to this agreement, which are listed on its List of Exhibits following the signature page, are not included with this filing. The Registrant hereby undertakes and agrees to furnish supplementally a copy of any such schedule or attachment or exhibit to the Securities and Exchange Commission upon request.

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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

RGC RESOURCES, INC.

Date: September 28, 2010 By: /s/ Howard T. Lyon

Howard T. Lyon

Vice-President, Treasurer and CFO