

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  
of incorporation)

**000-26591**  
(Commission  
File Number)

**54-1909697**  
(IRS Employer  
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**

**24016**  
(Zip Code)

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

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- 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))

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.

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