

AGL RESOURCES INC
Form 11-K
November 22, 2013

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 11-K

ANNUAL REPORT PURSUANT TO SECTION 15(d) OF
THE SECURITIES EXCHANGE ACT OF 1934

For the period January 1, 2013 to June 28, 2013

OR

TRANSITION REPORT PURSUANT TO SECTION 15(d) OF
THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from to

Commission File Number 1-14174

A. Full title of the plan and the address of the plan, if different from that of the issuer named below:

Nicor Companies Savings Investment Plan

B. Name of the issuer of the securities held pursuant to the plan and the address of its principal executive office:

AGL Resources Inc.
Ten Peachtree Place
Atlanta, Georgia 30309

Nicor Companies
Savings Investment Plan
(Employer Identification
No. 36-2863847 Plan No. 4)

Financial Statements as of June 28, 2013 and December 31, 2012
and for the Period January 1, 2013 to June 28, 2013 and
Report of Independent Registered Public Accounting Firm

NICOR COMPANIES
SAVINGS INVESTMENT PLAN

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Note: Schedules required by Section 2520.103-10 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA have been omitted because they are not applicable.

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

Administrative Committee
Nicor Companies Savings Investment Plan
Naperville, Illinois

We have audited the accompanying statements of net assets available for benefits of Nicor Companies Savings Investment Plan (the "Plan") as of June 28, 2013 and December 31, 2012, and the related statement of changes in net assets available for benefits for the period January 1, 2013 to June 28, 2013. These financial statements are the responsibility of the Plan's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for benefits of the Plan as of June 28, 2013 and December 31, 2012, and the changes in net assets available for benefits for the period January 1, 2013 to June 28, 2013 in conformity with U.S. generally accepted accounting principles.

As described in Note 1, the Administrative Committee approved a merger of this Plan into the AGL Resources Inc. Retirement Savings Plus Plan effective June 28, 2013. Our opinion is not modified with respect to this matter.

/s/ Crowe Horwath LLP

Oak Brook, Illinois
November 22, 2013

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STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
AS OF JUNE 28, 2013 AND DECEMBER 31, 2012

	June 28, 2013	December 31, 2012
Assets:		
Participant-directed investments in Master Trust, at fair value	\$-	\$205,056,968
Receivables:		
Notes receivable from participants	-	3,152,763
Employer contributions	-	365,161
	-	3,517,924
Net assets, reflecting all investments at fair value	-	208,574,892
Adjustment from fair value to contract value for the stable value fund	-	(2,818,086)
Net assets available for benefits	\$-	\$205,756,806

STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
FOR THE PERIOD JANUARY 1, 2013 TO JUNE 28, 2013

	June 28, 2013
Additions:	
Net increase in Plan assets from investment activities of the Master Trust	\$14,775,693
Interest income on notes receivable from participants	62,550
Contributions:	
Participant	3,047,981
Employer	1,259,882
Rollover	309,861
	4,617,724
Total additions	19,455,967
Deductions - Benefits paid to participants	(41,779,371)
Net decrease prior to transfers	(22,323,404)
Transfers in from Nicor Gas Thrift Plan	965,949
Transfer out to AGL Resources Inc. Retirement Savings Plus Plan (See Note 1)	(184,399,351)

Net decrease after transfers	(205,756,806)
Net assets available for benefits at beginning of period	205,756,806
Net assets available for benefits at end of period	\$-

The accompanying notes are an integral part of these statements.

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NOTES TO FINANCIAL STATEMENTS
JUNE 28, 2013 AND DECEMBER 31, 2012

1. Plan Description

The following brief description of the Nicor Companies Savings Investment Plan (the “Plan”) is provided for general information purposes only. Participants should refer to the Plan agreement for more complete information.

General

The Plan is a defined contribution plan that is designed to provide retirement benefits to substantially all employees of Northern Illinois Gas Company (doing business as Nicor Gas Company) not represented by a collective bargaining agreement and employees of certain affiliated companies (collectively referred to as the “Company”). The Plan Sponsor is Nicor Gas Company, a wholly owned subsidiary of AGL Resources Inc. Authority to control and manage the operation and administration of the Plan is vested in a committee appointed by Nicor Gas Company’s Board of Directors (the “Administrative Committee”). The Plan consists of both a profit sharing plan and an employee stock ownership plan (“ESOP”). The ESOP consists of the portion of the Plan which is invested in AGL Resources Inc. common stock. Both the ESOP and non-ESOP portion of the Plan are intended to constitute a single plan.

Plan investments are commingled with those of the Nicor Gas Thrift Plan and held for safekeeping and investment by the Nicor Companies Savings Investment Plan and Nicor Gas Thrift Plan Master Trust (the “Master Trust”). Each of the participating plans has an interest in the net assets of the Master Trust and changes therein. The Plan’s interest in the net assets of the Master Trust is based on the beginning of year value of the Plan’s interest in the Master Trust plus actual contributions and allocated investment income less actual distributions and allocated administrative expenses. Investment income and administrative expenses relating to the Master Trust are allocated to individual plans based upon their interests in each of the underlying participant-directed investments. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (“ERISA”).

Plan Merger and Termination of the Master Trust

The Administrative Committee approved a merger of this Plan into the AGL Resources Inc. Retirement Savings Plus Plan (“AGL RSP Plan”) effective June 28, 2013. The total assets transferred to the AGL RSP Plan including notes receivable were \$184,399,351. All participants in the Plan became participants in the AGL RSP Plan at that time. The eligibility and benefit terms for participants were not changed as a result of the Plan merger. Subsequent to the merger, when a participant changes from a union employee covered by a collective bargaining agreement to a nonunion employee not covered by a collective bargaining agreement, the account balance will be transferred from the Nicor Gas Thrift Plan to the AGL RSP Plan.

The Administrative Committee also approved the termination of the Master Trust effective June 28, 2013.

Administration

The Vanguard Fiduciary Trust Company (“VFTC”) acted as Trustee for the Master Trust and held the investments of the Plan under the terms of a trust agreement through the date of the merger. The VFTC also acted as investment manager for certain assets of the Plan. Effective with the merger as of June 28, 2013, Bank of America, N.A. / Merrill Lynch is the custodian and trustee of the assets merged into the AGL RSP Plan.

Contributions

Employee contributions. Participants may elect to make either: 1) pre-tax contributions, 2) Roth 401(k) after-tax contributions or 3) traditional after-tax contributions, or a combination thereof. The amount a participant elects to contribute will be withheld from his or her compensation through payroll deductions, and such contributions will be transferred by the Company to the Trustee of the Plan at each payroll period and will be credited to the participant's account as soon as administratively practicable after such transfer. Participants who have attained age 50 before the end of the Plan year are eligible to make additional catch-up contributions. The Plan also accepts certain rollover contributions representing distributions from other qualified plans. Participants direct the investment of their contributions, Company contributions and account balances into various investment options offered by the Plan. To the extent a participant does not elect to invest their account balances in any investment fund, the Plan has designated a qualified default investment fund.

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Maximum contributions cannot exceed limits as set forth in the Internal Revenue Code (“IRC”). Prior to the Plan merger, the Plan offered various mutual funds, a stable value fund (the Vanguard Retirement Savings Trust III (“VRST”), a fully benefit-responsive collective trust fund) and AGL Resources Inc. common stock as investment options for participants.

Company matching contributions. Generally, on behalf of each participant who makes contributions, the Company will make a matching contribution each payroll period. The matching contribution will be equal to 100% of the participant’s first 3% of contributions and 75% of the participant’s next 3% of contributions. For Nicor Gas employees hired on and after January 1, 1998, Nicor Gas makes an additional non-discretionary annual contribution, subject to service requirements, up to 1.5% of the participant’s eligible pay.

Forfeited Accounts

Any forfeited amounts, resulting from employees terminating prior to completion of the vesting period, are used to reduce future employer contributions. If the participant is reemployed within five years by the Company, forfeited contributions and earnings thereon are restored to the participant’s account. Forfeited non-vested accounts totaled \$0 at June 28, 2013 and \$232,288 at December 31, 2012. The Plan used \$279,295 in the period January 1, 2013 to June 28, 2013 of forfeited non-vested account balances to decrease Company contributions.

Participant Accounts

Individual accounts are maintained for each Plan participant. Each participant’s account is increased by the participant’s contributions, Company contributions and allocated plan investment earnings, and decreased by withdrawals, allocated plan investment losses and administrative expenses. A participant is entitled to the benefits that can be provided from the participant’s vested account balance.

Vesting

A participant’s contributions and earnings thereon are vested immediately. The Company’s contributions and earnings thereon are vested upon occurrence of any one of the following:

- Completion of three years of vesting service
 - Death while employed by the Company
- Permanent disablement while employed by the Company

Suspensions and Withdrawals

A participant may suspend contributions and may continue to be a participant during the suspension period.

A participant’s traditional after-tax contributions (including earnings) may be withdrawn. Participants also may be eligible for hardship withdrawals from their pre-tax contributions and Roth after-tax contributions (but not the earnings on those contributions earned after 1988) if they meet certain “immediate and heavy financial need” hardship requirements. An additional 10% income tax generally will be imposed on the taxable portion of the withdrawal unless the participant has reached age 59 ½ (or has satisfied certain other criteria established in the IRC) at the time of withdrawal. Additionally, participants over age 59 ½ are permitted to take a distribution from the Plan without an early withdrawal penalty.

The Company's matching contributions and earnings thereon will not be distributed until the vested participant's attainment of age 59 ½ or employment has been terminated.

Distribution of Benefits

On termination of service due to retirement, disability, or death, a participant (or in certain instances, their beneficiary) may elect to defer distribution until attainment of age 70 ½, receive a lump sum amount equal to the participant's vested interest in his or her account balance, take a partial withdrawal or request installment payments. For termination of service for other reasons, a participant has the option to defer distribution until attainment of age 70 ½ if their vested account balance exceeds \$1,000 or receive a lump sum distribution equal to the value of the vested interest in his or her account.

To the extent a participant's account is invested in AGL Resources Inc. common stock on the date of distribution, at the option of the participant, the distribution may be made in the form of whole shares of AGL Resources Inc. common stock (and cash representing any fractional share).

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Distributions of cash or AGL Resources Inc. common stock from a participant's account (other than the participant's after-tax contributions) which are made upon the participant's termination of employment, disability or death, generally will be taxable in the year of distribution. Such distributions will, generally, be subject to 20% income tax withholding.

Notes Receivable from Participants

Participants may borrow from their participant accounts. Such borrowings represent loans to the participant and notes receivable to the Plan. The minimum loan amount to a participant is \$1,000 and may not exceed the lesser of 1) \$50,000 minus the participant's highest outstanding loan balance during the previous twelve months, or 2) 50% of the participant's vested account balance (excluding the retirement growth balance) less the participant's highest outstanding loan balance during the previous twelve months. The notes receivable from participants bear interest at fixed rates. The interest rate is established at the date of the loan and is based on the prime rate plus 1%. The interest rate remains fixed over the life of the loan.

A participant may not have more than two loans outstanding at any time. In the event that a participant terminates employment for any reason, any outstanding loan balance will become due and payable in full at that time. The Plan permits participants to take certain actions (as appropriate) to cure a default on a Plan loan.

Administrative Expenses

Loan origination fees associated with notes receivable from participants and the Plan's investment advisory and shareholder servicing fees are paid by the Plan and are reflected in the financial statements as administrative expenses of the Master Trust. Investment management fees are charged to the Plan as a reduction of investment return and included in the investment income (loss) reported by the Plan. All other expenses of the Plan are paid by the Company.

2. Summary of Significant Accounting Policies

Basis of Accounting

The financial statements of the Plan are prepared using the accrual basis of accounting in accordance with accounting principles generally accepted in the United States of America ("GAAP").

Investment Valuation

The Plan states its interest in the investments of the Master Trust based upon the estimated fair values of the underlying participant-directed investments held in the Master Trust. The Statements of Net Assets Available for Benefits present investments at fair value, as well as an additional line item showing an adjustment for the stable value fund from fair value to contract value. The Statement of Changes in Net Assets Available for Benefits presents changes in the stable value fund on a contract value basis and all other investments on a fair value basis. The fair values of the respective investments of the Master Trust are determined as noted in Note 5 – Master Trust Financial Information.

The stable value fund is fully benefit-responsive to the participants. The difference between the valuation of fully benefit-responsive investments at fair value and contract value is reflected over time through the crediting

rate. Contract value represents contributions made plus interest accrued at the contract rate, less withdrawals. To the extent the underlying portfolio has unrealized and/or realized gains/losses, an adjustment is made when reconciling from fair value to contract value. As a result, the future crediting rate may be different than the current market rate. The crediting rate of the contract resets every quarter based on the performance of the underlying investment portfolio.

The existence of certain conditions can limit the VRST's ability to transact at contract value. Specifically, any event outside the normal operation of the VRST that causes a withdrawal from an investment contract may result in a negative market value adjustment with respect to the withdrawal. Examples of such events include, but are not limited to, partial or complete legal termination of the VRST or a unitholder, tax disqualification of the VRST or unitholder and certain VRST amendments if issuers' consent is not obtained.

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In general, issuers may terminate the contract and settle at other than contract value if there is a change in the qualification status of the participant, employer or plan; a breach of material obligations under the contract and misrepresentation by the contract holder; or failure of the underlying portfolio to conform to the pre-established investment guidelines.

Income Recognition

Purchases and sales of securities are recorded on the trade date. Interest income is recorded on the accrual basis and dividends are recorded on the ex-dividend date. The net increase (decrease) in Plan assets presented in the Statement of Changes in Net Assets Available for Benefits includes the Plan's gains and losses on investments bought and sold as well as held during the period.

Notes Receivable from Participants

Notes receivable from participants are reported at their unpaid principal balance plus any accrued but unpaid interest, with no allowance for credit losses. Participants generally repay loans through payroll withholdings over a period not to exceed 5 years. The notes receivable of the Plan are secured by the vested portion of the participant's account.

Use of Estimates

The preparation of financial statements in accordance with GAAP requires Plan management to make estimates and assumptions that affect certain reported amounts and disclosures. Actual results could differ from those estimates.

Payment of Benefits

Benefits are recorded when paid.

Contributions

Participant and Company contributions are recorded in the period during which the Company makes payroll deductions from the Plan participants' earnings.

3. Transfers to Nicor Companies Savings Investment Plan

Prior to the Plan's merger into the AGL RSP Plan, when the employment status of a participant changed between a union employee covered by a collective bargaining agreement and a nonunion employee not covered by a collective bargaining agreement, eligibility for participation shifted between the Nicor Gas Thrift Plan and this Plan. When eligibility changed, the account balance of the participant was transferred to the corresponding plan. Amounts transferred from the Nicor Gas Thrift Plan to the Nicor Companies Savings Investment Plan were \$965,949 in the period January 1, 2013 to June 28, 2013.

4. Exempt Party-in-Interest Transactions

ERISA defines a party-in-interest to include fiduciaries or employees of the Plan, any person who provides service to the Plan, an employer whose employees are covered by the Plan, an employee organization whose members are covered by the Plan, a person who owns 50% or more of such an employer or employee association or relative of such persons. The Plan invested in shares of mutual funds managed by an affiliate of VFTC and a stable value fund

managed by VFTC. VFTC acts as Trustee of the Plan. Transactions in such investments qualify as party-in-interest transactions and are exempt from the prohibited transaction rules. Fees paid by the Plan for investment management services were included as a reduction of the return earned by each fund. Certain administrative functions are performed by officers or employees of the Company. No such officer or employee receives compensation from the Plan. Some administrative expenses of the Plan are paid directly by the Company.

At June 28, 2013 and December 31, 2012, the Plan held 0 and 184,550 shares, respectively, of common stock of AGL Resources Inc., the parent of the sponsoring employer, with a fair value of \$0 and \$7,376,467, respectively. The Plan recorded dividend income of \$189,500 in the period January 1, 2013 to June 28, 2013 related to AGL Resources Inc. common stock.

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In addition, notes receivable from participants qualify as party-in-interest transactions, which are exempt from the prohibited transaction rules.

5. Master Trust Financial Information

Use of the Master Trust permits the commingling of the Plan's assets with the assets of the Nicor Gas Thrift Plan for investment and administrative purposes. Although assets of both plans were commingled in the Master Trust through June 28, 2013, the Trustee maintained supporting records for each of the participating plans. The net investment income of the investment assets was allocated daily by the Trustee to each participating plan based on the relationship of the interest of each plan to the total of the interests of both participating plans. Refer to Note 1 – Plan Description for information on the termination of the Master Trust.

The Master Trust's net assets as of the dates presented are as follows: