AGL Resources Merger with Nicor Inc. on December 9, 2011

Tax Reporting Statement Under Section 6045B of the Internal Revenue Code

Effective January 1, 2011 issuers of corporate stock must begin reporting corporate actions that affect stock basis, including but not limited to mergers, stock splits, stock dividends, recapitalizations and distributions in excess of cumulative earnings and profits. The following is intended to meet the requirements of public disclosure pursuant to Treasury Regulations §§ 1.6045B-1(a)(3) and (b)(4) for AGL Resources Inc.

Issuer:

AGL Resources Inc.

Issuer TIN:

58-2210952

Description of Organizational Action:

On December 9, 2011, AGL Resources Inc (AGL) acquired Nicor Inc. (Nicor) in a merger transaction pursuant to which the Nicor shareholders exchanged their Nicor common shares into right to receive AGL common shares and cash. Specifically, upon consummation of the merger, Nicor shareholders were entitled to receive .8382 shares of AGL common stock and $21.20 in cash for each share of Nicor common stock held immediately prior to the merger.

Securities Involved:

AGL Resources Inc Common Stock
CUSIP: 001204106
NYSE Ticker Symbol: AGL

Nicor Inc. Common Stock
CUSIP: 654086107
NYSE Ticket Symbol: GAS

Effect of the Action:

The acquisition of Nicor by AGL pursuant to the merger effective on December 9, 2011 qualified as a reorganization within the meaning of Section 368(a) of the Internal Revenue Code of 1986, as amended (the “Code”). As such, in general, the federal income tax consequences to the Nicor United States shareholders would be determined under Code Sections 354, 356, 358 and 1221.

A United States shareholder generally will recognize gain (but not loss), determined separately for each identifiable block of shares of Nicor common stock (generally, Nicor common stock acquired at different prices or at different times) that is exchanged in the transaction, in an amount equal to the lesser of (i) the amount of cash received in the transaction with respect to such block, excluding any cash received in lieu of a fractional share of AGL Resources common stock (which is discussed below), and (ii) the excess, if any, of (a) the sum of the amount of such cash and the fair market value of the AGL Resources common stock received in the transaction with respect to such block over (b) the United States shareholder's tax basis in its shares of Nicor common stock in such block. A United States shareholder may not offset a loss recognized on one block of shares against the gain recognized on another block of shares. Any gain recognized generally will be long-term capital gain if, as of the date of the merger, the shares of Nicor common stock exchanged in the transaction were held for more than one year, unless the receipt of cash has the effect of a distribution of a dividend under the provisions of the Internal Revenue Code, in which case such gain will be treated as a dividend to the extent of such United States holder's ratable share of the undistributed earnings and profits of Nicor. United States shareholders should consult their tax advisors as to the possibility that all or a portion of any cash received in exchange for their shares of Nicor common stock will be treated as a dividend;

A United States shareholder generally will have an aggregate tax basis in the shares of AGL Resources common stock received in the transaction (including any fractional share of AGL Resources common stock deemed received and redeemed for cash, as discussed below) equal to the United States holder's aggregate tax basis in its shares of Nicor common stock exchanged in the transaction, reduced by the amount of cash received in the transaction (other than cash received in lieu of a fractional share of AGL Resources common stock) and increased by the amount of gain recognized by the United States shareholder (including, but not limited to, any portion of such gain that is treated as a dividend, but excluding any gain recognized with respect to cash received in lieu of a fractional share of AGL Resources common stock) in the transaction;

The holding period of the shares of AGL Resources common stock received by a United States shareholder in the transaction (including any fractional share of AGL Resources common stock deemed received and redeemed for cash, as discussed below) will include the holding period of the shares of Nicor common stock exchanged in the transaction; and

Subject to the discussion above regarding possible dividend treatment, cash received by a United States shareholder in lieu of a fractional share of AGL Resources common stock in the transaction will be treated as if such fractional share had been issued in the transaction and then redeemed by AGL Resources, and the United States shareholder generally will recognize capital gain or loss with respect to such cash payment, measured by the difference, if any, between the amount of cash received and the tax basis in such fractional share (determined as described above). Any gain or loss recognized generally will be long-term capital gain or loss if, as of the date of the merger, the shares of Nicor common stock exchanged in the transaction were held for more than one year. The deductibility of capital losses is subject to limitations.

Contact Person:

If you have any questions, please contact:

AGL Resources Inc.
Sarah Stashak
Director, Investor Relations
Ten Peachtree Place, Location 1071
Atlanta, GA 30309

Phone: 404-584-4577

E-mail: sstashak@aglresources.com

United States shareholders are urged to consult their own tax advisors with respect to the determination of gain recognized on the exchange of their shares of Nicor common stock (as well as their basis in the shares of AGL Resources common stock received in the transaction) taking into account their particular circumstances.

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Tax Consequences Examples

Please read these examples in conjunction with the Tax Reporting Statement Under Section 6045B of the Internal Revenue Code which is posted at http://ir.aglr.com/phoenix.zhtml?c=79511&p=irol-faq.

As a reorganization under 368(a), Nicor shareholder's will be treated as follows for Federal income tax purposes:

1) If the tax basis of the Nicor stock held is *less than* the sum of the fair market value of the AGL stock received plus the cash received (Potential Gain): In this case, the Nicor shareholder will recognize a capital gain. The amount of taxable gain recognized is the lesser of the Potential Gain or the cash received. The tax basis in the AGL stock received will equal the tax basis of the Nicor Stock surrendered less any cash received in excess of the Potential Gain.

2) If the tax basis of the Nicor stock held is *more than* the sum of the fair market value of the AGL stock received plus the cash received (Potential Loss): In this case, the Nicor shareholder will NOT recognize any taxable gain or loss. The tax basis in the AGL stock received will equal the tax basis of the Nicor Stock surrendered less the cash received.

For shares received under the Employee Stock Purchase Plan (ESPP) a portion of the Potential Gain or Potential Loss may have to be recognized as ordinary taxable income. *Please refer to the ESPP plan documents or your tax advisor.*

The following examples illustrate the above principles: In each case, for each share of Nicor stock surrendered, the shareholder receives 0.8382 shares of AGL stock valued at $33.23 plus a cash payment of $21.20 for a total value received of $54.43.

1) Investor owns Nicor stock with a tax basis of $40 a share: The investor has a Potential Gain of $14.43 per share ($54.43 value received less $40 tax basis in Nicor stock). Because the per share cash received ($21.20) is greater than the Potential Gain, the investor recognizes capital gain equal to the Potential Gain of $14.43 per share. The tax basis of the AGL stock received is $33.23 per 0.8382 share (or $39.64 per share for a full share of AGL stock).

2) Investor owns Nicor stock with a tax basis of $20 a share: The investor has a Potential Gain of $34.43 per share ($54.43 value received less $20 tax basis in Nicor stock). Because the Potential Gain of $34.43 per share is greater than the per share cash received ($21.20), the investor recognizes capital gain of $21.20 per share (Gain recognized is limited by the cash received). The tax basis of the AGL stock received is $20 per 0.8382 shares. This is equal to the tax basis of the Nicor Stock surrendered since the cash received is less than the Potential Gain. (The $20 per 0.8382 share equates to a tax basis of $23.86 per share for a full share of AGL stock).

3) Investor owns Nicor stock with a tax basis of $60 a share: Because there is a Potential Loss, no taxable gain or loss is recognized. The tax basis of the AGL 0.8382 stock received will equal $38.80 (the tax basis of the Nicor Stock surrendered ($60), less the per share cash received ($21.20)). The 38.80 per 0.8382 share equates to a tax basis of $46.29 per share for a full share of AGL stock.

If a shareholder owns multiple lots of Nicor stock, each with different per-share tax basis, the above analysis should be done separately for each lot of stock.

The state income tax impact will ordinarily follow the Federal impact as outlined above. However, there are certain instances when a different result may occur.

********The above is not intended as tax advice. United States shareholders are urged to consult their own tax advisors with respect to the determination of gain recognized on the exchange of their shares of Nicor common stock (as well as their basis in the shares of AGL Resources common stock received in the transaction) taking into account their particular circumstances.********