

AGL RESOURCES INC

Form 11-K

June 29, 2009

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

FORM 11-K

(Mark One)

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

For the fiscal year ended December 31, 2008

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:  
AGL Resources Inc.  
Retirement Savings Plus 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

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AGL RESOURCES INC.  
RETIREMENT SAVINGS PLUS PLAN  
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Note: Other 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

To the Participants and Administrator of

AGL Resources Inc. Retirement Savings Plus Plan:

In our opinion, the accompanying statements of net assets available for benefits and the related statements of changes in net assets available for benefits present fairly, in all material respects, the net assets available for benefits of AGL Resources Inc. Retirement Savings Plus Plan (the "Plan") at December 31, 2008 and 2007, and the changes in net assets available for benefits for the year ended December 31, 2008 in conformity with accounting principles generally accepted in the United States of America. 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 of these statements 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, assessing the accounting principles used and significant estimates made by management, and evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

Our audits were conducted for the purpose of forming an opinion on the basic financial statements taken as a whole. The supplemental schedules of assets (held at end of year) as of December 31, 2008 and financial transactions are presented for the purpose of additional analysis and are not a required part of the basic financial statements but are supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. These supplemental schedules are the responsibility of the Plan's management. The supplemental schedules have been subjected to the auditing procedures applied in the audits of the basic financial statements and, in our opinion, are fairly stated in all material respects in relation to the basic financial statements taken as a whole.

/s/ PricewaterhouseCoopers  
Atlanta, Georgia

June 29, 2009

AGL RESOURCES INC.  
RETIREMENT SAVINGS PLUS PLAN

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS  
AS OF DECEMBER 31, 2008 AND 2007

|   | 2008           | 2007           |
|---|----------------|----------------|
| ASSETS  |                |                |
| Investments, at fair value  |                |                |
| AGL Resources Inc. common stock   | \$ 93,138,995  | \$ 116,823,207 |
| Mutual funds  | 80,892,965     | 119,841,526    |
| Common/collective trust funds   | 35,295,670     | 33,986,170     |
| Loans to participants   | 6,130,417      | 5,612,624      |
| Total investments   | 215,458,047    | 276,263,527    |
| Cash  | 243,185        | -              |
| Contributions Receivables   |                |                |
| Employer  | 329,749        | 143,705        |
| Participant   | 797,357        | 339,177        |
| Receivable for securities sold  | 276,767        | -              |
| Accrued Interest  | 20,055         | -              |
| Total Assets  | 217,125,160    | 276,746,409    |
| Liabilities   |                |                |
| Payable for securities purchased  | (497,925)      | -              |
| Total Liabilities   | (497,925)      | -              |
| Net assets available for benefits, at fair value  | 216,627,235    | 276,746,409    |
| Adjustment from fair value to contract value for indirect interest in benefit-responsive investment contracts |                |                |
|   | 1,124,645      | 116,008        |
| Net assets available for benefits   | \$ 217,751,880 | \$ 276,862,417 |

The accompanying notes are an integral part of these financial statements.

AGL RESOURCES INC.  
RETIREMENT SAVINGS PLUS PLAN

STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS  
FOR THE YEAR ENDED DECEMBER 31, 2008

Additions

Additions to net assets  
attributed to

Investment income

|          |    |         |
|----------|----|---------|
| Interest | \$ | 403,449 |
|----------|----|---------|

|           |  |           |
|-----------|--|-----------|
| Dividends |  | 3,728,953 |
|-----------|--|-----------|

Dividends on AGL

Resources Inc.

|              |  |           |
|--------------|--|-----------|
| common stock |  | 4,528,188 |
|--------------|--|-----------|

|  |  |           |
|--|--|-----------|
|  |  | 8,660,590 |
|--|--|-----------|

Contributions

|             |  |            |
|-------------|--|------------|
| Participant |  | 11,484,123 |
|-------------|--|------------|

|          |  |           |
|----------|--|-----------|
| Employer |  | 5,758,108 |
|----------|--|-----------|

|  |  |            |
|--|--|------------|
|  |  | 17,242,231 |
|--|--|------------|

|                 |  |            |
|-----------------|--|------------|
| Total additions |  | 25,902,821 |
|-----------------|--|------------|

Deductions

Deductions from net  
assets attributed to

Net depreciation in

fair value of

|             |  |              |
|-------------|--|--------------|
| investments |  | (67,330,358) |
|-------------|--|--------------|

Benefits paid to

|              |  |              |
|--------------|--|--------------|
| participants |  | (17,594,490) |
|--------------|--|--------------|

Administrative

|          |  |          |
|----------|--|----------|
| expenses |  | (88,510) |
|----------|--|----------|

|                  |  |              |
|------------------|--|--------------|
| Total deductions |  | (85,013,358) |
|------------------|--|--------------|

|              |  |              |
|--------------|--|--------------|
| Net decrease |  | (59,110,537) |
|--------------|--|--------------|

Net assets available

for benefits

|                   |  |             |
|-------------------|--|-------------|
| Beginning of year |  | 276,862,417 |
|-------------------|--|-------------|

|             |    |             |
|-------------|----|-------------|
| End of year | \$ | 217,751,880 |
|-------------|----|-------------|

The accompanying notes are an integral part of these financial statements.

AGL RESOURCES INC.  
RETIREMENT SAVINGS PLUS PLAN

NOTES TO FINANCIAL STATEMENTS  
DECEMBER 31, 2008 AND 2007

1. PLAN DESCRIPTION

The following brief description of the AGL Resources Inc. (the "Company") Retirement Savings Plus Plan (the "RSP Plan") is provided for general information purposes only. Participants should refer to the RSP Plan agreement for more complete information.

General

The RSP Plan was adopted effective January 1, 1986, to provide tax-deferred savings and matching employer contributions to eligible employees for their retirement. The RSP Plan is a defined contribution plan subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA"). Generally, all employees age 21 or older who have completed 30 days of service with the Company are eligible to participate in the RSP Plan.

Administration

The RSP Plan is administered by the Administrative Committee (the "Committee") which is appointed by the Company's Board of Directors. The Committee has the sole discretion and authority to interpret the provisions of the RSP Plan, including determinations as to eligibility, amounts of benefits payable, and the resolution of all factual questions arising in connection with the administration of the RSP Plan.

The Committee is authorized to employ agents, as they may require, to carry out the provisions of the RSP Plan. The expenses of the RSP Plan consist of disbursements, transaction fees, and loan issuance and maintenance charges. These expenses are paid by the RSP Plan's participants on a per transaction basis and are reflected as administrative expenses in the accompanying statement of changes in net assets available for benefits. In addition, disbursements are made at the Committee's request.

Effective February 1, 2007 the Committee engaged a trustee, Merrill Lynch Bank and Trust Co., FSB ("Trustee"), to maintain a trust under which contributions to the RSP Plan are invested in various investment funds and the Company's common stock. This employment by the Committee replaced the former trustee, Amvescap National Trust Company ("Former Trustee"). As of January 11, 2008, the Trustee assumed the role of record keeper for the RSP Plan from Princeton Retirement Group.

Contributions

Employee Contributions: Participants may contribute up to 50% of compensation (as defined in the RSP Plan document) on a before tax basis. A participant also may contribute up to 10% of compensation on an after tax basis. 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 RSP 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 RSP Plan year are eligible to make catch-up contributions. Participants may also contribute amounts representing distributions from other qualified defined benefit or defined contribution plans.

Maximum contributions cannot exceed limits as set forth in the Internal Revenue Code ("IRC"). The RSP Plan currently offers nineteen mutual funds, two common trust funds and the Company's common stock as investment

options for participants.

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AGL RESOURCES INC.  
RETIREMENT SAVINGS PLUS PLAN

NOTES TO FINANCIAL STATEMENTS  
DECEMBER 31, 2008 AND 2007

**Company Matching Contributions:** Generally, on behalf of each participant who makes before tax contributions, the Company will make a matching contribution each payroll period. Except as noted below, the matching contribution will be equal to 65% of the participant's before tax contributions; provided, that the matching contribution will apply only to before tax contributions which are up to 8% of the participant's compensation. If a participant reached age 50 on or before July 1, 2000 and was an active participant in the Company's defined benefit pension plan on that date, matching contributions will only be made up to 6% of the participant's compensation until June 30, 2010, after which time the Company will match up to the first 8% of the participant's total compensation.

**Forfeited Accounts**

Any forfeited amounts, resulting from employees terminating prior to completion of the vesting period, are used to reduce future employer contributions. At December 31, 2008 and 2007, forfeited non-vested accounts totaled \$136,985 and \$99,419 respectively. In 2008 and 2007, the RSP Plan did not use any of the forfeited non-vested account balances to decrease contributions.

**Participant Accounts**

Each participant's account is credited with the participant's contributions and allocations of (a) the Company's contribution and (b) RSP Plan earnings. Allocations are based on participant earnings or account balances, as defined. A participant is entitled to the benefits that can be provided from the participant's vested account.

**Vesting**

All amounts are allocated to a participant's before tax and after tax contributions account and rollover contribution account. A participant's contribution and earnings thereon are vested immediately. A participant's matching contributions account and earnings thereon are vested upon occurrence of any one of the following:

- Attainment of age 65 while employed by the Company
- Death while employed by the Company
- Permanent disablement while employed by the Company
- Completion of three years of vesting service

Partial vesting occurs during the three years of vesting service as follows:

| Years of Vesting Service Completed by Employee | Percentage Vested of Matching Contributions |
|--|---|
| Less than 1 year                               | 0%  |
| 1 year   | 50%   |
| 2 years  | 75%   |
| 3 years  | 100%  |

Participants must complete no less than 1,000 hours of service during the RSP Plan year before a year of vesting service is granted.



AGL RESOURCES INC.  
RETIREMENT SAVINGS PLUS PLAN

NOTES TO FINANCIAL STATEMENTS  
DECEMBER 31, 2008 AND 2007

Withdrawals

A participant's after tax contributions may be withdrawn upon written request or upon a participant's authorization on the Voice Response Unit or the website of the RSP Plan administrator. Participants also may be eligible for hardship withdrawals from their before 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 greater than age 59 ½ are permitted to take a distribution from the RSP Plan without an early withdrawal penalty.

Distribution of Benefits

The RSP Plan provides that distribution of benefits may be made as soon as practicable after an employee's death, disability, or separation from service. If the distribution is \$1,000 or less, the Committee may make an immediate distribution without the consent of the participant. Otherwise, a participant may delay the distribution of his or her account until 60 days after the end of the RSP Plan year following the later of (i) the year in which the participant reaches age 70½, (ii) the year in which the participant retires, (iii) the year in which the participant reaches the tenth anniversary of commencing participation in the RSP Plan, or (iv) the year in which the participant actually incurs severance from employment.

Generally, a participant's distribution will be made in a single sum of cash. 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).

Distributions of cash or AGL Resources Inc. common stock from a participant's account (other than amounts attributable to 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.

Participant Loans

Participants may borrow from their participant accounts. The minimum loan amount is \$1,000 and may not exceed the lesser of \$50,000 or 50% of the participant's vested account balance. Loans are generally repaid through payroll withholdings over a period not to exceed 5 years, except for residential loans, which may not exceed 10 years. The loans are secured by the balance in the participant's account and bear interest at fixed rates that range from 4% to 10.5%, based on the prime rate. Interest is computed monthly.

AGL RESOURCES INC.  
RETIREMENT SAVINGS PLUS PLAN

NOTES TO FINANCIAL STATEMENTS  
DECEMBER 31, 2008 AND 2007

A participant may not have more than one loan outstanding at any time. In the event that a participant terminates employment for any reason (or otherwise ceases to be a party in interest), any outstanding RSP Plan loan will become due and payable in full at that time. However, the RSP Plan provides that the Committee may take certain actions (as appropriate) to allow the participant to cure a default on a RSP Plan loan.

2. Summary of Significant Accounting Policies

Basis of Accounting

The financial statements of the RSP Plan are prepared using the accrual basis of accounting in accordance with accounting principles generally accepted in the United States of America (except for benefits paid to participants which are recorded when paid).

Investment Valuation and Income Recognition

As described in Financial Accounting Standards Board Staff Position, FSP AAG INV-1 and Statement of Position (SOP) 94-4-1, Reporting of Fully Benefit-Responsive Investment Contracts Held by Certain Investment Companies Subject to the AICPA Investment Company Guide and Defined-Contribution Health and Welfare and Pension Plans (the "FSP"), investment contracts held by a defined-contribution plan are required to be reported at fair value. However, contract value is the relevant measurement attribute for that portion of the net assets available for benefits of a defined-contribution plan attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the RSP Plan. The RSP Plan invests in investment contracts through a common trust. As required by the FSP, the Statement of Net Assets Available for Benefits presents the fair value of the investment in the common trust as well as the adjustment of the investment in the common trust from fair value to contract value relating to the investment contracts. The Statement of Changes in Net Assets Available for Benefits is prepared on a fair value basis except for fully benefit-responsive contracts through a common trust which are on a contract value basis.

The RSP Plan's investments are stated at fair value. Purchases and sales of securities are recorded on a trade date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date.

AGL Resources Inc. Common Stock

The AGL Resources Inc. common stock is valued on the basis of the closing price per share on each business day as reported on the New York Stock Exchange.

Mutual Funds

Shares of mutual funds are valued at the reported net asset value of shares each business day.

Common Trust Funds

Units in common trust funds are valued at the unit value as reported by the trustee of the common trust fund on each valuation date. The RSP Plan's interest in the common trust is valued based on information reported by the investment advisor using audited financial statements of the common trust at year end.



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RETIREMENT SAVINGS PLUS PLAN

NOTES TO FINANCIAL STATEMENTS  
DECEMBER 31, 2008 AND 2007

Loans

Loans to participants are valued at their outstanding balances, which approximate fair value.

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires RSP Plan's management to make estimates and assumptions that affect the reported amounts of assets and liabilities and changes therein, and disclosure of contingent assets and liabilities. 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 RSP Plan participants' earnings.

3. Investments

The following presents the fair values of investments that represent 5 % or more of the RSP Plan's net assets as of December 31, 2008 and 2007:

|                      | Shares/Units |            | Amount        |                |
|----------------------|--------------|------------|---------------|----------------|
|                      | 2008         | 2007       | 2008          | 2007           |
| AGL Resources Inc.   |              |            |               |                |
| Common Stock         | 2,970,941    | 3,103,698  | \$ 93,138,995 | \$ 116,823,207 |
| AIM Basic Value      |              |            |               |                |
| Fund                 | -            | 993,590    | -             | 32,261,865     |
| American Europacific |              |            |               |                |
| Growth Fund          | 458,945      | 450,106    | 12,827,522    | 22,896,877     |
| Janus Advisor Growth |              |            |               |                |
| Fund                 | -            | 746,373    | -             | 20,062,513     |
| INVESCO Stable       |              |            |               |                |
| Value Trust, at      |              |            |               |                |
| contract value       | 24,573,699   | 16,644,075 | 24,573,699    | 16,644,075     |
| INVESCO 500 Index    |              |            |               |                |
| Trust                | -            | 438,756    | -             | 17,458,103     |
| PIMCO Total Return   |              |            |               |                |
| Fund                 | -            | 1,317,824  | -             | 14,087,534     |
| Harbor Capital       |              |            |               |                |
| Appreciation Fund    | 535,607      | -          | 12,479,651    | -              |
| Western Asset Core   |              |            |               |                |
| Plus Fund            | 1,439,988    | -          | 12,499,093    | -              |

|                    |           |   |            |   |
|--------------------|-----------|---|------------|---|
| Diamond Hill Large |           |   |            |   |
| Cap Fund           | 1,867,912 | - | 19,594,397 | - |
| ML Equity Index    |           |   |            |   |
| Trust XIII         | 1,524,661 | - | 11,846,616 | - |

Net depreciation in fair value of investments for the year ended December 31, 2008 (including gains and losses on investments bought and sold, as well as held during the year) was as follows:

|                                 |                 |
|---------------------------------|-----------------|
| AGL Resources Inc. Common Stock | \$ (19,284,197) |
| Mutual funds                    | (41,144,283)    |
| Common trust funds              | (6,901,878)     |
| Total                           | \$ (67,330,358) |

AGL RESOURCES INC.  
RETIREMENT SAVINGS PLUS PLAN

NOTES TO FINANCIAL STATEMENTS  
DECEMBER 31, 2008 AND 2007

4. Fair Value Measurements

In September 2006, the Financial Accounting Standards Board issued Statement No. 157, Fair value Measurements (“SFAS 157”), to increase consistency and comparability in fair value measurements and provide expanded disclosures about the development of such measurements and their effect on earnings. SFAS 157 was effective for financial statements issued for fiscal years beginning after November 15, 2007. The RSP Plan adopted SFAS 157 on January 1, 2008. The adoption of SFAS 157 primarily impacts the RSP Plan’s disclosures and did not have a material impact on the RSP Plan’s net assets available for plan benefits.

As defined by SFAS 157, fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date (exit price). SFAS 157 establishes a fair value hierarchy that prioritizes the inputs used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (level 1 measurement) and the lowest priority to unobservable inputs (level 3 measurement). The three levels of the fair value hierarchy defined by SFAS 157 are as follows:

Level 1:

Quoted prices are available in active markets for identical assets or liabilities as of the reporting date. Active markets are those in which transactions for the assets or liabilities occur in sufficient frequency and volume to provide pricing information on an ongoing basis.

Level 2:

Pricing inputs are other than quoted prices in active markets included in level 1, which are either directly or indirectly observable as of the reporting date.

Level 3:

Pricing inputs include significant inputs that are unobservable and significant to the fair value measurement. These inputs may be used with internally developed methodologies that result in management’s best estimate of fair value.

It is important to note that the principal market and market participants should be considered from the reporting entity’s perspective, as differences may occur between and among entities with differing activities.

The following is a description of the valuation methodologies used for these categories of investments:

Common Valued at the closing price reported on the active market on which the securities are traded.  
stocks:

Common/collective Valued at unit value as reported by the Trustee as of the date set for valuation.

trusts:

Mutual Funds: Valued at the net asset value of shares held by the plan.



AGL RESOURCES INC.  
RETIREMENT SAVINGS PLUS PLAN

NOTES TO FINANCIAL STATEMENTS  
DECEMBER 31, 2008 AND 2007

Participant Valued at amortized cost, which approximates fair value at a given point in time.

Loans:

The methods described above may provide a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. While the RSP Plan believes its valuation methods are appropriate and consistent with other market participants, it is possible that different fair value measurements may arise due to the use of different methodologies or assumptions in determining the fair value measurement at the reporting date.

The following table shows the fair value of the RSP Plan assets as of December 31, 2008:

Assets at Fair Value as of December 31, 2008

|                         | Level 1        | Level 2       | Level 3      | Total          |
|-------------------------|----------------|---------------|--------------|----------------|
| Common Stocks           | \$ 93,138,995  | \$ -          | \$ -         | \$ 93,138,995  |
| Mutual Funds            | 80,892,965     | -             | -            | 80,892,965     |
| Common/Collective Trust | -              | 35,295,670    | -            | 35,295,670     |
| Participant Loans       | -              | -             | 6,130,417    | 6,130,417      |
| Total Assets            | \$ 174,031,960 | \$ 35,295,670 | \$ 6,130,417 | \$ 215,458,047 |

The following table sets forth a summary of changes in the fair value of the RSP Plan's level 3 assets for the year ended December 31, 2008:

Level 3 Assets  
Year Ended December 31, 2008  
Participant Loans

|  |              |
|--|--------------|
| Balance, beginning of year                   | \$ 5,612,624 |
| Issuances, repayments and distributions, net | 517,793      |
| Balance, end of year                         | \$ 6,130,417 |

## 5. Plan Termination

Although the Company has not expressed any intent to do so, it has the right under the RSP Plan to discontinue its contributions at any time and to terminate the RSP Plan subject to the provisions of ERISA. If the RSP Plan was terminated, the trustee would be instructed to continue and maintain separate plan accounts for each participant to accumulate earnings and profits until distribution of benefits under the provisions of the RSP Plan were allowable. In the event of the RSP Plan termination, participants would become 100 % vested in their employer contributions.

AGL RESOURCES INC.  
RETIREMENT SAVINGS PLUS PLAN

NOTES TO FINANCIAL STATEMENTS  
DECEMBER 31, 2008 AND 2007

6. Tax Status

The Internal Revenue Service (“IRS”) has determined and informed the Company by a letter dated February 24, 2003, that the RSP Plan and related trust are designed in accordance with applicable sections of the IRC. The RSP Plan has been amended since the IRS has made its determination. The RSP Plan administrator and tax counsel believe that the RSP Plan is designed and is currently being operated in compliance with the applicable requirements of the IRC.

7. Related Party Transactions

ERISA defines a party-in-interest to include fiduciaries or employees of the RSP Plan, any person who provides service to the RSP Plan, and an employee organization whose members are covered by the RSP Plan, a person who owns 50 % or more of such an employer or employee association or relative of such persons. The RSP Plan allows participants to direct investments in the AGL Resources Inc. common stock, and a common / collective trust to be managed by an affiliate of the Trustee in 2008 and in 2007 for certain mutual funds to be managed by INVESCO and AIM who were affiliates of the Former Trustee. In addition, loans to participants qualify as party-in-interest transactions, which are exempt from the prohibited transaction rules.

8. Risks and Uncertainties

The RSP Plan invests in various investment securities. Investment securities, in general, are exposed to various risks such as interest rate, credit and overall market volatility risk. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the statements of net assets available for benefits.

AGL RESOURCES INC.  
RETIREMENT SAVINGS PLUS PLAN

SCHEDULE H, LINE 4i – SCHEDULE OF ASSETS (HELD AT END OF YEAR)  
DECEMBER 31, 2008 (EIN No. 58-2210952 / Plan Number 003)

| (a) | (b)<br>Identity of issue, borrower,<br>lessor, or similar party | (c)<br>Description of investment<br>including maturity date,<br>rate of interest, collateral,<br>par, or maturity value | (d)<br>Cost ** | (e)<br>Current<br>Value |
|-----|---|---|----------------|-------------------------|
|     | INVESCO Stable Value Trust                                      | Common Investment Trust   |                | \$ 23,449,054           |
|     | * ML Equity Index Trust XIII                                    | Common Investment Trust   |                | 11,846,616              |
|     |   |   |                | 35,295,670              |
|     | * AGL Resources Inc.  | Common Stock  |                | 93,138,995              |
|     | Harbor Capital Appreciation Fund                                | Mutual Fund   |                | 12,479,651              |
|     | Dodge & Cox International                                       | Mutual Fund   |                | 1,054,544               |
|     | Diamond Hill Large Cap Fund                                     | Mutual Fund   |                | 19,594,397              |
|     | Wells Fargo Target 2010   | Mutual Fund   |                | 1,182,976               |
|     | Wells Fargo Target 2020   | Mutual Fund   |                | 2,232,866               |
|     | Wells Fargo Target 2030   | Mutual Fund   |                | 1,243,833               |
|     | Wells Fargo Target 2040   | Mutual Fund   |                | 162,615                 |
|     | Wells Fargo Outlook Today                                       | Mutual Fund   |                | 384,619                 |
|     | Artio Intl Equity Fund II CL I                                  | Mutual Fund   |                | 260,508                 |
|     | Aston/River Road Small Mid Cap<br>Fund                          | Mutual Fund   |                | 5,742,081               |
|     | Alger SMidcap Growth Fund CL I                                  | Mutual Fund   |                | 4,820,354               |
|     | Wells Fargo Target 2050   | Mutual Fund   |                | 29,635                  |
|     | Wells Fargo Target 2045   | Mutual Fund   |                | 53,989                  |
|     | Wells Fargo Target 2035   | Mutual Fund   |                | 423,754                 |
|     | Wells Fargo Target 2025   | Mutual Fund   |                | 2,359,005               |

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|                             |             |            |
|-----------------------------|-------------|------------|
| Wells Fargo Target 2015     | Mutual Fund | 2,291,696  |
| American Europacific Growth | Mutual Fund | 12,827,522 |
| Selected American Shares    | Mutual Fund | 1,249,827  |

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AGL RESOURCES INC.  
RETIREMENT SAVINGS PLUS PLAN

SCHEDULE H, LINE 4i – SCHEDULE OF ASSETS (HELD AT END OF YEAR)  
DECEMBER 31, 2008 (EIN No. 58-2210952 / Plan Number 003)

| (a)<br>(b)<br>Identity of issue, borrower,<br>lessor, or similar party | (c)<br>Description of investment<br>including maturity date,<br>rate of interest, collateral,<br>par, or maturity value | (d)<br>Cost ** | (e)<br>Current<br>Value |
|--|---|----------------|-------------------------|
| Western Asset Core Plus Fund   | Mutual Fund   |                | 12,499,093              |
|  |   |                | 80,892,965              |
| * Loans to Participants  | Various Maturities<br>(Interest rates from 4.0% - 10.5%)  |                | 6,130,417               |
|  |   |                | \$ 215,458,047          |

\* Denotes parties-in-interest

\*\* Cost information not required for participant-directed accounts under an individual account Plan.

AGL RESOURCES INC.  
RETIREMENT SAVINGS PLUS PLAN

SCHEDULE G, FINANCIAL TRANSACTION SCHEDULES

Part III - Nonexempt Transactions

DECEMBER 31, 2008 (EIN No. 58-2210952 / Plan Number 003)

| Identity of party involved                                     | Relationship to plan, employer, or other party-in-interest | Description of transactions including maturity date, rate of interest, collateral, par or maturity  | Current value of asset  |
|--|--|---|---|
| 228 RSP Plan participants (names withheld for privacy reasons) | Employee   | The RSP Plan permits participants to borrow from their accounts. The minimum loan amount is \$1,000 and may not exceed the lesser of \$50,000 or 50% of the participant's vested account balance. Loans are secured by the balance in the participant's account and are required to bear an interest rate of prime plus 1%. | The total principal value of the affected loans is approximately \$2.9 million. The actual value related to these transactions equals approximately 1% of the principal value per year that the affected loans are outstanding. Loans are generally repaid through payroll deductions over a period not to exceed 5 years, except for residential loans, which may not exceed 10 years. |

As a result of a programming error during 2008 and part of 2009, new loans to participants were incorrectly charged a lower interest rate at the prime rate rather than prime plus 1%.

AGL Resources Inc. intends to correct the interest rate error through a submission under the voluntary correction procedures ("VCP") of the IRS EPCRS program, as set forth in Revenue Procedure 2008-50.

SIGNATURES

The RSP Plan. Pursuant to the requirements of the Securities Exchange Act of 1934, the Administrative Committee has duly caused this annual report to be signed on its behalf by the undersigned hereunto duly authorized.

AGL RESOURCES INC.  
RETIREMENT SAVINGS PLUS PLAN  
(Name of Plan)

Date: June 29, 2009

/s/ Andrew W. Evans  
Executive Vice President and Chief Financial Officer

EXHIBIT INDEX

| Exhibit Number | Description  |
|----------------|--|
| 23             | Consent of Independent Registered Public Accounting Firm |
| 18             |  |

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