

AGL RESOURCES INC  
Form 10-Q  
November 01, 2012

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

FORM 10-Q

(Mark One)

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF  
THE SECURITIES EXCHANGE ACT OF 1934

For the Quarterly Period Ended September 30, 2012

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF  
THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from      to

Commission File Number 1-14174

AGL RESOURCES INC.

(Exact name of registrant as specified in its charter)

Georgia  
(State or other jurisdiction of incorporation or  
organization)

58-2210952  
(I.R.S. Employer Identification No.)

Ten Peachtree Place NE, Atlanta, Georgia 30309  
(Address and zip code of principal executive offices)

404-584-4000  
(Registrant's telephone number, including area code)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes  No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

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Large accelerated filer

Accelerated filer

Non-accelerated filer  (Do not check if a smaller reporting company) Smaller reporting company

Indicate by check mark whether the registrant is a shell company (as defined in Exchange Act Rule 12b-2). Yes

No

Indicate the number of shares outstanding of each of the issuer's classes of common stock as of the latest practicable date.

Class	Outstanding as of October 23, 2012
Common Stock, \$5.00 Par Value	117,782,207

## AGL RESOURCES INC.

## Quarterly Report on Form 10-Q

For the Quarter Ended September 30, 2012

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Glossary of Key Terms

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## GLOSSARY OF KEY TERMS

2011 Form 10-K	Our Annual Report on Form 10-K for the year ended December 31, 2011, filed with the SEC on February 22, 2012
AGL Capital	AGL Capital Corporation
AGL Credit Facility	\$1.3 billion credit agreement entered into by AGL Capital to support the AGL Capital commercial paper program
Atlanta Gas Light	Atlanta Gas Light Company
Bcf	Billion cubic feet
Central Valley	Central Valley Gas Storage, LLC
Chattanooga Gas	Chattanooga Gas Company
EBIT	Earnings before interest and taxes, a non-GAAP measure that includes operating income and other income and excludes financing costs, including interest on debt and income tax expense each of which we evaluate on a consolidated level. As an indicator of our operating performance, EBIT should not be considered an alternative to, or more meaningful than, earnings before income taxes, or net income attributable to AGL Resources Inc. as determined in accordance with GAAP
ERC	Environmental remediation costs associated with our distribution operations segment
FASB	Financial Accounting Standards Board
FERC	Federal Energy Regulatory Commission
Fitch	Fitch Ratings
GAAP	Accounting principles generally accepted in the United States of America
Georgia Commission	Georgia Public Service Commission, the state regulatory agency for Atlanta Gas Light
Golden Triangle Storage	Golden Triangle Storage, Inc.
Heating Degree Days	A measure of the effects of weather on our businesses, calculated as the extent to which the average daily temperature is less than 65 degrees Fahrenheit
Heating Season	The period from November through March when natural gas usage and operating revenues are generally higher because weather is colder
Horizon Pipeline	Horizon Pipeline Company, LLC
Illinois Commission	Illinois Commerce Commission, the state regulatory agency for Nicor Gas
Jefferson Island	Jefferson Island Storage & Hub, LLC
LIFO	Last-in, first-out, an accounting method used to value inventory
LOCOM	Lower of weighted average cost or current market price
Marketers	Marketers selling retail natural gas in Georgia and certificated by the Georgia Commission
Moody's	Moody's Investors Service
New Jersey BPU	New Jersey Board of Public Utilities, the state regulatory agency for Elizabethtown Gas
Nicor	Nicor Inc. - an acquisition completed in December 2011 and former holding company of Nicor Gas
Nicor Advanced Energy	Prairie Point Energy, LLC, doing business as Nicor Advanced Energy
Nicor Gas	Northern Illinois Gas Company, doing business as Nicor Gas Company
Nicor Gas Credit Facility	\$700 million credit facility entered into by Nicor Gas to support its commercial paper program
Nicor Services	Nicor Energy Services Company
Nicor Solutions	Nicor Solutions, LLC
NUI	NUI Corporation

NYMEX	New York Mercantile Exchange, Inc.
OCI	Other comprehensive income
Operating margin	A non-GAAP measure of income, calculated as operating revenues minus cost of goods sold and revenue tax expense, that excludes operation and maintenance expense, depreciation and amortization, certain taxes other than income taxes, Nicor merger expenses, and gains or losses on the sale of our assets, if any; these items are included in our calculation of operating income as reflected in our Consolidated Statements of Income. Operating margin should not be considered an alternative to, or more meaningful than, operating income as determined in accordance with GAAP
OTC	Over-the-counter
PBR	Performance-based rate, a regulatory plan that ended in 2003, which provided economic incentives based on natural gas cost performance
Piedmont	Piedmont Natural Gas Company, Inc.
PP&E	Property, plant and equipment
S&P	Standard & Poor's Ratings Services
Sawgrass Storage	Sawgrass Storage, LLC
SEC	Securities and Exchange Commission
Sequent	Sequent Energy Management, L.P.
Seven Seas	Seven Seas Insurance Company, Inc.
SNG	Substitute natural gas, a synthetic form of gas manufactured from coal
SouthStar	SouthStar Energy Services LLC
STRIDE	Atlanta Gas Light's Strategic Infrastructure Development and Enhancement program
Term Loan Facility	\$300 million credit agreement entered into by AGL Capital to repay the \$300 million senior notes due in 2011
TEU	Twenty-foot equivalent unit, a measure of volume in containerized shipping equal to one 20-foot-long container
Triton	Triton Container Investments LLC
Tropical Shipping	A wholly owned business and a carrier of containerized freight in the Bahamas and the Caribbean region
VaR	Value at risk is defined as the maximum potential loss in portfolio value over a specified time period that is not expected to be exceeded within a given degree of probability
Virginia Natural Gas	Virginia Natural Gas, Inc.
Virginia Commission	Virginia State Corporation Commission, the state regulatory agency for Virginia Natural Gas
WACOG	Weighted average cost of gas

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## PART I - Financial Information

## Item 1. Condensed Consolidated Financial Statements (Unaudited)

AGL RESOURCES INC. AND SUBSIDIARIES  
CONDENSED CONSOLIDATED STATEMENTS OF FINANCIAL POSITION  
(UNAUDITED)

In millions	September 30, 2012	As of December 31, 2011	September 30, 2011
<b>Current assets</b>			
Cash and cash equivalents	\$91	\$69	\$ 165
Short-term investments	60	53	0
<b>Receivables</b>			
Energy marketing receivables	397	607	512
Gas, unbilled and other receivables	305	692	144
Less allowance for uncollectible accounts	31	15	17
Total receivables	671	1,284	639
Inventories	778	750	635
Regulatory assets	158	131	99
Derivative instruments	144	226	132
Other current assets	233	233	131
Total current assets	2,135	2,746	1,801
<b>Long-term assets and other deferred debits</b>			
Property, plant and equipment	10,281	9,779	6,521
Less accumulated depreciation	2,069	1,879	1,886
Property, plant and equipment, net	8,212	7,900	4,635
Goodwill	1,817	1,813	418
Regulatory assets	1,086	1,079	532
Derivative instruments	15	62	36
Other long-term assets and other deferred debits	330	313	37
Total long-term assets and other deferred debits	11,460	11,167	5,658
Total assets	\$13,595	\$13,913	\$ 7,459
<b>Current liabilities</b>			
Short-term debt	\$1,048	\$1,321	\$ 0
Energy marketing trade payables	444	590	586
Accounts payable - trade	292	294	124
Current portion of long-term debt and capital leases	226	17	17
Customer deposits and credit balances	159	152	39
Accrued regulatory infrastructure program costs	122	131	119
Accrued expenses	119	162	87
Regulatory liabilities	117	112	34
Accrued environmental remediation liabilities	61	37	23
Derivative instruments	37	99	45
Other current liabilities	139	169	66
Total current liabilities	2,764	3,084	1,140
<b>Long-term liabilities and other deferred credits</b>			
Long-term debt	3,330	3,561	2,687
Accumulated deferred income taxes	1,555	1,445	895

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Regulatory liabilities	1,465	1,405	296
Accrued environmental remediation liabilities	365	290	166
Accrued other retirement benefit costs	296	320	29
Accrued pension obligations	213	238	151
Accrued regulatory infrastructure program costs	123	145	138
Derivative instruments	5	11	14
Other long-term liabilities and other deferred credits	81	75	62
Total long-term liabilities and other deferred credits	7,433	7,490	4,438
Total liabilities and other deferred credits	10,197	10,574	5,578
Commitments, guarantees and contingencies (see Note 9)			
Equity			
Common stock, \$5 par value; 750,000,000 shares authorized; outstanding: 117,743,809 shares at September 30, 2012, 117,044,803 shares at December 31, 2011 and 78,539,528 shares at September 30, 2011	590	586	394
Additional paid in capital	2,012	1,989	650
Retained earnings	990	967	977
Accumulated other comprehensive loss	(203 )	(217 )	(151 )
Treasury shares	(8 )	(7 )	(6 )
Total common shareholders' equity	3,381	3,318	1,864
Noncontrolling interest	17	21	17
Total equity	3,398	3,339	1,881
Total liabilities and equity	\$13,595	\$13,913	\$ 7,459

See Notes to Condensed Consolidated Financial Statements (Unaudited).

Glossary of Key Terms



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AGL RESOURCES INC. AND SUBSIDIARIES  
CONDENSED CONSOLIDATED STATEMENTS OF INCOME  
(UNAUDITED)

In millions, except per share amounts	Three months ended September 30,		Nine months ended September 30,	
	2012	2011	2012	2011
Operating revenues (includes revenue taxes of \$8 and \$63 for the three and nine months in 2012)	\$ 614	\$ 295	\$ 2,704	\$ 1,548
Operating expenses				
Cost of goods sold	215	112	1,174	701
Operation and maintenance	212	103	675	351
Depreciation and amortization	104	43	310	126
Taxes other than income taxes	27	11	123	36
Nicor merger expenses	2	2	15	12
Total operating expenses	560	271	2,297	1,226
Operating income	54	24	407	322
Other income	6	1	19	4
Interest expense, net	(45 )	(31 )	(137 )	(92 )
Earnings (loss) before income taxes	15	(6 )	289	234
Income tax expense (benefit)	6	(2 )	106	85
Net income (loss)	9	(4 )	183	149
Less net income (loss) attributable to the noncontrolling interest	0	(1 )	10	10
Net income (loss) attributable to AGL Resources Inc.	\$ 9	\$ (3 )	\$ 173	\$ 139
Per common share data				
Basic earnings (loss) per common share attributable to AGL Resources Inc. common shareholders	\$ 0.08	\$ (0.04 )	\$ 1.48	\$ 1.79
Diluted earnings (loss) per common share attributable to AGL Resources Inc. common shareholders	\$ 0.08	\$ (0.04 )	\$ 1.48	\$ 1.78
Cash dividends declared per common share	\$ 0.46	\$ 0.45	\$ 1.28	\$ 1.35
Weighted-average number of common shares outstanding				
Basic	117.1	78.1	116.9	77.9
Diluted	117.5	78.1	117.3	78.4

See Notes to Condensed Consolidated Financial Statements (Unaudited).

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AGL RESOURCES INC. AND SUBSIDIARIES  
CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (LOSS)  
(UNAUDITED)

In millions	Three months ended		Nine months ended	
	September 30,		September 30,	
	2012	2011	2012	2011
Net income (loss)	\$ 9	\$ (4 )	\$ 183	\$ 149
Other comprehensive income (loss), net of tax				
Retirement benefit plans				
Reclassification of losses and prior service costs to net benefit cost (net of income tax of \$2 and \$6 for the three and nine months ended September 30, 2012)	2	0	10	0
Retirement benefit plans	2	0	10	0
Cash flow hedges, net of tax				
Net derivative instrument losses (gains) arising during the period (net of income tax of \$1 and \$2 for the three and nine months ended September 30, 2012)	2	0	4	(1 )
Cash flow hedges, net	2	0	4	(1 )
Other comprehensive income (loss), net of tax	4	0	14	(1 )
Comprehensive income (loss)	13	(4 )	197	148
Less comprehensive income (loss) attributable to noncontrolling interest	0	(1 )	10	10
Comprehensive income (loss) attributable to AGL Resources Inc.	\$ 13	\$ (3 )	\$ 187	\$ 138

See Notes to Condensed Consolidated Financial Statements (Unaudited).

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AGL RESOURCES INC. AND SUBSIDIARIES  
CONDENSED CONSOLIDATED STATEMENTS OF EQUITY  
(UNAUDITED)

AGL Resources Inc. Shareholders								
In millions, except per share amounts	Common stock		Additional paid-in	Retained	Accumulated other comprehensive	Treasury	Noncontrolling	Total
	Shares	Amount	capital	earnings	loss	shares	interest	
Balance as of December 31, 2010	78.0	\$ 391	\$ 631	\$ 943	\$ (150 )	\$ (2 )	\$ 23	\$ 1,836
Net income	0.0	0	0	139	0	0	10	149
Other comprehensive loss	0.0	0	0	0	(1 )	0	0	(1 )
Dividends on common stock (\$1.35 per share)	0.0	0	0	(105 )	0	0	0	(105 )
Distributions to noncontrolling interest	0.0	0	0	0	0	0	(16 )	(16 )
Stock granted, share-based compensation, net of forfeitures	0.0	0	(5 )	0	0	0	0	(5 )
Stock issued, dividend reinvestment plan	0.2	1	6	0	0	0	0	7
Stock issued, share-based compensation, net of forfeitures	0.3	2	12	0	0	(2 )	0	12
Purchase of treasury shares	0.0	0	0	0	0	(2 )	0	(2 )
Stock-based compensation expense (net of tax)	0.0	0	6	0	0	0	0	6
Balance as of September 30, 2011	78.5	\$ 394	\$ 650	\$ 977	\$ (151 )	\$ (6 )	\$ 17	\$ 1,881

AGL Resources Inc. Shareholders								
In millions, except per share amounts	Common stock		Additional paid-in	Retained	Accumulated other comprehensive	Treasury	Noncontrolling	Total
	Shares	Amount	capital	earnings	loss	shares	interest	
	117.0	\$ 586	\$ 1,989	\$ 967	\$ (217 )	\$ (7 )	\$ 21	\$ 3,339

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Balance as of December 31, 2011								
Net income	0.0	0	0	173	0	0	10	183
Other comprehensive income	0.0	0	0	0	14	0	0	14
Dividends on common stock (\$1.28 per share)	0.0	0	0	(150 )	0	0	0	(150 )
Distributions to noncontrolling interest	0.0	0	0	0	0	0	(14 )	(14 )
Stock granted, share-based compensation, net of forfeitures	0.0	0	(9 )	0	0	0	0	(9 )
Stock issued, dividend reinvestment plan	0.2	1	7	0	0	0	0	8
Stock issued, share-based compensation, net of forfeitures	0.5	3	17	0	0	(1 )	0	19
Stock-based compensation expense (net of tax)	0.0	0	8	0	0	0	0	8
Balance as of September 30, 2012	117.7	\$ 590	\$ 2,012	\$ 990	\$ (203 )	\$ (8 )	\$ 17	\$ 3,398

See Notes to Condensed Consolidated Financial Statements (Unaudited).

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AGL RESOURCES INC. AND SUBSIDIARIES  
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS  
(UNAUDITED)

In millions	Nine months ended	
	September 30,	
	2012	2011
Cash flows from operating activities		
Net income	\$ 183	\$ 149
Adjustments to reconcile net income to net cash flow provided by operating activities		
Depreciation and amortization	310	126
Deferred income taxes	89	105
Change in derivative instrument assets and liabilities	61	51
Changes in certain assets and liabilities		
Receivables, other than energy marketing	403	247
Energy marketing receivables and trade payables, net	64	118
Prepaid taxes	13	(31 )
Trade payables, other than energy marketing	14	(54 )
Inventories	(28 )	4
Accrued expenses	(43 )	(52 )
Other - net	(42 )	(103 )
Net cash flow provided by operating activities	1,024	560
Cash flows from investing activities		
Expenditures for property, plant and equipment	(569 )	(292 )
Net cash flow used in investing activities	(569 )	(292 )
Cash flows from financing activities		
Net payments and borrowings of short-term debt	(273 )	(732 )
Dividends paid on common shares	(150 )	(105 )
Payment of medium-term notes	(15 )	0
Distribution to noncontrolling interest	(14 )	(16 )
Proceeds from termination of interest rate swap	17	0
Payment of senior notes	0	(300 )
Payments of term loan facility	0	(150 )
Proceeds from term loan facility	0	150
Issuance of senior notes	0	1,014
Other	2	12
Net cash flow used in financing activities	(433 )	(127 )
Net increase in cash and cash equivalents	22	141
Cash and cash equivalents at beginning of period	69	24
Cash and cash equivalents at end of period	\$ 91	\$ 165
Cash paid during the period for		
Interest	\$ 142	\$ 95
Income taxes	\$ 4	\$ 10

See Notes to Condensed Consolidated Financial Statements (Unaudited).

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EAGL RESOURCES INC. AND SUBSIDIARIES NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)

Note 1 - Organization and Basis of Presentation

General

AGL Resources Inc. is an energy services holding company that conducts substantially all of its operations through its subsidiaries. Unless the context requires otherwise, references to “we,” “us,” “our,” the “company,” or “AGL Resources” mean consolidated AGL Resources Inc. and its subsidiaries.

On December 9, 2011, we closed our merger with Nicor and created a combined company with increased scale and scope in the distribution, storage and transportation of natural gas. As such, the businesses acquired as part of the merger are included for 2012, but not for the three and nine months ended or as of September 30, 2011 in our unaudited Condensed Consolidated Financial Statements. See Note 3 for additional information.

As a result of the Nicor merger, AGL Resources shareholders of record as of the close of business on December 8, 2011, received a pro rata dividend for the stub period, accruing from November 19, 2011. The dividend payments made in February 2012 were reduced by this stub period dividend.

The December 31, 2011 Condensed Consolidated Statement of Financial Position data was derived from our audited financial statements, but does not include all disclosures required by GAAP. We have prepared the accompanying unaudited Condensed Consolidated Financial Statements under the rules and regulations of the SEC. In accordance with such rules and regulations, we have condensed or omitted certain information and notes normally included in financial statements prepared in conformity with GAAP. Our unaudited Condensed Consolidated Financial Statements reflect all adjustments of a normal recurring nature that are, in the opinion of management, necessary for a fair presentation of our financial results for the interim periods. You should read these unaudited Condensed Consolidated Financial Statements in conjunction with our Consolidated Financial Statements and related notes included in Item 8 of our 2011 Form 10-K.

Due to the seasonal nature of our business and other factors, our results of operations and our financial condition for the periods presented are not necessarily indicative of the results of operations and financial condition to be expected as of or for any other period.

Basis of Presentation

Our unaudited Condensed Consolidated Financial Statements include our accounts, the accounts of our wholly owned subsidiaries, the accounts of our majority owned and controlled subsidiaries and the accounts of our consolidated variable interest entity (VIE) for which we are the primary beneficiary. For unconsolidated entities that we do not control, but exercise significant influence over, we use the equity method of accounting and our proportionate share of income or loss is recorded in the unaudited Condensed Consolidated Statements of Income. See Note 8 for additional information. We have eliminated intercompany profits and transactions in consolidation except for intercompany profits where recovery of such amounts are probable under the affiliates’ rate regulation process.

Certain amounts from prior periods have been reclassified and revised to conform to the current period presentation. The reclassifications and revisions had no material impact on our prior period balances.

Note 2 - Significant Accounting Policies and Methods of Application

Our accounting policies are described in Note 2 to our Consolidated Financial Statements and related notes included in Item 8 of our 2011 Form 10-K. There were no significant changes to our accounting policies during the nine months ended September 30, 2012.

#### Use of Accounting Estimates

The preparation of our financial statements in conformity with GAAP requires us to make estimates and judgments that affect the reported amounts of assets, liabilities, revenues and expenses and the related disclosures. Our estimates are based on historical experience and various other assumptions that we believe to be reasonable under the circumstances. Our estimates may involve complex situations requiring a high degree of judgment either in the application and interpretation of existing literature or in the development of estimates that impact our financial statements. The most significant estimates relate to our pipeline replacement program accruals, environmental liability accruals, uncollectible accounts and other allowances for contingent losses, goodwill and intangible assets, retirement plan benefit obligations, derivative and hedging activities and provisions for income taxes. We evaluate our estimates on an ongoing basis and our actual results could differ from our estimates.

#### Glossary of Key Terms



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## Investments

Our investments in debt and equity securities are as follows:

In millions	September 30, 2012	December 31, 2011	September 30, 2011
Money market funds			
(1)	\$ 69	\$ 59	\$ 0
Corporate bonds (2)	6	6	0
Other investments (2)	4	7	0
Total	\$ 79	\$ 72	\$ 0

(1) Categorized as trading.

(2) Categorized as held-to-maturity.

Investments in debt and equity securities are classified on our unaudited Condensed Consolidated Statements of Financial Position as follows:

In millions	September 30, 2012	December 31, 2011	September 30, 2011
Cash and cash equivalents	\$ 10	\$ 9	\$ 0
Short-term investments	60	53	0
Other long-term assets and other deferred debits	9	10	0
Total	\$ 79	\$ 72	\$ 0

## Inventories

Nicor Gas' inventory is carried at cost on a LIFO basis. Inventory decrements occurring during interim periods that are expected to be restored prior to year-end are charged to cost of goods sold at the estimated annual replacement cost, and the difference between this cost and the actual liquidated LIFO layer cost is recorded as a temporary LIFO inventory liquidation. This inventory decrement is classified in other current liabilities on our unaudited Condensed Consolidated Statements of Financial Position. Interim inventory decrements not expected to be restored prior to year-end are charged to cost of goods sold at the actual LIFO cost of the layers liquidated. As of September 30, 2012 and 2011, there was no inventory decrement.

Our retail operations, wholesale services and midstream operations segments evaluate the weighted average cost of their natural gas inventories against market prices to determine whether any declines in market prices below the WACOG are other-than-temporary. For any declines considered to be other-than-temporary, we record adjustments to reduce the weighted average cost of the natural gas inventory to market price. Consequently, as a result of declining natural gas prices during certain periods presented, retail operations, wholesale services and midstream operations recorded LOCOM adjustments to cost of goods sold in the following amounts to reduce the value of their inventories to market value.

In millions	Three months ended		Nine months ended	
	September 30, 2012	September 30, 2011	September 30, 2012	September 30, 2011

Retail operations	\$ 0	\$ 0	\$ 3	\$ 0
Wholesale services	0	9	18	9
Midstream operations	0	0	1	0

### Energy Marketing Receivables and Payables

Our wholesale services segment provides services to retail and wholesale marketers and utility and industrial customers. These customers, also known as counterparties, utilize netting agreements, which enable our wholesale services segment to net receivables and payables by counterparty. Wholesale services also nets across product lines and against cash collateral, provided the master netting and cash collateral agreements include such provisions. While the amounts due from or owed to wholesale services' counterparties are settled net, they are recorded on a gross basis in our unaudited Condensed Consolidated Statements of Financial Position as energy marketing receivables and energy marketing payables.

Our wholesale services segment has some trade and credit contracts that have explicit minimum credit rating requirements. These credit rating requirements typically give counterparties the right to suspend or terminate credit if our credit ratings are downgraded to non-investment grade status. Under such circumstances, wholesale services would need to post collateral to continue transacting business with some of its counterparties. No collateral has been posted under such provisions since our credit ratings have always exceeded the minimum requirements. As of September 30, 2012, December 31, 2011 and September 30, 2011, the collateral that wholesale services would have been required to post if our credit ratings had been downgraded to non-investment grade status would not have had a material impact to our consolidated results of operations, cash flows or financial condition. However, if such collateral were not posted, wholesale services' ability to continue transacting business with these counterparties would be negatively impacted.

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## Regulatory Assets and Liabilities

We account for the financial effects of regulation in accordance with authoritative guidance related to regulated entities whose rates are designed to recover the costs of providing service. In accordance with this guidance, incurred costs and estimated future expenditures that would otherwise be charged to expense in the current period are capitalized as regulatory assets when it is probable that such costs or expenditures will be recovered in future rates. Similarly, we recognize regulatory liabilities when it is probable that regulators will require customer refunds through future rates or when revenue is collected from customers for expenditures that have not yet been incurred. Generally, regulatory assets are amortized into expense and regulatory liabilities are amortized into income over the period authorized by the regulatory commissions. We are not aware of any evidence that these costs will not be recoverable through either rate riders or base rates, and we believe that we will be able to recover these costs consistent with our historical recoveries. In the event that the authoritative guidance related to regulated operations were no longer applicable, we would recognize a write-off of regulatory assets that would result in a charge to net income, and be classified as an extraordinary item.

Our regulatory assets and liabilities are summarized in the following table:

In millions	September 30, 2012 (1)	December 31, 2011 (2)	September 30, 2011
Regulatory assets			
Recoverable regulatory infrastructure program costs	\$ 46	\$ 48	\$ 62
Recoverable ERC	33	7	7
Recoverable pension and other retirement benefit costs	27	29	0
Other	52	47	30
Total regulatory assets - current	158	131	99
Regulatory assets			
Recoverable ERC	421	351	213
Recoverable regulatory infrastructure program costs	286	305	269
Recoverable pension and other retirement benefit costs	228	263	10
Long-term debt fair value adjustment	92	99	0
Other	59	61	40
Total regulatory assets - noncurrent	1,086	1,079	532
Total regulatory assets	\$ 1,244	\$ 1,210	\$ 631
Regulatory liabilities			
Accrued natural gas costs	\$ 62	\$ 53	\$ 26
Bad debt rider	30	30	0
Accumulated removal costs	14	14	0
Other	11	15	8
Total regulatory liabilities - current	117	112	34
Regulatory liabilities			
Accumulated removal costs	1,381	1,321	254
Unamortized investment tax credit	30	32	11

Regulatory income tax liability	23	27	14
Bad debt rider	16	14	0
Other	15	11	17
Total regulatory liabilities - noncurrent	1,465	1,405	296
Total regulatory liabilities	\$ 1,582	\$ 1,517	\$ 330

- (1) The increase in regulatory assets and liabilities from December 31, 2011, includes an increase in recoverable ERC due to revised estimates of our ERC liabilities made during the second quarter of 2012 of \$103 million, which primarily related to Nicor Gas' former manufactured gas plant sites in Illinois. See Note 9 - Commitments, Guarantees and Contingencies for additional ERC disclosures.
- (2) The increase in regulatory assets and liabilities from September 30, 2011, includes \$545 million related to the addition of Nicor Gas' regulatory assets and includes \$1,330 million related to the addition of Nicor Gas' regulatory liabilities.

There have been no significant new types of regulatory assets or liabilities from those discussed in Note 2 to our Consolidated Financial Statements and related notes in Item 8 of our 2011 Form 10-K.

#### Fair Value Measurements

We have financial and nonfinancial assets and liabilities subject to fair value measures. The financial assets and liabilities include cash and cash equivalents, receivables, derivative assets and liabilities, accounts payable and debt. The carrying values of cash and cash equivalents, short and long-term investments, derivative assets and liabilities, short-term debt, other current assets and liabilities and accrued interest approximate fair value. The nonfinancial assets and liabilities include pension and other retirement benefits, which are presented in Note 4 to our Consolidated Financial Statements and in related notes included in Item 8 of our 2011 Form 10-K.

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As defined in the authoritative guidance related to fair value measurements and disclosures, 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). We utilize market data or assumptions that market participants would use in valuing the asset or liability, including assumptions about risk and the risks inherent in the inputs to the valuation technique. These inputs can be readily observable, market corroborated or generally unobservable. We primarily apply the market approach for recurring fair value measurements to utilize the best available information. Accordingly, we use valuation techniques that maximize the use of observable inputs and minimize the use of unobservable inputs. We classify fair value balances based on the reliability of those inputs in accordance with the fair value hierarchy.

Natural Gas Derivative Instruments

The fair value of the natural gas derivative instruments that we use to manage exposures arising from changing natural gas prices reflects the estimated amounts that we would receive or pay to terminate or close the contracts at the reporting date, taking into account the current unrealized gains or losses on open contracts. We use external market quotes and indices to value substantially all of our derivative instruments. See Note 5 for additional derivative disclosures.

Distribution Operations Nicor Gas, subject to review by the Illinois Commission, and Elizabethtown Gas, in accordance with a directive from the New Jersey BPU, enter into derivative instruments to hedge the impact of market fluctuations in natural gas prices. In accordance with the authoritative guidance related to derivatives and hedging, such derivative transactions are accounted for at fair value each reporting period in our unaudited Condensed Consolidated Statements of Financial Position. In accordance with regulatory requirements, any realized gains and losses related to these derivatives are reflected in natural gas costs and ultimately included in billings to customers. Thus, hedge accounting is not elected and, in accordance with accounting guidance pertaining to rate-regulated entities, unrealized changes in the fair value of these derivative instruments are deferred or accrued as regulatory assets or liabilities until the related revenue is recognized.

Nicor Gas also enters into swap agreements to reduce the earnings volatility of certain forecasted operating costs arising from fluctuations in natural gas prices, such as the purchase of natural gas for company use. These derivative instruments are carried at fair value. To the extent hedge accounting is not elected, changes in such fair values are recorded in the current period as operation and maintenance expense.

Retail Operations We have designated a portion of our derivative instruments, consisting of financial swaps to manage the risk associated with forecasted natural gas purchases and sales, as cash flow hedges under the authoritative guidance related to derivatives and hedging. We record derivative gains or losses arising from cash flow hedges in OCI and reclassify them into earnings in the same period as the settlement of the underlying hedged item.

We currently have minimal hedge ineffectiveness, defined as when the gains or losses on the hedging instrument do not offset the losses or gains on the hedged item. This cash flow hedge ineffectiveness is recorded in cost of goods sold in our unaudited Condensed Consolidated Statements of Income in the period in which it occurs. We have not designated the remainder of our derivative instruments as hedges under the authoritative guidance related to derivatives and hedging and, accordingly, we record changes in the fair value of such instruments within cost of goods sold in our Consolidated Statements of Income in the period of change.

We enter into weather derivative contracts as economic hedges of operating margins in the event of warmer than normal weather in the Heating Season. We account for these contracts using the intrinsic value method under the authoritative guidance related to financial instruments and changes in intrinsic value are reflected in cost of goods sold on our unaudited Condensed Consolidated Statements of Income.

**Wholesale Services** We purchase natural gas for storage when the current market price we pay to buy and transport natural gas plus the cost to store the natural gas is less than the market price we can receive in the future, resulting in a positive net operating margin. We use NYMEX futures contracts and OTC derivatives to sell natural gas at that future price to substantially lock in the operating margin we will ultimately realize when the stored natural gas is sold. We also enter into transactions to secure transportation capacity between two delivery points in order to serve our customers and various markets. We use NYMEX futures and OTC derivatives to capture the price differential or spread between the locations served by the capacity in order to substantially lock in the operating margin we will ultimately realize when we physically flow natural gas between the two delivery points. These contracts generally meet the definition of derivatives under the authoritative guidance related to derivatives and hedging and are carried at fair value in our unaudited Condensed Consolidated Statements of Financial Position, with changes in fair value recorded in our unaudited Condensed Consolidated Statements of Income in the period of change. These futures contracts are not designated as hedges as may be permitted under the accounting guidance.

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The purchase, transportation, storage and sale of natural gas are accounted for on a weighted average cost or accrual basis, as appropriate, rather than on the fair value basis we utilize for the derivatives used to mitigate the natural gas price risk associated with our storage and transportation portfolio. Further, we incur monthly demand charges for the contracted storage and transportation capacity, and payments associated with asset management agreements and record these demand charges and payments in our unaudited Condensed Consolidated Statements of Income in the period they are incurred. This difference in accounting can result in volatility in our reported earnings, even though the economic margin is essentially unchanged from the date the transactions were consummated.

## Interest Rate Swaps

The cash proceeds received in 2012 from the termination of an interest rate swap is classified as a financing activity on our Condensed Consolidated Statements of Cash Flows. Our policy is to classify derivative cash flows in the same category as the hedged item, rather than by the nature of the instrument.

## Earnings Per Common Share

We compute basic earnings per common share attributable to AGL Resources Inc. common shareholders by dividing our income attributable to AGL Resources Inc. by the daily weighted average number of common shares outstanding. Diluted earnings per common share attributable to AGL Resources Inc. common shareholders reflect the potential reduction in earnings per common share attributable to AGL Resources Inc. common shareholders that could occur when potentially dilutive common shares are added to common shares outstanding. The increase in weighted average shares is primarily due to the issuance of 38.2 million shares in connection with the Nicor merger in December 2011.

We derive our potentially dilutive common shares by calculating the number of shares issuable under restricted stock, restricted stock units and stock options. The vesting of certain shares of the restricted stock and restricted stock units depends on the satisfaction of defined performance criteria. The future issuance of shares underlying the outstanding stock options depends on whether the exercise prices of the stock options are less than the average market price of the common shares for the respective periods.

The following table shows the calculation of our diluted shares attributable to AGL Resources Inc. common shareholders for the periods presented, if performance units currently earned under the plan ultimately vest and if stock options currently exercisable at prices below the average market prices are exercised:

In millions (except per share amounts)	Three months ended September 30,		Nine months ended September 30,	
	2012	2011	2012	2011
Net income (loss) attributable to AGL Resources Inc.	\$ 9	\$ (3 )	\$ 173	\$ 139
Denominator:				
Basic weighted average number of shares outstanding (1)	117.1	78.1	116.9	77.9
Effect of dilutive securities	0.4	0.0	0.4	0.5
Diluted weighted average number of shares outstanding	117.5	78.1	117.3	78.4
Basic and diluted earnings (loss) per share				
Basic	\$ 0.08	\$ (0.04 )	\$ 1.48	\$ 1.79

Diluted	\$ 0.08	\$ (0.04 )	\$ 1.48	\$ 1.78
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(1) Daily weighted average shares outstanding.

There were no anti-dilutive shares for the three and nine months ended September 30, 2012 and 2011. As such, no shares were excluded from the computation of diluted earnings per common share attributable to AGL Resources Inc.

#### Accounting Developments

On January 1, 2012, we adopted authoritative guidance related to fair value measurements. The guidance expands the qualitative and quantitative disclosures required for Level 3 significant unobservable inputs. The guidance also limits the application of the highest and best use premise to non-financial assets and liabilities. This guidance had no impact on our unaudited Condensed Consolidated Financial Statements. See Note 4 for additional fair value disclosures.

On January 1, 2012, we adopted authoritative guidance related to comprehensive income. The guidance eliminates the option to present OCI in the unaudited Condensed Consolidated Statements of Equity, but allows companies to elect to present net income and OCI in one continuous statement (unaudited Condensed Consolidated Statements of Comprehensive Income) or in two consecutive statements. This guidance does not change any of the components of net income or OCI, and earnings per share will continue to be calculated based on net income. This guidance did not have a material impact on our unaudited Condensed Consolidated Financial Statements.

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## Note 3 - Merger with Nicor

On December 9, 2011, we completed our \$2.5 billion merger with Nicor. The allocation of the total purchase consideration transferred in the merger to the fair value of assets acquired and liabilities assumed included adjustments for the fair value of Nicor's assets and liabilities. The allocation of the purchase price was as follows:

In millions	
Current assets	\$ 955
Property, plant and equipment	3,192
Goodwill	1,403
Other noncurrent assets, excluding goodwill	889
Current liabilities	(1,194)
Long-term debt	(599 )
Other noncurrent liabilities	(2,143)
Total purchase consideration	\$ 2,503

The allocation of purchase price in the table above reflects refinements made since the merger date primarily related to increased ERC liabilities for our sites in Illinois, increased fair value of certain non-utility land, reduced fair value of certain property, plant and equipment and reclassifying a portion of the ERC liability from long-term to current. The impact of the refinements on the depreciation and amortization of purchase accounting adjustments was not material.

The estimated fair values of the assets acquired and liabilities assumed were determined based on the accounting guidance for fair value measurements under GAAP. The estimated fair value measurements assume the highest and best use of the assets by market participants, considering the use of the asset that is physically possible, legally permissible and financially feasible at the measurement date. While the purchase accounting is substantially complete, modifications to the purchase price allocation may occur as a result of our continuing review of the assumptions and estimates underlying the allocation of the purchase price.

We concluded that net book value is a reasonable estimate of fair value for Nicor's tangible and intangible assets and liabilities that are explicitly subject to cost-of-service ratemaking. The company determined the fair value of Nicor's long-term debt using the income approach, and used a discounted cash flow technique that incorporates a market interest yield curve with adjustments for duration, optionality and risk profile. As a result, our purchase price allocation included an adjustment of \$99 million to step-up the basis of Nicor's long-term debt to fair value as of the merger date. A corresponding regulatory asset was recorded in connection with the fair value adjustment of the debt. While the regulatory asset related to debt is not included in rate base, the costs are recovered over the term of the debt through the authorized rate of return component of base rates. The following table summarizes our purchase price allocation for Nicor Gas' regulatory assets and liabilities:

In millions	
Current assets	\$ 59

Other noncurrent assets, excluding goodwill	567
Current liabilities	(107 )
Other noncurrent liabilities	(1,138)

For all other assets and liabilities acquired from Nicor, we considered the income, market and cost approaches to determining fair value. The income approach estimates the fair value by discounting the projected future cash flows at our weighted average cost of capital. We utilized this approach to obtain the business enterprise values for each reporting unit. Additionally, we used the income approach to determine the fair values for intangible trade names and customer relationship assets.

The market approach is based on the premise that the fair value can be determined through the use of prices and other relevant information generated by market transactions involving identical or comparable assets or liabilities. Finally, the cost approach utilizes the concept of replacement cost as an indicator of fair value. We applied the market and cost approaches to estimate the fair value of the property, plant and equipment. Our valuations included a \$28 million step-up for Nicor's non-regulated property, plant and equipment. This was primarily related to the vessels and related equipment in our cargo shipping segment. The excess of the purchase price paid over the estimated fair values of the assets acquired and liabilities assumed was recognized as goodwill, which is not deductible for tax purposes. A summary by operating segment of the allocation of total goodwill as of September 30, 2012 follows:

In millions	Distribution operations	Retail operations	Midstream operations	Cargo shipping	Consolidated
AGL Resources' legacy goodwill	\$ 400	\$ 0	\$ 14	\$ 0	\$ 414
Merger with Nicor	1,191	122	0	90	1,403
Total goodwill	\$ 1,591	\$ 122	\$ 14	\$ 90	\$ 1,817

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The fair value of the intangible assets recorded as result of the merger is as follows:

In millions	Fair Value	Weighted average amortization period
Trade names:		
Retail operations	\$ 29	15 years
Cargo shipping	15	15 years
Customer relationships:		
Retail operations	53	10 years
Cargo shipping	4	18 years
Total	\$ 101	

The fair value measurements of intangible assets were primarily based on significant unobservable inputs and represent Level 3 measurements as defined in accounting guidance for fair value measurements.

Within our operating expenses, we recognized merger expenses of \$2 million (\$1 million net of tax) for the three months ended September 30, 2012 compared to \$2 million (\$1 million net of tax) recorded by AGL Resources during the same period in 2011. We recognized \$15 million (\$9 million net of tax) of merger expenses during the nine months ended September 30, 2012 compared to \$12 million (\$7 million net of tax) recorded by AGL Resources for the same period in 2011. These costs were expensed as incurred. In addition, our 2011 unaudited Condensed Consolidated Statements of Income include incremental debt issuance costs and interest expense related to financing the cash portion of the purchase consideration in advance of the merger closing date. The expense included in the three months ended September 30, 2011 was \$6 million (\$4 million net of tax) and the expense included in the nine months ended September 30, 2011 was \$14 million (\$9 million net of tax).

Pro forma financial information The following unaudited pro forma financial information reflects our consolidated results of operations as if the merger with Nicor had taken place on January 1, 2011. The unaudited pro forma information has been calculated after conforming our accounting policies and adjusting Nicor's results to reflect the depreciation and amortization that would have been charged assuming fair value adjustments to property, plant and equipment, debt and intangible assets had been applied on January 1, 2011, together with the consequential tax effects.

AGL Resources and Nicor together incurred approximately \$96 million of costs directly related to the merger in the twelve months ended December 31, 2011 and \$29 million in the nine months ended September 30, 2011. These expenses are excluded from the pro forma earnings presented below.

The unaudited pro forma financial information has been presented for illustrative purposes only and is not necessarily indicative of results of operations that would have been achieved had the pro forma events taken place on the dates indicated, or of the future consolidated results of operations of the combined company.

In millions, except per share amounts	Twelve months ended December 31, 2011	Nine months ended September 30, 2011
Total revenues	\$ 4,680	\$ 3,410

Net income attributable to AGL Resources Inc.	\$ 304	\$ 201
Basic earnings per common share	\$ 2.62	\$ 1.74
Diluted earnings per common share	\$ 2.61	\$ 1.73

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## Note 4 - Fair Value Measurements

The methods used to determine the fair value of our assets and liabilities are described within Note 2 - Significant Accounting Policies and Methods of Application.

## Derivative Instruments

The following table summarizes, by level within the fair value hierarchy, our derivative assets and liabilities that were accounted for at fair value on a recurring basis as of the periods presented. See Note 5 - Derivative Instruments for additional derivative instrument information.

In millions	September 30, 2012		Recurring fair values Derivative instruments December 31, 2011		September 30, 2011	
	Assets (1)	Liabilities	Assets (1)	Liabilities	Assets (1)	Liabilities
Natural gas derivatives						
Quoted prices in active markets (Level 1)	\$11	\$(55 )	\$11	\$(145 )	\$8	\$(72 )
Significant other observable inputs (Level 2)	100	(33 )	229	(68 )	120	(39 )
Netting of cash collateral	47	46	32	115	27	52
Total carrying value (2) (3)	\$158	\$(42 )	\$272	\$(98 )	\$155	\$(59 )
Interest rate derivatives						
Significant other observable inputs (Level 2)	\$0	\$0	\$13	\$(13 )	\$13	\$0

(1) \$1 million premium at September 30, 2012, \$3 million at December 31, 2011 associated with weather derivatives and less than \$1 million premium at September 30, 2011 have been excluded as they are accounted for based on intrinsic value.

(2) There were no material unobservable inputs (Level 3) for any of the periods presented.

(3) There were no material transfers between Level 1, Level 2, or Level 3 for any of the periods presented.

## Money Market Funds

In millions	September 30, 2012	December 31, 2011	September 30, 2011
Money market funds			
(1)	\$ 69	\$ 59	\$ 0

(1) Recorded at fair value and classified as Level 1 within the fair value hierarchy.

## Debt

Our long-term debt is recorded at amortized cost, with the exception of Nicor Gas' first mortgage bonds, which are recorded at acquisition date fair value. We estimate the fair value of our debt using a discounted cash flow technique that incorporates a market interest yield curve with adjustments for duration, optionality and risk profile. The following table presents the amortized cost and fair value of our long-term debt as of the following dates:

In millions	September 30, 2012	December 31, 2011	September 30, 2011

Long-term debt amortized cost (1)	\$ 3,556	\$ 3,578	\$ 2,704
Long-term debt fair value (1) (2)	4,100	3,938	3,061

(1) September 30, 2012 includes current portion of long-term debt and capital leases of \$226 million as well as the debt assumed in the Nicor merger with a carrying value of \$592 million. December 31, 2011 includes current portion of long-term debt and capital leases of \$17 million as well as the debt assumed in the Nicor merger with a stepped-up carrying value of \$599 million. September 30, 2011 includes current portion of long-term debt and capital leases of \$17 million.

(2) Valued using Level 2 inputs.

#### Note 5 - Derivative Instruments

A description of our objectives and strategies for using derivative instruments, related accounting policies and methods used to determine their fair value are described in Note 2 - Significant Accounting Policies and Methods of Application. See Note 4 - Fair Value Measurements for additional fair value disclosures.

Certain of our derivative instruments contain credit-risk-related or other contingent features that could increase the payments for collateral we post in the normal course of business when our financial instruments are in net liability positions. As of September 30, 2012 for agreements with such features, derivative instruments with liability fair values totaled approximately \$42 million for which we had posted no collateral to our counterparties. In addition, our energy marketing receivables and payables, which also have credit-risk-related or other contingent features, are discussed in Note 2. Our derivative instrument activities are included within operating cash flows as an adjustment to net income and were \$61 million for the nine months ended September 30, 2012 and \$51 million for the nine months ended September 30, 2011. See Note 4 - Fair Value Measurements for additional derivative instrument information.

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The following table summarizes the various ways in which we account for our derivative instruments and the impact on our Consolidated Financial Statements:

Accounting Treatment	Recognition and Measurement	
	Statement of Financial Position	Income Statement
Cash flow hedge	Derivative carried at fair value	Ineffective portion of the gain or loss on the derivative instrument is recognized in earnings
	Effective portion of the gain or loss on the derivative instrument is reported initially as a component of accumulated OCI (loss)	Effective portion of the gain or loss on the derivative instrument is reclassified out of accumulated OCI (loss) and into earnings when the hedged transaction affects earnings
Fair value hedge	Derivative carried at fair value	Gains or losses on the derivative instrument and the hedged item are recognized in earnings. As a result, to the extent the hedge is effective, the gains or losses will offset and there is no impact on earnings. Any hedge ineffectiveness will impact earnings.
	Changes in fair value of the hedged item are recorded as adjustments to the carrying amount of the hedged item	
Not designated as hedges	Derivative carried at fair value	Realized and unrealized gains or losses on the derivative instrument are recognized in earnings
	Distribution operations' gains and losses on derivative instruments are deferred as regulatory assets or liabilities until included in cost of goods sold	The gain or loss on these derivative instruments is reflected in natural gas costs and is ultimately included in billings to customers

## Distribution Operations

The following amounts represent realized losses related to hedging natural gas costs:

In millions	Three months ended September 30,		Nine months ended September 30,	
	2012	2011	2012	2011
Nicor Gas	\$ 12	n/a	\$ 60	n/a
Elizabethtown Gas	6	6	23	19

## Quantitative Disclosures Related to Derivative Instruments

As of the periods presented, our derivative instruments were comprised of both long and short natural gas positions. A long position is a contract to purchase natural gas, and a short position is a contract to sell natural gas. We had net long natural gas contracts outstanding in the following quantities:

## Natural gas contracts

In Bcf	September 30, 2012 (1)	December 31, 2011 (2)	September 30, 2011
	Hedge designation:	(2)	
Cash flow	7	5	4
Not designated	35	186	161
Total	42	191	165

Hedge position:

Short	(1,994 )	(1,680 )	(1,624 )
Long	2,036	1,871	1,789
Net long position	42	191	165

- (1) Approximately 99% of these contracts have durations of two years or less and the remaining
- (2) 1% expire between 2 to 6 years.
- (3) Volumes related to Nicor Gas exclude variable-priced contracts, which are accounted for as derivatives, but whose fair values are not directly impacted by changes in commodity prices.

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## Derivative Instruments Impacts on the Unaudited Condensed Consolidated Statements of Financial Position

The following table presents the fair value and unaudited Condensed Consolidated Statements of Financial Position classification of our derivative instruments as of the periods presented:

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In millions	Unaudited Condensed Consolidated Statements of Financial Position Location (1) (2)	Sept. 30, 2012	Dec. 31, 2011	Sept. 30, 2011
Designated as cash flow and fair value hedges				
Asset Instruments				
Current natural gas contracts	Derivative instruments assets and liabilities - current portion	\$ 4	\$ 9	\$ 8
Interest rate swap agreements	Derivative instruments assets - long-term portion	0	13	13
Liability Instruments				
Current natural gas contracts	Derivative instruments assets and liabilities - current portion	(3 )	(12 )	(8 )
Interest rate swap agreements	Derivative instruments liabilities - long-term portion	0	(13 )	0
Total		1	(3 )	13
Not designated as cash flow hedges				
Asset Instruments				
Current natural gas contracts	Derivative instruments assets and liabilities - current portion	427	706	470
Noncurrent natural gas contracts	Derivative instruments assets and liabilities	54	133	76
Liability Instruments				
Current natural gas contracts	Derivative instruments assets and liabilities - current portion	(408 )	(689 )	(447 )
Noncurrent natural gas contracts	Derivative instruments assets and liabilities	(50 )	(116 )	(82 )
Total		23	34	17
Total derivative instruments		\$ 24	\$ 31	\$ 30

(1) These amounts are netted within our unaudited Condensed Consolidated Statements of Financial Position for amounts which we have netting arrangements with the counterparties.

(2) As required by the authoritative guidance related to derivatives and hedging, the fair value amounts are presented on a gross basis. As a result, the amounts do not include cash collateral held on deposit in broker margin accounts of \$93 million as of September 30, 2012, \$147 million as of December 31, 2011 and \$79 million as of September 30, 2011. Accordingly, these amounts will differ from the amounts presented on our unaudited Condensed Consolidated Statements of Financial Position and the fair value information presented for our derivative instruments in the recurring fair values table of Note 4.

## Derivative Instruments Impacts on the Unaudited Condensed Consolidated Statements of Income

The following table presents the gain (loss) on derivative instruments in our unaudited Condensed Consolidated Statements of Income for the periods presented:

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In millions	For the three months ended September 30,		For the nine months ended September 30,	
	2012	2011	2012	2011
Designated as cash flow hedges				
Natural gas contracts - net loss reclassified from OCI into cost of goods sold for settlement of hedged item	\$ (6 )	\$ (1 )	\$ (2 )	\$ (2 )
Natural gas contracts - net gain reclassified from OCI into operation and maintenance for settlement of hedged item	(2 )	0	(1 )	0
Interest rate swaps - gain recognized in OCI and ineffectiveness recorded as an offset to interest expense	2	2	(1 )	2
Not designated as hedges				
Natural gas contracts - net (loss) gain fair value adjustments recorded in operating revenues (1)	(17 )	0	(40 )	12
Natural gas contracts - net loss fair value adjustments recorded in cost of goods sold (2)	1	0	(2 )	(2 )
Total gain (loss) on derivative instruments	\$ (22 )	\$ 1	\$ (46 )	\$ 10

(1) Associated with the fair value of existing derivative instruments at September 30, 2012 and 2011.

(2) Excludes gains recorded in cost of goods sold associated with weather derivatives of \$14 million for the nine months ended September 30, 2012 and \$4 million for the nine months ended September 30, 2011.

Any amounts recognized in operating income, related to ineffectiveness or due to a forecasted transaction that is no longer expected to occur were immaterial for the nine months ended September 30, 2012 and 2011.

Our expected net loss to be reclassified from OCI into cost of goods sold, operation and maintenance expense, and operating revenues and recognized in our unaudited Condensed Consolidated Statements of Income over the next 12 months is \$3 million. These pre-tax deferred losses are recorded in OCI related to natural gas derivative contracts. The expected losses are based upon the fair values of these financial instruments at September 30, 2012.

There have been no other significant changes to our derivative instruments, as described in Note 2 and Note 4 to our Consolidated Financial Statements and related notes included in Item 8 of our 2011 Form 10-K.

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## Note 6 - Employee Benefit Plans

## Pension Benefits

We sponsor three tax-qualified defined benefit pension plans for our eligible employees: the Nicor Gas Retirement Plan, the AGL Retirement Plan and the NUI Retirement Plan. A defined benefit plan specifies the amount of benefits an eligible participant eventually will receive using information about the participant. Following are the combined cost components of our three defined benefit pension plans for the periods indicated:

In millions	Three months ended September 30,		Nine months ended September 30,	
	2012	2011	2012	2011
Service cost	\$ 7	\$ 3	\$ 21	\$ 10
Interest cost	10	7	32	21
Expected return on plan assets	(16 )	(7 )	(48 )	(23 )
Net amortization of prior service cost	0	(1 )	(1 )	(2 )
Recognized actuarial loss	9	3	26	10
Net pension benefit cost	\$ 10	\$ 5	\$ 30	\$ 16

## Other Defined Retirement Benefits

We sponsor two defined benefit retirement health care plans for our eligible employees: the Health and Welfare Plan for Retirees and Inactive Employees of AGL Resources Inc. (AGL Welfare Plan) and the Nicor Gas Welfare Benefit Plan (Nicor Gas Welfare Plan). Eligibility for these benefits is based on age and years of service.

Following are the cost components of our other retirement benefit costs for the periods indicated:

In millions	Three months ended September 30,		Nine months ended September 30,	
	2012	2011	2012	2011
Service cost	\$ 1	\$ 1	\$ 3	\$ 1
Interest cost	4	1	12	4
Expected return on plan assets	(1 )	(1 )	(4 )	(4 )
Net amortization of prior service cost	(1 )	(1 )	(2 )	(3 )
Recognized actuarial loss	2	0	7	1
Net benefit cost	\$ 5	\$ 0	\$ 16	\$ (1 )

In the second quarter of 2012, the estimated benefit obligation for the Nicor Gas Welfare Plan decreased to \$263 million as a result of final updated census data and claims costs. As of December 31, 2011, the Nicor Gas Welfare Plan benefit obligation was \$283 million.

## Contributions

Our employees generally do not contribute to these pension and other retirement plans. We fund the qualified pension plans by contributing at least the minimum amounts required by applicable regulations and as recommended by our

actuary. However, we may contribute in excess of the minimum required amounts. In July 2012, the Pension Protection Act of 2006 (the Act) was changed to provide near-term funding relief to certain pension plans and to increase Pension Benefit Guaranty Corporation premiums over the next five years. As a result, we expect to have additional flexibility with respect to the amount of contributions to our pension plans through 2014.

The Act contains funding requirements for single employer defined benefit pension plans and establishes a 100% funding target (over a 7-year amortization period) for plan years beginning after December 31, 2007. If certain conditions are met, the Worker, Retiree and Employer Recovery Act of 2008 allows us to measure our required minimum contributions based on a funding target of 100% in 2011 and 2012. During the first nine months of 2012, we contributed \$32 million to the AGL Retirement Plan and the NUI Retirement Plan and \$50 million during the same period last year. For more information on our pension plans, see Note 11 to our Consolidated Financial Statements and related notes included in Item 8 of our 2011 Form 10-K.

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## Note 7 - Debt and Credit Facilities

The following table provides maturity dates, weighted average interest rates and amounts outstanding for our various debt securities and facilities that are included in our unaudited Condensed Consolidated Statements of Financial Position. For additional information on our debt, see Note 7 in our Consolidated Financial Statements and related notes in Item 8 of our 2011 Form 10-K.

Dollars in millions	Year(s) due	September 30, 2012		Outstanding at December 31, 2011	September 30, 2011	
		Weighted average interest rate (1)	Outstanding		Weighted average interest rate (1)	Outstanding
Short-term debt						
Commercial paper- AGL Capital (2)	2012	0.5	% \$ 875	\$ 869	0.4	% \$ 0
Commercial paper- Nicor Gas (2)	2012	0.5	173	452	n/a	n/a
Total short-term debt		0.5	% \$ 1,048	\$ 1,321	0.4	% \$ 0
Current portion of long-term debt and capital leases						
Current portion of long-term debt	2013	4.6	% \$ 225	\$ 15	8.3	% \$ 15
Current portion of capital leases	2012-2013	4.9	1	2	4.9	2
Total current portion of long-term debt and capital leases		4.6	% \$ 226	\$ 17	8.0	% \$ 17
Long-term debt - excluding current portion						
Senior notes	2015-2041	5.1	% \$ 2,325	\$ 2,550	5.5	% \$ 2,275
First mortgage bonds	2016-2038	5.6	500	500	n/a	n/a
Gas facility revenue bonds	2022-2033	1.1	200	200	1.1	200
Medium-term notes	2017-2027	7.8	181	181	7.8	181
Total principal long-term debt		5.0	% \$ 3,206	\$ 3,431	5.3	% \$ 2,656
Fair value adjustment of long-term debt (3)	2016-2038	n/a	\$ 106	\$ 112	n/a	\$ 11
Unamortized debt premium, net	n/a	n/a	18	18	n/a	20
Total non-principal long-term debt		n/a	\$ 124	\$ 130	n/a	\$ 31
Total long-term debt			\$ 3,330	\$ 3,561		\$ 2,687
Total debt			\$ 4,604	\$ 4,899		\$ 2,704

- (1) Interest rates are calculated based on the daily weighted average balance for the applicable category outstanding for the nine months ended September 30.
- (2) As of September 30, 2012, the weighted average interest rates on our commercial paper borrowings were 0.5% for AGL Capital and 0.4% for Nicor Gas.
- (3) Fair value adjustment of the first mortgage bonds relates to the step up to fair value of the long-term debt assumed in the Nicor merger and was \$92 million as of September 30, 2012 and \$99 million as of December 31, 2011. Fair value adjustment related to interest rate hedges was \$14 million as of September 30, 2012, \$13 million as of December 31, 2011 and \$11 million as of September 30, 2011.

## Interest Rate Swaps

On September 6, 2012, we settled our \$250 million fixed-rate to floating-rate interest rate swap related to the \$300 million outstanding 6.4% senior notes due in July 2016. This settlement resulted in our receipt of a \$17 million cash payment, which is classified as a financing activity in the Condensed Consolidated Statements of Cash Flows. Upon settlement of the swap, we began amortizing the accumulated fair value increase to the senior notes, net of ineffectiveness, as a reduction to interest expense over the remaining term of the senior notes.

## Financial and Non-Financial Covenants

The AGL Credit Facility and the Nicor Gas Credit Facility each include a financial covenant that requires us to maintain a ratio of total debt to total capitalization of no more than 70% at the end of any fiscal month; however, our goal is to maintain these ratios at levels between 50% and 60%. These ratios, as calculated in accordance with the debt covenants, include standby letters of credit and surety bonds and exclude accumulated OCI items related to non-cash pension adjustments, other post-retirement benefits liability adjustments and accounting adjustments for cash flow hedges. Adjusting for these items, the following table contains our debt-to-capitalization ratios for the periods presented:

	September 30, 2012		December 31, 2011		September 30, 2011	
AGL Credit Facility	56	%	58	%	57	%
Nicor Gas Credit Facility	51	%	60	%	n/a	

The credit facilities contain certain non-financial covenants that, among other things, restrict liens and encumbrances, loans and investments, acquisitions, dividends and other restricted payments, asset dispositions, mergers and consolidations and other matters customarily restricted in such agreements.

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Default Provisions

Our credit facilities and other financial obligations include provisions that, if not complied with, could require early payment or similar actions. The most important default events include:

- a maximum leverage ratio
- insolvency events and nonpayment of scheduled principal or interest payments
  - acceleration of other financial obligations
  - change of control provisions

We have no triggering events in our debt instruments that are tied to changes in our specified credit ratings or our stock price and have not entered into any transaction that requires us to issue equity based on credit ratings or other triggering events. We were in compliance with all existing debt provisions and covenants, both financial and non-financial, for all periods presented.

Note 8 - Non-Wholly Owned Entities

As of September 30, 2012, we had ownership interests in SouthStar, Triton, Horizon Pipeline and Sawgrass Storage.

Variable Interest Entities

On a quarterly basis we evaluate all of our owner interests to determine if they represent a VIE as defined by the authoritative accounting guidance on consolidation, and if so, which party is the primary beneficiary. We have determined that SouthStar, a joint venture owned by us and Piedmont, is the only VIE for which we are the primary beneficiary, which requires us to consolidate its assets, liabilities and Statements of Income. See Note 10 to our Consolidated Financial Statements and related notes included in Item 8 of our 2011 Form 10-K. Earnings from SouthStar in 2012 and 2011 were allocated entirely in accordance with the ownership interests.

SouthStar's financial results are seasonal in nature, with earnings depending to a great extent on the first and fourth quarters of each year. SouthStar's current assets consist primarily of natural gas inventory, derivative instruments and receivables from its customers. SouthStar also has receivables from us due to its participation in AGL Capital's commercial paper program. See Note 2 for additional discussions of SouthStar's inventories. SouthStar's restricted assets consist of customer deposits and were immaterial as of September 30, 2012 and 2011. SouthStar's current liabilities consist primarily of accrued natural gas costs, other accrued expenses, customer deposits, derivative instruments and payables to us from its participation in AGL Capital's commercial paper program.

SouthStar's other contractual commitments and obligations, including operating leases and agreements with third party providers, do not contain terms that would trigger material financial obligations in the event that such contracts were terminated. As a result, our maximum exposure to a loss at SouthStar is considered to be immaterial. SouthStar's creditors have no recourse to our general credit beyond our corporate guarantees we have provided to SouthStar's counterparties and natural gas suppliers. We have provided no financial or other support that was not previously contractually required. With the exception of our corporate guarantees, we have not entered into any arrangements that could require us to provide financial support to SouthStar.

Price and volume fluctuations of SouthStar's natural gas inventories can cause significant variations in our working capital and cash flow from operations. Changes in our operating cash flows are also attributable to SouthStar's working capital changes resulting from the impact of weather, the timing of customer collections, payments for natural gas purchases and cash collateral amounts that SouthStar maintains to facilitate its derivative instruments.

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Cash flows used in our investing activities include capital expenditures for SouthStar of \$2 million for the nine months ended September 30, 2012 and 2011. Cash flows used in our financing activities include SouthStar's distribution to Piedmont for its portion of SouthStar's annual earnings from the previous year. Generally, this distribution occurs in the first or second quarter of each fiscal year. For the nine months ended September 30, 2012, SouthStar distributed \$14 million to Piedmont and \$16 million during the same period last year. The decrease of \$2 million was primarily the result of decreased earnings year-over-year. The following table provides additional information for the dates presented, which are consolidated within our unaudited Condensed Consolidated Statements of Financial Position:

In millions	September 30, 2012			December 31, 2011			September 30, 2011		
	Consolidated (1)	SouthStar	% (2)	Consolidated (1)	SouthStar	% (2)	Consolidated(1)	SouthStar	% (2)
Current assets	\$ 2,135	\$ 152	7 %	\$ 2,746	\$ 210	8 %	\$ 1,801	\$ 164	9 %
Long-term assets and other deferred debits	11,460	10	0	11,167	9	0	5,658	9	0
Total assets	\$ 13,595	\$ 162	1 %	\$ 13,913	\$ 219	2 %	\$ 7,459	\$ 173	2 %
Current liabilities	\$ 2,764	\$ 42	2 %	\$ 3,084	\$ 77	2 %	\$ 1,140	\$ 57	5 %
Long-term liabilities and other deferred credits	7,433	0	0	7,490	0	0	4,438	0	0
Total Liabilities	10,197	42	0	10,574	77	1	5,578	57	1
Equity	3,398	120	4	3,339	142	4	1,881	116	6
Total liabilities and equity	\$ 13,595	\$ 162	1 %	\$ 13,913	\$ 219	2 %	\$ 7,459	\$ 173	2 %

(1) These amounts reflect information for SouthStar and do not include intercompany eliminations or the balances of our wholly owned subsidiary with an 85% ownership interest in SouthStar.

(2) SouthStar's percentage of the amount on our unaudited Condensed Consolidated Statements of Financial Position.

The following table provides additional information on SouthStar's revenues and expenses for the periods presented, which are consolidated within our unaudited Condensed Consolidated Statements of Income:

In millions	Three months ended		Nine months ended	
	September 30,		September 30,	
	2012	2011	2012	2011
Operating revenues	\$ 87	\$ 99	\$ 401	\$ 505
Operating expenses				
Cost of goods sold	73	88	286	388
Operation and maintenance	13	15	44	49
Depreciation and amortization	1	0	2	1
Taxes other than income taxes	0	0	2	1
Total operating expenses	87	103	334	439

Operating income	\$ 0	\$ (4 )	\$ 67	\$ 66
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#### Equity Method Investments

Income from our equity method investments is classified as other income on our unaudited Condensed Consolidated Statements of Income. For the three and nine months ended September 30, 2012, this included investment income from Triton of \$2 million and \$8 million, investment income from Horizon Pipeline of less than \$1 million and \$1 million, and an immaterial amount of investment income from our other equity method investments. For more information about our equity method investments, see Note 10 to our Consolidated Financial Statements under Item 8 included in our 2011 Form 10-K.

#### Note 9 - Commitments, Guarantees and Contingencies

There were no significant changes to our contractual obligations described in Note 11 of our Consolidated Financial Statements and related notes in Item 8 of our 2011 Form 10-K other than those related to ERC liabilities and SNG contracts as described below.

We have incurred various contractual obligations and financial commitments in the normal course of our operating and financing activities that are reasonably likely to have a material effect on liquidity or the availability of capital resources. Contractual obligations include future cash payments required under existing contractual arrangements, such as debt and lease agreements. These obligations may result from both general financing activities and from commercial arrangements that are directly supported by related revenue-producing activities.

#### Substitute Natural Gas

In 2011, Illinois enacted laws that required Nicor Gas and other large utilities in Illinois to elect to either sign contracts to purchase SNG from coal gasification plants to be constructed in Illinois or instead file rate cases with the Illinois Commission in 2012, 2014 and 2016.

On September 30, 2011, Nicor Gas signed an agreement to purchase approximately 25 Bcf of SNG annually for a 10-year term beginning as early as 2015. The agreement required, among other things, the developer to begin construction of the SNG plant by July 1, 2012. The developer did not meet this deadline and, as a result, the agreement automatically terminated.

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Additionally, on October 11, 2011, the Illinois Power Agency (IPA) approved the form of a draft 30-year contract for the purchase by Nicor Gas of approximately 20 Bcf per year of SNG from a second proposed plant beginning as early as 2018. The purchase price of the SNG that may be produced from this proposed coal gasification plant may significantly exceed market prices for natural gas and is expected to be dependent upon a variety of factors, including the developer's financing, plant construction costs and volumes sold, which are currently not determinable. The Illinois law pertaining to this plant provides that the price paid for SNG purchased from the plant is to be considered prudent and not subject to review or disallowance by the Illinois Commission. As such, Illinois law effectively requires our customers to provide subordinated financial support to the developer.

In November 2011, we filed a lawsuit against the IPA and the developer of this second proposed plant contending that the draft contract approved by the IPA does not conform to certain requirements of the enabling legislation. The lawsuit is pending in circuit court in DuPage County, Illinois. In accordance with the enabling legislation, the draft contract approved by the IPA for the second proposed plant was submitted to the Illinois Commission for further approvals by that regulatory body. The Illinois Commission issued an order on January 10, 2012 approving a final form of the contract for the second plant. The final form of contract approved by the Illinois Commission modified the draft contract submitted by the IPA in various respects. Both we and the developer of the plant filed applications for a rehearing with the Illinois Commission seeking changes to the final form of the contract. The Illinois Commission agreed to grant a rehearing. On July 11, 2012, the Illinois Commission issued its order on rehearing in which it modified its earlier order to change certain of the terms of the approved form of SNG purchase contract. The Illinois state court denied our appeal of the Illinois Commission's order, but that does not impact the pending DuPage County lawsuit challenging the IPA's earlier order approving the draft form of contract. We have appealed the Illinois Commission's decision to Illinois state court. In May 2012, the Illinois legislature passed a bill that directed the Illinois Commission to approve a final form of contract that differed in certain respects from the form the Illinois Commission approved in its July 11, 2012 order and that purported to address issues raised in our pending lawsuit against the IPA. This bill was vetoed by the Governor of Illinois on August 10, 2012. As a result of pending litigation challenging aspects of the IPA and Illinois Commission decisions regarding the contract terms, we have not yet signed a contract with the developer to purchase SNG from the second proposed plant.

## Contingencies and Guarantees

Contingent financial commitments, such as financial guarantees, represent obligations that become payable only if certain predefined events occur and include the nature of the guarantee and the maximum potential amount of future payments that could be required of us as the guarantor. We have certain subsidiaries that enter into various financial and performance guarantees and indemnities providing assurance to third parties. We believe the likelihood of payment under our guarantees and indemnities is remote. No liability has been recorded for such guarantees and indemnifications.

## Environmental Matters

We are subject to federal, state and local laws and regulations governing environmental quality and pollution control. These laws and regulations require us to remove or remedy the effect on the environment of the disposal or release of specified substances at our current and former operating sites. The following table provides more information on the costs related to remediation of our former operating sites as of September 30, 2012:

In millions	Probabilistic model cost estimates (1)	Engineering estimates (1)	Amount recorded	Expected costs over next twelve months
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	193 -			
Illinois	\$ \$443	\$ 50	\$ 242	\$ 26
	112 -			
New Jersey	202	2	111	19
Georgia and Florida	50 - 102	9	62	9
North Carolina	n/a	11	11	7
	355 -			
Total	\$ \$747	\$ 72	\$ 426	\$ 61

(1) There were no material changes to the estimates disclosed in our June 30, 2012 Form 10-Q. As such, the estimates above were not changed for revised assumptions or actual remediation expenses incurred.

Our ERC liabilities are estimates of future remediation costs for our former operating sites that are contaminated. Our estimates are based on conventional engineering estimates and the use of probabilistic models of potential costs when such estimates cannot be made, which is generally the case when remediation has not commenced or during the early years of a remediation effort. For those elements of the program where we cannot perform engineering estimates, there remains considerable variability in future cost estimates. Accordingly, we have established a probabilistic model to determine a range of potential expenditures to remediate and monitor our former operating sites. We cannot at this time identify any single number within this range as a better estimate of likely future costs, and we generally have recorded the low end of the range for our probabilistic cost estimates.

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As we conduct the actual remediation and enter into cleanup contracts, we are increasingly able to provide conventional engineering estimates of the likely costs of many elements of the remediation program. These estimates contain various engineering assumptions, which we refine and update on an ongoing basis. In the second quarter of 2012, we completed our probabilistic models and engineering estimates for our sites in Illinois, which primarily contributed to a \$103 million increase from the amount recorded at December 31, 2011. These costs are recoverable from our customers as they are paid and, accordingly, we have recorded a regulatory asset associated with the recorded liabilities. For more information on our ERC, see Note 11 of our Consolidated Financial Statements and related notes in Item 8 of our 2011 Form 10-K.

Litigation

We are involved in litigation arising in the normal course of business. Although in some cases the company is unable to estimate the amount of loss reasonably possible in addition to any amounts already recognized, it is possible that the resolution of these contingencies, either individually or in aggregate, will require the company to take charges against, or will result in reductions in, future earnings. It is the opinion of management that the resolution of these contingencies, either individually or in aggregate, could be material to earnings in a particular period but will not have a material adverse effect on our consolidated financial position or cash flows. For additional litigation information, see Note 11 in our Consolidated Financial Statements and related notes in Item 8 of our 2011 Form 10-K.

PBR Proceeding Nicor Gas' PBR plan for natural gas costs went into effect in 2000 and was terminated effective January 1, 2003. Under this plan, Nicor Gas' total gas supply costs were compared to a market-sensitive benchmark. Savings and losses relative to the benchmark were determined annually and shared equally with sales customers. The PBR plan is currently under review by the Illinois Commission as there are allegations that Nicor Gas acted improperly in connection with the PBR plan. On June 27, 2002, the Citizens Utility Board (CUB) filed a motion to reopen the record in the Illinois Commission's proceedings to review the PBR plan. As a result of the motion to reopen, Nicor Gas entered into a stipulation with the staff of the Illinois Commission and CUB providing for additional discovery. The Illinois Attorney General's Office (IAGO) has also intervened in this matter. In addition, the IAGO issued Civil Investigation Demands (CIDs) to CUB and the Illinois Commission staff. The CIDs ordered that CUB and the Illinois Commission staff produce all documents relating to any claims that Nicor Gas may have presented, or caused to be presented, regarding false information related to its PBR plan. The staff of the Illinois Commission, IAGO and CUB submitted direct testimony to the Illinois Commission in April 2009 and rebuttal testimony in October 2011. In rebuttal testimony, the staff of the Illinois Commission, IAGO and CUB requested refunds of \$85 million, \$255 million and \$305 million, respectively. We have committed to cooperate fully in the reviews of the PBR plan.

In February 2012, we committed to a stipulated resolution of issues with the staff of the Illinois Commission, which includes crediting Nicor Gas customers \$64 million, which is not recoverable from our customers. This liability is reflected in our unaudited Condensed Consolidated Statements of Financial Position at September 30, 2012 and December 31, 2011. The stipulated resolution does not constitute an admission of fault, and it is not final and is subject to review and approval by the Illinois Commission. CUB and IAGO are not parties to the stipulated resolution and continue to pursue their claims in this proceeding. Evidentiary hearings before the Administrative Law Judge were held during the first quarter of 2012 and post-trial legal briefs from the parties were submitted during the second quarter of 2012. Following the submission of legal briefs, the Administrative Law Judge will issue a proposed decision. There is no date scheduled for the issuance of that proposed decision.

We are unable to predict the outcome of the Illinois Commission's review or our potential exposure for CUB and IAGO claims. Since the PBR plan and historical gas costs are still under Illinois Commission review, the final outcome could be materially different than the amount reflected in our financial statements as of September 30, 2012.

Other We are also involved in litigation relating to service warranty products, litigation relating to estimated billing practices and an investigation by the United States Environmental Protection Agency regarding the applicable regulatory requirements for polychlorinated biphenyl (PCB) in the Nicor Gas distribution system. While we are unable to predict the outcome of these matters or to reasonably estimate our potential exposure related thereto, if any, and have not recorded a liability associated with these contingencies, the final disposition of these matters is not expected to have a material adverse impact on our liquidity or financial condition. For additional litigation information on these matters, see Note 11 in our Consolidated Financial Statements and related notes in Item 8 of our 2011 Form 10-K.

In addition to the matters set forth above, we are involved with legal or administrative proceedings before various courts and agencies with respect to general claims, taxes, environmental, gas cost prudence reviews and other matters. Although we are unable to determine the ultimate outcome of these other contingencies, we believe that these amounts are appropriately reflected in our financial statements, including the recording of appropriate liabilities when reasonably estimable.

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Note 10 - Segment Information

Our operating segments have changed as a result of our merger with Nicor and amounts from prior periods have been reclassified between the segments to reflect these changes. Our results for the three and nine months ended September 30, 2012 include the activity of the Nicor legacy companies whereas our results for the three and nine months ended September 30, 2011 do not. Our operating segments comprise revenue-generating components of our company for which we produce separate financial information internally that we regularly use to make operating decisions and assess performance. Our determination of reportable segments considers the strategic operating units under which we manage sales of various products and services to customers in differing regulatory environments. We manage our businesses through five operating segments - distribution operations, retail operations, wholesale services, midstream operations, cargo shipping and one non-operating segment, other.

Our distribution operations segment is the largest component of our business and includes natural gas local distribution utilities in seven states - Illinois, Georgia, Virginia, New Jersey, Florida, Tennessee and Maryland. These utilities construct, manage, and maintain intrastate natural gas pipelines and distribution facilities. Although the operations of our distribution operations segment are geographically dispersed, the operating subsidiaries within the distribution operations segment are regulated utilities, with rates determined by individual state regulatory commissions. These natural gas distribution utilities have similar economic and risk characteristics.

We are also involved in several related and complementary businesses. Our retail operations segment includes retail natural gas marketing to end-use customers primarily in Georgia as well as various businesses that market retail energy-related products and services to residential and small business customers in Illinois. Additionally, our retail operations segment provides warranty protection solutions to customers and customer move connection services for utilities. Our wholesale services segment includes natural gas asset management and related logistics activities for each of our utilities, except Nicor Gas, as well as for nonaffiliated companies, natural gas storage arbitrage and related activities. Our midstream operations segment includes our non-utility storage and pipeline operations, including the development and operation of high-deliverability natural gas storage assets.

Our cargo shipping segment transports containerized freight between Florida, the eastern coast of Canada, the Bahamas and the Caribbean region. Our cargo shipping segment also includes amounts related to cargo insurance coverage sold to our customers and other third parties. Our cargo shipping segment's vessels are under foreign registry, and its containers are considered instruments of international trade. Although the majority of its long-lived assets are foreign owned and its revenues are derived from foreign operations, the functional currency is generally the United States dollar. Our cargo shipping segment also includes an equity investment in Triton, a cargo container leasing business. Profits and losses are generally allocated to investors' capital accounts in proportion to their capital contributions. Our investment in Triton is accounted for under the equity method, and our share of earnings is reported within "Other Income" on our unaudited Condensed Consolidated Statements of Income.

Our other segment includes intercompany eliminations and aggregated subsidiaries that are not significant enough on a stand-alone basis and that do not meet the criteria for inclusion in one of our other five operating segments.

We evaluate segment performance using the non-GAAP measure of EBIT that includes operating income, other income and expenses, and equity investment income. Items we do not include in EBIT are income taxes and financing costs, including interest and debt expense, each of which we evaluate on a consolidated basis. We believe EBIT is a useful measurement of our performance because it provides information that can be used to evaluate the effectiveness of our businesses from an operational perspective, exclusive of the costs to finance those activities and exclusive of income taxes, neither of which is directly relevant to the efficiency of those operations.

You should not consider EBIT an alternative to, or a more meaningful indicator of, our operating performance than operating income or net income as determined in accordance with GAAP. In addition, our EBIT may not be

comparable to a similarly titled measure of another company. The reconciliations of EBIT to operating income, earnings (loss) before income taxes and net income (loss) for the three and nine months ended September 30, 2012 and 2011, are presented below:

In millions	Three months ended September 30,		Nine months ended September 30,	
	2012	2011	2012	2011
Operating income	\$ 54	\$ 24	\$ 407	\$ 322
Other income	6	1	19	4
EBIT	60	25	426	326
Interest expense, net	45	31	137	92
Earnings (loss) before income taxes	15	(6 )	289	234
Income tax expense (benefit)	6	(2 )	106	85
Net income (loss)	\$ 9	\$ (4 )	\$ 183	\$ 149

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Information by segment on our Statements of Financial Position as of December 31, 2011, is as follows:

In millions	Identifiable and total assets (1)	Goodwill
Distribution operations	\$ 11,020	\$ 1,586
Retail operations	501	124
Wholesale services	1,214	2
Midstream operations	635	16
Cargo shipping	481	77
Other (2)	62	8
Consolidated	\$ 13,913	\$ 1,813

(1) Identifiable assets are those assets used in each segment's operations.

(2) Our other segment's assets consist primarily of cash and cash equivalents and PP&E and reflect the effect of intercompany eliminations.

Summarized Statements of Income, Statements of Financial Position and capital expenditure information by segment as of and for the three and nine months ended September 30, 2012 and 2011 are shown in the following tables. Note that our segments have changed as a result of our merger with Nicor and amounts from prior periods have been reclassified between the segments to reflect these changes.

Three months ended September 30, 2012

In millions	Distribution operations	Retail operations	Wholesale services	Midstream operations	Cargo shipping	Other and intercompany eliminations (3)	Consolidated
Operating revenues from external parties	\$ 405	\$ 118	\$ (12 )	\$ 22	\$ 83	\$ (2 )	\$ 614
Intercompany revenues (1)	37	0	0	0	0	(37 )	0
Total operating revenues	442	118	(12 )	22	83	(39 )	614
Operating expenses							
Cost of goods sold	107	83	0	12	51	(38 )	215
Operation and maintenance	148	26	11	4	29	(6 )	212
Depreciation and amortization	88	3	0	4	5	4	104
Taxes other than income taxes	21	1	1	1	1	2	27
Nicor merger expenses	0	0	0	0	0	2	2
Total operating expenses	364	113	12	21	86	(36 )	560
Operating income (loss)	78	5	(24 )	1	(3 )	(3 )	54

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Other income	2	0	1	0	2	1	6
EBIT	\$ 80	\$ 5	\$ (23 )	\$ 1	\$ (1 )	\$ (2 )	\$ 60
Capital expenditures	\$ 189	\$ 3	\$ 1	\$ 18	\$ 1	\$ 7	\$ 219

Three months ended September 30, 2011

In millions	Distribution operations	Retail operations	Wholesale services	Midstream operations	Cargo shipping	Other and intercompany eliminations (3)	Consolidated
Operating revenues from external parties	\$ 205	\$ 98	\$ (21 )	\$ 11	\$ 0	\$ 2	\$ 295
Intercompany revenues (1)	34	0	0	0	0	(34 )	0
Total operating revenues	239	98	(21 )	11	0	(32 )	295
Operating expenses							
Cost of goods sold	47	87	8	2	0	(32 )	112
Operation and maintenance	79	15	7	4	0	(2 )	103
Depreciation and amortization	37	1	0	2	0	3	43
Taxes other than income taxes	8	0	1	1	0	1	11
Nicor merger expenses	0	0	0	0	0	2	2
Total operating expenses	171	103	16	9	0	(28 )	271
Operating income (loss)	68	(5 )	(37 )	2	0	(4 )	24
Other income (loss)	2	0	0	0	0	(1 )	1
EBIT	\$ 70	\$ (5 )	\$ (37 )	\$ 2	\$ 0	\$ (5 )	\$ 25
Capital expenditures	\$ 82	\$ 1	\$ 0	\$ 6	\$ 0	\$ 7	\$ 96

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Nine months ended September 30, 2012

In millions	Distribution operations	Retail operations	Wholesale services	Midstream operations	Cargo shipping	Other and intercompany eliminations (3)	Consolidated
Operating revenues from external parties	\$ 1,848	\$ 517	\$ 59	\$ 56	\$ 247	\$ (23 )	\$ 2,704
Intercompany revenues (1)	124	0	0	0	0	(124 )	0
Total operating revenues	1,972	517	59	56	247	(147 )	2,704
Operating expenses							
Cost of goods sold	767	342	34	24	152	(145 )	1,174
Operation and maintenance	473	83	35	13	83	(12 )	675
Depreciation and amortization	262	10	1	10	17	10	310
Nicor merger expenses	0	0	0	0	0	15	15
Taxes other than income taxes	103	3	3	4	4	6	123
Total operating expenses	1,605	438	73	51	256	(126 )	2,297
Operating income (loss)	367	79	(14 )	5	(9 )	(21 )	407
Other income	7	0	1	1	8	2	19
EBIT	\$ 374	\$ 79	\$ (13 )	\$ 6	\$ (1 )	\$ (19 )	\$ 426
Identifiable and total assets (2)	\$ 11,062	\$ 472	\$ 970	\$ 712	\$ 482	\$ (103 )	\$ 13,595
Goodwill	\$ 1,591	\$ 122	\$ 0	\$ 14	\$ 90	\$ 0	\$ 1,817
Capital expenditures	\$ 457	\$ 7	\$ 1	\$ 77	\$ 2	\$ 25	\$ 569

Nine months ended September 30, 2011

In millions	Distribution operations	Retail operations	Wholesale services	Midstream operations	Cargo shipping	Other and intercompany eliminations (3)	Consolidated
Operating revenues from external parties	\$ 946	\$ 505	\$ 41	\$ 52	\$ 0	\$ 4	\$ 1,548
Intercompany revenues (1)	113	0	0	0	0	(113 )	0
Total operating revenues	1,059	505	41	52	0	(109 )	1,548
Operating expenses							
Cost of goods sold	385	388	12	25	0	(109 )	701
Operation and maintenance	258	50	35	12	0	(4 )	351
	109	2	1	6	0	8	126

Depreciation and amortization							
Nicor merger expenses	0	0	0	0	0	12	12
Taxes other than income taxes	26	1	2	3	0	4	36
Total operating expenses	778	441	50	46	0	(89 )	1,226
Operating income (loss)	281	64	(9 )	6	0	(20 )	322
Other income	4	0	0	0	0	0	4
EBIT	\$ 285	\$ 64	\$ (9 )	\$ 6	\$ 0	\$ (20 )	\$ 326

Identifiable and total assets (2)							
	\$ 5,673	\$ 182	\$ 1,004	\$ 476	\$ 0	\$ 124	\$ 7,459
Goodwill	\$ 404	\$ 0	\$ 0	\$ 14	\$ 0	\$ 0	\$ 418
Capital expenditures	\$ 249	\$ 2	\$ 1	\$ 21	\$ 0	\$ 19	\$ 292

(1) Intercompany revenues - wholesale services records its energy marketing and risk management revenues on a net basis and its total operating revenues include intercompany revenues of \$93 million and \$230 million for the three and nine months ended September 30, 2012 and \$118 million and \$367 million for the three and nine months ended September 30, 2011.

(2) Identifiable assets are those used in each segment's operations.

(3) Our other segment's assets consist primarily of cash and cash equivalents, PP&E and the effect of intercompany eliminations.

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Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

The following discussion and analysis should be read in conjunction with our unaudited Condensed Consolidated Financial Statements and the notes to our unaudited Condensed Consolidated Financial Statements in this quarterly filing, as well as our 2011 Form 10-K. Results for the interim periods presented are not necessarily indicative of the results to be expected for the full fiscal period due to seasonal and other factors.

Forward-Looking Statements

Certain expectations and projections regarding our future performance referenced in this section and elsewhere in this report, as well as in other reports and proxy statements we file with the SEC or otherwise release to the public and on our website, are forward-looking statements within the meaning of the United States federal securities laws and are subject to uncertainties and risks. Senior officers and other employees may also make verbal statements to analysts, investors, regulators, the media and others that are forward-looking.

Forward-looking statements involve matters that are not historical facts, and because these statements involve anticipated events or conditions, forward-looking statements often include words such as "anticipate," "assume," "believe," "can," "could," "estimate," "expect," "forecast," "future," "goal," "indicate," "intend," "may," "outlook," "plan," "potential," "predict," "project," "proposed," "seek," "should," "target," "would," or similar expressions. You are cautioned not to place undue reliance on our forward-looking statements. Our expectations are not guarantees and are based on currently available competitive, financial and economic data along with our operating plans. While we believe that our expectations are reasonable in view of currently available information, our expectations are subject to future events, risks and uncertainties, and there are numerous factors - many beyond our control - that could cause our actual results to vary significantly from our expectations.

Such events, risks and uncertainties include, but are not limited to, changes in price, supply and demand for natural gas and related products; the impact of changes in state and federal legislation and regulation, including any changes related to climate change; actions taken by government agencies on rates and other matters; concentration of credit risk; utility and energy industry consolidation; the impact on cost and timeliness of construction projects by government and other approvals, development project delays, adequacy of supply of diversified vendors, unexpected change in project costs, including the cost of funds to finance these projects; limits on pipeline capacity; the impact of acquisitions and divestitures; our ability to integrate successfully operations that we have or may acquire or develop in the future, including those of Nicor, and realize cost savings and any other synergies related to any such integration, or the risk that any such integration could be more difficult, time-consuming or costly than expected; uncertainty of our expected financial performance following the completion of the Nicor merger; disruption from the Nicor merger making it more difficult to maintain relationships with customers, employees or suppliers; direct or indirect effects on our business, financial condition or liquidity resulting from any change in our credit ratings resulting from the merger with Nicor or otherwise or any change in the credit ratings of our counterparties or competitors; interest rate fluctuations; financial market conditions, including disruptions in the capital markets and lending environment and the economic downturn; general economic conditions; uncertainties about environmental issues and the related impact of such issues, including our environmental remediation plans; the impact of changes in weather, including climate change, on the temperature-sensitive portions of our business; the impact of natural disasters such as hurricanes on the supply and price of natural gas; acts of war or terrorism; the outcome of litigation; and other factors discussed elsewhere herein and in our filings with the SEC.

We caution readers that the important factors described elsewhere in this report, among others, could cause our business, results of operations or financial condition to differ significantly from those expressed in any forward-looking statements. There also may be other factors that we cannot anticipate or that are not described in this report that could cause our actual results to differ significantly from our expectations.

Forward-looking statements are only as of the date they are made. We undertake no obligation to publicly update or revise any forward-looking statement, whether as a result of future events, new information or otherwise, except as required under United States federal securities law.

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Overview

We are an energy services holding company whose principal business is the distribution of natural gas in seven states - Illinois, Georgia, Virginia, New Jersey, Florida, Tennessee and Maryland - through our seven natural gas distribution utilities. At September 30, 2012, our seven utilities serve approximately 4.5 million end-use customers.

We have other energy-related businesses, including our retail operations segment, which serves more than one million retail customers and markets natural gas and related home services to end-use customers primarily in Georgia, Illinois, Indiana, Ohio, Florida and New York. Our wholesale services segment provides natural gas storage arbitrage and related activities, natural gas asset management and related logistics activities for each of our utilities, except for Nicor Gas, as well as for non-affiliated companies. Our midstream operations segment engages in the operation of non-utility storage and pipeline facilities, including the development and operation of high-deliverability natural gas storage assets and provides natural gas storage arbitrage and related activities. In addition to these energy-related businesses, we also have a cargo shipping segment that transports containerized freight, owns and leases cargo containers and provides cargo insurance.

The operating revenues and EBIT of our distribution operations and retail operations segments are seasonal. During the Heating Season, natural gas usage and operating revenues are generally higher because more customers are connected to our distribution systems and natural gas usage is higher in periods of colder weather. Our base operating expenses, excluding cost of gas, revenue taxes, interest expense and certain incentive compensation costs, are incurred relatively equally over any given year. Thus, our operating results vary significantly from quarter to quarter as a result of seasonality.

Our retail operations businesses, including SouthStar, Nicor Advanced Energy and Nicor Solutions, generate earnings through the sale of natural gas to residential, commercial and industrial customers, primarily in Georgia and Illinois where we capture spreads between wholesale and retail natural gas prices. We also offer our customers energy-related products that provide for natural gas price stability and utility bill management. These products mitigate and/or eliminate the risks to customers of colder than normal weather and/or changes in natural gas prices. We charge a fee or premium for these services. Our retail operations businesses also provide warranty protection solutions to customers primarily in Illinois, Indiana and Ohio through Nicor Services.

Our wholesale services segment consists of our wholly owned subsidiaries Sequent and Compass Energy (Compass). Sequent is involved in asset management and optimization, storage, transportation, producer and peaking services and wholesale marketing of natural gas across the United States and in Canada. Nicor Enerchange, LLC, which was integrated into Sequent subsequent to the Nicor merger, expands Sequent's wholesale marketing of natural gas supply services in the Midwest, primarily in the northern Illinois market, and enables Sequent to serve commercial and industrial customers in this market. Further, Sequent manages Nicor Solutions' and Nicor Advanced Energy's product risks, including the purchase of natural gas supplies. Compass provides natural gas supply and services to commercial, industrial and governmental customers primarily in Kentucky, Ohio, Pennsylvania, Virginia and West Virginia.

Our midstream operations segment includes a number of businesses that are related and complementary to our primary business. The most significant of these businesses is our natural gas storage business, which develops, acquires and operates high-deliverability underground natural gas storage assets primarily in the Gulf Coast region of the United States and in northern California. While this business can generate additional revenue during times of peak market demand for natural gas storage services, the majority of our natural gas storage facilities are covered under a portfolio of short, medium and long-term contracts at a fixed market rate. Golden Triangle Storage's Cavern 1 began full commercial operations during the first quarter of 2011 and Cavern 2 began full commercial operations in the third quarter of 2012. Cavern 1 is expected to go through a process to assess the cavern's working gas capacity and to slightly increase the size of the facility. The process is expected to begin in early 2013 and continue through the third quarter of 2013. Cavern 2 will cover the obligations of Cavern 1 during this process. Central Valley, located in

northern California, began commercial operations and providing services to firm customers during the second quarter 2012.

Our cargo shipping segment, which joined our business as part of the Nicor merger, consists of Tropical Shipping, multiple wholly owned foreign subsidiaries of Tropical Shipping that are treated as disregarded entities for United States income tax purposes, Seven Seas, a wholly owned domestic cargo insurance company, and an equity investment in Triton, a cargo container leasing business. For additional information on our operating segments see Item 1, "Business" of our 2011 Form 10-K.

#### Executive Summary

Merger with Nicor On December 9, 2011, we closed the merger with Nicor. We are now the nation's largest natural gas-only distribution company based on customer count. We continue to focus on the successful integration of the Nicor companies. Upon closing the merger with Nicor, we reclassified some of our operating segments to be consistent with how management views and manages our business.

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For additional information on the Nicor merger see Note 3 to our unaudited Condensed Consolidated Financial Statements under Item 1 herein and Item 1, “Business” as well as Note 3 to our Consolidated Financial Statements under Item 8 of our 2011 Form 10-K.

**Impact of weather** During the nine months ended September 30, 2012, we experienced weather that was 16% - 40% warmer than normal across our service territories. This resulted in a significantly reduced demand for natural gas, which negatively impacted our distribution operations, retail operations and wholesale services segments. For the nine months ended September 30, 2012, the weather in Illinois was 18% warmer than normal and in Georgia it was 34% warmer than normal. This warmer weather reduced our expected operating margins by \$16 million at distribution operations and by \$9 million at retail operations as compared to normal weather.

**Natural gas price volatility** Natural gas market volatility arises from a number of factors such as weather fluctuations or changes in supply or demand for natural gas in different regions of the country. The volatility of natural gas commodity prices has a significant impact on our customer rates, our long-term competitive position against other energy sources and the ability of our wholesale services segment to capture value from location and seasonal spreads. Since 2011, the volatility of natural gas prices has been significantly lower than it had been for several prior years. This is the result of a robust natural gas supply, the weak economy, mild to much warmer than normal weather and ample natural gas storage. Our strategies to acquire natural gas and secure transportation capacity are designed to secure sufficient supplies of natural gas and the rights to physically flow natural gas between delivery points in order to meet the needs of our utility customers and to hedge gas prices and location spreads to effectively manage costs, reduce price volatility and maintain a competitive advantage. Additionally, our hedging strategies and physical natural gas supplies in storage enable us to optimize within our wholesale and midstream businesses in a sustained low volatility market, but with lower actual results as compared to historical periods with higher volatility. It is possible that natural gas prices will remain low for an extended period based on current levels of supply relative to market demand for natural gas, in part due to abundant sources of shale natural gas reserves and the lack of demand by commercial and industrial enterprises. However, as economic conditions improve, the demand for natural gas may increase, natural gas prices could rise and higher volatility could return to the natural gas markets. Consequently, we are continuing to reposition our wholesales services business model through the management of operating costs, an increase in our fee-based services and continuing the optimization of our transportation and storage portfolio.

**Hedges** Our third quarter 2012 earnings were negatively impacted by pre-tax hedge losses of \$16 million in our wholesale services segment. These losses are temporary and will be recovered in future periods. Based on current expectations, we anticipate that these losses largely will be recovered in the fourth quarter of 2012 and the first quarter of 2013. Changes in commodity prices subject a significant portion of our operations to earnings variability. Our non-utility businesses principally use physical and financial arrangements to reduce the risks associated with both weather-related seasonal fluctuations in market conditions and changing commodity prices. These economic hedges may not qualify, or are not designated for, hedge accounting treatment. As a result, our reported earnings for the wholesale services, retail operations and midstream operations segments reflect changes in the fair values of certain derivatives. These values may change significantly from period to period and are reflected as gains or losses within our operating revenues or our OCI for those derivative instruments that qualify and are designated as accounting hedges.

**Energy Marketing Activities** Sequent’s expected natural gas withdrawals from storage are presented in the following table along with the operating revenues expected at the time of withdrawal. Sequent’s expected operating revenues exclude storage demand charges but are net of the estimated impact of profit sharing under our asset management agreements and reflect the amounts that are realizable in future periods based on the inventory withdrawal schedule and forward natural gas prices at September 30, 2012 and 2011. The amount in storage as of September 30, 2012, had a WACOG of \$2.42. A portion of Sequent’s storage inventory is economically hedged with futures contracts, which results in realization of substantially fixed operating revenues, timing notwithstanding.

Withdrawal schedule	Total storage (in Bcf)	Expected operating revenues (in millions)
2012		
Fourth quarter	25	\$ 28
2013		
First quarter	26	28
Second quarter	3	4
Third quarter	3	4
Fourth quarter	1	1
Total at September 30, 2012	58	\$ 65
Total at September 30, 2011	25	\$ 6

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Sequent's storage balances and expected operating revenues are higher than last year reflecting the effects of the historically warmer weather in 2012 as compared to 2011 and a year-over-year improvement in seasonal price differentials. If Sequent's storage withdrawals associated with existing inventory positions are executed as planned, we expect operating revenues from storage withdrawals of approximately \$28 million in 2012 and \$37 million in 2013. This will change as Sequent adjusts its daily injection and withdrawal plans in response to changes in market conditions in future months and as forward NYMEX prices fluctuate.

Based on Sequent's current projection of year-end storage positions at December 31, 2012 of 33 Bcf, a \$1.00 increase in the 2013 forward NYMEX prices could result in a \$31 million reduction to Sequent's reported operating revenues for the year ending December 31, 2012, after regulatory sharing but would increase the expected operating revenues to be realized in 2013 by a corresponding amount. A \$1.00 decrease in forward NYMEX prices would result in a \$31 million positive impact to Sequent's reported operating revenues; however, additional LOCOM adjustments could potentially offset a portion of the positive impact. Excluding any additional LOCOM adjustments, the \$1.00 decrease in forward NYMEX prices would result in a corresponding decrease in the expected operating revenues to be realized in 2013. This does not include operating expenses and storage demand fees that will be incurred to realize these amounts.

The expected operating revenues to be generated from the physical withdrawal of natural gas from storage also do not reflect the earnings impact related to the movement in our hedges to lock in the forward location spread for the delivery of natural gas between two transportation delivery points. For the nine months ended September 30, 2012, we have recorded \$15 million in gains associated with the hedging of our transportation portfolio or \$13 million higher as compared to the nine months ended September 30, 2011. These hedge gains primarily relate to forward transportation positions for the fourth quarter of 2012 through 2013, effectively accelerating operating revenues into the current period from those future periods during which we expect to physically flow natural gas between the hedged transportation delivery points. Consequently, the value that we realize from our transportation portfolio for the balance of the year will be lower since a significant portion of the previously expected revenues were recognized through the recording of the associated transportation hedge gains.

For more information on Sequent's energy marketing and risk management activities, see Item 7A, "Quantitative and Qualitative Disclosures About Market Risk - Commodity Price Risk" of our 2011 Form 10-K.

**Legislative and regulatory update** We continue to actively pursue a regulatory strategy that improves customer service and reduces the lag between our investments in infrastructure and the recovery of those investments through various rate mechanisms. If our rate design proposals are not approved, we will continue to work cooperatively with regulators, legislators and others to create a framework that is conducive to our business goals and the interests of our customers and shareholders.

On December 20, 2011, the Virginia Commission approved an annual increase of \$11 million in base rate revenues for Virginia Natural Gas and established an authorized return on equity of 10% with an overall return on rate base set at 7.38%. Additionally, \$3 million of costs previously recovered through base rates will now be recovered through the company's gas cost recovery rate. Customer's bills were credited to refund the difference between the final approved rates and interim rate increase, which began with usage on and after October 1, 2011. The new rate is expected to increase the average residential customer's monthly bill by less than \$3.50 per month depending on usage.

**Customer growth initiatives** While there has been some improvement in the economic conditions within the areas we serve, we continue to see depressed housing markets with high inventories and significantly reduced new home construction. As a result, we have experienced only slight customer gains in the distribution operations and retail operations segments for the nine months ended September 30, 2012. Excluding Nicor Gas, our year-over-year consolidated utility customer growth rate was 0.1% for the nine months ended September 30, 2012 and 2011. We

anticipate overall competition and customer trends for the remainder of 2012 to be similar to our 2011 results.

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Capital Projects We continue to focus on capital discipline and cost control, while moving ahead with projects and initiatives that we expect will have current and future benefits to us and our customers, provide an appropriate return on invested capital and ensure the safety, reliability and integrity of our utility infrastructure. The following table and discussions provide updates on some of our larger capital projects at our distribution operations segment. These programs update or expand our distribution systems to improve system reliability and meet operational flexibility and growth. Our anticipated expenditures for these programs in 2012 are discussed in 'Liquidity and Capital Resources' under the caption 'Cash Flows from Financing Activities' in our 2011 Form 10-K.

Dollars in millions	Utility	Expenditures in 2012	Expenditures since project inception	Miles of pipe replaced	Year project began	Anticipated year of completion
Pipeline replacement program	Atlanta Gas Light	\$ 81	\$ 648	2,610	1998	2013
Integrated System Reinforcement Program	Atlanta Gas Light	69	211	n/a	2009	2012
Integrated Customer Growth Program	Atlanta Gas Light	14	26	n/a	2010	2012
Enhanced infrastructure program	Elizabethtown Gas	14	103	96	2009	2012
Accelerated infrastructure program	Virginia Natural Gas	9	9	24	2012	2017
Total		\$ 187	\$ 997	2,730		

**Atlanta Gas Light** Our STRIDE program is comprised of the ongoing pipeline replacement program, the Integrated System Reinforcement Program (i-SRP), and Integrated Customer Growth Program (i-CGP). The purpose of the i-SRP program under STRIDE is to upgrade our distribution system and liquefied natural gas facilities in Georgia, improve our peak day system reliability and operational flexibility, and create a platform to meet long-term forecasted growth. Our i-CGP authorizes Atlanta Gas Light to extend its pipeline facilities to serve customers in areas without pipeline access and create new economic development opportunities in Georgia. The STRIDE program requires us to file an updated ten-year forecast of infrastructure requirements under i-SRP along with a new construction plan every three years for review and approval by the Georgia Commission. The deadline for filing our next STRIDE construction plan was extended by the Georgia Commission to August 2013 to allow additional time to complete the installation of the initial i-SRP construction program.

**Virginia Natural Gas** In January 2012, Virginia Natural Gas filed an accelerated infrastructure replacement program with the Virginia Commission. The program was filed in accordance with a Virginia statute providing a regulatory cost recovery mechanism to recover the costs associated with certain infrastructure replacement programs. The Virginia Commission approved this program in June 2012 for a five-year period, which includes a maximum allowance for capital expenditure of \$25 million per year, not to exceed \$105 million in total over the five-year period. The program is subject to annual review by the Virginia Commission. We began recovering these costs through a rate rider in August 2012.

**Elizabethtown Gas** The New Jersey BPU approved the accelerated enhanced infrastructure program which was created in response to the New Jersey Governor's request for utilities to assist in the economic recovery by increasing infrastructure investments. On May 16, 2011, the New Jersey BPU approved Elizabethtown Gas' request to spend an additional \$40 million under this program before the end of 2012. Costs associated with the investment in this program are recovered through periodic adjustments to base rates. In July 2012, we filed for an extension of the program up to \$135 million in additional spend over five years and expect a ruling in the fourth quarter of 2012.

## Results of Operations

We primarily generate our operating revenues through the sale, distribution and storage of natural gas. We include in our consolidated revenues an estimate of revenues from natural gas distributed, but not yet billed, to residential, commercial and industrial customers from the date of the last bill to the end of the reporting period. No individual customer or industry accounts for a significant portion of our revenues.

We evaluate segment performance using the measures of operating margin and EBIT, which include the effects of corporate expense allocations. Operating margin is a non-GAAP measure that is calculated as operating revenues minus cost of goods sold and revenue tax expense in distribution operations. Operating margin excludes operation and maintenance expense, depreciation and amortization, certain taxes other than income taxes, and the gain or loss on the sale of our assets, if any. These items are included in our calculation of operating income as reflected in our unaudited Condensed Consolidated Statements of Income. EBIT is also a non-GAAP measure that includes operating income and other income and expenses. Items that we do not include in EBIT are financing costs, including interest and debt expense and income taxes, each of which we evaluate on a consolidated basis.

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We believe operating margin is a better indicator than operating revenues for the contribution resulting from customer growth in our distribution operations segment since the cost of goods sold and revenue tax expense can vary significantly and are generally billed directly to our customers. We also consider operating margin to be a better indicator in our retail operations, wholesale services, midstream operations and cargo shipping segments since it is a direct measure of operating margin before overhead costs.

We believe EBIT is a useful measurement of our operating segments' performance because it provides information that can be used to evaluate the effectiveness of our businesses from an operational perspective, exclusive of the costs to finance those activities and exclusive of income taxes, neither of which is directly relevant to the efficiency of those operations. You should not consider operating margin or EBIT an alternative to, or a more meaningful indicator of, our operating performance than operating income, or net income attributable to AGL Resources Inc. as determined in accordance with GAAP. In addition, our operating margin and EBIT measures may not be comparable to similarly titled measures of other companies. The following table reconciles operating revenue and operating margin to operating income and EBIT to earnings before income taxes and net income, together with other consolidated financial information for the periods presented:

In millions	Three months ended September 30,			Nine months ended September 30,		
	2012	2011	Change	2012	2011	Change
Operating revenues	\$ 614	\$ 295	\$ 319	\$ 2,704	\$ 1,548	\$ 1,156
Cost of goods sold	(215 )	(112 )	(103 )	(1,174 )	(701 )	(473 )
Revenue tax expense (1)	(8 )	0	(8 )	(62 )	0	(62 )
Operating margin	391	183	208	1,468	847	621
Revenue tax expense (1)	8	0	8	62	0	62
Operating expenses (2)	(343 )	(157 )	(186 )	(1,108 )	(513 )	(595 )
Nicor merger expenses (3)	(2 )	(2 )	0	(15 )	(12 )	(3 )
Operating income	54	24	30	407	322	85
Other income	6	1	5	19	4	15
EBIT	60	25	35	426	326	100
Interest expense, net (3)	(45 )	(31 )	(14 )	(137 )	(92 )	(45 )
Earnings (loss) before income taxes	15	(6 )	21	289	234	55
Income tax (expense) benefit	(6 )	2	(8 )	(106 )	(85 )	(21 )
Net income (loss)	9	(4 )	13	183	149	34
Net income (loss) attributable to the noncontrolling interest	0	1	(1 )	(10 )	(10 )	0
Net income (loss) attributable to AGL Resources Inc.	\$ 9	\$ (3 )	\$ 12	\$ 173	\$ 139	\$ 34

(1) Adjustment for revenue tax expenses for Nicor Gas, which are passed directly through to customers.

(2) Excludes expenses associated with the merger with Nicor of \$2 million (\$1 million net of tax) and \$15 million (\$9 million net of tax) for the three and nine months ended September 30, 2012 and \$8 million (\$5 million net of tax) and \$26 million (\$16 million net of tax) for the three and nine months ended September 30, 2011.

(3) Expenses associated with the Nicor merger are part of operating expenses, but are shown separately to better compare year-over-year results. Our 2011 merger expenses include debt issuance costs and interest expenses on pre-funding the cash portion of the purchase consideration of \$6 million (\$3 million net of tax) for the three months ended September 30, 2011 and \$14 million (\$8 million net of tax) for the nine months ended September 30, 2011.

For the third quarter of 2012, our net income attributable to AGL Resources Inc. increased by \$12 million compared to the same period last year. The increase was primarily the result of increased operating margins at distribution operations and retail operations as a result of the merger, and increased regulatory infrastructure program revenues at Atlanta Gas Light. Additionally, our wholesale services experienced an increase in operating margin compared to prior year. The variances for each operating segment for third quarter 2012 compared to third quarter 2011 are discussed on the following pages.

For the nine months ended September 30, 2012, our net income attributable to AGL Resources Inc. increased by \$34 million or 24% compared to the same period last year. The increase was primarily the result of similar items that impacted our third quarter results offset by warmer than normal weather in our distribution operations and retail operations segments in the first half of 2012, and significantly lower margins at wholesale services resulting from changing NYMEX natural gas prices. Additionally, during the nine months ended September 30, 2012, we recorded \$3 million (\$2 million net of tax) more expenses associated with the merger cost (excluding interest expenses) with Nicor than we did during the same period last year. These costs are expensed as incurred. The variances for each operating segment for year-to-date 2012 compared to year-to-date 2011 are discussed on the following pages.

Our interest expense increased by \$14 million or 45% for the third quarter 2012 compared to the third quarter of 2011. Our interest expense increased by \$45 million or 49% for the nine months ending September 30, 2012 compared to the same period in 2011. These increases were the result of higher average debt outstanding; primarily the result of the additional long-term debt issued to fund the Nicor merger and the long-term debt assumed in the transaction.

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Our income tax expense increased by \$8 million for the third quarter of 2012 compared to the third quarter of 2011. The increase was primarily due to higher consolidated earnings as previously discussed. Our income tax expense increased by \$21 million or 25% for the nine months ending September 30, 2012 compared to the same period of 2011. Our income tax expense is determined from earnings before income taxes less net income attributable to noncontrolling interest.

Selected weather, customer and volume metrics as of and for the three and nine months ended September 30, 2012 and 2011, which we consider to be some of the key performance indicators for our operating segments, are presented in the following tables. We measure the effects of weather on our business through Heating Degree Days. Generally, increased Heating Degree Days result in greater demand for gas on our distribution systems. However, extended and unusually warmer than normal weather across our service territories during the first half of 2012 had a significant negative impact on demand for natural gas in our distribution operations and retail operations segments.

Volume metrics for distribution operations and retail operations, as shown in the following table, present the effects of weather and our customers' demand for natural gas compared to prior year. Our customer metrics highlight the average number of customers to which we provide services. This number of customers can be impacted by natural gas prices, economic conditions and competition from alternative fuels.

Wholesale services' daily physical sales volumes represent the daily average natural gas volumes sold to its customers. Within our midstream operations segment, our natural gas storage businesses seek to have a significant percentage of their working natural gas capacity under firm subscription, but also take into account current and expected market conditions. This allows our natural gas storage business to generate additional revenue during times of peak market demand for natural gas storage services, but retain some consistency with their earnings and maximize the value of the investments. Our cargo shipping segment measures the volume of shipments during the period in TEUs, and we continue to seek opportunities to maximize the utilization of our containers and vessels.

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## Weather

## Heating degree days (1)

	Nine months ended September 30,			2012 vs. normal colder (warmer)	2012 vs. 2011 colder (warmer)
	Normal	2012	2011		
Illinois	3,610	2,973	4,082	(18 )%	(27 )%
Georgia	1,591	1,056	1,602	(34 )%	(34 )%
Virginia	2,057	1,460	2,092	(29 )%	(30 )%
New Jersey	2,993	2,380	2,949	(20 )%	(19 )%
Florida	365	220	244	(40 )%	(10 )%
Tennessee	1,826	1,313	1,849	(28 )%	(29 )%
Maryland	2,999	2,448	3,026	(18 )%	(19 )%
Ohio	3,035	2,564	3,093	(16 )%	(17 )%

Customers (average  
end-use customers (in  
thousands))

	Three months ended September 30,			Nine months ended September 30,		
	2012	2011	% change	2012	2011	% change
<b>Distribution Operations</b>						
Nicor Gas	2,181	n/a	n/a	2,188	n/a	n/a
Atlanta Gas Light	1,522	1,518	0.3 %	1,544	1,546	(0.1 )%
Virginia Natural Gas	279	275	1.5 %	280	278	0.7 %
Elizabethtown Gas	276	275	0.4 %	277	276	0.4 %
Florida City Gas	104	103	1.0 %	104	103	1.0 %
Chattanooga Gas	61	61	0.0 %	62	62	0.0 %
Elkton Gas	6	6	0.0 %	6	6	0.0 %
Total	4,429	2,238		4,461	2,271	
<b>Retail Operations</b>						
Georgia	477	482	(1 )%	487	491	(1 )%
Illinois	414	n/a	n/a	429	n/a	n/a
Ohio and Florida (2)	63	94	(33 )%	119	87	37 %
Indiana	37	n/a	n/a	37	n/a	n/a
Other	6	n/a	n/a	6	n/a	n/a
Total	997	576		1,063	578	
Market share in Georgia	32.0 %	32.5 %		32.1 %	32.4 %	

## Volumes

	Three months ended September 30,			Nine months ended September 30,		
	2012	2011	% change	2012	2011	% change
<b>Distribution Operations</b>						
<b>In Bcf</b>						
Firm	75	20	n/a	408	147	n/a
Interruptible	26	25	4 %	79	78	1 %

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Total	101	45	n/a	487	225	n/a
<b>Retail Operations (In Bcf)</b>						
Georgia firm	3	3	0 %	20	26	(23 )%
Ohio and Florida	1	1	0 %	6	6	0 %
<b>Wholesale Services</b>						
Daily physical sales (Bcf/day)	5.3	4.9	8 %	5.4	5.1	6 %
<b>Cargo Shipping (TEU's - in thousands)</b>						
Shipments	43	n/a	n/a	124	n/a	n/a
	As of September 30,					
	2012	2011				
<b>Midstream Operations</b>						
Working natural gas capacity (In Bcf)	30.3	13.5				
% of firm capacity under subscription by third parties (3)	48 %	67 %				

- (1) Obtained from weather stations relevant to our service areas at the National Oceanic and Atmospheric Administration, National Climatic Data Center. Normal represents ten-year averages from 2002 through September 30, 2012, except for Illinois, where normal represents a ten-year average from 1998 through 2007, which was established in our last rate case.
- (2) A portion of the Ohio customers represent customer equivalents, which are computed by the actual delivered volumes divided by the expected average customer usage. On April 1, 2012, our contract to serve approximately 50,000 customer equivalents ended.
- (3) Our percent of capacity under firm subscription does not include 3 Bcf of subscriptions with Sequent at September 30, 2012 and 4 Bcf at September 30, 2011.

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Third quarter 2012 compared to Third quarter 2011

Operating margin, operating expenses and EBIT information for each of our segments are contained in the following tables for the third quarters ended September 30, 2012 and 2011:

In millions	Operating margin (1) (2)	2012 Operating expenses (2) (3)	EBIT (1)	Operating margin (1)	2011 Operating expenses (3)	EBIT (1)
Distribution operations	\$ 327	\$ 249	\$ 80	\$ 192	\$ 124	\$ 70
Retail operations	35	30	5	11	16	(5 )
Wholesale services	(12 )	12	(23 )	(29 )	8	(37 )
Midstream operations	10	9	1	9	7	2
Cargo shipping	32	35	(1 )	0	0	0
Other	(1 )	2	(2 )	0	4	(5 )
Consolidated	\$ 391	\$ 337	\$ 60	\$ 183	\$ 159	