

AGL RESOURCES INC
Form 10-K/A
June 01, 2006

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

**FORM 10-K/A
Amendment No. 1**

(Mark One)

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

For the fiscal year ended December 31, 2004

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)

Securities registered pursuant to Section 12(b) of the Act:

Title of Class
Common Stock, \$5 Par Value
Preferred Share Purchase Rights
8% Trust Preferred Securities

Name of each exchange on which registered
New York Stock Exchange
New York Stock Exchange
New York Stock Exchange

Securities registered pursuant to Section 12(g) of the Act: **None**

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, and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. []

Indicate by check mark whether the registrant is an accelerated filer (as defined in Exchange Act Rule 12b-2). Yes [ü]
No []

The aggregate market value of the voting and non-voting common equity held by non-affiliates, computed by reference to the price at which the common equity was last sold, as of the last business day of the registrant's most recently completed second fiscal quarter was \$1,879,590,369

The number of shares of Common Stock outstanding as of February 11, 2005 was 76,953,218.

DOCUMENTS INCORPORATED BY REFERENCE: None

Explanatory Note

We are filing this Amendment No. 1 to our Annual Report on Form 10-K for the year ended December 31, 2004, for the purpose of correcting the format of the certifications filed previously as Exhibit 31 with the original Form 10-K, which are attached hereto as Exhibits 31.1 and 31.2.

This amendment does not reflect events occurring after the filing of the original Form 10-K or, except as indicated above and except for updating changes to the list of exhibits in Item 15, modify or update the information in the original Form 10-K.

ITEM 15. EXHIBITS, FINANCIAL STATEMENT SCHEDULES AND REPORTS ON FORM 8-K

(3) Exhibits

Where an exhibit is filed by incorporation by reference to a previously filed registration statement or report, such registration statement or report is identified in parentheses.

- 1.1 Underwriting Agreement dated February 11, 2003 by and among AGL Resources Inc. and the Underwriters named therein. (Exhibit 1.1, AGL Resources Inc. Form 10-K for the fiscal year ended December 31, 2002).
- 1.2 Underwriting Agreement dated September 22, 2004 among AGL Capital Corporation, AGL Resources Inc. and J. P. Morgan Securities, Inc., as representative of the several underwriters named in Schedule A thereto (Exhibit 1, AGL Resources Inc. Form 8-K dated September 22, 2004).
- 1.3 Underwriting Agreement dated November 18, 2004 among AGL Resources Inc. and J. P. Morgan Securities Inc. and Morgan Stanley & Co. Incorporated, as representatives of the several underwriters named in Schedule A thereto (Exhibit 1, AGL Resources Inc. Form 8-K dated November 18, 2004).
- 1.4 Underwriting Agreement dated December 15, 2004 among AGL Capital Corporation, AGL Resources Inc. and Banc of America Securities LLC and J. P. Morgan Securities, Inc., as representatives of the several underwriters named in Schedule A thereto. (Exhibit 1, AGL Resources Inc. Form 8-K dated December 15, 2004).
- 2.1 Stock Purchase Agreement dated May 8, 2000 by and between AGL Resources Inc. and Consolidated Natural Gas Company, Virginia Natural Gas, Inc. and Dominion Resources, Inc. (Exhibit 2.1, AGL Resources Inc. Form 10-Q for the quarter ended June 30, 2000).
- 2.2 First Amendment to Stock Purchase Agreement dated October 1, 2000 by and between AGL Resources Inc. and Consolidated Natural Gas Company, Virginia Natural Gas, Inc. and Dominion Resources, Inc. (Exhibit 2.2, AGL Resources Inc. Form 8-K dated October 18, 2000).
- 2.3 Agreement and Plan of Merger by and between AGL Resources Inc., Cougar Corporation and NUI Corporation, dated July 14, 2004 (Exhibit 2.1, AGL Resources Inc. Form 8-K dated July 15, 2004).
- 3.1 Amended and Restated Articles of Incorporation filed January 5, 1996, with the Secretary of State of the State of Georgia (Exhibit B, Proxy Statement and Prospectus filed as a part of Amendment No. 1 to Registration Statement on Form S-4, No. 33-99826).
- 3.2 Bylaws, as amended on October 29, 2003 (Exhibit 3.2, AGL Resources Inc. Form 10-K for the fiscal year ended December 31, 2003).

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- 4.1.a Specimen form of Common Stock certificate (Exhibit 4.1, AGL Resources Inc. Form 10-K for the fiscal year ended September 30, 1999).
- 4.1.b Specimen AGL Capital Corporation 6.00% Senior Notes due 2034 (Exhibit 4.1, AGL Resources Inc. Form 8-K dated September 22, 2004).
- 4.1.c Specimen AGL Capital Corporation 4.95% Senior Notes due 2015. (Exhibit 4.1, AGL Resources Inc. Form 8-K dated December 15, 2004).
- 4.2 Specimen form of Right certificate (Exhibit 1, AGL Resources Inc. Form 8-K filed March 6, 1996).
- 4.3 Indenture, dated as of December 1, 1989, between Atlanta Gas Light Company and Bankers Trust Company, as Trustee (Exhibit 4(a), Atlanta Gas Light Company registration statement on Form S-3, No. 33-32274).
- 4.4 First Supplemental Indenture dated as of March 16, 1992, between Atlanta Gas Light Company and NationsBank of Georgia, National Association, as Successor Trustee (Exhibit 4(a), Atlanta Gas Light Company registration statement on Form S-3, No. 33-46419).
- 4.5 Indenture, dated February 20, 2001 among AGL Capital Corporation, AGL Resources Inc. and The Bank of New York, as Trustee (Exhibit 4.2, AGL Resources Inc. registration statement on Form S-3, filed on September 17, 2001, No. 333-69500)
- 4.6 Guarantee of AGL Resources Inc. dated as of September 27, 2004 regarding the AGL Capital Corporation 6.00% Senior Note due 2034 (Exhibit 4.3, AGL Resources Inc. Form 8-K dated September 22, 2004).
- 4.7 Guarantee of AGL Resources Inc. dated as of December 20, 2004 regarding the AGL Capital Corporation 4.95% Senior Note due 2015 (Exhibit 4.3, AGL Resources Inc. Form 8-K dated December 15, 2004).
- 10.1 Executive Compensation Plans and Arrangements.
 - 10.1.a AGL Resources Inc. Long-Term Incentive Plan (1999), as amended and restated as of January 1, 2002 (Exhibit 99.2, AGL Resources Inc. Form 10-Q for the quarter ended March 31, 2002).
 - 10.1.b First amendment to the AGL Resources Inc. Long-Term Incentive Plan (1999), as amended and restated (Exhibit 10.1.b, AGL Resources Inc. Form 10-K for the fiscal year ended December 31, 2004).
 - 10.1.c Form of Incentive Stock Option Agreement, Nonqualified Stock Option Agreement and Restricted Stock Agreement for key employees (Exhibit 10.1, AGL Resources Inc. Form 10-Q for the quarter ended September 30, 2004).
 - 10.1.d Form of Restricted Stock Unit Agreement and Performance Cash Unit Agreement for key employees (Exhibit 10.1 and 10.2, respectively, AGL Resources Inc. Form 8-K dated January 3, 2005).

- 10.1.e Form of Performance Unit Agreement for key employees (Exhibit 10.1.e, AGL Resources Inc. Form 10-K for the fiscal year ended December 31, 2004).
- 10.1.f AGL Resources Inc. Long-Term Stock Incentive Plan of 1990 (Exhibit 10(ii), Atlanta Gas Light Company Form 10-K for the fiscal year ended September 30, 1991).
- 10.1.g First Amendment to the AGL Resources Inc. Long-Term Stock Incentive Plan of 1990 (Exhibit B to the Atlanta Gas Light Company Proxy Statement for the Annual Meeting of Shareholders held February 5, 1993).
- 10.1.h Second Amendment to the AGL Resources Inc. Long-Term Stock Incentive Plan of 1990 (Exhibit 10.1.d, AGL Resources Inc. Form 10-K for the fiscal year ended September 30, 1997).
- 10.1.i Third Amendment to the AGL Resources Inc. Long-Term Stock Incentive Plan of 1990 (Exhibit C to the Proxy Statement and Prospectus filed as a part of Amendment No. 1 to Registration Statement on Form S-4, No. 33-99826).
- 10.1.j Fourth Amendment to the AGL Resources Inc. Long-Term Stock Incentive Plan of 1990 (Exhibit 10.1.f, AGL Resources Inc. Form 10-K for the fiscal year ended September 30, 1997).
- 10.1.k Fifth Amendment to the AGL Resources Inc. Long-Term Stock Incentive Plan of 1990 (Exhibit 10.1.g, AGL Resources Inc. Form 10-K for the fiscal year ended September 30, 1997).
- 10.1.l Sixth Amendment to the AGL Resources Inc. Long-Term Stock Incentive Plan of 1990 (Exhibit 10.1.a, AGL Resources Inc. Form 10-Q for the quarter ended March 31, 1998).
- 10.1.m Seventh Amendment to the AGL Resources Inc. Long-Term Stock Incentive Plan of 1990 (Exhibit 10.1, AGL Resources Inc. Form 10-Q for the quarter ended December 31, 1998).
- 10.1.n Eighth Amendment to the AGL Resources Inc. Long-Term Stock Incentive Plan of 1990 (Exhibit 10.1, AGL Resources Inc. Form 10-Q for the quarter ended March 31, 2000).
- 10.1.o Ninth Amendment to the AGL Resources Inc. Long-Term Stock Incentive Plan 1990 (Exhibit 10.6, AGL Resources Inc. Form 10-Q for the quarter ended September 30, 2002).
- 10.1.p AGL Resources Inc. Nonqualified Savings Plan as amended and restated as of January 1, 2001 (Exhibit 10.1.n, AGL Resources Inc. Form 10-K for the fiscal year ended September 30, 2001).
- 10.1.q First Amendment to the AGL Resources Inc. Nonqualified Savings Plan (Exhibit 10.3, AGL Resources Inc. Form 10-Q for the quarter ended September 30, 2002).

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- 10.1.r Second Amendment to the AGL Resources Inc. Nonqualified Savings Plan (Exhibit 10.1.r, AGL Resources Inc. Form 10-K for the fiscal year ended December 31, 2004).
- 10.1.s Third Amendment to the AGL Resources Inc. Nonqualified Savings Plan (Exhibit 10.1.s, AGL Resources Inc. Form 10-K for the fiscal year ended December 31, 2004).
- 10.1.t AGL Resources Inc. Amended and Restated 1996 Non-Employee Directors Equity Compensation Plan (Exhibit 10.1, AGL Resources Inc. Form 10-Q for the quarter ended September 30, 2002).
- 10.1.u First Amendment to the AGL Resources Inc. Amended and Restated 1996 Non-Employee Directors Equity Compensation Plan (Exhibit 10.1.o, AGL Resources Inc. Form 10-K for the fiscal year ended December 31, 2002).
- 10.1.v AGL Resources Inc. 1998 Common Stock Equivalent Plan for Non-Employee Directors (Exhibit 10.1.b, AGL Resources Inc. Form 10-Q for the quarter ended December 31, 1997).
- 10.1.w First Amendment to the AGL Resources Inc. 1998 Common Stock Equivalent Plan for Non-Employee Directors (Exhibit 10.5, AGL Resources Inc. Form 10-Q for the quarter ended March 31, 2000).
- 10.1.x Second Amendment to the AGL Resources Inc. 1998 Common Stock Equivalent Plan for Non-Employee Directors (Exhibit 10.4, AGL Resources Inc. Form 10-Q for the quarter ended September 30, 2002).
- 10.1.y Third Amendment to the AGL Resources Inc. 1998 Common Stock Equivalent Plan for Non-Employee Directors (Exhibit 10.5, AGL Resources Inc. Form 10-Q for the quarter ended September 30, 2002).
- 10.1.z AGL Resources Inc. Officer Incentive Plan (Exhibit 10.2, AGL Resources Inc. Form 10-Q for the quarter ended June 30, 2001).
- 10.1.aa Form of AGL Resources Inc. Executive Post Employment Medical Benefit Plan (Exhibit 10.1.d, AGL Resources Inc. Form 10-Q for the quarter ended June 30, 2003).
- 10.1.ab AGL Resources Inc. Executive Performance Incentive Plan dated February 2, 2002 (Exhibit 99.1, AGL Resources Inc. Form 10-Q for the quarter ended March 31, 2002).
- 10.1.ac Continuity Agreement, dated December 1, 2003, by and between AGL Resources Inc., on behalf of itself and AGL Services Company (its wholly owned subsidiary) and Kevin P. Madden (Exhibit 10.1.w, AGL Resources Inc. Form 10-K for the fiscal year ended December 31, 2003).
- 10.1.ad Continuity Agreement, dated December 1, 2003, by and between AGL Resources Inc., on behalf of itself and AGL Services Company (its wholly owned subsidiary) and Richard T. O'Brien (Exhibit 10.1.x, AGL Resources Inc.

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Form 10-K for the fiscal year ended December 31, 2003).

- 10.1.ae Continuity Agreement, dated December 1, 2003, by and between AGL Resources Inc., on behalf of itself and AGL Services Company (its wholly owned subsidiary) and Paula G. Rosput (Exhibit 10.1.y, AGL Resources Inc. Form 10-K for the fiscal year ended December 31, 2003).
- 10.1.af Continuity Agreement, dated December 1, 2003, by and between AGL Resources Inc., on behalf of itself and AGL Services Company (its wholly owned subsidiary) and Paul R. Shlanta (Exhibit 10.1.z, AGL Resources Inc. Form 10-K for the fiscal year ended December 31, 2003).
- 10.1.ag Continuity Agreement, dated December 1, 2003, by and between AGL Resources Inc., on behalf of itself and AGL Services Company (its wholly owned subsidiary) and Melanie M. Platt (Exhibit 10.2, AGL Resources Inc. Form 10-Q for the quarter ended June 30, 2004).
- 10.1.ah Form of Director Indemnification Agreement, dated April 28, 2004, between AGL Resources Inc., on behalf of itself and the Indemnities named therein (Exhibit 10.3, AGL Resources Inc. Form 10-Q for the quarter ended June 30, 2004).
- 10.1.ai Description of Directors' Compensation (Exhibit 10.1, AGL Resources Inc. Form 8-K dated December 1, 2004).
- 10.1.aj Form of Stock Award Agreement for Non-Employee Directors (Exhibit 10.1.aj, AGL Resources Inc. Form 10-K for the fiscal year ended December 31, 2004).
- 10.1.ak Form on Nonqualified Stock Option Agreement for Non-Employee Directors (Exhibit 10.1.ak, AGL Resources Inc. Form 10-K for the fiscal year ended December 31, 2004).
- 10.1.al Summary of AGL Resources Inc. Annual Team Performance Incentive Plan for 2004 (Exhibit 10.1, AGL Resources Inc. Form 8-K dated February 2, 2005).
- 10.2 Guaranty Agreement, effective November 30, 2003, by and between Atlanta Gas Light Company and AGL Resources Inc. (Exhibit 10.3, AGL Resources Inc. Form 10-Q for the quarter ended June 30, 2003).
- 10.3 Form of Commercial Paper Dealer Agreement between AGL Capital Corporation, as Issuer, AGL Resources Inc., as Guarantor, and the Dealers named therein, dated September 25, 2000 (Exhibit 10.79, AGL Resources Inc. Form 10-K for the fiscal year ended September 30, 2000).
- 10.4 Guarantee of AGL Resources Inc., dated October 5, 2000, of payments on promissory notes issued by AGL Capital Corporation (AGL Capital) pursuant to the Issuing and Paying Agency Agreement dated September 25, 2000, between AGL Capital and The Bank of New York (Exhibit 10.80, AGL Resources Inc. Form 10-K for the fiscal year ended September 30, 2000).

- 10.5 Issuing and Paying Agency Agreement, dated September 25, 2000, between AGL Capital Corporation and The Bank of New York. (Exhibit 10.81, AGL Resources Inc. Form 10-K for the fiscal year ended September 30, 2000).
- 10.6 Master Management Services Agreement, dated April 24, 2000, by and between Atlanta Gas Light Company and Environmental ThermoRetec Consulting Corporation. (Exhibit 10.1, AGL Resources Inc. 10-Q for the quarter ended June 30, 2000) (Confidential treatment pursuant to 17 CFR Sections 200.80 (b) and 240.24b-2 has been granted regarding certain portions of this exhibit, which portions have been filed separately with the Commission) (Exhibit 10.82, AGL Resources Inc. Form 10-K for the fiscal year ended September 30, 2000).
- 10.7 Amended and Restated Master Environmental Management Services Agreement, dated July 25, 2002 by and between Atlanta Gas Light Company and The RETEC Group, Inc. (Exhibit 10.2, AGL Resources Inc. Form 10-Q for the quarter ended June 30, 2003). (Confidential treatment pursuant to 17 CFR Sections 200.80 (b) and 240.24-b has been granted regarding certain portions of this exhibit, which portions have been filed separately with the Commission).
- 10.8 Credit Agreement, dated as of October 22, 2004, among AGL Resources Inc., as Guarantor, AGL Capital Corporation, as Borrower, JPMorgan Chase Bank, as administrative agent, Morgan Stanley Senior Funding, Inc., as syndication agent, and the several other banks and other financial institutions named therein (Exhibit 10.2, AGL Resources Inc. Form 10-Q for the quarter ended September 30, 2004).
- 10.9 Three Year Credit Agreement, dated May 26, 2004, by and between AGL Resources Inc., as Guarantor, AGL Capital Corporation, as Borrower, and the Lenders named therein, (Exhibit 10.1, AGL Resources Inc. Form 10-Q for the quarter ended June 30, 2004).
- 10.10 First Amendment to Credit Agreement, dated September 30, 2004, by and among AGL Resources Inc., AGL Capital Corporation, SunTrust Bank, as administrative agent, Wachovia Bank, National Association, as syndication agent, JP Morgan Chase Bank, The Bank of Tokyo-Mitsubishi, Ltd. and Calyon New York Branch, as documentation agents, and the several other banks and other financial institutions named therein (Exhibit 10, AGL Resources Inc., Form 8-K dated September 30, 2004).
- 10.11 SouthStar Energy Services LLC Agreement, dated April 1, 2004 by and between Georgia Natural Gas Company and Piedmont Energy Company (Exhibit 10, AGL Resources Inc. Form 10-Q for the quarter ended March 31, 2004).
- 12 Statements of computation of ratios (Exhibit 12, AGL Resources Inc. Form 10-K for the fiscal year ended December 31, 2004).

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AGL Resources Inc. Code of Ethics for its Chief Executive Officer and its Senior Financial Officers (Exhibit 14, AGL Resources Inc. Form 10-K for the fiscal year ended December 31, 2004).

- 21 Subsidiaries of AGL Resources Inc. (Exhibit 21, AGL Resources Inc. Form 10-K for the fiscal year ended December 31, 2004).
- 23.1 Consent of PricewaterhouseCoopers LLP, independent registered public accounting firm (Exhibit 23.1, AGL Resources Inc. Form 10-K for the fiscal year ended December 31, 2004).
- 23.2 Consent of Deloitte & Touche LLP, independent registered public accounting firm (Exhibit 23.2, AGL Resources Inc. Form 10-K for the fiscal year ended December 31, 2004).
- 23.3 Consent of Ernst & Young LLP, independent registered public accounting firm (Exhibit 23.3, AGL Resources Inc. Form 10-K for the fiscal year ended December 31, 2004).
- 24 Powers of Attorney (included with Signature Page hereto).
- 31 Rule 13a-14(a)/15d-14(a) Certifications (Exhibit 31, AGL Resources Inc. Form 10-K for the fiscal year ended December 31, 2004).
- 31.1 Certification of John W. Somerhalder II pursuant to Rule 13a - 14(a).
- 31.2 Certification of Andrew W. Evans pursuant to Rule 13a - 14(a).
- 32 Section 1350 Certifications (Exhibit 32, AGL Resources Inc. Form 10-K for the fiscal year ended December 31, 2004).
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SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized, on June 1, 2006.

AGL RESOURCES INC.

By: /s/ John W. Somerhalder II
John W. Somerhalder II
President and Chief Executive Officer

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities indicated as of June 1, 2006.

| Signatures | Title |
|---|---|
| <u>/s/ John W. Somerhalder II</u> John W. Somerhalder II | President and Chief Executive Officer (Principal Executive Officer) |
| <u>/s/ Andrew W. Evans</u> Andrew W. Evans | Executive Vice President and Chief Financial Officer (Principal Financial Officer) |
| <u>/s/ Bryan E. Seas</u> Bryan E. Seas | Vice President, Controller and Chief Accounting Officer (Principal Accounting Officer) |
| D. Raymond Riddle* | Chairman |
| Thomas D. Bell, Jr.* | Director |
| Charles R. Crisp* | Director |
| Michael J. Durham* | Director |
| Arthur E. Johnson* | Director |
| Wyck A. Knox, Jr.* | Director |
| Dennis M. Love* | Director |
| Dean R. O'Hare | Director |
| James A. Rubright* | Director |
| Felker W. Ward, Jr.* | Director |
| Bettina M. Whyte* | Director |
| Henry C. Wolf* | Director |

*By: /s/ Paul R. Shlanta
Paul R. Shlanta, Attorney-in-Fact
June 1, 2006