

NICOR INC
Form 425
September 15, 2011

Filed by AGL Resources Inc.
Pursuant to Rule 425 under the Securities Act of 1933
and deemed filed pursuant to Rule 14a-12
under the Securities Exchange Act of 1934

Subject Company: Nicor Inc.
Commission File No: 333-172084

Sequent Employee Email - AGL Resources Files Request with FERC

In the course of planning to support the proposed merger of AGL Resources and Nicor, and the anticipated integration of Nicor Enerchange and Sequent Energy Management, AGL Resources yesterday filed a request with the Federal Energy Regulatory Commission (FERC) seeking a waiver of the Commission's posting and bidding requirements. The company also requested a temporary waiver of some regulations, such as the Shipper Must Have Title and Buy/Sell rules.

Assuming the companies are successful in securing the necessary regulatory approvals to complete the merger, these waivers would help facilitate the direct transfer of transportation and storage contracts between Nicor Enerchange and Sequent at the close of the transaction and ensure continuity of service for customers of both companies.

The FERC filing, while customary in transactions of this nature, may be reported by trade media, such as Gas Daily. As a result, you may receive questions from your customers. The attached talking points should help you address customer concerns. All media inquiries should be directed to Tami Gerke at (404) 584-3873.

Please feel free to contact me with any questions or concerns.

[Pete Tumminello e-signature]

Sent as an email attachment:

Talking Points

To assist with addressing customer questions about FERC Filing on 09/14/11

About the Filing

- The filing seeks waivers from the Federal Energy Regulatory Commission (FERC) associated with the transfer of transportation and storage contracts at the close of the proposed merger between AGL Resources Inc. and Nicor Inc..
- The businesses of Nicor Enerchange and Sequent Energy Management are expected to be integrated as part of the proposed merger between Nicor and AGL Resources.
- AGL Resources is committed to the wholesale and asset management business in the Midwest, as well as to serving commercial and industrial customers in this region.
- As the companies are in the transitional phase of integration planning, it is premature to discuss the organizational structure of the combined company.
- AGL Resources and Nicor Enerchange are committed to ensuring clients continue to experience superior service during the transition that follows the close of the proposed merger.

About the Proposed Merger

- The transaction, expected to close later this year, will combine AGL Resources and Nicor to create a leading U.S. natural gas distribution company with:
 - o Approximately \$5.1 billion in annual revenues;
 - o Seven regulated natural gas distribution companies providing natural gas service to about 4.5 million customers in Illinois, Georgia, New Jersey, Virginia, Florida, Tennessee and Maryland;
 - o Over 1 million retail customers in the unregulated businesses;
 - o Physical wholesale gas business delivering approximately 4.7 billion cubic feet (Bcf) per day to gas customers; and
 - o Expertise and facilities across the natural gas storage value chain that will provide 31 Bcf of storage in 2012 with expansion potential up to 90 Bcf.
- The increased scale and scope of the combined company is expected to create long-term benefits for customers and establish a growth platform superior to what either company could achieve alone.
- The companies have received approval or clearance from the following federal agencies: the Securities and Exchange Commission, the Federal Trade Commission and the Department of Justice. The shareholders of both companies have also approved the merger and all proposals required to execute the merger.
- The merger still requires approval from the Illinois Commerce Commission, the state agency that regulates Nicor Gas and establishes rates. We are working diligently through the regulatory process to secure the necessary approvals to complete the transaction later this year.

- Until the merger closes, both companies will continue to operate independently and conduct business as usual with customers.

Forward Looking Statements

To the extent any statements made in this document contain information that is not historical, these statements are forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended (collectively, “forward-looking statements”).

These forward-looking statements relate to, among other things, the expected benefits of the proposed merger, such as efficiencies, growth potential, market profile and financial strength; the competitive ability and position of the company and our ability to obtain the necessary approvals for the transaction. Forward-looking statements can generally be identified by the use of words such as “believe”, “anticipate”, “expect”, “estimate”, “intend”, “continue”, “plan”, “will”, “may”, “should”, “could”, “would”, “target”, “potential” and other similar expressions. In addition, any statements that to expectations, projections or other characterizations of future events or circumstances are forward-looking statements. Although certain of these statements set out herein are indicated above, all of the statements in this release that contain forward-looking statements are qualified by these cautionary statements. Although AGL Resources and Nicor believe that the expectations reflected in such forward-looking statements are reasonable, such statements involve risks and uncertainties, and undue reliance should not be placed on such statements. Certain material factors or assumptions are applied in making forward-looking statements, including, but not limited to, factors and assumptions regarding the items outlined above. Actual results may differ materially from those expressed or implied in such statements. Important factors that could cause actual results to differ materially from these expectations include, among other things, the following: the failure to receive, on a timely basis or otherwise, the required approvals by AGL Resources and Nicor stockholders and government or regulatory agencies (including the terms of such approvals); the risk that a condition to closing of the merger may not be satisfied; the possibility that the anticipated benefits and synergies from the proposed merger cannot be fully realized or may take longer to realize than expected; the possibility that costs or difficulties related to the integration of AGL Resources and Nicor operations will be greater than expected; the ability of the combined company to retain and hire key personnel and maintain relationships with customers, suppliers or other business partners; the impact of legislative, regulatory, competitive and technological changes; the risk that the credit ratings of the combined company may be different from what the companies expect; and other risk factors relating to the energy industry, as detailed from time to time in each of AGL Resources’ and Nicor’s reports filed with the Securities and Exchange Commission (“SEC”). There can be no assurance that the proposed merger will in fact be consummated.

Additional information about these factors and about the material factors or assumptions underlying such forward-looking statements may be found in the body of this release, as well as under Item 1.A. in each of AGL Resources’ and Nicor’s Annual Report on Form 10-K for the fiscal year December 31, 2010. AGL Resources and Nicor caution that the foregoing list of important factors that may affect future results is not exhaustive. When relying on forward-looking statements to make decisions with respect to AGL Resources and Nicor, investors and others should carefully consider the foregoing factors and other uncertainties and potential events. All subsequent written and oral forward-looking statements concerning the proposed transaction or other matters attributable to AGL Resources and Nicor or any other person acting on their behalf are expressly qualified in their entirety by the cautionary statements referenced above. The forward-looking statements contained herein speak only as of the date of this communication. Neither AGL Resources nor Nicor undertakes any obligation to update or revise any forward-looking statement, except as may be required by law.

Additional Information

In connection with the proposed merger, a definitive joint proxy statement/prospectus was mailed on or about May 10, 2011 to shareholders of record of AGL Resources and Nicor as of April 18, 2011. **WE URGE INVESTORS TO READ THE DEFINITIVE JOINT PROXY STATEMENT/PROSPECTUS CAREFULLY, AS WELL AS OTHER DOCUMENTS FILED WITH THE SEC, BECAUSE THEY CONTAIN IMPORTANT INFORMATION ABOUT**

AGL RESOURCES, NICOR AND THE PROPOSED TRANSACTION. The definitive joint proxy statement/prospectus, as well as other filings containing information about AGL Resources and Nicor, can be obtained free of charge at the website maintained by the SEC at www.sec.gov. You may also obtain these documents, free of charge, from AGL Resources' website (www.aglresources.com) under the tab Investor Relations/SEC Filings or by directing a request to AGL Resources Inc., P.O. Box 4569, Atlanta, GA, 30302-4569. You may also obtain these documents, free of charge, from Nicor's website (www.nicor.com) under the tab Investor Information/SEC Filings or by directing a request to Nicor Inc., P.O. Box 3014, Naperville, IL 60566-7014.

The respective directors and executive officers of AGL Resources and Nicor, and other persons, may be deemed to be participants in the solicitation of proxies in respect of the proposed transaction. Information regarding AGL Resources' directors and executive officers is available in the definitive joint proxy statement/prospectus and its definitive proxy statement filed with the SEC by AGL Resources on March 14, 2011, and information regarding Nicor directors and executive officers is available in the definitive joint proxy statement/prospectus and its definitive proxy statement filed with the SEC by Nicor on April 19, 2011. These documents can be obtained free of charge from the sources indicated above. Other information regarding the interests of the participants in the proxy solicitation are included in the definitive joint proxy statement/prospectus and other relevant materials filed with the SEC. This communication shall not constitute an offer to sell or the solicitation of an offer to sell or the solicitation of an offer to buy any securities, or a solicitation of any vote or approval, nor shall there be any sale of securities in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction. No offer of securities shall be made except by means of a prospectus meeting the requirements of Section 10 of the Securities Act of 1933, as amended.

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