

AGL CAPITAL CORP  
Form FWP  
March 17, 2011

Free Writing Prospectus  
Filed Pursuant to Rule 433  
Registration Nos. 333-168901  
and 333-168901-02  
March 16, 2011

**AGL CAPITAL CORPORATION/AGL RESOURCES INC.**

**Pricing Term Sheet for 2041 Senior Notes**

Issuer:	AGL Capital Corporation
Guarantor:	AGL Resources Inc.
Ratings:	Baa1/BBB+/A-
Security Type:	Senior Notes
Size:	\$500,000,000
Maturity:	March 15, 2041
Coupon:	5.875%
Price to Public:	99.833% of principal amount
Benchmark Treasury:	UST 4.250% due November 15, 2040
Benchmark Treasury Yield:	4.387%
Spread to Benchmark Treasury:	+150 bps
Yield to Maturity:	5.887%
Trade Date:	March 16, 2011
Interest Payment Dates:	March 15 and September 15 of each year, commencing September 15, 2011
Par Redemption	Any time after September 15, 2040 at a redemption price equal to 100% of the principal amount, plus accrued and unpaid interest.
Make Whole Redemption:	T+25 bps
Settlement:	March 21, 2011 (T+3)

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CUSIP/ISIN: 001192AH6 / US001195AH64

Book-Running Managers: Goldman, Sachs & Co.

Morgan Stanley & Co. Incorporated

RBS Securities Inc.

Merrill Lynch, Pierce, Fenner & Smith  
Incorporated

Co-Managers: Credit Agricole Securities (USA) Inc.

Deutsche Bank Securities Inc.

Mitsubishi UFJ Securities (USA), Inc.

Scotia Capital (USA) Inc.

SunTrust Robinson Humphrey, Inc.

U.S. Bancorp Investments, Inc.

Wells Fargo Securities, LLC

**The issuer has filed a registration statement (including a prospectus) with the SEC for the offering to which this communication relates. Before you invest, you should read the prospectus in that registration statement and other documents the issuer has filed with the SEC for more complete information about the issuer and this offering. You may get these documents for free by visiting EDGAR on the SEC Web site at [www.sec.gov](http://www.sec.gov). Alternatively,**

**the issuer, any underwriter or any dealer participating in the offering will arrange to send you the prospectus if you request it by calling Goldman, Sachs & Co., at 1-866-471-2526, Morgan Stanley & Co. Incorporated, at 1-866-718-1649, RBS Securities Inc., at 1-866-884-2071 or Merrill Lynch, Pierce, Fenner & Smith Incorporated, at 1-800-294-1322.**

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**Note: A securities rating is not a recommendation to buy, sell or hold securities and may be subject to revision or withdrawal at any time.**