

NICOR INC
Form 425
June 08, 2011

Filed by AGL Resources Inc.
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Subject Company: Nicor Inc.
Commission File No: 333-172084

Integration Planning Teams Kick Off Next Phase

Yesterday, the integration teams met in Atlanta to kick off the next phase of integration planning. As I addressed the group during the morning meeting, the exceptional effort it will take to successfully integrate AGL Resources and Nicor was even more apparent. The audience in front of me has roughly doubled in size since I last spoke with them – a testament to the significant volume of work ahead of these teams in this next phase. The teams will spend this week welcoming new members and developing work plans for the next 12 weeks. And while team members will be in Atlanta for scheduled progress updates, you'll see many of them in offices around the company as they work together to create detailed designs of post-merger operating models and develop plans for successful implementation. A full list of the integration team members is available on the Merger Communications page of Planet.

Every employee has an important role in the integration process, whether serving on an integration team, continuing to focus on core responsibilities, or taking on new responsibilities to support an integration team member. The time commitment required of the integration team members is considerable, and it would not be possible without the support of colleagues to ensure the daily demands of the business are met and that we provide safe, reliable service to our customers.

If you have any questions about the integration planning process or any other aspect of the merger, I encourage you to talk with your manager, visit the Merger Communications page on Planet, or send your thoughts to merger@aglresources.com

Thank you for your continued support of the integration planning process.

Drew Evans
Executive Vice President and Chief Financial Officer
Chair, Merger Transition Committee

Excerpt from the Merger Communications page of Planet:
Integration Teams

Below is a list of employees participating on merger integration teams, as of June 8th.

Corporate

Ben Abramson, AGL Resources	Brandon Klingberg, Nicor	Todd Thompson, AGL Resources
Louis Acuna, AGL Resources	Mark Knox, Nicor	Anne Tkacs, AGL Resources
James Anderson, AGL Resources	Grace Kolvereid, AGL Resources	Dat Tran, AGL Resources
Heather Auger, AGL Resources	Antoinette Lambert, Nicor	Bob Voss, AGL Resources
Myra Bierria, AGL Resources	Dan Lambert, Nicor	Randy Wade, AGL Resources
DeeDee Bonner, AGL Resources	Dan Lambright, AGL Resources	Paul Wagner, AGL Resources
Tricia Bonner, AGL Resources	Ron Lepionka, AGL Resources	Laura Wilkinson-Sinton, AGL Resources
Jeff Brown, AGL Resources	Scott Lewis, Nicor	Barbara Zeller, Nicor
Steve Cave, AGL Resources	Patrick Loftus, Nicor	Mike Zumach, Nicor
Kathy Christel, Nicor	David Lukowicz, Nicor	
Barbara Christopher, AGL Resources	Dustin Martin, AGL Resources	
Jamie Coleman, AGL Resources	Annette Martinez, Nicor	
Greg Corbett, AGL Resources	Susan Mason, AGL Resources	
Wendell Dallas, AGL Resources	Pat McQueeny, Nicor	
Kelley Daviss, AGL Resources	Becky Meggesin, Nicor	
Barbara DeBardelaben, AGL Resources	Cathy Mejia, Nicor	
Bill DeSantis, AGL Resources	Chasity Miller, AGL Resources	
Trisha Feely, Nicor	Robert Mims, AGL Resources	
Karen Fike, AGL Resources	Angela Nagy, AGL Resources	
Jennifer Fiorenza, AGL Resources	Mark Namirr, AGL Resources	
Ron Forster, AGL Resources	Ryan Neary, Nicor	
Shannon Garmon, AGL Resources	Cindy Nelson, Nicor	

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Porter Gnann, AGL
Resources
Jim Gorenz, Nicor
Julie Granger-Kritz, AGL
Resources
Srinivas Gutti, Nicor
Paul Hailstone, AGL
Resources
Brian Hannon, AGL
Resources
Angela Hill, AGL
Resources
Richard Hyde, AGL
Resources
Kerry Johnson, AGL
Resources
Michael Johnson, AGL
Resources
Rachel Johnson, AGL
Resources
Timothy Kaufman, Nicor

Thomas Keilhack, Nicor

Jim Kibler, AGL Resources

Denise Kirhofer, Nicor

Gary Nottelmann, Nicor

Sue O'Connell, Nicor
David Parmer, Nicor

Karen Pepping, Nicor
Connie Pritchert, Nicor

Cindy Reyes, Nicor

Doug Ruschau, Nicor

Margi Schiemann, Nicor

Bob Schnorr, AGL
Resources
Bryan Seas, AGL
Resources
Pamela Shaheen, Nicor

David Slovensky, AGL
Resources
David Smith, AGL
Resources
Rhonda Smith, AGL
Resources
Joe Surber, AGL
Resources

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Distribution Operations

Hans Bell, Nicor
Ernie Brake, AGL Resources
Jason Broach, AGL Resources
Sandra Broughton, AGL Resources
Tim Brown, AGL Resources
Scott Carter, AGL Resources
Len Gilmore, Nicor
Jim Griffin, Nicor
Sharon Grove, Nicor
Greg Hare, AGL Resources
Jean Harrison, AGL Resources
Stephanie Hull, AGL Resources
Nina Hunter, Nicor
Emeka Igwilo, AGL Resources
Jim Jerozal, Nicor
Pat Keefe, AGL Resources
Kevin Kirby, Nicor
Scot Koif, Nicor

Greg Konwinski, Nicor
Steve Lindsey, AGL Resources
Rick Lonn, AGL Resources
Brian MacLean, AGL Resources
Christa Markgraff, Nicor
Barry Martin, AGL Resources
Anthony McCain, Nicor
Connie McIntyre, AGL Resources
Mark Meeker, AGL Resources
Mike Morley, AGL Resources
Bob Mudra, Nicor
Steve Murphy, AGL Resources
Kyle Ormsby, AGL Resources
Nick Popielski, AGL Resources
Charles Rawson, AGL Resources
Ellen Rendos, Nicor
Richard Rogers, AGL Resources
Wayne Rutledge, AGL Resources

John Sayers, AGL Resources
Caryn Schilstra, AGL Resources
Tim Sherwood, AGL Resources
Allen Spivey, AGL Resources

Robert Stallings, AGL Resources
Evan Stout, AGL Resources
Jay Sutton, AGL Resources
Somali Tomczak, Nicor
Ben Ward, AGL Resources
Stephen Wassell, AGL Resources
Stephen Whalen, AGL Resources
Pat Whiteside, Nicor
Angela Whitfield, Nicor
Clint Whybark, Nicor
Maureen Williams, Nicor

Retail

Shannon Cowling, AGL Resources
Robert Cumbie, AGL Resources
Paul DeLacey, Nicor
Dennis Donovan, Nicor
John Jamieson, AGL Resources
Dale Larkin, Nicor
Michael Nieman, AGL Resources
Mark Rueff, Nicor
Vishal Thakkar, Nicor
David Wiegus, Nicor

Storage

Mike Craig, AGL Resources
John Fortman, Nicor
Dana Grams, AGL Resources
Jim Pitts, AGL Resources
Chris Schulz, Nicor

Wholesale

Berney Aucoin, AGL Resources
Steve Cittadine, Nicor
Kevin Conneighton, Nicor
James Goerig, AGL Resources

Brian Little, AGL Resources
Chris Schulz, Nicor

Shipping

Drew Evans, AGL Resources
Rick Hawley, Nicor
Paul Morrison, Nicor

Other Energy Ventures

Mike Braswell, AGL Resources
Steve Cittadine, Nicor
Dan Dodge, Nicor

Pete Tumminello, AGL Resources

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 successful integration of the companies. Forward-looking statements can generally be identified by the use of words such as “believe”, “anticipate”, “expect”, “estimate”, “intend”, “continue”, “plan”, “project”, “will”, “may”, “should”, “could”, “would”, “target”, “potential” and other similar expressions. In addition, any statements that refer 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, AGL Resources has filed with the SEC a Registration Statement on Form S-4 (Registration No. 333-172084), as amended, which is publicly available, that includes a joint proxy statement of AGL Resources and Nicor that also constitutes a prospectus of AGL Resources. On or about May 10, 2011, AGL Resources and Nicor mailed the definitive joint proxy statement/prospectus to their respective stockholders of record 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 WILL

CONTAIN IMPORTANT INFORMATION ABOUT AGL RESOURCES, NICOR AND THE PROPOSED TRANSACTION. The 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, 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, 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 joint proxy statement/prospectus contained in the above referenced Registration Statement 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 joint proxy statement/prospectus contained in the above referenced Registration Statement 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.