

AGL RESOURCES INC
 Form 424B5
 August 06, 2009
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Filed Pursuant to Rule 424(b)(5)
 Registration Nos. 333-145606 and 333-145606-02

Calculation of Registration Fee

Title of Class of Securities Offered	Amount to be Registered	Maximum Offering Price Per Unit	Maximum Aggregate Offering Price	Amount of Registration Fee
5.25% Senior Notes due 2019	\$300,000,000	99.783%	\$299,349,000	\$16,704(1)(2)

- (1) Calculated in accordance with Rule 457(r) under the Securities Act of 1933.
- (2) Pursuant to Rule 457(p) under the Securities Act of 1933, unused filing fees of \$95,353 have already been paid with respect to unsold securities that were previously registered pursuant to a Registration Statement on Form S-3 (Statement Nos. 333-119921, 333-119921-01, 333-119921-02, 333-145606 and 333-145606-02) filed by the registrants and one of their affiliates on November 5, 2004, and have been carried forward to the Registration Statement of which this Prospectus Supplement and the accompanying Prospectus forms a part. Of those fees, \$16,704 offsets the registration fee due for this offering, and \$78,649 remains available for future registration fees. No additional registration fee has been paid with respect to this offering.

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Prospectus Supplement

(To Prospectus dated August 21, 2007)

\$300,000,000

AGL CAPITAL CORPORATION

5.25% Senior Notes due 2019

This is a public offering by AGL Capital Corporation, a wholly-owned subsidiary of AGL Resources Inc., of \$300,000,000 of its 5.25% Senior Notes due 2019. AGL Capital will pay interest on the senior notes on February 15 and August 15 of each year, beginning February 15, 2010. The senior notes will mature on August 15, 2019. The senior notes may be redeemed, in whole or in part, at any time and from time to time, as described under the caption **Description of the Senior Notes** **Optional Redemption**.

The senior notes will not be listed on any securities exchange. The senior notes will be issued in denominations of \$2,000 and integral multiples of \$1,000 in excess thereof.

AGL Resources will fully and unconditionally guarantee payment of the senior notes. The senior notes and the guarantee will be unsecured and will rank equally with all the other unsecured and unsubordinated obligations from time to time outstanding of AGL Capital and AGL Resources, respectively.

See **Risk Factors** on page S-7 to read about certain factors you should consider before investing in the senior notes.

Neither the Securities and Exchange Commission nor any other regulatory body has approved or disapproved of these securities or passed upon the accuracy or adequacy of this Prospectus Supplement or the accompanying Prospectus. Any representation to the contrary is a criminal offense.

	Per Senior Note	Total
Public offering price ⁽¹⁾	99.783%	\$ 299,349,000
Underwriting discount	0.650%	\$ 1,950,000
Proceeds, before expenses, to AGL Capital ⁽¹⁾	99.133%	\$ 297,399,000

⁽¹⁾ Plus accrued interest, if any, from August 10, 2009, if settlement occurs after that date.

The senior notes are expected to be delivered on or about August 10, 2009 through the book-entry facilities of The Depository Trust Company for the accounts of its participants, including Euroclear Bank S.A./N.V. or Clearstream Banking, société anonyme, Luxembourg.

Joint Book-Running Managers

Goldman, Sachs & Co.

SunTrust Robinson Humphrey

Wells Fargo Securities

Co-Managers

Mitsubishi UFJ Securities

CALYON
Prospectus Supplement dated August 5, 2009

RBS

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Prospectus Supplement

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ABOUT THIS PROSPECTUS SUPPLEMENT

This document is in two parts. The first part is this prospectus supplement, which describes the terms of this offering of senior notes. The second part is the accompanying prospectus, which contains more general information about the terms and conditions of debt securities we may offer from time to time, some of which will not apply to the senior notes.

You should rely only on the information contained or incorporated by reference in this prospectus supplement and the accompanying prospectus and any free writing prospectus we send to you or file with the Securities and Exchange Commission, referred to as the SEC. If the information in this prospectus supplement varies from the information contained or incorporated by reference in the accompanying prospectus, you should rely on the information in this prospectus supplement. No person is authorized to provide you with information that is different from the information provided or incorporated by reference in this prospectus supplement or to offer the senior notes in any jurisdiction where the offer is not permitted. It is important for you to read and consider all information contained in this prospectus supplement and the accompanying prospectus, including the information and documents incorporated by reference therein as well as any free writing prospectus we send to you or file with the SEC, in making your investment decision. See *Where You Can Find More Information* on page S-21 of this prospectus supplement. You should not assume that the information provided by this prospectus supplement, the accompanying prospectus, any such free writing prospectus or any document incorporated by reference is accurate as of any date other than the date of the document that contains the information.

Unless stated otherwise, references in this prospectus supplement to *AGL Capital*, *we*, *us* or *our* refer to AGL Capital Corporation. References in this prospectus supplement to *AGL Resources* refer to AGL Resources Inc. and its subsidiaries unless otherwise indicated or the context otherwise requires.

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PROSPECTUS SUPPLEMENT SUMMARY

This summary highlights information contained elsewhere or incorporated by reference into this prospectus supplement and the accompanying prospectus. This summary does not contain all of the information that you should consider before deciding to purchase our senior notes. You should read this entire prospectus supplement and the accompanying prospectus carefully, as well as the information incorporated by reference into these documents, before deciding to invest in our senior notes.

AGL Capital Corporation

We are a 100%-owned subsidiary of AGL Resources. We were established to provide for the ongoing financing needs of AGL Resources through a commercial paper program, the issuance of various debt and hybrid securities and other financing arrangements. Our senior notes are guaranteed by AGL Resources.

AGL Resources Inc.

Overview

AGL Resources is an energy services holding company, headquartered in Atlanta, Georgia, whose principal business is the distribution of natural gas in six states: Florida, Georgia, Maryland, New Jersey, Tennessee and Virginia. AGL Resources operates six utilities, which combined, serve approximately 2.3 million end-use customers, making it the largest distributor of natural gas in the southeastern and mid-Atlantic regions of the United States based on customer count. AGL Resources is also involved in various related and complementary businesses, including retail natural gas marketing to end-use customers primarily in Georgia; natural gas asset management and related logistics activities for its own utilities as well as for nonaffiliated companies; natural gas storage arbitrage and related activities; and the development and operation of high-deliverability underground natural gas storage assets. AGL Resources also owns and operates a small telecommunications business that constructs and operates conduit and fiber infrastructure within select metropolitan areas.

AGL Resources manages these businesses through four operating segments—distribution operations, retail energy operations, wholesale services and energy investments—and a non-operating corporate segment.

Distribution Operations

The distribution operations segment consists of six natural gas local distribution utilities: Atlanta Gas Light Company, Elizabethtown Gas, Virginia Natural Gas, Inc., Florida City Gas, Chattanooga Gas Company and Elkton Gas. These utilities construct, manage and maintain intrastate natural gas pipelines and distribution facilities.

Atlanta Gas Light is the largest natural gas distributor in the Southeast in terms of number of customers, providing gas delivery service to more than 1.5 million residential, commercial and industrial customers.

Elizabethtown Gas provides natural gas service to approximately 274,000 residential, commercial and industrial customers in northwestern and east central New Jersey.

Virginia Natural Gas provides natural gas service to approximately 272,000 residential, commercial and industrial customers in southeastern Virginia.

Florida City Gas provides natural gas service to approximately 103,000 residential, commercial and industrial customers in southeastern and east central Florida.

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Chattanooga Gas provides retail natural gas service to approximately 62,000 residential, commercial and industrial customers in southeastern Tennessee.

Elkton Gas provides natural gas service to approximately 6,000 residential, commercial and industrial customers in northeastern Maryland.

Retail Energy Operations

SouthStar Energy Services LLC is a joint venture operating in Georgia under the trade name Georgia Natural Gas. This business markets natural gas and related services on an unregulated basis to approximately 510,000 retail and commercial customers in Georgia, as well as to commercial and industrial customers in other states, principally Florida, Ohio, Tennessee, North Carolina, South Carolina and Alabama. SouthStar is the largest marketer of natural gas in Georgia with an approximate market share of 33%. AGL Resources' wholly-owned subsidiary, Georgia Natural Gas Company, or GNGC, currently owns a non-controlling 70% ownership interest in SouthStar, and Piedmont Natural Gas Company, through its subsidiary Piedmont Energy, currently owns a 30% interest. SouthStar's limited liability company agreement currently provides that SouthStar's earnings and distributions are to be allocated 75% to GNGC and 25% to Piedmont, except for earnings and distributions related to customers in Ohio and Florida, which are allocated 70% to GNGC and 30% to Piedmont.

On July 30, 2009, AGL Resources announced that GNGC and Piedmont had reached an agreement to restructure the two firms' ownership interests in the SouthStar joint venture. Under the terms of the agreement, which has been approved by the boards of directors of both companies, GNGC will purchase an additional approximate 15% ownership share in the joint venture from Piedmont for \$57.5 million. As a result, GNGC will own a non-controlling 85% ownership interest in the SouthStar joint venture and will be entitled to 85% of the annual earnings from the business, while Piedmont will retain the remaining 15% share. The agreement is subject to approval by the Georgia Public Service Commission. If approved, it is anticipated that the effective date of the transaction will be January 1, 2010.

Wholesale Services

The wholesale services segment consists primarily of Sequent Energy Management, L.P., which is involved in asset management and optimization, storage, transportation, producer and peaking services and wholesale marketing. Sequent seeks asset optimization opportunities, which focus on capturing the value from idle or underutilized assets, typically by participating in transactions to take advantage of pricing differences between varying markets and time horizons within the natural gas supply, storage and transportation markets to generate earnings. Sequent currently manages assets for all six of AGL Resources' local distribution companies under approved regulatory agreements.

Sequent's profitability is driven by volatility in the natural gas marketplace. Volatility arises from a number of factors such as weather fluctuations or the change in supply of, or demand for, natural gas in different regions of the country. Sequent seeks to capture value from the price disparity across geographic locations and various time horizons (location and seasonal spreads). In doing so, Sequent also seeks to mitigate the risks associated with this volatility and protect its margin through a variety of risk management and economic hedging activities.

Sequent provides its customers with natural gas from the major producing regions and market hubs in the U.S. and Canada. Sequent acquires transportation and storage capacity to meet its delivery requirements and customer obligations in the marketplace. Sequent's customers benefit from its logistics expertise and ability to deliver natural gas at prices that are advantageous relative to other alternatives available to its customers.

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Energy Investments

The energy investments segment includes a number of businesses that are related or complementary to AGL Resources' primary business, the most significant of which are Jefferson Island Storage & Hub, LLC, Golden Triangle Storage, Inc. and AGL Networks, LLC.

Jefferson Island operates a storage and hub facility in Louisiana, approximately eight miles from the Henry Hub, which is the largest centralized point for natural gas spot and futures trading in the United States. Jefferson Island's facility consists of two salt-dome gas storage caverns with approximately 10 billion cubic feet, or Bcf, of total capacity and approximately 7 Bcf of working gas capacity. The facility has approximately 0.72 Bcf/day withdrawal capacity and 0.36 Bcf/day injection capacity. Jefferson Island provides storage and hub services through its direct connection to the Henry Hub via the Sabine Pipeline and its interconnections with eight other pipelines in the area.

Golden Triangle Storage is building a natural gas storage facility in the Beaumont, Texas area in the Spindletop salt dome. The project is expected to initially consist of two underground salt dome storage caverns that will hold approximately 12 Bcf of working natural gas, or approximately 17 Bcf of total storage capacity. Golden Triangle Storage began construction on both caverns in 2008 and expects the first cavern to be in service in the third or fourth quarter of 2010 and the second cavern to be in service in the second quarter of 2012. It is anticipated that each will have approximately 6 Bcf of working capacity.

AGL Networks provides, leases and sells telecommunications conduit and available for use dark fiber optic cable to a variety of customers in the Atlanta, Georgia and Phoenix, Arizona metropolitan areas, with a small presence in other U.S. cities. AGL Networks also offers telecommunications construction services to companies.

Corporate

The corporate segment includes AGL Resources' non-operating business units, principally AGL Services Company and AGL Capital Corporation. AGL Services Company is a service company that provides business services to AGL Resources' various operations. AGL Capital provides for AGL Resources' ongoing financing needs through a commercial paper program, the issuance of various debt and hybrid securities and other financing arrangements. The corporate segment also includes Pivotal Energy Development, which coordinates among our related operating segments the development, construction and acquisition of assets in the southeastern, mid-Atlantic and northeastern regions in order to extend our natural gas capabilities and improve system reliability while enhancing service to our customers in those areas.

The address of AGL Resources' principal executive offices is Ten Peachtree Place NE, Atlanta, Georgia 30309, and its telephone number is (404) 584-4000. AGL Capital Corporation's principal address is 2325-B Renaissance Drive, Las Vegas, Nevada 89119, and its telephone number is (702) 967-2442.

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The following is a brief summary of certain terms of this offering. For a more complete description of the terms of the senior notes, see Description of the Senior Notes in this prospectus supplement.

Issuer	AGL Capital Corporation.
Guarantor	AGL Resources Inc.
Securities	5.25% Senior Notes due 2019.
Aggregate Principal Amount	\$300,000,000.
Interest	5.25% per year accruing from August 10, 2009.
Maturity Date	August 15, 2019.
Interest Payment Dates	February 15 and August 15 of each year, beginning February 15, 2010.
Use of Proceeds	The net proceeds from the sale of the senior notes will be used for general corporate purposes, including to repay a portion of our existing short-term indebtedness.
Record Dates	February 1 and August 1 of each year.
Interest Calculations	Based on a 360-day year of twelve 30-day months.
Ranking	The senior notes will rank equally in right of payment with each other and AGL Capital's other unsecured and unsubordinated obligations from time to time outstanding. AGL Resources' guarantee will similarly be an unsecured and unsubordinated obligation of AGL Resources.
Sinking Fund	None.
Form and Denomination	The senior notes initially will be issued in book-entry form and will be represented by one or more registered senior notes in global form deposited with or on behalf of, and registered in the name of, a nominee of The Depository Trust Company. The senior notes will be issued in denominations of \$2,000 and integral multiples of \$1,000 in excess thereof.
Redemption	The senior notes may be redeemed, in whole or in part, at our option, at any time, at the redemption price described on page S-10.
Issuance of Additional Notes	We may, without the consent of the holders of the senior notes, increase the principal amount of the senior notes by issuing additional senior notes in the future on the same terms and conditions, except for any differences in the issue price and interest accrued prior to the issue date of the additional senior notes, and with the same CUSIP number as the senior notes offered hereby. The senior notes offered by this prospectus supplement and any additional senior notes would rank equally and ratably and would be treated as a single class for all purposes under the Indenture. No additional senior notes may be issued if any event of default has occurred with respect to the senior notes.

Table of Contents**SUMMARY FINANCIAL INFORMATION**

Set forth in the table below are summary financial and other data about AGL Resources. We derived the data in the tables as of and for the years ended December 31, 2008, 2007 and 2006 from AGL Resources' audited financial statements, and the six-month periods ended June 30, 2009 and 2008 from AGL Resources' unaudited financial statements. The unaudited financial statements were prepared on the same basis as the audited financial statements and in management's opinion include all adjustments, consisting of normal recurring entries, which we consider necessary for a fair presentation of AGL Resources' financial position and results of operations for these periods. You should read the following financial information in conjunction with the consolidated financial statements and related notes that have been incorporated by reference in this prospectus supplement and the accompanying prospectus.

(Dollars in millions, except per share data)	Six Months Ended		Year Ended		
	June 30,		December 31,		
	2009	2008	2008	2007	2006
Income Statement Data:					
Operating revenues	\$ 1,372	\$ 1,456	\$ 2,800	\$ 2,494	\$ 2,621
Operating expenses	1,087	1,262	2,322	2,005	2,133
Operating income	285	194	478	489	488
Other income (expense)	5	4	6	4	(1)
Earnings before interest and taxes (EBIT) (1)	290	198	484	493	487
Interest expense, net	49	56	115	125	123
Income taxes	85	47	132	127	129
Net income	\$ 156	\$ 95	\$ 237	\$ 241	\$ 235
Less net income attributable to noncontrolling interest	17	17	20	30	23
Net income attributable to AGL Resources Inc.	\$ 139	\$ 78	\$ 217	\$ 211	\$ 212
Balance Sheet Data:					
Total assets	\$ 6,120	\$ 6,591	\$ 6,710	\$ 6,258	\$ 6,123
Short-term debt (2)	418	513	866	580	539
Long-term debt	1,675	1,637	1,675	1,675	1,622
Total debt	\$ 2,093	\$ 2,150	\$ 2,541	\$ 2,255	\$ 2,161
AGL Resources Inc. common shareholders' equity	\$ 1,732	\$ 1,686	\$ 1,652	\$ 1,661	\$ 1,609
Noncontrolling interest	27	34	32	47	42
Total equity	\$ 1,759	\$ 1,720	\$ 1,684	\$ 1,708	\$ 1,651
Other Data:					
Property, plant & equipment expenditures	\$ 207	\$ 166	\$ 372	\$ 259	\$ 253
Cash dividends declared per common share	\$ 0.86	\$ 0.84	\$ 1.68	\$ 1.64	\$ 1.48
Dividend payout ratio	48%	83%	59%	60%	54%

(1) EBIT is not a financial measure presented in accordance with accounting principles generally accepted in the United States (GAAP) referred to as a non-GAAP financial measure. As an indicator of AGL Resources' operating performance, EBIT should not be considered as an alternative to, or more meaningful than, operating income or net income attributable to AGL Resources Inc. as determined in accordance with GAAP. EBIT is reconciled to operating income and net income attributable to AGL Resources Inc. in the table above. AGL Resources' EBIT may not be comparable to a similarly titled measure of another company. AGL Resources believes EBIT is a useful measurement of its operating segments' performance because it provides information that can be used to evaluate the effectiveness of its businesses from an operational perspective, exclusive of costs to finance those activities and exclusive of income taxes, neither of which is directly relevant to the efficiency of those operations.

(2) Short-term debt includes current portion of long-term debt and capital leases.

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RISK FACTORS

Investing in the senior notes involves risks. In addition to the risks related to this offering described below, we urge you to consider carefully the information appearing under the caption **Forward-Looking Statements** in the accompanying prospectus and the additional risks appearing under the caption **Risk Factors** in AGL Resources' Annual Report on Form 10-K for the year ended December 31, 2008, filed on February 5, 2009 and incorporated by reference in this prospectus supplement, in determining whether to invest in the senior notes.

The guarantee of the senior notes by AGL Resources does not provide significant additional assurance of payment to the holders of the senior notes.

Upon issuance, the senior notes will be guaranteed by our parent company, AGL Resources. However, AGL Resources is a holding company and has no operations separate from its investment in us and its other subsidiaries. Therefore, if we should be unable to meet our payment obligations with respect to the senior notes, it is unlikely that AGL Resources would be able to do so either.

Our ability to pay the senior notes may be impaired if AGL Resources or its operating subsidiaries are unable to repay funds to us or to AGL Resources, or if the operating subsidiaries are unable to pay dividends to AGL Resources.

We are a finance subsidiary with no independent operations or operating subsidiaries, and our parent and the guarantor of the senior notes, AGL Resources, is a holding company with no independent operations. AGL Resources' operations are carried out through its operating subsidiaries. This structure may impair our ability to obtain funds to pay the senior notes.

Funds we raise through our financing activities may be loaned to AGL Resources or its operating subsidiaries, or paid as dividends to AGL Resources which may in turn be loaned to or otherwise invested in AGL Resources' operating subsidiaries. Our ability to pay interest and principal on the senior notes primarily depends on the ability of AGL Resources and its operating subsidiaries to repay funds we have loaned them. In addition, AGL Resources' ability to repay funds we have loaned them or to otherwise invest funds in us for the purpose of paying the senior notes, or to satisfy its guarantee of the senior notes, depends on the ability of its operating subsidiaries to pay dividends to AGL Resources or repay loans from AGL Resources. The ability of the operating subsidiaries to pay dividends and make other distributions is subject to applicable state law. Claims of some creditors of those subsidiaries may have priority with respect to the assets and earnings of those subsidiaries over the claims of creditors of AGL Resources or AGL Capital, including holders of the senior notes. The senior notes and AGL Resources' guarantee thereof will be effectively subordinated to such creditors of AGL Resources' operating subsidiaries.

A trading market for the senior notes offered hereby may not develop, which could adversely affect the market price and liquidity of the senior notes.

You may find it difficult to sell your senior notes because an active trading market for the senior notes may not develop. The senior notes will not be listed on any securities exchange or quoted on any quotation system, and we do not intend to apply for listing of the senior notes on any exchange or for inclusion of the senior notes in any automated quotation system. We do not know the extent to which investor interest will lead to the development of a trading market or how liquid that market might be in the senior notes. As a result, the market price of the senior notes, as well as your ability to sell the senior notes, could be adversely affected.

Table of Contents**USE OF PROCEEDS**

We estimate that we will receive net proceeds from the sale of the senior notes of approximately \$297 million, after deducting offering expenses and the underwriting discount. We anticipate using the net proceeds for general corporate purposes, including the repayment of short-term indebtedness incurred under our commercial paper program. As of June 30, 2009, our \$417 million of outstanding commercial paper had a weighted-average annualized yield of 0.6% and maturities of under 30 days.

RATIO OF EARNINGS TO FIXED CHARGES

Our ratio of earnings to fixed charges for each of the five most recently completed fiscal years and for the most recent interim period is as follows:

	Six Months Ended June 30,		Year Ended December 31,			
	2009	2008	2007	2006	2005	2004
Ratio of Earnings to Fixed Charges	5.05x	3.73x	3.52x	3.56x	3.61x	3.98x

For purposes of computing the ratio of the earnings to fixed charges, earnings consist of the sum of income from continuing operations before income taxes and fixed charges, as discussed below, less capitalized interest and noncontrolling interest included in income from continuing operations before income taxes. Fixed charges consist of interest incurred, whether expensed or capitalized, including amortization of debt issuance costs, if applicable, and the portion of rent expense deemed to represent interest.

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The following table sets forth the consolidated capitalization of AGL Resources as of June 30, 2009:

on an actual basis; and

on an as adjusted basis giving effect to the application of the approximately \$297 million estimated net proceeds from this offering to repay short-term indebtedness as described above under "Use of Proceeds," as if the offering and debt repayment had occurred on June 30, 2009.

(Dollars in millions)

	As of June 30, 2009			
	Actual		As Adjusted	
	Amount	Percent	Amount	Percent
Short-term debt	\$ 418(1)	10.9%	\$ 121	3.2%
Senior and medium term notes	1,471	38.2	1,771	46.0
Gas facilities revenue bonds	200	5.2	200	5.2
Capital leases - long-term	4		4	
Total equity	1,759	45.7	1,759	45.6
	\$ 3,852	100%	\$ 3,855	100%

(1) Includes commercial paper of approximately \$417 million and current portion of capital leases of approximately \$1 million.

You should read this table in conjunction with the detailed information and financial statements appearing in the documents incorporated by reference in this prospectus supplement and the accompanying prospectus.

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DESCRIPTION OF THE SENIOR NOTES

We will issue the senior notes under the Indenture, dated as of February 20, 2001, by and among AGL Capital, as Issuer, AGL Resources, as Guarantor, and The Bank of New York Mellon Trust Company, N.A. (formerly known as, The Bank of New York Trust Company, N.A., as successor trustee to The Bank of New York), as Trustee. The Indenture is more fully described under the caption Description of Debt Securities in the accompanying prospectus. The following description of the particular terms of the senior notes supplements, and to the extent inconsistent therewith replaces, the description of the general terms and provisions of the debt securities included in the accompanying prospectus under the caption Description of Debt Securities.

General

The senior notes will bear interest at the annual rate of 5.25%. Interest will be payable on February 15 and August 15 of each year, beginning on February 15, 2010. Interest on the senior notes will accrue from August 10, 2009. Interest will be paid to the person in whose name a senior note is registered at the close of business on the preceding February 1 and August 1, respectively, subject to certain exceptions. The senior notes will mature on August 15, 2019. AGL Resources will fully and unconditionally guarantee the payment of the senior notes.

Denominations

The senior notes will be issued in global form in denominations of \$2,000 and integral multiples of \$1,000 in excess thereof.

Ranking of Senior Notes and Guarantee

The senior notes will rank equally in right of payment with each other and AGL Capital's other unsecured and unsubordinated obligations from time to time outstanding. AGL Resources' guarantee will similarly be an unsecured and unsubordinated obligation of AGL Resources. As of June 30, 2009, AGL Resources had approximately \$2.1 billion of other unsecured and unsubordinated obligations outstanding.

Issuance of Additional Senior Notes

We may, without the consent of the holders of the senior notes, increase the principal amount of the senior notes by issuing additional senior notes in the future on the same terms and conditions, except for any differences in the issue price and interest accrued prior to the issue date of the additional senior notes, and with the same CUSIP number as the senior notes offered hereby. The senior notes offered by this prospectus supplement and any additional senior notes would rank equally and ratably and would be treated as a single class for all purposes under the Indenture. No additional senior notes may be issued if any event of default has occurred with respect to the senior notes.

Optional Redemption

We may redeem the senior notes, in whole or in part, at our option, at any time at a redemption price equal to the greater of:

100% of the principal amount of the senior notes to be redeemed, or

as determined by a Quotation Agent (as defined below), the sum of the present values of the remaining scheduled payments of principal and interest thereon (not including any portion of such payments of interest accrued to the date of redemption) discounted to the redemption date on a semiannual basis (assuming a 360-day year consisting of twelve 30-day months) at the Adjusted Treasury Rate (as defined below) plus 25 basis points;

plus, in each case, accrued and unpaid interest on the senior notes to the redemption date.

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Adjusted Treasury Rate means, with respect to any redemption date, the rate per annum equal to the semiannual equivalent yield to maturity of the Comparable Treasury Issue, assuming a price for the Comparable Treasury Issue (expressed as a percentage of its principal amount) is equal to the Comparable Treasury Price for such redemption date.

Comparable Treasury Issue means the United States Treasury security selected by a Quotation Agent as having a maturity comparable to the remaining term of the senior notes to be redeemed that would be utilized, at the time of selection and in accordance with customary financial practice, in pricing new issues of corporate debt securities of comparable maturity to the remaining term of such senior notes.

Comparable Treasury Price means, with respect to any redemption date, (1) the average of the Reference Treasury Dealer Quotations for such redemption date, after excluding the highest and lowest such Reference Treasury Dealer Quotations, or (2) if the Trustee obtains fewer than four such Reference Treasury Dealer Quotations, the average of all such quotations.

Primary Treasury Dealer means a primary U.S. Government securities dealer in New York City.

Quotation Agent means the Reference Treasury Dealer appointed by the Trustee after consultation with us.

Reference Treasury Dealer means each of (1) a Primary Treasury Dealer selected by Goldman, Sachs & Co., SunTrust Robinson Humphrey, Inc. and Wells Fargo Securities, LLC and their respective successors; and (2) any other Primary Treasury Dealers selected by the Trustee after consultation with us.

Reference Treasury Dealer Quotations means, with respect to each Reference Treasury Dealer and any redemption date, the average, as determined by the Trustee, of the bid and asked prices for the Comparable Treasury Issue (expressed in each case as a percentage of its principal amount) quoted in writing to the Trustee by such Reference Treasury Dealer at 5:00 p.m., New York City time, on the third business day preceding such redemption date.

We will give notice to The Depository Trust Company, or DTC, of any redemption we propose to make at least 30 days, but not more than 60 days, before the redemption date. If we redeem only some of the senior notes, it is the practice of DTC to determine by lot the amount of senior notes to be redeemed of each of its participating institutions. Notice by DTC to these participants and by participants to street name holders of indirect interests in the senior notes will be made according to arrangements among them and may be subject to statutory or regulatory requirements.

Unless we default in payment of the redemption price, on and after the redemption date, interest will cease to accrue on the senior notes or portions of the senior notes called for redemption.

Information Concerning the Trustee

The Bank of New York Mellon Trust Company, N.A. is the Trustee under the Indenture and has been appointed by us as the paying agent and security registrar with regard to the senior notes.

Book Entry System

The senior notes initially will be represented by one or more registered senior notes in global form. Upon issuance, each of such global notes will be deposited with the Trustee as custodian for DTC and registered in the name of Cede & Co., as nominee of DTC.

Ownership of beneficial interests in each global note will be limited to persons who have accounts with DTC, which we refer to as DTC participants, or persons who hold interests through DTC participants or

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indirectly through organizations that are participants in DTC, including Euroclear Bank S.A., N.V., as operator of the Euroclear System, referred to as Euroclear, and Clearstream Banking, société anonyme, Luxembourg, referred to as Clearstream. We expect that under procedures established by DTC:

upon deposit of each global note with DTC's custodian, DTC will credit portions of the principal amount of the global note to the accounts of the DTC participants designated by the underwriters; and

ownership of beneficial interests in each global note will be shown on, and transfer of ownership of those interests will be effected only through, records maintained by DTC (with respect to interests of DTC participants) and the records of DTC participants (with respect to other owners of beneficial interests in the global note).

Beneficial interests in the global notes may not be exchanged for senior notes in certificated form except in the limited circumstances described below.

All interests in the global notes will be subject to the operations and procedures of DTC. We provide the following summaries of those operations and procedures solely for the convenience of investors. The operations and procedures of DTC are controlled by DTC and may be changed at any time. Neither we nor the underwriters are responsible for those operations or procedures.

DTC has advised us that it is:

a limited purpose trust company organized under the laws of the State of New York;

a banking organization within the meaning of the New York State Banking Law;

a member of the Federal Reserve System;

a clearing corporation within the meaning of the Uniform Commercial Code; and

a clearing agency registered under Section 17A of the Securities Exchange Act of 1934.

DTC was created to hold securities for its participants and to facilitate the clearance and settlement of securities transactions between its participants through electronic book-entry changes to the accounts of its participants. DTC's participants include securities brokers and dealers, including the underwriters; banks and trust companies; clearing corporations and other organizations. Indirect access to DTC's system is also available to others such as banks, brokers, dealers and trust companies; these indirect participants clear through or maintain a custodial relationship with a DTC participant, either directly or indirectly. Investors who are not DTC participants may beneficially own securities held by or on behalf of DTC only through DTC participants or indirect participants in DTC.

So long as DTC's nominee is the registered owner of a global note, that nominee will be considered the sole owner or holder of the senior notes represented by that global note for all purposes under the Indenture. Except as provided below, owners of beneficial interests in a global note:

will not be entitled to have senior notes represented by the global note registered in their names;

will not receive or be entitled to receive certificated senior notes; and

will not be considered the owners or holders of the senior notes under the Indenture for any purpose, including with respect to the giving of any direction, instruction, consent or approval to the Trustee under the Indenture.

As a result, each investor who owns a beneficial interest in a global note must rely on the procedures of DTC to exercise any rights of a holder of senior notes under the Indenture (and, if the investor is not a participant or an indirect participant in DTC, on the procedures of the DTC participant through which the investor owns its interest).

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Payments of principal, premium (if any) and interest with respect to the senior notes represented by a global note will be made by the Trustee to DTC's nominee as the registered holder of the global note. Neither we nor the Trustee will have any responsibility or liability for the payment of amounts to owners of beneficial interests in a global note, for any aspect of the records relating to or payments made on account of those interests by DTC or for maintaining, supervising or reviewing any records of DTC relating to those interests.

Payments by participants and indirect participants in DTC to the owners of beneficial interests in a global note will be governed by standing instructions and customary industry practice and will be the responsibility of those participants or indirect participants and DTC.

Transfers between participants in DTC will be effected under DTC's procedures and will be settled in same-day funds.

A global note will be exchangeable for senior notes in registered, certificated form if:

DTC notifies us at any time that it is unwilling or unable to continue as depository for the global notes and a successor depository is not appointed within 90 days;

DTC ceases to be registered as a clearing agency under the Securities Exchange Act of 1934 and a successor depository is not appointed within 90 days;

we, at our option, notify the Trustee that we elect to cause the issuance of certificated notes; or

there shall have occurred and be continuing an event of default under the Indenture.

Any global note that is exchangeable as described in the preceding sentence will be exchangeable in whole for certificated senior notes in registered form, of like tenor and of an equal aggregate principal amount as the global note, in denominations of \$2,000 and integral multiples of \$1,000 in excess thereof. The Trustee or the paying agent designated for such purpose will register the certificated senior notes in the name or names instructed by DTC. We expect that those instructions will be based upon directions received by DTC from DTC participants with respect to ownership of beneficial interests in the global note.

Owners of beneficial interests in any global note may elect to hold their interests in such global note either in the United States through DTC or outside the United States through Clearstream or Euroclear, if they are a participant of such system, or indirectly through organizations that are participants in such systems. Interests held through Clearstream and Euroclear will be recorded on DTC's books as being held by the U.S. depository for each of Clearstream and Euroclear, which U.S. depositories will in turn hold interests on behalf of their participants' customers' securities accounts.

Clearstream has advised us that it is a limited liability company organized under the laws of Luxembourg. Clearstream is owned by Cedel International, société anonyme, and Deutsche Borse AG. The shareholders of these two entities are banks, securities dealers and financial institutions. Clearstream holds securities for its customers and facilitates the clearance and settlement of securities transactions between Clearstream customers through electronic book-entry changes in accounts of Clearstream customers, thus eliminating the need for physical movement of certificates. Transactions may be settled by Clearstream in many currencies, including United States dollars. Clearstream provides to its customers, among other things, services for safekeeping, administration, clearance and settlement of internationally traded securities, securities lending and borrowing. Clearstream also deals with domestic securities markets in over 30 countries through established depository and custodial relationships. Clearstream interfaces with domestic markets in a number of countries. Clearstream has established an electronic bridge with Euroclear to facilitate settlement of trades between Clearstream and Euroclear.

As a registered bank in Luxembourg, Clearstream is subject to regulation by the Luxembourg Commission for the Supervision of the Financial Sector. Clearstream customers are recognized financial institutions around the world, including underwriters, securities brokers and dealers, banks, trust companies and clearing

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corporations. In the United States, Clearstream customers are limited to securities brokers and dealers and banks, and may include the underwriters for the senior notes. Other institutions that maintain a custodial relationship with a Clearstream customer may obtain indirect access to Clearstream. Clearstream is an indirect participant in DTC.

Distributions with respect to the senior notes held beneficially through Clearstream will be credited to cash accounts of Clearstream customers in accordance with its rules and procedures, to the extent received by Clearstream.

Euroclear has advised us that it was created in 1968 to hold securities for participants of Euroclear and to clear and settle transactions between Euroclear participants through simultaneous electronic book-entry delivery against payment, thus eliminating the need for physical movement of certificates and risk from lack of simultaneous transfers of securities and cash. Transactions may now be settled in many currencies, including United States dollars and Japanese Yen. Euroclear provides various other services, including securities lending and borrowing and interfaces with domestic markets in several countries generally similar to the arrangements for cross-market transfers with DTC described above.

Euroclear is operated by the Euroclear operator, under contract with Euroclear plc, a U.K. corporation. The Euroclear operator conducts all operations, and all Euroclear securities clearance accounts and Euroclear cash accounts are accounts with the Euroclear operator, not Euroclear plc. Euroclear plc establishes policy for Euroclear on behalf of Euroclear participants. Euroclear participants include banks (including central banks), securities brokers and dealers and other professional financial intermediaries and may include the underwriters for the senior notes. Indirect access to Euroclear is also available to other firms that clear through or maintain a custodial relationship with a Euroclear participant, either directly or indirectly. Euroclear is an indirect participant in DTC.

The Euroclear operator is a Belgian bank. The Belgian Banking Commission and the National Bank of Belgium regulate and examine the Euroclear operator.

The Terms and Conditions Governing Use of Euroclear and the related Operating Procedures of the Euroclear System, or the Euroclear Terms and Conditions, and applicable Belgian Law govern securities clearance accounts and cash accounts with the Euroclear operator. Specifically, these terms and conditions govern:

transfer of securities and cash within Euroclear;

withdrawal of securities and cash from Euroclear; and

receipt of payments with respect to securities in Euroclear.

All securities in Euroclear are held on a fungible basis without attribution of specific certificates to specific securities clearance accounts. The Euroclear operator acts under the terms and conditions only on behalf of Euroclear participants and has no record of or relationship with persons holding securities through Euroclear participants.

Distributions with respect to senior notes held beneficially through Euroclear will be credited to the cash accounts of Euroclear participants in accordance with the Euroclear Terms and Conditions, to the extent received by the Euroclear operator.

The information in this section concerning DTC and its book-entry system, Clearstream and Euroclear has been obtained from sources that we believe to be reliable, but we do not take responsibility for its accuracy.

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MATERIAL U.S. FEDERAL INCOME TAX CONSEQUENCES

The following summary describes the material U.S. federal income tax consequences relating to the acquisition, ownership and disposition of senior notes by an initial beneficial owner of the senior notes. This summary is based upon the Internal Revenue Code of 1986, as amended (the Code), Treasury regulations promulgated under the Code, as amended (the Treasury Regulations), administrative rulings and pronouncements and judicial decisions, in each case as of the date hereof. These authorities are subject to differing interpretations and may be changed, perhaps retroactively, resulting in U.S. federal income tax consequences different from those discussed below. We have not sought any ruling from the Internal Revenue Service (the IRS) with respect to the statements made and the conclusions reached in the following summary, and there can be no assurance that the IRS will agree with such statements and conclusions or that a court will not sustain any challenge by the IRS in the event of litigation.

This summary assumes that the senior notes will be held as capital assets within the meaning of Section 1221 of the Code. This summary does not address the tax consequences arising under the laws of any state, local or non-U.S. jurisdiction. In addition, this summary does not address all tax considerations that may be applicable to your particular circumstances (such as the alternative minimum tax provisions of the Code), or to certain types of holders subject to special tax rules, including, without limitation, partnerships, banks, financial institutions or other financial services entities, broker-dealers, insurance companies, tax-exempt organizations, regulated investment companies, real estate investment trusts, retirement plans, individual retirement accounts or other tax-deferred accounts, persons who use or are required to use mark-to-market accounting, persons that hold senior notes as part of a straddle, a hedge, a conversion transaction or other arrangement involving more than one position, U.S. Holders (as defined below) that have a functional currency other than the U.S. dollar and certain former citizens or permanent residents of the United States.

YOU SHOULD CONSULT YOUR OWN TAX ADVISORS AS TO THE PARTICULAR TAX CONSEQUENCES TO YOU OF THE ACQUISITION, OWNERSHIP AND DISPOSITION OF THE SENIOR NOTES, INCLUDING THE EFFECT AND APPLICABILITY OF STATE, LOCAL OR NON-U.S. TAX LAWS.

As used in this discussion, a U.S. Holder is a beneficial owner of a senior note that is:

an individual who is a citizen or resident of the United States;

a corporation (or other entity treated as a corporation for U.S. federal income tax purposes) created or organized in or under the laws of the United States, any state thereof or the District of Columbia;

an estate, the income of which is subject to U.S. federal income taxation regardless of its source; or

a trust (i) if a court within the United States is able to exercise primary supervision over its administration and one or more U.S. persons have authority to control all substantial decisions of the trust or (ii) that has a valid election in effect under applicable Treasury Regulations to be treated as a U.S. person.

As used in this discussion, a Non-U.S. Holder is a beneficial owner of the senior notes that is neither a U.S. Holder nor a partnership or other entity treated as a partnership for U.S. federal income tax purposes.

If a partnership (or other entity treated as a partnership for U.S. federal income tax purposes) holds the senior notes, the tax treatment of a partner in the partnership generally will depend upon the status of the partner and the activities of the partnership. If you are a partnership or a partner of a partnership holding the senior notes, you should consult your tax advisor regarding the tax consequences of the purchase, ownership and disposition of the senior notes.

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Consequences to U.S. Holders

Payments of Interest

Stated interest on a senior note will be includible in the gross income of a U.S. Holder as ordinary interest income at the time it is paid or at the time it accrues in accordance with such U.S. Holder's method of accounting for U.S. federal income tax purposes.

Sale, Exchange or Disposition of Senior Notes

Upon the sale, exchange, retirement or other taxable disposition of a senior note, a U.S. Holder generally will recognize gain or loss equal to the difference, if any, between the amount realized on the sale, exchange, retirement or other taxable disposition (excluding amounts received with respect to accrued interest, which generally will be taxable as ordinary income) and the U.S. Holder's adjusted tax basis in the senior note. A U.S. Holder's adjusted tax basis in a senior note generally will be equal to the amount paid for such senior note reduced by the amount of any principal payments previously received by the U.S. Holder. Any gain or loss will be capital gain or loss, and will be long-term capital gain or loss if the U.S. Holder has held the senior note for more than one year at the time of the sale, exchange, retirement or other taxable disposition. Long-term capital gain of a non-corporate U.S. Holder is currently eligible for a reduced rate of taxation. The deductibility of capital losses is subject to limitations.

Information Reporting and Backup Withholding

Generally, we must report to the IRS the amount of the payments of interest on or the proceeds of the sale or other disposition of the senior notes, the name and address of the recipient and the amount, if any, of tax withheld. These information reporting requirements apply even if no tax was required to be withheld, but they do not apply with respect to U.S. Holders that are exempt from the information reporting rules, such as corporations. A similar report is sent to the recipient.

In general, backup withholding (currently at the rate of 28%) will apply to payments received by a U.S. Holder with respect to the senior notes unless the U.S. Holder is (i) a corporation or other exempt recipient and, when required, establishes this exemption or (ii) provides its correct taxpayer identification number, certifies that it is not currently subject to backup withholding tax and otherwise complies with applicable requirements of the backup withholding tax rules. A U.S. Holder that does not provide us with its correct taxpayer identification number may be subject to penalties imposed by the IRS.

Backup withholding is not an additional tax. Any amounts withheld under the backup withholding rules from a payment to a U.S. Holder may be refunded or credited against the U.S. Holder's U.S. federal income tax liability, if any, provided that the required information is furnished to the IRS in a timely manner.

Consequences to Non-U.S. Holders

Payments of Interest

Interest payable on the senior notes by us or any paying agent to a Non-U.S. Holder will not be subject to U.S. federal withholding tax, provided that: (i) such Non-U.S. Holder does not own, actually or constructively, 10 percent or more of the total combined voting power of all classes of our stock entitled to vote; (ii) such Non-U.S. Holder is not, for U.S. federal income tax purposes, a controlled foreign corporation related, directly or indirectly, to us through stock ownership; and (iii) certain certification requirements (summarized below) are met (the "Portfolio Interest Exemption"). If a Non-U.S. Holder of a senior note is engaged in a trade or business in the United States, and if interest on such senior note is effectively connected with the conduct of such trade or business (and, if required by an applicable tax treaty, is attributable to a U.S. permanent establishment maintained by the Non-U.S. Holder), the Non-U.S. Holder, although exempt from U.S. withholding tax, generally will be subject to U.S. federal income tax on such interest in the same manner as a U.S. Holder described above. In addition, if such Non-U.S. Holder is a foreign corporation, it may be subject to a branch profits tax equal to 30% (or such lower rate provided by an applicable treaty) of its effectively connected earnings and profits for the taxable year, subject to certain adjustments. For purposes of the branch profits tax,

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interest on a senior note will be included in the earnings and profits of such Non-U.S. Holder if such interest is effectively connected with the conduct by the Non-U.S. Holder of a trade or business in the United States (and, if required by an applicable tax treaty, is attributable to a U.S. permanent establishment maintained by the Non-U.S. Holder).

Interest on a senior note paid to a Non-U.S. Holder generally will qualify for the Portfolio Interest Exemption or, as the case may be, the exception from withholding for income effectively connected with the conduct of a trade or business in the United States (and, if required by an applicable tax treaty, attributable to a U.S. permanent establishment maintained by the Non-U.S. Holder) if, at the time such payment is made, the withholding agent holds a valid Form W-8BEN or Form W-8ECI and, if necessary, a Form W-8IMY, respectively (or an acceptable substitute form), from the Non-U.S. Holder and can reliably associate such payment with such Form W-8BEN or W-8ECI. In addition, under certain circumstances, a withholding agent is allowed to rely on Form W-8BEN (or an acceptable substitute form) furnished by a financial institution or other intermediary on behalf of one or more Non-U.S. Holders (or other intermediaries) without having to obtain copies of the Non-U.S. Holder's Form W-8BEN (or substitute thereof), provided that the financial institution or intermediary has entered into a withholding agreement with the IRS and thus is a qualified intermediary, and may not be required to withhold on payments made to certain other intermediaries if certain conditions are met.

Sale, Exchange or Disposition of Senior Notes

A Non-U.S. Holder of senior notes generally will not be subject to U.S. federal income tax on any gain realized on the sale, exchange or other disposition of such senior notes unless (i) the gain is effectively connected with the conduct of a trade or business by the Non-U.S. Holder in the United States (and, if required by an applicable tax treaty, is attributable to a U.S. permanent establishment maintained by the Non-U.S. Holder) or (ii) the Non-U.S. Holder is an individual who holds the senior notes as a capital asset, is present in the United States for 183 days or more in the taxable year of the disposition and either (a) such individual has a U.S. tax home (as defined for U.S. federal income tax purposes) or (b) the gain is attributable to an office or other fixed place of business maintained in the United States by such individual. A Non-U.S. Holder that is described under clause (i) will be subject to the U.S. federal income tax on the net gain except as otherwise required by an applicable tax treaty and, if such Non-U.S. Holder is a foreign corporation, it may also be subject to the branch profits tax at a 30% rate (or a lower rate if so specified by an applicable tax treaty). An individual Non-U.S. Holder that is described under clause (ii) above will be subject to a flat 30% tax on the gain derived from the sale, exchange or other disposition, which may be offset by U.S. source capital losses (notwithstanding the fact that the Non-U.S. Holder is not considered a U.S. resident).

Information Reporting and Backup Withholding

We will, when required, report to the IRS and to each Non-U.S. Holder the amount of any interest paid to, and the tax withheld, if any, with respect to, such Non-U.S. Holder, regardless of whether any tax was actually withheld on such payments. Copies of these information returns may also be made available to the tax authorities of the country in which the Non-U.S. Holder resides under the provisions of a specific treaty or agreement. Backup withholding and information reporting will not apply to payments of interest on or principal of the senior notes by us or our agent to a Non-U.S. Holder if the Non-U.S. Holder certifies as to its Non-U.S. Holder status under penalties of perjury. Sales or exchanges of the senior notes by a Non-U.S. Holder may be subject to information reporting, and may be subject to backup withholding at the applicable rate, currently 28%, unless the seller certifies its non-U.S. status (and certain other conditions are met) or otherwise establishes an exemption.

Backup withholding is not an additional tax. A Non-U.S. Holder may obtain a refund or a credit against such Non-U.S. Holder's U.S. federal income tax liability of any amounts withheld under the backup withholding rules provided the required information is timely furnished to the IRS.

Non-U.S. Holders should consult their own tax advisors regarding the application of the information reporting and backup withholding rules in their particular situations, the availability of an exemption therefrom, and the procedure for obtaining such an exemption, if available.

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We and the underwriters for the offering named below have entered into an underwriting agreement with respect to the senior notes. Subject to certain conditions, each underwriter has severally agreed to purchase the principal amount of senior notes indicated in the following table.

Underwriters	Principal Amount of Senior Notes
Goldman, Sachs & Co.	\$ 60,000,000
SunTrust Robinson Humphrey, Inc.	60,000,000
Wells Fargo Securities, LLC	60,000,000
Mitsubishi UFJ Securities (USA), Inc.	45,000,000
Calyon Securities (USA) Inc.	37,500,000
RBS Securities Inc.	37,500,000
Total	\$ 300,000,000

The underwriters are committed to take and pay for all of the senior notes being offered, if any are taken.

The underwriters propose initially to offer the senior notes to the public at the public offering price set forth on the cover of this prospectus supplement, and may offer the senior notes to securities dealers at the public offering price minus a concession of up to 0.40% of the principal amount of the notes. The underwriters may allow, and the securities dealers may reallocate, a concession of up to 0.25% of the principal amount of the senior notes on sales to other securities dealers. If all the senior notes are not sold at the initial offering price, the underwriters may change the offering price and the other selling terms. The offering of the senior notes by the underwriters is subject to receipt and acceptance and subject to the underwriters' right to reject any order in whole or in part.

The senior notes are a new issue of securities with no existing market. We have been advised by the underwriters that the underwriters intend to make a market in the senior notes but are not obligated to do so and may discontinue market making at any time without notice. No assurance can be given as to the liquidity of the trading market for the senior notes.

In connection with the offering, the underwriters may purchase and sell senior notes in the open market. These transactions may include short sales, stabilizing transactions and purchases to cover positions created by short sales. Short sales involve the sale by the underwriters of a greater number of senior notes than they are required to purchase in the offering. Stabilizing transactions consist of certain bids or purchases made for the purpose of preventing or retarding a decline in the market price of the senior notes while the offering is in progress.

The underwriters also may impose a penalty bid. This occurs when a particular underwriter repays to the underwriters a portion of the underwriting discount received by it because the representatives have repurchased notes sold by or for the account of such underwriter in stabilizing or short covering transactions.

These activities by the underwriters, as well as other purchases by the underwriters for their own accounts, may stabilize, maintain or otherwise affect the market price of the senior notes. As a result, the price of the senior notes may be higher than the price that otherwise might exist in the open market. If these activities are commenced, they may be discontinued by the underwriters at any time. These transactions may be effected in the over-the-counter market or otherwise.

In relation to each Member State of the European Economic Area which has implemented the Prospectus Directive (each, a Relevant Member State), each underwriter has represented and agreed that with effect from and including the date on which the Prospectus Directive is implemented in that Relevant Member State (the Relevant Implementation Date) it has not made and will not make an offer of senior notes to the public in that

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Relevant Member State prior to the publication of a prospectus in relation to the senior notes which has been approved by the competent authority in that Relevant Member State or, where appropriate, approved in another Relevant Member State and notified to the competent authority in that Relevant Member State, all in accordance with the Prospectus Directive, except that it may, with effect from and including the Relevant Implementation Date, make an offer of notes to the public in that Relevant Member State at any time:

- (a) to legal entities which are authorised or regulated to operate in the financial markets or, if not so authorised or regulated, whose corporate purpose is solely to invest in securities;
- (b) to any legal entity which has two or more of (1) an average of at least 250 employees during the last financial year; (2) a total balance sheet of more than 43,000,000 and (3) an annual net turnover of more than 50,000,000, as shown in its last annual or consolidated accounts;
- (c) to fewer than 100 natural or legal persons (other than qualified investors as defined in the Prospectus Directive) subject to obtaining the prior consent of the representatives for any such offer; or
- (d) in any other circumstances which do not require the publication by the Issuer of a prospectus pursuant to Article 3 of the Prospectus Directive.

For the purposes of this provision, the expression an offer senior of notes to the public in relation to any senior notes in any Relevant Member State means the communication in any form and by any means of sufficient information on the terms of the offer and the notes to be offered so as to enable an investor to decide to purchase or subscribe the notes, as the same may be varied in that Member State by any measure implementing the Prospectus Directive in that Member State and the expression Prospectus Directive means Directive 2003/71/EC and includes any relevant implementing measure in each Relevant Member State.

Each underwriter has represented and agreed that:

- (a) it has only communicated or caused to be communicated and will only communicate or cause to be communicated an invitation or inducement to engage in investment activity (within the meaning of Section 21 of the Financial Services and Market Act 2000, or the FSMA) received by it in connection with the issue or sale of the senior notes in circumstances in which Section 21(1) of the FSMA does not apply to us or AGL Resources; and
- (b) it has complied and will comply with all applicable provisions of the FSMA with respect to anything done by it in relation to the senior notes in, from or otherwise involving the United Kingdom.

The senior notes may not be offered or sold by means of any document other than: (i) in circumstances which do not constitute an offer to the public within the meaning of the Companies Ordinance (Cap.32, Laws of Hong Kong); (ii) to professional investors within the meaning of the Securities and Futures Ordinance (Cap.571, Laws of Hong Kong) and any rules made thereunder; or (iii) in other circumstances which do not result in the document being a prospectus within the meaning of the Companies Ordinance (Cap.32, Laws of Hong Kong), and no advertisement, invitation or document relating to the senior notes may be issued or may be in the possession of any person for the purpose of issue (in each case whether in Hong Kong or elsewhere), which is directed at, or the contents of which are likely to be accessed or read by, the public in Hong Kong (except if permitted to do so under the laws of Hong Kong) other than with respect to senior notes which are or are intended to be disposed of only to persons outside Hong Kong or only to professional investors within the meaning of the Securities and Futures Ordinance (Cap. 571, Laws of Hong Kong) and any rules made thereunder.

The senior notes have not been and will not be registered under the Financial Instruments and Exchange Law of Japan (the Financial Instruments and Exchange Law) and each underwriter has agreed that it will not offer or sell any senior notes, directly or indirectly, in Japan or to, or for the benefit of, any resident of Japan (which term as used herein means any person resident in Japan, including any corporation or other entity organized under the laws of Japan), or to others for re-offering or resale, directly or indirectly, in Japan or to a

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resident of Japan, except pursuant to an exemption from the registration requirements of, and otherwise in compliance with, the Financial Instruments and Exchange Law and any other applicable laws, regulations and ministerial guidelines of Japan.

Neither this prospectus supplement nor the accompanying prospectus have been registered as a prospectus with the Monetary Authority of Singapore. Accordingly, this prospectus supplement, the accompanying prospectus and any other document or material in connection with the offer or sale, or invitation for subscription or purchase, of the senior notes may not be circulated or distributed, nor may the senior notes be offered or sold, or be made the subject of an invitation for subscription or purchase, whether directly or indirectly, to persons in Singapore other than: (i) to an institutional investor under Section 274 of the Securities and Futures Act, Chapter 289 of Singapore (the "SFA"); (ii) to a relevant person, or any person pursuant to Section 275(1A), and in accordance with the conditions, specified in Section 275 of the SFA; or (iii) otherwise pursuant to, and in accordance with the conditions of, any other applicable provision of the SFA.

Where the senior notes are subscribed or purchased under Section 275 of the SFA by a relevant person which is (i) a corporation (which is not an accredited investor) the sole business of which is to hold investments and the entire share capital of which is owned by one or more individuals, each of whom is an accredited investor, or (ii) a trust (where the trustee is not an accredited investor) whose sole purpose is to hold investments and each beneficiary is an accredited investor, shares, debentures and units of shares and debentures of that corporation or the beneficiaries rights and interest in that trust shall not be transferable for six months after that corporation or that trust has acquired the senior notes under Section 275 except: (a) to an institutional investor under Section 274 of the SFA or to a relevant person, or any person pursuant to Section 275(1A), and in accordance with the conditions, specified in Section 275 of the SFA; (b) where no consideration is given for the transfer; or (c) by operation of law.

We estimate that our share of the total expenses of the offering, excluding underwriting discounts and commissions, will be approximately \$225,000.

We have agreed to indemnify the several underwriters against certain liabilities, including liabilities under the Securities Act of 1933.

Certain of the underwriters and their respective affiliates have, from time to time, performed, and may in the future perform, various financial advisory and investment banking services for us, for which they received or will receive customary fees and expenses. Affiliates of certain of the underwriters are lenders under our credit facilities. The offering of the senior notes is being conducted pursuant to Conduct Rule 2710(h) of the Financial Industry Regulatory Authority. A portion of the proceeds from the offering of the senior notes will be used to repay short-term indebtedness incurred under our commercial paper program. SunTrust Robinson Humphrey, Inc. is a participant in such commercial paper program.

EXPERTS

The financial statements incorporated in this prospectus supplement by reference to AGL Resources' Current Report on Form 8-K dated July 13, 2009 and the financial statement schedules and management's assessment of the effectiveness of internal control over financial reporting (which is included in Management's Report on Internal Control over Financial Reporting) incorporated in this prospectus supplement by reference to the Annual Report on Form 10-K of AGL Resources for the year ended December 31, 2008 have been so incorporated in reliance on the report of PricewaterhouseCoopers LLP, an independent registered public accounting firm, given on the authority of said firm as experts in auditing and accounting.

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VALIDITY OF THE SENIOR NOTES

Legal matters regarding the validity of the senior notes offered by this prospectus supplement will be passed upon on behalf of us and AGL Resources by AGL Resources' counsel, Kilpatrick Stockton LLP, and with regard to the laws of the State of Nevada, Woodburn and Wedge. Various legal matters relating to the offering will be passed on for the underwriters by Troutman Sanders LLP.

WHERE YOU CAN FIND MORE INFORMATION

AGL Resources files annual, quarterly and current reports, proxy statements and other information with the SEC. You may read and copy this information at the SEC's public reference room at:

Public Reference Room

100 F Street, N.E.

Washington, DC 20549

You may call the SEC at 1-800-SEC-0330 for further information on the public reference room. AGL Resources' SEC filings are also available to the public from commercial document retrieval services and at the website that the SEC maintains at <http://www.sec.gov>. In addition, materials and information concerning us can be inspected at the New York Stock Exchange, 20 Broad Street, 7th Floor, New York, New York 10005, where AGL Resources' common stock is listed.

This prospectus supplement and the accompanying prospectus are part of a registration statement that AGL Resources filed with the SEC. The full registration statement may be obtained from the SEC or AGL Resources, as indicated above. Documents and forms of documents establishing the terms of the offered securities are filed as exhibits to the registration statement. Statements in this prospectus supplement and the accompanying prospectus about these documents are summaries. You should refer to the actual documents for a more complete description of the relevant matters.

INCORPORATION OF CERTAIN DOCUMENTS BY REFERENCE

The SEC's rules allow AGL Resources to incorporate by reference information it files with the SEC into this prospectus. This means that AGL Resources and AGL Capital can disclose important information to you by referring you to another document. Any information referred to in this way is considered part of this prospectus supplement and the accompanying prospectus from the date AGL Resources files that document. Any reports filed by AGL Resources with the SEC after the date of this prospectus supplement will automatically update and, where applicable, supersede any information contained in this prospectus supplement, the accompanying prospectus or incorporated by reference into this prospectus supplement and the accompanying prospectus.

AGL Resources incorporates by reference into this prospectus supplement and the accompanying prospectus the following documents or information filed with the SEC (other than, in each case, documents or information deemed to have been furnished and not filed in accordance with SEC rules) (SEC File No. 001 14174):

Annual Report on Form 10-K for the fiscal year ended December 31, 2008 filed on February 5, 2009 and Current Report on Form 8-K filed on July 13, 2009, which contains recast annual consolidated financial statements and related notes, as well as other information updated to conform with the recast financial information, to reflect the adoption by AGL Resources on January 1, 2009 of Statement of Financial Accounting Standards No. 160, Noncontrolling Interests in Consolidated Financial Statements ;

Quarterly Report on Form 10-Q for the quarter ended March 31, 2009 filed on April 29, 2009;

Quarterly Report on Form 10-Q for the quarter ended June 30, 2009 filed on July 30, 2009; and

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Current Reports on Form 8-K filed on February 5, 2009, February 9, 2009, March 23, 2009 and May 4, 2009 and amendments to Current Reports on Form 8-K/A filed on February 19, 2009 and March 9, 2009 (except, in each case, for items in the preceding reports deemed furnished instead of filed under the Securities Exchange Act of 1934, and exhibits furnished pursuant to those items). AGL Resources also incorporates by reference all documents that it may file with the SEC pursuant to Section 13(a), 13(c), 14 or 15(d) of the Securities Exchange Act of 1934 after the date of this prospectus supplement and prior to the termination of the offering.

You can obtain any of the documents incorporated by reference in this prospectus supplement and the accompanying prospectus from AGL Resources, or from the SEC through the SEC's website at the address described above. Documents incorporated by reference are available from AGL Resources without charge, excluding any exhibits to those documents, unless the exhibit is also specifically incorporated by reference in this prospectus supplement or the accompanying prospectus. You can obtain documents incorporated by reference in this prospectus supplement or the accompanying prospectus by requesting them in writing or by telephone from AGL Resources at the following address:

AGL Resources Inc.

Ten Peachtree Place, N.E., Location 1071

Atlanta, Georgia 30309

Investor Relations

Telephone: (404) 584 3801

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PROSPECTUS

AGL Resources Inc.

AGL Capital Corporation

AGL Capital Trust II

Debt Securities

Guarantee of Debt Securities

Trust Preferred Securities

Guarantee with respect to the Trust Preferred Securities

Junior Subordinated Debentures

Guarantee with respect to the Junior Subordinated Debentures

Common Stock

Preferred Stock

Purchase Contracts

Guarantee of Purchase Contracts

Warrants

Guarantee of Warrants

Units

Guarantee of Units

We will provide the specific terms of these securities in supplements to this prospectus. You should read this prospectus and the applicable prospectus supplement carefully before you invest. This prospectus may not be used to sell securities unless accompanied by a prospectus supplement. The securities offered in this prospectus and the applicable prospectus supplement may be offered at a fixed public offering price or at varying prices determined at the time of sale.

Our common stock trades on the New York Stock Exchange under the symbol ATG. There is no established public trading market for any of the other securities offered in this prospectus.

Investing in our securities involves risks. You should carefully consider the information referred to under the heading Risk Factors beginning on page 6.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or passed upon the adequacy or accuracy of this prospectus. Any representation to the contrary is a criminal offense.

The date of this Prospectus is August 21, 2007.

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ABOUT THIS PROSPECTUS

This prospectus is part of a registration statement that we filed with the Securities and Exchange Commission (SEC) using the shelf registration process. Under this shelf registration process, we may offer and sell from time to time any combination of the securities described in this prospectus in one or more offerings up to an indeterminate total dollar amount.

*This prospectus provides you with a general description of us and some of the securities we may offer. Each time we offer and sell securities, we will provide a prospectus supplement that will contain specific information about the terms of that offering. The prospectus supplement may also add, update or change information contained in this prospectus. You should read this prospectus and the applicable prospectus supplement together with the additional information incorporated into this prospectus or described under the headings *Where You Can Find More Information* and *Incorporation of Certain Information by Reference*.*

You should rely only on the information contained or incorporated by reference in this prospectus and any supplement. We have not authorized any other person to provide you with different information. If anyone provides you with different or inconsistent information, you should not rely on it. We will not make an offer to sell our securities in any jurisdiction where the offer or sale is not permitted. You should not assume that the information contained in this prospectus and any accompanying prospectus supplement or information incorporated by reference herein or therein is accurate as of any date other than the dates indicated in those documents. Our business, financial condition, results of operations and prospects may have changed since that date.

In this prospectus, we refer to debt securities, guarantees of debt securities, trust preferred securities and related guarantees, junior subordinated debentures and related guarantees, common stock, preferred stock, purchase contracts and related guarantees, warrants and related guarantees, and units and related guarantees collectively as securities. AGL Resources Inc. may be referred to herein as AGL Resources and AGL Capital Corporation may be referred to as AGL Capital. AGL Capital Trust II is referred to as the trust. The terms we, us and our refer to the consolidated operations of AGL Resources, including AGL Capital and the trust, unless otherwise indicated.