AGL SERVICES AGREEMENT

This AGL Services Agreement (the "Agreement") is entered into as of the 9th day of July, 2008 by and between Atlanta Gas Light Company, a Georgia corporation (the "Company"), and AGL Services Company, a Georgia company, ("AGSC").

WHEREAS, each of the Company and AGSC is an associate company of AGL Resources Inc. ("AGLR");

WHEREAS, AGSC has been formed for the purpose of providing administrative, management and other services to associate companies; and

WHEREAS, the Company believes that it is in the interest of the Company to provide for an arrangement whereby the Company may, from time to time and at the option of the Company, agree to purchase certain administrative, management and other services from AGSC;

NOW, THEREFORE, in consideration of the mutual covenants contained herein and other valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereto, intending to be legally bound, hereby agree as follows:

I. SERVICES OFFERED. Exhibit I hereto lists and describes all of the services that are available from AGSC. AGSC hereby offers to supply those services to Company and to other associate companies. Such services are and will be provided to the Company only at the request of the Company.

II. SERVICES SELECTED.

A. Initial Selection of Services. Exhibit II lists the services each Company hereby agrees to receive from AGSC.

B. Annual Selection of Services. AGSC shall send an annual service proposal form to the Company on or about October 1st listing services proposed for the next fiscal year. By November 30th, the Company shall notify AGSC of the services it has elected to receive during the next fiscal year.

III. PERSONNEL. AGSC will provide services by utilizing the services of such executives, accountants, financial advisers, technical advisers, attorneys, engineers and other persons as have the necessary qualifications.

If necessary, AGSC, after consultation with the Company, may also arrange for the services of affiliated or unaffiliated experts, consultants, attorneys and others in connection with the performance of any of the services supplied under this Agreement. AGSC also may serve as administrative agent, arranging and monitoring services provided by third parties to Company, whether such

services are billed directly to Company or through AGSC.

IV. COMPENSATION AND ALLOCATION. As and to the extent required by law, AGSC will provide such services at cost. The attached Exhibit I contains AGSC's Policies and Procedures Manual which describes the rules for determining and allocating costs for AGSC.

V. BILLING. Bills will be rendered on or about the 15th of each month covering amounts due for the month calculated using the actual expenses incurred to the extent possible during the previous month. Any amount remaining unpaid after thirty days following receipt of the bill shall bear interest thereon from the date of the bill at an annual rate of 2% above the interest rate on 30 day commercial paper as listed on the last working day of that month in the Wall Street Journal.

VI. TERMINATION AND MODIFICATION.

A. Modification of Services. The Company may modify its selection of services at any time during the fiscal year by giving AGSC written notice sixty (60) days in advance for the additional services it wishes to receive, and/or the services it no longer wishes to receive, from AGSC.

B. Modification of Other Terms and Conditions. No other amendment, change or modification of this Agreement shall be valid, unless made in writing and signed by all parties hereto.

C. Termination of this Agreement. The Company may terminate this Agreement with AGSC by providing sixty (60) days advance written notice of such termination to AGSC. AGSC may terminate this Agreement as to the Company by providing sixty (60) days advance written notice of such termination to the Company.

This Agreement shall be subject to the approval of any state commission or other state regulatory body whose approval is, by the laws of said state, a legal prerequisite to the execution and delivery or the performance of this Agreement.

VII. NOTICE. Where written notice is required by this Agreement, said notice shall be deemed given when mailed by United States registered or certified mail, postage prepaid, return receipt requested, addressed as follows:

a. To Atlanta Gas Light Company
Ten Peachtree Place
Atlanta, GA 30309
Attention: Suzanne Sitherwood
Facsimile: 404-584-3559

b. To AGL Services Company
Ten Peachtree Place
Atlanta, GA 30309
Attention: Paul R. Shlanta, Executive Vice President, General Counsel and Chief Ethics and Compliance Officer
Facsimile: (404) 584-3237

VIII. GOVERNING LAW. This Agreement shall be governed by and construed in accordance with the laws of the State of Georgia, without regard to their respective conflict of law provisions.

IX. ENTIRE AGREEMENT. This Agreement, together with its exhibits, constitutes the entire understanding and agreement of the parties with respect to its subject matter, and effective upon the execution of this Agreement by the respective parties hereof and thereto, any and all prior agreements, understandings or representations with respect to this subject matter are hereby terminated and cancelled in their entirety and of no further force or effect.

X. WAIVER. No waiver by any party hereto of a breach of any provision of this Agreement shall constitute a waiver of any preceding or succeeding breach of the same or any other provision hereof.

XI. ASSIGNMENT. This Agreement shall inure to the benefit of and shall be binding upon the parties and their respective successors and assigns. No assignment of this Agreement or any party's rights, interests or obligations hereunder may be made without the other party's consent, which shall not be unreasonably withheld, delayed or conditioned.

XII. SEVERABILITY. If any provision or provisions of this Agreement shall be held to be invalid, illegal, or unenforceable, the validity, legality, and enforceability of the remaining provisions shall in no way be affected or impaired thereby.

XIII. EFFECTIVE DATE. This Agreement is effective as of January 1, 2006.

IN WITNESS WHEREOF, the parties have caused this Agreement to be duly executed as of the date first above mentioned.

By Atlanta Gas Light Company:

By AGL Services Company:

EXHIBIT I. POLICIES AND PROCEDURES MANUAL

Cost Accumulation and Assignment. Allocation Methods, and Description of Services Offered by AGL Services Company.

This document sets forth the methodologies used to accumulate the costs of services performed by AGL Services Company ("AGSC") and to charge, assign or allocate such costs to other subsidiaries and business units within the AGL Resources Inc. ("AGLR") system. The subsidiaries and business units of AGLR are referred to as the "AGLR System Companies".

Cost of Services Performed

AGSC maintains an accounting system that enables costs to be identified by "Account Codes" which include Cost Center, Account Number, Capital Project or O&M Project. The primary inputs to the accounting system are payroll records for AGSC's employees, accounts payable transactions and journal entries.

To the extent practicable, costs of services are directly charged to the appropriate AGLR System Companies and the applicable Account Codes. AGSC uses a Project Costing work order system to directly charge costs related to specifically created O&M projects to one or more AGLR System Companies as defined by the project owner. Additionally, AGSC uses standard rates and drivers to direct charge costs to AGLR System Companies.

AGLR also uses the Project Costing work order system to directly assign payroll costs and related benefits based on a unique business unit identifier for all AGLR System Companies. Other operational costs can also be direct assigned to AGLR System Companies by utilizing the unique business unit identifier.

The full cost of providing services also includes certain indirect costs such as departmental overheads, administrative and general costs, and taxes. These indirect costs are associated with the services performed by AGSC that are not directly charged or assigned to one or more AGLR System Companies. These indirect costs are distributed or allocated to one or more AGLR System Companies. Causal relationships between the services provided and the allocation factors are identified and utilized as the basis for selecting the appropriate allocation driver for distributed and allocated costs.

Cost Assignment and Allocation

AGSC's costs will be directly charged, assigned, distributed or allocated to AGLR System Companies in the manner described below:

1. Direct Charge: Costs accumulated in specific O&M projects will be directly charged to one or more AGLR System Companies as defined by the project owner. Costs will also be directly charged to AGLR System Companies using

methods determined on a case-by-case basis consistent with the nature of the work performed and/or based on the utilization of one of the standard rates and drivers described below.

A. Number of Stores Issues Ratio - A ratio based on the actual withdrawals from materials and supplies inventory. This ratio will be updated at regular intervals, at least annually, based on actual withdrawals from materials and supplies inventory using the most recent data reasonably available.

B. Rate Per Square Foot - This rate may be used by Business Support-Facilities Management and is based on the estimated or actual costs to maintain and support the common facilities used by AGLR System Companies. This rate will be updated at regular intervals, at least annually, using the most recent data reasonably available. This rate will be applied to the actual square footage used by the applicable AGLR System Companies. The actual square footage will be updated at regular intervals, at least annually, using the most recent data reasonably available.

C. Rate Per Vehicle - This rate may be used by Business Support-Fleet Services and is based on the estimated or actual costs to maintain and support fleet vehicles used by AGLR System Companies. This rate will be updated at regular intervals, at least annually, using the most recent data reasonably available. This rate will be applied to the actual number of vehicles used by the applicable AGLR System Company. The actual number of vehicles will be updated at regular intervals, at least annually, using the most recent data reasonably available.

D. Rate Per Computer - This rate may be used by Information Systems and is based on the estimated costs of personal computers and peripheral equipment. This rate will be updated at regular intervals, at least annually, using the most recent data reasonably available. This rate will be applied to the actual number of personal computers and peripheral equipment for the applicable AGLR System Company. The actual number of personal computers and peripheral equipment will be determined at regular intervals, at least annually, using the most recent data reasonably available.

E. Rate Per Employee - This rate may be used by Information Systems and is based on a cost per hour to maintain electronic data processing and telecommunications systems in the AGLR System Companies. This rate will be updated at regular intervals, at least annually, using the most recent data reasonably available.

F. Direct Charge Payroll Ratio - This ratio may be used to direct charge costs related to administration of benefits, at-risk compensation plans, etc. In addition, this ratio may be used to direct charge benefit costs such as health, pension, retirement, etc. when such benefits are not recorded directly on books of AGLR System Companies. This ratio will be based

on the relative percentage of a participating AGLR System Company department's payroll costs to total AGLR System payroll costs. This ratio will be determined at regular intervals, at least annually, using the most recent data reasonably available.

2. Direct Assigned: Costs accumulated in Account Codes for services specifically performed for one or more AGLR System Companies will be assigned utilizing the unique business unit identifier for all operational costs including payroll expenses. Benefit related expenses will be direct assigned among and charged to such AGLR System Companies using methods determined on a case- by-case basis consistent with the nature of the work performed and/or based on one of the distribution or allocation methods described below.

    A. Direct Assign Payroll Ratio - This ratio is based on the total payroll costs a department incurs on behalf of an AGLR System Company as tracked in an unique business unit identifier and/or O&M project. This ratio will be determined monthly based on time recorded on time sheets by AGSC employees and the AGSC employees' effective salary rates.

3. Distributed and Allocated: Costs accumulated in Account Codes for services of a general nature which are applicable to all AGLR System Companies or to a class or classes of AGLR System Companies will be allocated among or charged to such AGLR System Companies by application of one or more of the allocation methods described below.

Distribution and Allocation Methods

The following methods will be applied, as indicated in the Description of Services section that follows, to distribute or allocate any remaining costs that are not directly charged or directly assigned using the allocation methodologies described above:

A. Number of End-Use Customers Ratio - A ratio based on the number of end-use customers for AGLR natural gas affiliates. This ratio will be updated at regular intervals, at least annually, using the most recent data reasonably available.

B. Total Assets Ratio - A ratio based on the total assets less intercompany receivables and intercompany notes. This ratio will be updated at regular intervals, at least annually, using the most recent data reasonably available.

C. Number of Employees Ratio - A ratio based on the number of employees benefiting from the performance of a service. Additionally, for the parent or holding company of AGLR, the number of employees are those officers common to the parent and AGSC. This ratio will be updated at regular intervals, at least annually, using the most recent data reasonably available.

D. Call/Phone Volume Ratio - A ratio based on the monthly call volume incurred on behalf of the AGLR System Companies and may be adjusted for any known and reasonably quantifiable events, or at such time as may be required due to significant changes.

E. Operating Expense Ratio- A ratio based on total operating expense. This ratio will be updated at regular intervals, at least annually, using the most recent data reasonably available.

F. Operating Margin Ratio - A ratio based on operating margin defined as revenue less cost of goods. Additionally, for the parent or holding company of AGLR, operating margin consists of dividends for the AGLR System Company subsidiaries. This ratio will be updated at regular intervals, at least annually, using the most recent data reasonably available.

G. Composite Ratio - This ratio is an average of the above four ratios of: Number of Employees, Total Assets, Operating Expenses and Operating Margin. This ratio will be updated at regular intervals, at least annually, using the most recent data reasonably available.

Description of Services

A description of each of the services performed by AGSC, which may be modified from time to time, is presented below. As discussed above, where identifiable, costs will be directly charged or assigned to AGLR System Companies. For costs accumulated in Account Codes which are for services of a general nature that cannot be directly charged or assigned, the method or methods of allocation are also set forth. Substitution or changes may be made in the methods of allocation hereinafter specified, as may be appropriate, and will be provided to state regulatory agencies and to each affected AGLR System Company.

1. Rates and Regulatory.

AGSC assists the AGLR System Companies in the analysis of their rate structures and in the formulation of rate policies and advises and assists AGLR System Companies in proceedings before regulatory bodies involving the rates and operations of AGLR System Companies and of other competitors where such rates and operations directly or indirectly affect the AGLR System Companies. AGSC also assists AGLR System Companies by analyzing Pipeline Safety, Environmental and Safety Regulations; writing the appropriate procedures to assist the system companies to stay in compliance with those regulations; providing internal reviews to assure operational, environmental and safety compliance; assisting in work with state and federal pipeline safety regulators and managing leak survey, pipeline integrity, locate and right of way contractors. Any remaining costs not directly charged or assigned will be distributed using the Number of End-Use Customers Ratio.

2. Internal Auditing.

AGSC performs periodic reviews of operational, compliance, financial and information system processes for AGLR System Companies. Any remaining costs not directly charged or assigned will be allocated using the Composite Ratio.

3. Strategic Planning.

AGSC advises and assists AGLR System Companies with the preparation of strategic business plans and corporate strategies. Any remaining costs not direct charged or assigned will be allocated using the Composite Ratio.

4. External Relations.

AGSC maintains relationships with government policy makers, conducts lobbying activities and provides community relations support. Any remaining costs not directly charged or assigned will be allocated using the Composite Ratio.

5. Gas Supply, Capacity Planning and Capacity Management.

AGSC provides gas control, scheduling, capacity planning and monitoring services. AGSC manages a centralized gas control center which provides natural gas delivery for natural gas distribution affiliates. AGSC also provides scheduling functions between the natural gas distribution affiliates and the pipelines for their daily supply. AGSC provides capacity planning services for each natural gas distribution affiliate including identifying present and future gas requirements to meet the needs of each natural gas distribution affiliate. AGSC provides monitoring of natural gas storage facilities and telecommunications networks.

AGSC also coordinates the management of gas supply for natural gas distribution affiliates who offer retail services and coordinates gas transmission and storage services for all natural gas distribution affiliates to ensure the most efficient use of services and to capture economies of scale as a larger purchaser in the market. Individually, natural gas distribution affiliates may, however, remain as the contract party under any agreement. Any remaining costs not directly charged or assigned will be distributed using the Number of End-Use Customers Ratio.

6. Legal Services and Risk Management.

AGSC provides various legal services and general legal oversight. In addition, AGSC provides insurance, claims, security, environmental and safety related

services and performs corporate secretarial functions. Any remaining costs not directly charged or assigned will be allocated using the Composite Ratio.

7. Marketing.

AGSC assists AGLR System Companies by providing analysis, implementation and maintenance of line extension policies, by providing analysis of tariff rates in response to customer needs and by developing marketing strategies and programs. Any remaining costs not directly charged or assigned will be distributed using the Number of End-Use Customers Ratio.

8. Financial Services.

AGSC provides various services to AGLR System Companies including corporate tax, treasury, corporate accounting and reporting, general ledger maintenance and all accounting recordkeeping, processing certain accounts such as accounts payable, cash management, and others as may be deemed necessary, including hedging policy and oversight, financial planning and regulatory support (for all natural gas distribution affiliates and other AGLR System Companies that interact with regulators or regulated companies). Each AGLR System Company may also maintain its own corporate and accounting group and engage AGSC to provide advice and assistance on accounting matters, including the development of accounting practices, procedures and controls, the preparation and analysis of financial reports and the filing of financial reports with regulatory bodies, on a system-wide basis. Any remaining costs not directly charged or assigned will be allocated using the Composite Ratio.

9. Information Systems.

AGSC provides the AGLR System Companies with production support of web, mainframe and distributed computing applications, servers and networks. Also, provides deskside asset management, disaster recovery, data network, application security and voice communications services. Any remaining costs not directly charged or assigned will be allocated using the Composite Ratio to affiliates receiving these services.

10. Executive.

AGSC utilizes the executive staff of AGLR in order to assist the AGLR System Companies in formulating and executing general plans and policies, including operations, issuances of securities, appointment of executive personnel, budgets and financing plans, expansion of services, acquisitions and dispositions of property, public relationships and other related matters. Any remaining costs not directly charged or assigned will be allocated using the Composite Ratio.

11. Investor Relations.

AGSC maintains relationships with the financial community and provides

shareholder services for the benefit of AGLR System Companies. Any remaining costs not directly charged or assigned will be allocated using the Composite Ratio.

12. Customer Services.

AGSC assists AGLR System Companies by providing billing, mailing, remittance processing, call center and customer communication services for customers; by providing credit and collections support and analysis; by providing support for response to customer complaints and by providing customer service surveys to improve service and efficiency. Any remaining costs, except for AGSC call center department costs, not directly charged or assigned will be distributed using the Number of End-Use Customers Ratio to affiliates receiving these services. Any remaining costs related to the AGSC call center will be distributed using the Call/Phone Volume Ratio defined for customer services representatives and management support staff.

13. Employee Services.

AGSC assists AGLR System Companies in developing employee relations policies and programs, and training personnel in a coordinated manner throughout the AGLR System Companies. Each AGLR System Company may maintain a human resources group to handle the individualized application of policies and programs. AGSC also provides payroll services, management of the employee benefit plans and employee communications. Any remaining costs not directly charged or assigned will be distributed using the Number of Employees Ratio.

14. Engineering.

AGSC provides engineering services for the AGLR System Companies. These services include design of infrastructure expansion and improvements, system analysis and modeling, GIS mapping and updates and maintenance and general engineering expertise. AGSC may also provide certain services for non-regulated subsidiaries. Any remaining costs not directly charged or assigned will be distributed using the Number of End-Use Customers Ratio.

15. Business Support.

i. Purchasing.

AGSC provides procurement services to AGLR System Companies. Any remaining costs not directly charged or assigned will be allocated using the Composite Ratio to affiliates receiving these services.

ii. Facilities Management.

AGSC provides facilities management services for offices owned or leased by AGLR System Companies. Any remaining costs not directly

charged or assigned will be allocated using the Composite Ratio to affiliates receiving these services.

iii. Fleet.

AGSC provides fleet management services for vehicles owned or leased by AGLR System Companies. Any remaining costs not directly charged or assigned will be allocated using the Composite Ratio to affiliates receiving these services.

vi. Other

AGSC provides other services to AGLR System Companies such as records management, media and visual services and business process innovation. Any remaining costs not directly charged or assigned will be allocated using the Composite Ratio to affiliates receiving these services.

16. Other.

AGSC provides other services, such as business development, as identified in this document or requested by the AGLR System Companies. Any remaining costs not directly charged or assigned will be allocated using the Composite Ratio.

EXHIBIT II

AGREED UPON SERVICES TO BE RECEIVED FROM AGL SERVICES COMPANY

	SERVICES	YES	NO
1.	Rates and Regulator	X	
2.	Internal Auditing	X	
3.	Strategic Planning		X
4.	External Relations	X	
5.	Gas Supply and Capacity Management	X	
6.	Legal Services and Risk Management	X	
7.	Marketing	X	
8.	Financial Services	X	
9.	Information Systems and Technology	X	
10.	Executive	X	
11.	Investor Relations	X	
12.	Customer Services	X	
13.	Employee Services	X	
14.	Engineering	X	
15.	Business Support	X	
	i. Purchasing	X	
	ii. Facilities Management	X	
	iii.Fleet	X	
	iv. Other	X	
	– Corporate Communications	X	
	– Corporate Compliance	X	
16.	Other	X	