

AGL RESOURCES INC  
Form 11-K  
June 27, 2014

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM 11-K

ANNUAL REPORT PURSUANT TO SECTION 15(d) OF  
THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended December 31, 2013

OR

TRANSITION REPORT PURSUANT TO SECTION 15(d) OF  
THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from            to

Commission File Number 1-14174

A. Full title of the plan and the address of the plan, if different from that of the issuer named below:

Birdsall, Inc. Retirement Savings Plan

B. Name of the issuer of the securities held pursuant to the plan and the address of its principal executive office:

AGL Resources Inc.  
Ten Peachtree Place  
Atlanta, Georgia 30309

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Birdsall, Inc.  
Retirement Savings Plan

Financial Statements and Supplemental Schedules  
As of December 31, 2013 and 2012 and  
For the Year Ended December 31, 2013

Birdsall, Inc.  
Retirement Savings Plan  
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Note: Other schedules required by Section 2520.103-10 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA have been omitted because they are not applicable.

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Report of Independent Registered Public Accounting Firm

To the Plan Administrator  
Birdsall, Inc. Retirement Savings Plan  
Riviera Beach, Florida

We have audited the accompanying statement of net assets available for benefits of the Birdsall, Inc. Retirement Savings Plan (the "Plan") as of December 31, 2013, and the related statement of changes in net assets available for benefits for the year then ended. These financial statements are the responsibility of the Plan's management. Our responsibility is to express an opinion on these financial statements based on our audit.

We conducted our audit in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. The Plan is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. Our audit included consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Plan's internal control over financial reporting. Accordingly, we express no such opinion. An audit also includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for benefits of the Plan as of December 31, 2013, and the changes in net assets available for benefits for the year then ended, in conformity with accounting principles generally accepted in the United States of America.

Our audit was conducted for the purpose of forming an opinion on the basic financial statements taken as a whole. The accompanying supplemental schedules, Schedule H, Line 4a – Schedule of Delinquent Participant Contributions and Schedule H, Line 4i – Schedule of Assets (Held at End of Year) as of and for the year ended December 31, 2013 are presented for the purpose of additional analysis and are not a required part of the basic financial statements but are supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. These supplemental schedules are the responsibility of the Plan's management. The supplemental schedules have been subjected to the auditing procedures applied in the audit of the basic 2013 financial statements and, in our opinion, are fairly stated in all material respects in relation to the basic 2013 financial statements taken as a whole.

/s/ BDO USA, LLP

Atlanta, Georgia  
June 27, 2014

Report of Independent Registered Public Accounting Firm

To the Plan Administrator  
Birdsall, Inc. Retirement Savings Plan  
Riviera Beach, Florida

We have audited the accompanying statement of net assets available for benefits of Birdsall, Inc. Retirement Savings Plan (the "Plan") as of December 31, 2012. This financial statement is the responsibility of the Plan's management. Our responsibility is to express an opinion on this financial statement based on our audit.

We conducted our audit in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statement is free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statement. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

In our opinion, the financial statement referred to above presents fairly, in all material respects, the net assets available for benefits of the Plan as of December 31, 2012 in conformity with U.S. generally accepted accounting principles.

/s/ Crowe Horwath LLP

Oak Brook, Illinois  
June 27, 2013

Birdsall, Inc.  
 Retirement Savings Plan  
 Statements of Net Assets Available for Benefits  
 As of December 31, 2013 and 2012

|   | 2013         | 2012         |
|---|--------------|--------------|
| Assets:   |              |              |
| Investments, at fair value:   |              |              |
| Registered investment companies   | \$47,308,059 | \$40,076,164 |
| Collective trust  | 22,681,608   | 22,377,410   |
| AGL Resources Inc. common stock   | 2,333,540    | 2,080,319    |
| Total investments   | 72,323,207   | 64,533,893   |
| Receivables:  |              |              |
| Notes receivable from participants  | 2,515,568    | 2,202,350    |
| Employer contributions  | 98           | 30,171       |
| Participant contributions   | 98           | 53,305       |
| Total receivables   | 2,515,764    | 2,285,826    |
| Net assets reflecting investments at fair value   | 74,838,971   | 66,819,719   |
| Adjustment from fair value to contract value for the fully benefit-responsive investment contract | (614,954 )   | (1,126,534 ) |
| Net assets available for benefits   | \$74,224,017 | \$65,693,185 |

The accompanying notes are an integral part of these statements.

Birdsall, Inc.  
 Retirement Savings Plan  
 Statement of Changes in Net Assets Available for Benefits  
 For the Year Ended December 31, 2013

|   | 2013          |
|---|---------------|
| Additions:  |               |
| Investment income:                                    |               |
| Net appreciation in fair value of investments         | \$ 8,410,229  |
| Dividends from registered investment companies        | 1,084,126     |
| Interest income from the collective trust             | 364,804       |
| Dividends on AGL Resources Inc. common stock          | 91,471        |
| Other   | 600           |
| Total investment income                               | 9,951,230     |
| Interest income on notes receivable from participants | 95,140        |
| Contributions:  |               |
| Participant   | 2,474,549     |
| Employer  | 1,447,384     |
| Rollover  | 116,808       |
| Total contributions                                   | 4,038,741     |
| Total additions                                       | 14,085,111    |
| Deductions:   |               |
| Benefits paid to participants                         | (5,472,997)   |
| Administrative expenses                               | (69,054)      |
| Total deductions                                      | (5,542,051)   |
| Net increase before transfers out to other plan       | 8,543,060     |
| Transfers out to other plan                           | (12,228)      |
| Net increase  | 8,530,832     |
| Net assets available for benefits:                    |               |
| Beginning of year                                     | 65,693,185    |
| End of year   | \$ 74,224,017 |

The accompanying notes are an integral part of these statements.

Birdsall, Inc.  
Retirement Savings Plan  
Notes to Financial Statements

1. Plan Description

The following description of the Birdsall, Inc. Retirement Savings Plan (the “Plan”) is provided for general information. Participants should refer to the Plan agreement for a more complete description of the Plan’s provisions.

General

The Plan is a defined contribution plan subject to the provisions of the Employee Retirement Income Security Act of 1974 (“ERISA”). The Plan is designed to provide retirement benefits to substantially all employees of Tropical Shipping USA, LLC and employees of certain affiliated companies (collectively referred to as the “Company”). The Plan Sponsor is Birdsall, Inc., a wholly owned subsidiary of AGL Resources Inc. The Plan consists of both a profit sharing plan and an employee stock ownership plan (“ESOP”). The ESOP consists of the portion of the Plan which is invested in AGL Resources Inc. common stock. Both the ESOP and non-ESOP portion of the Plan are intended to constitute a single plan.

Administration

The Plan is administered by the Administrative Committee (the “Committee”) which is appointed by the Birdsall, Inc. Board of Directors. The Committee has the sole discretion and authority to interpret the provisions of the Plan, including determinations as to eligibility, amounts of benefits payable, and the resolution of all factual questions arising in connection with the administration of the Plan.

The Committee has engaged The Vanguard Fiduciary Trust Company (“VFTC”) as Trustee to maintain a trust under which contributions to the Plan are invested in various investment funds and AGL Resources Inc. common stock. The VFTC also acts as investment manager for certain assets of the Plan.

Contributions

Employee Contributions. Participants may elect to make either pre-tax contributions, after-tax contributions, or a combination thereof. The amount a participant elects to contribute will be withheld from his or her compensation through payroll deductions, and such contributions will be transferred by the Company to the Trustee of the Plan at each payroll period and will be credited to the participant’s account as soon as administratively practicable after such transfer. An automatic contribution deferral of 3% of eligible compensation will be provided for employees hired or rehired when no other election is made. The automatic enrollment will become effective on the first day of the first full pay period beginning 60 days after the eligible new employee has received notice of such automatic enrollment.

Participants who have attained age 50 before the end of the Plan year are eligible to make additional catch-up contributions. The Plan also accepts certain rollover contributions representing distributions from other qualified plans. Participants direct the investment of their contributions, Company contributions and account balances into various investment options offered by the Plan. To the extent a participant does not elect to invest their account balances in any investment fund, the Plan has designated a qualified default investment fund. Maximum contributions cannot exceed limits as set forth in the Internal Revenue Code (“IRC”).

Company Contributions. Generally, on behalf of each participant who makes contributions, the Company will make a matching contribution each payroll period as defined in the table below.

Years of Service

Company Match



(as of the last day of the pay period)

|                    |  |
|--------------------|--|
| Less than 10 years | 50% of the participant's first 6% of eligible pay contributed  |
| At least 10 years  | 100% of the participant's first 6% of eligible pay contributed |

The Company may also contribute annual discretionary profit sharing awards, based on Company performance and allocated equally to eligible participants. The Company made no such contributions during 2013.

#### Participant Accounts

Each participant's account is credited with the participant's contributions and allocations of the Company's matching contributions and Plan earnings. A participant is entitled to the benefits that can be provided from the participant's vested account.

### Vesting

A participant's contributions and earnings thereon are vested immediately. The Company's matching contributions, profit sharing contributions and earnings on Company contributions are vested upon occurrence of any one of the following:

- Completion of three years of vesting service;
- Attainment of age 65 while employed by the Company;
- Permanent disablement while employed by the Company; or
- Death while employed by the Company.

### Withdrawals

A participant's traditional after-tax contributions (including earnings) may be withdrawn. Participants also may be eligible for hardship withdrawals from their pre-tax contributions (but not the earnings on those contributions earned after 1988) if they meet certain "immediate and heavy financial need" hardship requirements. An additional 10% income tax generally will be imposed on the taxable portion of the withdrawal unless the participant has reached age 59 ½ (or has satisfied certain other criteria established in the IRC) at the time of withdrawal. Additionally, participants over age 59 ½ are permitted to take a distribution from the Plan without an early withdrawal penalty.

### Distribution of Benefits

The Plan provides that distribution of benefits may be made as soon as practicable after an employee's death, disability, or separation from service. If the distribution is \$1,000 or less, the Committee may make an immediate distribution without the consent of the participant. On termination of service due to retirement or disability, a participant (or in certain instances, their beneficiary) may elect to defer distribution until attainment of age 70 ½, receive a lump sum amount equal to the participant's vested interest in his or her account balance, take a partial withdrawal, request installment payments or have his or her account balance used to purchase an annuity contract. For termination of service for other reasons, a participant has the option to defer distribution until attainment of age 70 ½ if their vested account balance exceeds \$1,000 or receive a lump sum distribution equal to the value of the vested interest in his or her account.

Generally, a participant's distribution will be made in a single sum of cash. To the extent a participant's account is invested in AGL Resources Inc. common stock on the date of distribution, at the option of the participant, the distribution may be made in the form of whole shares of AGL Resources Inc. common stock (and cash representing any fractional share). In addition to the lump sum option, partial distributions, and monthly, quarterly, semi-annual, or annual installments of a fixed amount or period are allowed.

Distributions of cash or AGL Resources Inc. common stock from a participant's account (other than amounts attributable to the participant's after-tax contributions) which are made upon the participant's termination of employment, disability or death, generally will be taxable in the year of distribution. Such distributions will, generally, be subject to 20% federal income tax withholding.

### Notes Receivable from Participants

Participants may borrow from their participant accounts. Such borrowings represent loans to the participant and notes receivable to the Plan. The minimum loan amount to a participant is \$1,000 and may not exceed the lesser of 1) \$50,000 minus the participant's current loan balance, or 2) 50% of the participant's vested account balance less the participant's current loan balance. Participants generally repay loans through payroll withholdings over a period not to exceed 5 years. The notes receivable from participants are secured by the vested portion of the participant's account and bear interest at fixed rates that range from 4.25% to 9.50%. The interest rate is established at the date of the loan and is based on the prime rate plus 1%. The interest rate remains fixed over the life of the loan and interest is computed monthly.

A participant may not have more than two loans outstanding at any time. In the event that a participant terminates employment for any reason, any outstanding loan balance will become due and payable in full at that time. However, the Plan provides that the Committee may take certain actions (as appropriate) to allow the participant to cure a default on a Plan loan.

#### Forfeited Accounts

Any forfeited amounts resulting from employees terminating prior to completion of the vesting period, may be used to reduce future Company contributions or may be applied to Plan expenses incurred with respect to administering the Plan. Forfeited non-vested accounts totaled \$59,019 at December 31, 2013 and \$58,886 at December 31, 2012. In 2013, Company contributions were reduced by \$197 and Plan expenses were reduced by \$14,638 from forfeited non-vested accounts.

#### Administrative Expenses

Loan origination and maintenance fees associated with notes receivable from participants and the Plan's record keeping fees are paid by the Plan and are reflected in the financial statements as administrative expenses of the Trust. Investment management fees are charged to the Plan as a reduction of investment return and included in the investment income (loss) reported by the Plan. All other expenses of the Plan are paid by the Company.

## 2. Summary of Accounting Policies

#### Basis of Accounting

The financial statements of the Plan are prepared using the accrual basis of accounting in accordance with accounting principles generally accepted in the United States of America ("U.S. GAAP").

#### Reclassifications

Certain amounts from prior periods have been reclassified to conform to the current period presentation.

#### Investment Valuation

The Plan's investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. See Note 4 – Fair Value Measurements for discussion of fair value. The Plan's Investment Committee determines the Plan's valuation policies utilizing information provided by the investment advisors and custodians.

Investment contracts held by a defined contribution plan are required to be reported at fair value. However, contract value is the relevant measurement attribute for that portion of the net assets available for benefits of a defined contribution plan attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the Plan.

The Statements of Net Assets Available for Benefits presents the fair value of the investment in the collective trust as well as the adjustment of the investment in the collective trust from fair value to contract value relating to the investment contracts. The Statement of Changes in Net Assets Available for Benefits is prepared on a fair value basis except for fully benefit-responsive contracts through a collective trust which are on a contract value basis.

The Vanguard Retirement Savings Trust ("VRST") is a collective trust and is fully benefit-responsive to the participants. The difference between the valuation of fully benefit-responsive investments at fair value and contract value is reflected over time through the crediting rate. Contract value represents contributions made plus interest accrued at the contract rate, less withdrawals. To the extent the underlying portfolio has unrealized and/or realized gains/losses, an adjustment is made when reconciling from fair value to contract value. As a result, the future crediting rate may be different than the current market rate. The crediting rate of the contract resets every quarter based on the performance of the underlying investment portfolio. The average crediting interest rate for the VRST was 2.1% at December 31, 2013 and 2.4% at December 31, 2012. The average yield for this fund was 2.0% for 2013 and 2.2% for 2012.

The existence of certain conditions can limit the VRST's ability to transact at contract value. Specifically, any event outside the normal operation of the VRST that causes a withdrawal from an investment contract may result in a negative market value adjustment with respect to the withdrawal. Examples of such events include, but are not limited to, partial or complete legal termination of the VRST or a unitholder, tax disqualification of the VRST or unitholder and certain VRST amendments if issuers' consent is not obtained.

In general, issuers may terminate the contract and settle at other than contract value if there is a change in the qualification status of the participant, employer or plan; a breach of material obligations under the contract and misrepresentation by the contract holder; or failure of the underlying portfolio to conform to the pre-established

investment guidelines.

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**Income Recognition**

Purchases and sales of securities are recorded on the trade date. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date.

The Plan presents in the Statement of Changes in Net Assets Available for Benefits, the net change in the fair value of its investments which consists of the realized gains or losses and the unrealized appreciation or depreciation of those investments.

**Use of Estimates**

The preparation of financial statements in accordance with U.S. GAAP requires the Plan's management to make estimates and assumptions that affect the reported amounts of assets and liabilities and changes therein, and disclosure of contingent assets and liabilities. Actual results could differ from those estimates.

**Payment of Benefits**

Benefits are recorded when paid.

**Notes Receivable from Participants**

Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Interest income is reported on the accrual basis. No allowance for credit loss has been recorded as of December 31, 2013 or 2012. If a participant ceases to make loan repayments and the Plan administrator deems the participant loan to be in default, the participant loan balance is reduced and a benefit payment is recorded.

**3. Investments**

The following presents the fair value of investments that represent five percent or more of the Plan's net assets as of December 31:

|  | 2013          | 2012          |
|--|---------------|---------------|
| Vanguard 500 Index Fund Investor Shares              | \$ 15,419,852 | \$ 11,767,020 |
| Vanguard Balanced Index Fund Investor Shares         | \$ 7,701,359  | \$ 7,121,415  |
| Vanguard Total Bond Market Index Fund Inv Shares (1) | \$ 2,529,378  | \$ 3,411,327  |
| VRST (2)   | \$ 22,681,608 | \$ 22,377,410 |

(1) The investment did not exceed five percent of net assets available for benefits as of December 31, 2013, however, the amounts are shown for comparative purposes.

(2) Amounts represent the Plan's investment in the collective trust.

Net appreciation in fair value of investments for the year ended December 31, 2013 (including gains and losses on investments bought and sold, as well as held during the year) was as follows:

|                                 |                    |
|---------------------------------|--------------------|
| Registered investment companies | \$8,051,711        |
| AGL Resources Inc. common stock | 358,518            |
| <b>Total</b>                    | <b>\$8,410,229</b> |

#### 4. Fair Value Measurements

As defined in authoritative guidance related to fair value measurements and disclosure, fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The guidance establishes a fair value hierarchy that prioritizes the inputs used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurement) and the lowest priority to unobservable inputs (Level 3 measurement).

The three levels of the fair value hierarchy defined by the guidance are as follows:

Level 1 Quoted prices are available in active markets for identical assets or liabilities as of the reporting date. Active markets are those in which transactions for the assets or liabilities occur in sufficient frequency and volume to provide pricing information on an ongoing basis.

Level 2 Pricing inputs are other than quoted prices in active markets included in Level 1, which are either directly or indirectly observable as of the reporting date.

Level 3 Pricing inputs include significant unobservable inputs that are used to determine management's best estimate of fair value from the perspective of market participants.

It is important to note that the principal market and market participants should be considered from the reporting entity's perspective, as differences may occur between and among entities with differing activities.

The following is a description of the valuation methodologies used for these categories of investments:

##### AGL Resources Inc. Common Stock

Shares of AGL Resources Inc. common stock are valued at the closing price per unit on each business day on the active market in which the securities are traded.

##### Collective Trust

The collective trust provides participants a stable value investment option that simulates the performance of a guaranteed investment contract and invests primarily in a pool of investments, including contracts that are issued by insurance companies and commercial banks and in contracts that are backed by high quality bonds, bond trusts and bond mutual funds. Depending on the type of underlying investment, fair value is comprised of: 1) the expected future cash flows for each contract discounted to present value, 2) the aggregate net asset values of the underlying investments in mutual funds and bond trusts as determined by their quoted market prices and 3) the value of wrap contracts, if any. The fair value of participation units in the VRST are based on the net asset value of the fund, after adjustments to reflect all funds at fair value, as reported in the audited financial statements of the fund. The fund generally provides for daily redemptions at reported net asset value per share with no advance notification requirements. The overall fair value of the collective trust is based on significant observable inputs and is categorized in Level 2.

##### Registered Investment Companies

Registered investment companies include actively-traded mutual funds. Shares of mutual funds are valued at quoted market prices, which represent the net asset value of shares held at year-end and are categorized in Level 1. Bond funds are diversified across a broad range of investment grade corporate bonds and other fixed income securities. Balanced funds are asset allocation funds that seek both capital appreciation and current income through stock and bond holdings. Domestic stock funds are diversified across small, mid and large cap equity investments. International stock funds are diversified across countries and capitalization size in order to maintain a

broad market representation of non-U.S. markets. Money market funds invest in high quality, short-term instruments, including certificates of deposit, banker's acceptances, commercial paper and other money market securities.

The methods described above may provide a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. While the Plan believes its valuation methods are appropriate and consistent with other market participants, it is possible that different fair value measurements may arise due to the use of different methodologies or assumptions in determining the fair value measurement at the reporting date.



The fair value of the Plan's investments measured on a recurring basis is categorized in the table below based upon the valuation inputs. There were no Level 3 inputs at December 31, 2013 and 2012. There were no transfers between Level 1 and Level 2 during 2013.

|                                  | Level 1       | Level 2       | Total         |
|----------------------------------|---------------|---------------|---------------|
| December 31, 2013                |               |               |               |
| Collective trust                 | \$ -          | \$ 22,681,608 | \$ 22,681,608 |
| AGL Resources Inc. common stock  | 2,333,540     | -             | 2,333,540     |
| Registered investment companies: |               |               |               |
| Bond funds                       | 3,761,717     | -             | 3,761,717     |
| Balanced funds                   | 15,988,610    | -             | 15,988,610    |
| Domestic stock funds:            |               |               |               |
| Large cap                        | 20,107,367    | -             | 20,107,367    |
| Mid-cap                          | 617,277       | -             | 617,277       |
| Small cap                        | 4,415,843     | -             | 4,415,843     |
| International stock funds        | 2,417,245     | -             | 2,417,245     |
| Total investments                | \$ 49,641,599 | \$ 22,681,608 | \$ 72,323,207 |
| December 31, 2012                |               |               |               |
| Collective trust                 | \$ -          | \$ 22,377,410 | \$ 22,377,410 |
| AGL Resources Inc. common stock  | 2,080,319     | -             | 2,080,319     |
| Registered investment companies: |               |               |               |
| Bond funds                       | 5,472,358     | -             | 5,472,358     |
| Balanced funds                   | 13,263,143    | -             | 13,263,143    |
| Domestic stock funds:            |               |               |               |
| Large cap                        | 15,594,801    | -             | 15,594,801    |
| Mid-cap                          | 419,425       | -             | 419,425       |
| Small cap                        | 3,042,134     | -             | 3,042,134     |
| International stock funds        | 2,284,303     | -             | 2,284,303     |
| Total investments                | \$ 42,156,483 | \$ 22,377,410 | \$ 64,533,893 |

## 5. Plan Termination

Although the Company has not expressed any intent to do so, it has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. In the event of the Plan termination, participants would become 100% vested in their employer contributions and earnings thereon.

## 6. Tax Status

The Internal Revenue Service ("IRS") has determined and informed the Company by a letter dated June 10, 2009, that the Plan and related trust are designed in accordance with applicable sections of the IRC. The Plan has been amended since the IRS has made its determination. The Plan administrator and tax counsel believe that the Plan and related trust are designed and are currently being operated in compliance with the applicable requirements of the IRC; and therefore believe the Plan is qualified and the related trust is tax exempt. During 2012, Plan management applied for a new determination letter; however, a response from the IRS has not yet been received.

U.S. GAAP requires Plan management to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the IRS. The Plan administrator has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2013, there are no uncertain positions taken or expected to be taken that would require recognition of a

liability (or asset) or disclosure in the financial statements. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The Plan's management believes it is no longer subject to income tax examinations for years prior to 2010.

#### 7. Transfers Out to Other Plan

During 2013, \$12,228 was transferred to the AGL Resources Inc. Retirement Savings Plus Plan (“RSP Plan”) for participants in this Plan who became participants in the RSP Plan.

#### 8. Related Party Transactions and Party-in-Interest Transactions

ERISA defines a party-in-interest to include fiduciaries or employees of the Plan, any person who provides service to the Plan, and an employee organization whose members are covered by the Plan, a person who owns 50% or more of such an employer or employee association or relative of such persons.

The Plan invests in shares of mutual funds managed by an affiliate of VFTC and a collective trust managed by VFTC. VFTC acts as Trustee of the Plan. Transactions in such investments qualify as party-in-interest transactions and are exempt from the prohibited transaction rules. Fees paid by the Plan for investment management services were included as a reduction of the return earned by each fund. Certain administrative functions are performed by officers or employees of the Company. No such officer or employee receives compensation from the Plan. Some administrative expenses of the Plan are paid directly by the Company.

The Plan allows participants to direct investments in AGL Resources Inc. common stock. At December 31, 2013 and 2012, the Plan held 49,408 and 52,047 shares, respectively, of common stock of AGL Resources Inc., the parent of the sponsoring employer, with a fair value of \$2,333,540 and \$2,080,319, respectively. During 2013, the Plan recorded dividend income of \$91,471 related to AGL Resources Inc. common stock.

In addition, notes receivable from participants qualify as party-in-interest transactions, which are exempt from the prohibited transaction rules.

#### 9. Risks and Uncertainties

The Plan invests in various investment securities, including AGL Resources Inc. common stock. Investment securities, in general, are exposed to various risks such as interest rate, liquidity, credit and overall market volatility. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the Statements of Net Assets Available for Benefits.

#### 10. Non-Exempt Transactions

During 2013, the Company did not remit \$98 of employee withholdings within the appropriate time period. This transaction constitutes a prohibited transaction as defined by ERISA. The Company remitted the employee withholdings and lost earnings in 2014.

#### 11. Subsequent Events

The Plan administrator has evaluated subsequent events since the date of these financial statements. On April 4, 2014, AGL Resources Inc. entered into a definitive agreement to sell Tropical Shipping and Seven Seas. The transaction is expected to close during the third quarter of 2014 and at that time the buyer will assume sponsorship of the Plan. As a result of the pending sale, effective June 30, 2014, AGL Resources Inc. common stock will no longer be an investment option of the Plan and the ESOP feature of the Plan will be terminated. There were no other events or transactions discovered during this evaluation that require recognition or disclosure in the financial statements.



## 12. Reconciliation of Financial Statements to the Form 5500

The following is a reconciliation of net assets available for benefits per the financial statements to the Form 5500 as of December 31:

|   | 2013          | 2012          |
|---|---------------|---------------|
| Net assets available for benefits per the financial statements                                    | \$ 74,224,017 | \$ 65,693,185 |
| Adjustment from contract value to fair value for the fully benefit-responsive investment contract | 614,954       | 1,126,534     |
| Less: Deemed distributions included as expense in the Form 5500                                   | 24,382        | 25,335        |
| Net assets available for benefits per the Form 5500   | \$ 74,814,589 | \$ 66,794,384 |

The following is a reconciliation of the net increase before transfers out to other plan per the Statement of Changes in Net Assets Available for Benefits to net income per the Form 5500 for the year ended December 31, 2013:

|   |             |
|---|-------------|
| Net increase before transfer out to other plan per the financial statements                                     | \$8,543,060 |
| Change in the adjustment from contract value to fair value for the fully benefit-responsive investment contract | (511,580 )  |
| Change in the deemed distributions included in benefits paid to participants in the Form 5500                   | 953         |
| Net income per the Form 5500  | \$8,032,433 |

Birdsall, Inc.  
 Retirement Savings Plan  
 Schedule H, Line 4(a) - Schedule of Delinquent Participant Contributions  
 For the Year Ended December 31, 2013

| Participant contributions transferred late to Plan           | Total that constitute nonexempt prohibited transactions |                                      |  | Total fully corrected under VFCP and PTE 2002-51 |
|--|---|--------------------------------------|--|--|
| Check here if late participant loan repayments are included: | Contributions not corrected                             | Contributions corrected outside VFCP | Contributions pending correction in VFCP |  |
|  |   | \$98                                 |  |  |

Birdsall, Inc.  
Retirement Savings Plan  
Schedule H, Line 4(i) - Schedule of Assets (Held at End of Year)  
As of December 31, 2013

| (a) | (b)<br>Identity of issue, borrower,<br>lessor, or similar party | (c)<br>Description of investment<br>including maturity date,<br>rate of interest, collateral,<br>par, or maturity value | (d)<br>Cost** | (e)<br>Current value |
|-----|---|---|---------------|----------------------|
| *   | AGL Resources Inc.  | Common stock at \$5.00 par value  |               | \$ 2,333,540         |
| *   | Participant loans   | Participant loans earning interest from 4.25% to 9.50%, maturing from 2014 through 2019                                 | 0             | 2,491,186            |
|     | American Century International Growth Fund                      | Registered investment company   |               | 1,724,856            |
|     | American Century Quantitative Equity Funds                      | Registered investment company   |               | 214,429              |
|     | Columbia Acorn International Fund Class Z                       | Registered investment company   |               | 64,814               |
|     | Columbia Acorn USA Fund, Class Z                                | Registered investment company   |               | 1,003,055            |
|     | Davis New York Venture Fund, Inc. - Class A                     | Registered investment company   |               | 890,237              |
|     | Fidelity Securities Fund: Fidelity Blue Chip                    | Registered investment company   |               | 549,313              |
|     | Invesco Mid Cap Growth Fund - Class A                           | Registered investment company   |               | 154,256              |
|     | Invesco Van Kampen Amer Franchise Fund - Class A                | Registered investment company   |               | 38,412               |
|     | Janus Investment Fund: Janus Fund                               | Registered investment company   |               | 433,441              |
|     | The Managers Funds: Managers Special Equity                     | Registered investment company   |               | 2,755,679            |
| *   | Vanguard 500 Index Fund Investor Shares                         | Registered investment company   |               | 15,419,852           |
| *   | Vanguard Balanced Index Fund Investor Shares                    | Registered investment company   |               | 7,701,359            |
| *   | Vanguard Developed Markets Index Fund                           | Registered investment company   |               | 627,575              |
| *   | Vanguard GNMA Fund Investor Shares                              | Registered investment company   |               | 502,415              |
| *   | Vanguard Growth Equity Fund                                     | Registered investment company   |               | 745,262              |
| *   | Vanguard Growth Index Fund Investor Shares                      | Registered investment company   |               | 411,521              |
| *   |   |   |               | 1,893                |

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|   |  |                               |               |
|---|--|-------------------------------|---------------|
|   | Vanguard LifeStrategy Conservative Growth Fund   | Registered investment company |               |
| * | Vanguard LifeStrategy Growth Fund                | Registered investment company | 21,438        |
| * | Vanguard LifeStrategy Income Fund                | Registered investment company | 34,072        |
| * | Vanguard LifeStrategy Moderate Growth Fund       | Registered investment company | 65,148        |
| * | Vanguard LT Treasury Fund Investor Shares        | Registered investment company | 578,334       |
| * | Vanguard Mid-Cap Value Index Fund Inv Shares     | Registered investment company | 463,021       |
| * | Vanguard PRIMECAP Fund Investor Shares           | Registered investment company | 1,404,900     |
| * | Vanguard Prime Money Market Fund                 | Registered investment company | 151,590       |
| * | Vanguard Small-Cap Value Index Fund              | Registered investment company | 657,109       |
| * | Vanguard Target Retirement 2010 Fund             | Registered investment company | 459,058       |
| * | Vanguard Target Retirement 2015 Fund             | Registered investment company | 437,831       |
| * | Vanguard Target Retirement 2020 Fund             | Registered investment company | 1,848,747     |
| * | Vanguard Target Retirement 2025 Fund             | Registered investment company | 2,215,318     |
| * | Vanguard Target Retirement 2030 Fund             | Registered investment company | 822,375       |
| * | Vanguard Target Retirement 2035 Fund             | Registered investment company | 1,001,828     |
| * | Vanguard Target Retirement 2040 Fund             | Registered investment company | 472,156       |
| * | Vanguard Target Retirement 2045 Fund             | Registered investment company | 280,632       |
| * | Vanguard Target Retirement 2050 Fund             | Registered investment company | 174,196       |
| * | Vanguard Target Retirement 2055 Fund             | Registered investment company | 25,179        |
| * | Vanguard Target Retirement 2060 Fund             | Registered investment company | 11,987        |
| * | Vanguard Target Retirement Income                | Registered investment company | 415,393       |
| * | Vanguard Total Bond Market Index Fund Inv Shares | Registered investment company | 2,529,378     |
| * | Vanguard Retirement Savings Trust                | Collective trust              | 22,681,608    |
|   | Total  |                               | \$ 74,814,393 |

\* Denotes party-in-interest investment

\*\*



Cost information not required for participant-directed accounts under an individual account plan.

Signature

The Plan. Pursuant to the requirements of the Securities Exchange Act of 1934, the Administrative Committee has duly caused this annual report to be signed on its behalf by the undersigned hereunto duly authorized.

Birdsall, Inc. Retirement Savings Plan

Date: June 27, 2014

/s/ Dean Beitler  
Dean Beitler  
Assistant Vice President, Human Resources;  
Chairman, Administrative Committee

Exhibit Index

| Exhibit<br>Number | Description of Document  |
|-------------------|--|
| 23.1              | Consent of Independent Registered Public Accounting Firm – BDO USA, LLP      |
| 23.2              | Consent of Independent Registered Public Accounting Firm – Crowe Horwath LLP |

