

NISOURCE INC/DE
Form U5S
May 01, 2003

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SECURITIES AND EXCHANGE COMMISSION
Washington, D.C.

FORM U5S

ANNUAL REPORT

For the Year Ended December 31, 2002

Filed pursuant to the Public Utility Holding Company Act of 1935

NISOURCE INC.

COLUMBIA ENERGY GROUP
(Name of registered holding company)

801 E 86th Avenue
Merrillville, Indiana 46410

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ITEM 1. SYSTEM COMPANIES AND INVESTMENT THEREIN AS OF DECEMBER 31, 2002

TIER	NAME OF COMPANY (COMPANY ABBREVIATION)	NUMBER OF COMMON SHARES HELD	% OF VOTING POWER OR INTEREST HELD	ISSUER BOOK VALUE (\$000)	B
	NiSOURCE INC. (NI)				
1	Bay State Gas Company (BSG)	100	100	520,652	
	Unsecured Debt (1)	-	-	218,535	
	Subsidiaries:				
2	Bay State GPE, Inc. (BSGPE)	1,000	100	105	
2	Boundry Gas, Inc. (BDY)	11	12	-	
2	Northern Utilities, Inc. (NU)	100	100	110,746	
	Unsecured Debt (1)	-	-	11,550	
1	Columbia Energy Group (CG)	100	100	2,396,266	6,
	Subsidiaries:				
2	Columbia Atlantic Trading Corporation (CAT)	308	100	4,110	
2	Columbia Energy Group Capital Corporation (CCC)	1	100	1,419	
	Subsidiary:				
3	TriStar Gas Technologies, Inc. (TGT) *	20,000	100	-	

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2	Columbia Energy Resources, Inc. (CER)	1	100	141,457
	Unsecured Debt (l)	-	-	85,613
	Subsidiaries:			
3	Alamco-Delaware, Inc. (AD)	100	100	7,656
3	Columbia Natural Resources, Inc. (CNR)	2	100	141,110
3	Columbia Natural Resources Canada, Ltd. (CNRCL)	1	100	8,813
3	Hawg Hauling & Disposal, Inc. (HH)	900	100	1,247
2	Columbia Energy Services Corporation (CES)	2,500	100	(88,821)
	Unsecured Debt (l)	-	-	11,500
	Subsidiaries:			
3	Columbia Energy Marketing Corporation (CEM) * (h)	-	-	-
3	Columbia Energy Power Marketing Corporation (CPM) * (h)	-	-	-
3	Columbia Energy Retail Corporation (CERC) * (h)	-	-	-
2	Columbia Finance Corp. (CFC) * (h)	-	-	-
	Subsidiary:			
3	Columbia Accounts Receivable Corporation (CAR)	10	100	9,161
2	Columbia Gas of Kentucky, Inc. (CKY)	147,752	100	70,636
	Unsecured Debt (l)	-	-	42,055
2	Columbia Gas of Maryland, Inc. (CMD)	2,883	100	28,404
	Unsecured Debt (l)	-	-	18,975
2	Columbia Gas of Ohio, Inc. (COH)	6,369,585	100	436,965
	Unsecured Debt	-	-	305,576

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ITEM 1. SYSTEM COMPANIES AND INVESTMENT THEREIN AS OF DECEMBER 31, 2002
(continued)

TIER	NAME OF COMPANY (COMPANY ABBREVIATION)	NUMBER OF COMMON SHARES HELD	% OF VOTING POWER OR INTEREST HELD	ISSUER BOOK VALUE (\$000)	O BO
2	Columbia Gas of Pennsylvania, Inc. (CPA)	1,805,112	100	206,881	2
	Unsecured Debt (l)	-	-	241,116	2
2	Columbia Gas of Virginia, Inc. (CGV)	1,306,106	100	166,220	1
	Unsecured Debt (l)	-	-	167,214	1
2	Columbia Gas Transmission Corporation (TCO)	1,934	100	1,092,778	1,0
	Unsecured Debt (l)	-	-	287,141	2
	Secured Debt (m)	-	-	385,500	3
2	Columbia Gulf Transmission Company (CGT)	1,933	100	123,333	1
	Unsecured Debt (l)	-	-	109,595	1
2	Columbia LNG Corporation (CLNG) * (h) (i)	-	-	-	
	Subsidiary:				

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3	CLNG Corporation (CLNGCO) * (h)	-	-	-
2	Columbia Network Services Corporation (CNS)	900	100	4,835
	Subsidiary:			
3	CNS Microwave, Inc. (CMC)	110	100	1,736
2	Columbia Petroleum Corporation (PET) *	1,000	100	-
2	Columbia Pipeline Corporation (CPL) * (h)	1	100	735
	Unsecured Debt (l)	-	-	765
	Subsidiary:			
3	Columbia Deep Water Services Company (CDW)	1	100	735
2	Columbia Remainder Corporation (CRC)	100	100	(76)
	Subsidiaries:			
3	Columbia Electric Binghamton General Corp. (CEB) *	1	100	-
3	Columbia Electric Binghamton Limited Corp. (CEBL) *	142	100	-
	Columbia Electric Haverstraw Corporation (CHC) * (h)	-	-	-
3	Haverstraw Bay, LLC (HBL) * (a)	-	98	-
2	Columbia Service Partners, Inc. (CSP)	200	100	8,832
	Subsidiaries:			
3	Columbia Assurance Agency, Inc. (CAA)	850	100	26
3	Columbia Service Partners of Virginia, Inc. (CSPV) *	-	100	-
2	Columbia Transmission Communications Corporation (CTC)	1	100	-
2	NiSource Insurance Corporation Limited (NICL) (j)	14,800	100	8,019
1	EnergyUSA, Inc. (IN) (EUII)	1,000	100	(88,600)
	Unsecured Debt (l)	-	-	44,316
	Subsidiaries:			
2	EnergyUSA Commercial Energy Services, Inc. (EUC)	1,000	100	(9,071)
2	EnergyUSA Retail, Inc. (EUR)	1,000	100	(7,269)
	Subsidiary:			
3	EnergyUSA Consumer Products Group, Inc. (EUP) * (h)	-	-	-

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ITEM 1. SYSTEM COMPANIES AND INVESTMENT THEREIN AS OF DECEMBER 31, 2002
(continued)

TIER	NAME OF COMPANY (COMPANY ABBREVIATION)	NUMBER OF COMMON SHARES HELD	% OF VOTING POWER OR INTEREST HELD	ISSUER BOOK VALUE (\$000)
2	EnergyUSA, Inc. (MA) (EUIM)	10,000	100	5,979
	Unsecured Debt (l)	-	-	2,504
	Subsidiaries:			
3	EnergySPE, Inc. (ESPE)*	10,000	100	(671)

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3	EnergyUSA (Connecticut), Inc. (EUIC)	6,955	100	(3,627)
	Unsecured Debt (l)	-	-	4,414
	Subsidiaries:			
4	Brayer Energy Solutions, Inc. (BES) * (h)	-	-	-
4	EnergyUSA Engineering, Inc. (EUE)	919	100	(1,281)
4	EnergyUSA Mechanical, Inc. (EUM) *	400	100	2,106
2	EnergyUSA-TPC Corp. (TPC)	100	100	(13,699)
	Unsecured Debt (l)	-	-	13,864
	Subsidiary:			
3	EnergyUSA-Appalachian Corp. (EUA) (f)	100	100	6,282
2	MS-1 Distribution & Storage Corp. (MS1) * (h)	-	-	-
2	NESI Energy Marketing, L.L.C. (NEML) * (b) (h)	-	-	-
2	NI Energy Services Transportation, Inc. (NEST)	1,000	100	393
2	NI Fuel Company, Inc. (NIFC) *	1,000	100	(14,545)
2	NI-TEX, Inc. (NITEX)	1,000	100	(1,912)
	Subsidiary:			
3	Laredo Nueces Pipeline Company (LNP)	-	50	870
2	NI-TEX Gas Services, Inc. (NGS)	920	100	11,302
1	IWC Resources Corporation (IWCR) * (k)	1,000	100	611,424
	Subsidiaries:			
2	Harbour Water Corporation (HWC) * (k)	1,000	100	8,303
2	Indianapolis Water Company (IWC) * (k)	500	100	622,452
	Subsidiary:			
3	White River Enviornmental Partnership, Inc. (WRP) * (k)	100	100	-
2	Irishman's Run Acquisition Corporation (IRAC) * (k)	1,000	100	572
2	IWC Morgan Water Corporation (IWCM) * (k)	1,000	100	6,234
2	Lawrence Water Company, Inc. (LWC) * (k)	1,000	100	-
2	Liberty Water Corporation (LWAC) * (k)	200	100	(50)
2	The Darlington Water Works Company (DWWC) * (k)	1,000	100	285
1	Kokomo Gas and Fuel Company (KOKO)	478,248	100	35,653
	Subsidiary:			
2	KGF Trading Company (KGF) *	100	100	-
1	NI Energy Services, Inc. (NESI)	1,000	100	(20,281)
	Unsecured Debt (l)	-	-	45,482
	Subsidiaries:			
2	Crossroads Pipeline Company (CROSS)	1,000	100	(9,059)
	Unsecured Debt (l)	-	-	31,228

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ITEM 1. SYSTEM COMPANIES AND INVESTMENT THEREIN AS OF DECEMBER 31, 2002
(continued)

TIER	NAME OF COMPANY (COMPANY ABBREVIATION)	NUMBER OF COMMON SHARES HELD	% OF VOTING POWER OR INTEREST HELD	ISSUER BOOK VALUE (\$000)	OWN BOOK
2	Green Fuels, Inc. (GREEN) * (h)	-	-	-	(

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2	NESI Power Marketing, Inc. (NPM) *	1,000	100	(21,727)	(21)
2	NiSource Energy Services Canada, Ltd. (NESCL) *	-	100	(669)	
	Subsidiary:				
3	NESI Energy Marketing Canada Ltd. (NEMCL) *	-	70	-	
1	NiSource Capital Markets, Inc. (NCM)	1,000	100	37,905	37
1	NiSource Capital Trust I (NCT) (c)	-	100	(4,769)	(4)
1	NiSource Corporate Services Company (NCS) (g) Unsecured Debt (l)	1,000 -	100 -	(20,766) 39,689	(20) 39
1	NiSource Development Company, Inc. (NDEV) Unsecured Debt (l)	1,000 -	100 -	(79,707) 178,365	(79) 178
	Subsidiaries:				
2	Analytic Sytems Laboratories, Inc. (ASL) * (h)	-	-	-	
2	Cardinal Property Management, Inc. (CARD)	1,000	100	14	
2	Customer Information Services, Inc. (CIS) * (h)	-	-	-	
2	JOF Transportation Company (JOF)	1,000	100	4,935	4
2	KOGAF Enterprises, Inc. (KOGF) * (h)	-	-	-	
2	Lake Erie Land Company (LEL)	1,000	100	68,297	68
	Subsidiary:				
3	SCC Services, Inc. (SCC)	1,000	100	(2,553)	(2)
2	NDC Douglas Properties, Inc. (NDC)	1,000	100	13,140	13
2	Progeni, Inc. (PRO) * (h)	-	-	-	
2	Protonics Research, Inc. (PRI) * (h)	-	-	-	
2	South Works Power Company (SWP) *	1,000	100	-	
1	NiSource Energy Technologies, Inc. (NET) Unsecured Debt (l)	100 -	100 -	(10,730) 20,814	(10) 20
1	NiSource Finance Corp. (NFC)	100	100	(342,943)	(342)
1	NiSource Pipeline Group, Inc. (NPG) * (h)	-	-	11,591	11
	Subsidiaries:				
2	Granite State Gas Transmission, Inc. (GSGT) Unsecured Debt (l)	29,900 -	100 -	11,591 7,327	11 7
	Subsidiaries:				
3	Bay State Energy Enterprises, Inc. (BSEE) *	10,000	100	68	
3	Natural Gas Development, Inc. (NGD) * (h)	-	-	-	
2	PNGTS Holding Corp. (PNGTS) * (h)	-	-	-	
1	Northern Indiana Fuel and Light Company, Inc. (NIFL)	275,000	100	46,350	46
	Subsidiary:				
2	Northern Indiana Trading Company, Inc. (NITC)	1,000	100	4,861	4

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TIER	NAME OF COMPANY (COMPANY ABBREVIATION)	NUMBER OF COMMON SHARES HELD	% OF VOTING POWER OR INTEREST HELD	ISSUER BOOK VALUE (\$000)	OWNER BOOK VALUE (\$000)
1	Northern Indiana Public Service Company (NIP)	73,282,258	100	899,622	899,622
	Unsecured Debt (l)	-	-	448,899	448,899
	Subsidiary:				
2	NIPSCO Exploration Company, Inc. (NEXCO) * (h)	-	-	-	-
1	Primary Energy, Inc. (PEI)	1,000	100	(28,538)	(28,538)
	Unsecured Debt (l)	-	-	77,699	77,699
	Subsidiaries:				
2	Cokenergy, Inc. (CEI)	1,000	100	(1,893)	(1,893)
2	Harbor Coal Company (HCC)	1,000	100	5,247	5,247
2	Ironside Energy LLC (IEL) (d)	-	100	(4,974)	(4,974)
2	Lakeside Energy Corporation (LEC)	1,000	100	9,818	9,818
2	North Lake Energy Corporation (NLEC)	1,000	100	(3,716)	(3,716)
2	Portside Energy Corporation (PORT)	1,000	100	(942)	(942)
2	Whiting Clean Energy, Inc. (WCE)	1,000	100	(20,941)	(20,941)
1	SM&P Utility Resources, Inc. (SMP) (e)	-	-	-	-
	Subsidiary:				
2	Colcom Incorporated (CI) (e)	-	-	-	-

Note: All debt amounts exclude the current portion of long-term debt.

* Company was inactive at December 31, 2002.

- (a) Haverstraw Bay, LLC was involved with power generation. Columbia Electric Haverstraw Corporation owns a 2% interest and Columbia Remainder Corporation directly holds 98%.
- (b) NESI Energy Marketing L.L.C. was involved with the marketing of natural gas and electricity. EnergyUSA, Inc. (IN) owned a 100% interest.
- (c) NiSource Capital Trust I is a financing subsidiary of NiSource Inc. NiSource Inc. holds 100% of the common equity.
- (d) Primary Energy, Inc. owns a 100% interest in Ironside Energy LLC.
- (e) SM&P Utility Resources, Inc. was sold to The Laclede Group on January 28, 2002.
- (f) EnergyUSA-Appalachian Corp., an Indiana corporation, was formed on February 19, 2001. The company holds oil and gas exploration investments.

ITEM 1. SYSTEM COMPANIES AND INVESTMENT THEREIN AS OF DECEMBER 31, 2002
(continued)

- (g) On December 31, 2000, Columbia Energy Group Service Corporation (a Delaware corp.) merged with NiSource Corporate Services Company (an

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Indiana corp.) The combined company changed its name to NiSource Corporate Services Company (a Delaware corp.). The company performs management service for NiSource and its subsidiaries.

- (h) The following companies were dissolved during 2002:
- Analytic Systems Laboratories, Inc. (dissolved 02/01/02)
 - Brayer Energy Solutions, Inc. (dissolved 03/20/02)
 - CLNG Corporation (dissolved 3/14/02)
 - Columbia Electric Haverstraw Corporation (dissolved 12/31/02)
 - Columbia Energy Marketing Corporation (dissolved 12/31/02)
 - Columbia Energy Power Marketing Corporation (dissolved 12/31/02)
 - Columbia Energy Retail Corporation (dissolved 12/31/02)
 - Columbia Finance Corp. (dissolved 01/18/02)
 - Columbia LNG Corporation (dissolved 03/08/02)
 - Columbia Pipeline Corporation (dissolved 11/12/02)
 - Customer Information Services, Inc. (dissolved 1/24/02)
 - EnergyUSA Consumer Products Group, Inc. (dissolved 2/01/02)
 - Green Fuels, Inc. (dissolved 02/01/02)
 - KOGAF Enterprises, Inc. (dissolved 03/25/02)
 - MS-1 Distribution & Storage Corp. (dissolved 01/23/02)
 - Natural Gas Development, Inc. (dissolved 06/13/02)
 - NESI Energy Marketing, L.L.C. (dissolved 12/06/02)
 - NIPSCO Exploration Company, Inc. (dissolved 02/01/02)
 - NiSource Pipeline Group, Inc. (dissolved 11/15/02)
 - PNGTS Holding Corp. (dissolved 06/05/02)
 - Progeni, Inc. (dissolved 02/19/02)
 - Protonics Research, Inc. (dissolved 02/01/02)
- (i) Columbia LNG Corporation, which owned and operates LNG storage and transportation facilities was owned by Columbia Energy Group and Shell Consolidated Energy Resources, Inc. Columbia Energy Group had voting rights and owns 92.1% and Shell Consolidated Energy Resources, Inc. had voting rights and owned 7.9% of Columbia LNG Corporation.
- (j) On October 18, 2002, Columbia Insurance Corporation, Ltd. was renamed NiSource Insurance Corporation Limited.
- (k) On April 30, 2002, NiSource sold the water utility assets of the Indianapolis Water Company (IWC) and other assets of IWC Resources Corporation.
- (l) Unsecured debt is presented on pages 9 - 13.
- (m) Secured debt is presented on page 14.

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ITEM 1. SYSTEM COMPANIES AND INVESTMENT THEREIN AS OF DECEMBER 31, 2002
(continued)

NOTE (1) UNSECURED DEBT

NAME OF COMPANY (ISSUER)	SECURITY OWNED BY REGISTRANT	PRINCIPAL AMOUNT OWED (\$000)	ISSUER BOOK VALUE (\$000)	OWNER'S BOOK VALUE (\$000)

BSG Intercompany Notes:

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	2.11% Money Pool	218,535	218,535	218,535

NU	Intercompany Notes:			
	2.11% Money Pool	11,550	11,550	11,550

CER	Intercompany Notes:			
	2.11% Money Pool	85,613	85,613	85,613

CES	Intercompany Notes:			
	2.11% Money Pool	11,500	11,500	11,500

CKY	Intercompany Notes:			
	7.28% Due March 1, 2011	5,030	5,030	5,030
	8.00% Due March 1, 2006	8,000	8,000	8,000
	7.30% Due November 28, 2005	5,805	5,805	5,805
	7.55% Due November 28, 2007	5,805	5,805	5,805
	7.82% Due November 28, 2010	5,805	5,805	5,805
	7.92% Due November 28, 2015	5,805	5,805	5,805
	8.12% Due November 28, 2025	5,805	5,805	5,805
		42,055	42,055	42,055

CMD	Intercompany Notes:			
	8.12% Due March 1, 2016	6,500	6,500	6,500
	7.30% Due November 28, 2005	2,495	2,495	2,495
	7.55% Due November 28, 2007	2,495	2,495	2,495
	7.82% Due November 28, 2010	2,495	2,495	2,495
	7.92% Due November 28, 2015	2,495	2,495	2,495
	8.12% Due November 28, 2025	2,495	2,495	2,495
		18,975	18,975	18,975

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ITEM 1. SYSTEM COMPANIES AND INVESTMENT THEREIN AS OF DECEMBER 31, 2002
(continued)

NOTE (1) UNSECURED DEBT (CONTINUED)

NAME OF COMPANY (ISSUER)	SECURITY OWNED BY REGISTRANT	PRINCIPAL AMOUNT OWED (\$000)	ISSUER BOOK VALUE (\$000)	OWNER'S BOOK VALUE (\$000)

COH	Intercompany Notes:			
	8.20% Due March 1, 2006	25,000	25,000	25,000
	7.90% Due March 1, 2006	35,000	35,000	35,000
	7.55% Due November 28, 2007	36,394	36,394	36,394
	7.82% Due November 28, 2010	36,394	36,394	36,394
	7.92% Due November 28, 2015	36,394	36,394	36,394
	8.12% Due November 28, 2025	36,394	36,394	36,394

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	7.50% Due July 15, 2022	100,000	100,000	100,000
		305,576	305,576	305,576
CPA	Intercompany Notes:			
	7.28% Due March 1, 2011	11,000	11,000	11,000
	7.89% Due March 1, 2014	20,000	20,000	20,000
	7.89% Due March 1, 2016	20,000	20,000	20,000
	8.12% Due March 1, 2013	35,000	35,000	35,000
	7.90% Due March 1, 2006	10,000	10,000	10,000
	7.30% Due November 28, 2005	17,843	17,843	17,843
	7.55% Due November 28, 2007	17,843	17,843	17,843
	7.82% Due November 28, 2010	17,843	17,843	17,843
	7.92% Due November 28, 2015	17,843	17,843	17,843
	8.12% Due November 28, 2025	17,843	17,843	17,843
	2.11% Money Pool	55,901	55,901	55,901
		241,116	241,116	241,116

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ITEM 1. SYSTEM COMPANIES AND INVESTMENT THEREIN AS OF DECEMBER 31, 2002
(continued)

NOTE (1) UNSECURED DEBT (CONTINUED)

NAME OF COMPANY (ISSUER)	SECURITY OWNED BY REGISTRANT	PRINCIPAL AMOUNT OWED (\$000)	ISSUER BOOK VALUE (\$000)	OWNER'S BOOK VALUE (\$000)
CGV	Intercompany Notes:			
	7.28% Due March 1, 2011	10,000	10,000	10,000
	6.81% Due March 1, 2012	15,000	15,000	15,000
	6.73% Due March 1, 2013	10,000	10,000	10,000
	7.89% Due March 1, 2014	10,000	10,000	10,000
	8.12% Due March 1, 2016	21,000	21,000	21,000
	7.30% Due November 28, 2005	12,835	12,835	12,835
	7.55% Due November 28, 2007	12,835	12,835	12,835
	7.82% Due November 28, 2010	12,835	12,835	12,835
	7.92% Due November 28, 2015	12,835	12,835	12,835
	8.12% Due November 28, 2025	12,835	12,835	12,835
	2.11% Money Pool	37,039	37,039	37,039
		167,214	167,214	167,214
TCO	Intercompany Notes:			
	2.11% Money Pool	287,141	287,141	287,141
CGT	Intercompany Notes:			
	7.65% Due March 1, 2014	20,000	20,000	20,000
	7.30% Due November 28, 2005	9,578	9,578	9,578
	7.55% Due November 28, 2007	9,578	9,578	9,578

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		39,689	39,689	39,689

NDEV	Intercompany Notes: 2.11% Money Pool	178,365	178,365	178,365

NET	Intercompany Notes: 2.11% Money Pool	20,814	20,814	20,814

GSGT	Intercompany Notes: 2.11% Money Pool	7,327	7,327	7,327

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ITEM 1. SYSTEM COMPANIES AND INVESTMENT THEREIN AS OF DECEMBER 31, 2002
(continued)

NOTE (L) UNSECURED DEBT (CONTINUED)

NAME OF COMPANY (ISSUER)	SECURITY OWNED BY REGISTRANT	PRINCIPAL AMOUNT OWED (\$000)	ISSUER BOOK VALUE (\$000)	OWNER'S BOOK VALUE (\$000)
NIP	Intercompany Notes: 2.11% Money Pool	448,899	448,899	448,899

PEI	Intercompany Notes: 2.11% Money Pool	77,699	77,699	77,699

		2,414,236	2,414,236	2,414,236
=====				

NOTE (M) SECURED DEBT

NAME OF COMPANY (ISSUER)	SECURITY OWNED BY REGISTRANT	PRINCIPAL AMOUNT OWED (\$000)	ISSUER BOOK VALUE (\$000)	OWNER'S BOOK VALUE (\$000)
TCO	Intercompany Notes: 6.80% Due November 28, 2005	128,500	128,500	128,500
	7.05% Due November 28, 2007	128,500	128,500	128,500
	7.32% Due November 28, 2010	128,500	128,500	128,500

		385,500	385,500	385,500

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ITEM 2. ACQUISITIONS OR SALES OF UTILITY ASSETS

None.

ITEM 3. ISSUE, SALE, PLEDGE, GUARANTEE OR ASSUMPTION OF SYSTEM SECURITIES

None.

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ITEM 4. ACQUISITION, REDEMPTION OR RETIREMENT OF SYSTEM SECURITIES DURING 2002

Name of Issuer and Type of Issue	Name of Company Acquiring, Redeeming or Retiring Securities	Number of Shares	Principal Amount (\$000)	Conside (\$000)
BSG				
Medium Term Note - 6.625% Due 06-28-02	BSG	-	5,000	5,000
Medium Term Note - 7.250% Due 08-05-02	BSG	-	20,000	20,000
Medium Term Note - 7.550% Due 11-01-02	BSG	-	4,000	4,000
Medium Term Note - 7.375% Due 11-01-02	BSG	-	7,000	7,000
Medium Term Note - 7.550% Due 12-10-02	BSG	-	1,000	1,000
Medium Term Note - 7.450% Due 12-16-02	BSG	-	5,000	5,000
Medium Term Note - 7.370% Due 12-31-02	BSG	-	5,000	5,000
Medium Term Note - 7.380% Due 12-31-02	BSG	-	5,000	5,000
Medium Term Note - 7.375% Due 12-31-02	BSG	-	1,000	1,000
Subsidiary:				
NU				
Medium Term Note - 9.700% Due 09-01-31	NU	-	13,000	13,000
CEG				
Debentures - 6.61% Series B, Due 11-28-02	CEG	-	281,530	281,530
CKY				
Unsecured Debt	CKY	-	24	
COH				
Unsecured Debt	COH	-	139	139
IWC				
Medium Term Note - 5.990% Due 02-01-09	IWC	-	35,000	36,400
Medium Term Note - 6.610% Due 02-01-19	IWC	-	45,000	47,700
Preferred Stock, Series A, 5.00%	IWC	-	1,047	1,047
Preferred Stock, Series B, 4.25%	IWC	-	1,000	1,000
Preferred Stock, Series C, 4.00%	IWC	-	450	450
Preferred Stock, Series D, 4.50%	IWC	-	20	
NDC				
Unsecured Debt	NDC	-	3,639	3,639

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ITEM 4. ACQUISITION, REDEMPTION OR RETIREMENT OF SYSTEM SECURITIES DURING 2002 (continued)

Name of Issuer and Type of Issue	Name of Company Acquiring, Redeeming or Retiring Securities	Number of Shares	Principal Amount (\$000)	Consideration (\$000)

NIP				
Redeemable Preferred Stock 8.35%	NIP	6,000	600	600
Redeemable Preferred Stock 7-3/4%	NIP	5,554	555	555
Preferred Stock 6.50%, Due 10-14-2002	NIP	430,000	43,000	43,000
First Mortgage Bonds, Series T, 7-1/2%, Due 04-01-02	NIP	-	38,000	38,000
Pollution Control Note, Series A Note, City of Michigan City 5.70%	NIP	-	4,500	4,500
Medium Term Note - 6.90% Due 06-03-02	NIP	-	3,000	3,000
Medium Term Note - 6.75% Due 06-12-02	NIP	-	3,000	3,000
Medium Term Note - 6.92% Due 06-06-02	NIP	-	10,500	10,500
TCO				
Secured Debt	TCO	-	15	

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ITEM 5. INVESTMENTS IN SECURITIES OF NON SYSTEM COMPANIES

Investor	Investee	Type of Investment	% of Voting or Interest
CEB	Binghamton Cogeneration Limited Partnership*	Limited Partnership	10
CEBL	Binghamton Cogeneration Limited Partnership*	Limited Partnership	23
CES	NewPower Holding, Inc.	Common Shares	1
CNR	Clarksburg Gas Limited Partnership*	Limited Partnership	2
CRC	Haverstraw Bay, LLC*	LLC Membership	98
HCC	PCI Associates*	Limited Partnership	50
JOF	Chicago South Shore & South Bend Railroad Co. (b)	General Partnership	40
JOF	Illinois Indiana Development Company, L.L.C.*	LLC Membership	40
NDC	Bittersweet Pointe, L.P.*	Limited Partnership	99
NDC	Douglas Pointe Associates, L.P.*	Limited Partnership	99
NDC	Douglas Pointe II Associates, L.P.*	Limited Partnership	99
NDC	Douglas Pointe III Associates, L.L.C.*	Limited Partnership	99
NDC	Dunedin I, L.L.C.*	LLC Membership	99
NDC	Dunedin II, L.L.C.*	LLC Membership	99
NDC	Hebron Pointe, L.L.C.*	LLC Membership	99
NDC	House Investments - Midwest Corporate Tax Credit Fund, L.P.*	Limited Partnership	99
NDC	Kingsmill Development Co., L.L.C.*	Limited Partnership	99
NDC	Prestwick Square of Fort Wayne Associates, L.P.*	Limited Partnership	99

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NDC	Robertson, L.L.C.*	LLC Membership	99
NDC	Woodland Crossing, L.L.C.*	LLC Membership	99
NDEV	N Squared Aviation, L.L.C.*	LLC Membership	33
NET	Acumentrics Corporation	Common Shares	3
NET	Capstone Turbine Corporation	Common Shares	0
NET	CID Equity Capital III, L.P.*	Limited Partnership	2
NET	Corning Incorporated	Common Shares	0
NET	Covance, Inc.	Common Shares	0
NET	EnerTek Partners, LP*	Limited Partnership	16
NET	Evergreen Solar, Inc.	Common Shares	0
NET	MOSAIC Energy, L.L.C.*	LLC Membership	32
NET	Nth Power Technologies Fund II, L.P.*	Limited Partnership	4
NET	Nth Power Technologies Fund II-A, L.P.*	Limited Partnership	5
NET	Proton Energy Systems, Inc.	Common Shares	0
NET	Quest Diagnostics Incorporated	Common Shares	0
NET	SunPower Corporation**	Preferred Shares	14
NET	Utech Climate Challenge Fund, L.P.*	Limited Partnership	17
NGS	MidTex Gas Storage Company, L.L.P.*	Limited Partnership	31
NIFC	Bristol Resources Production Company, L.L.C.*	LLC Membership	64
NU	Boundary Gas, Inc.	Common Shares	2
SWP	The Wellingshire Joint Venture (b)	General Partnership	50
TCO	Millennium Pipeline Company, L.P.*	Limited Partnership	47
TCO	Millennium Pipeline Management Company, L.L.C. (a)*	LLC Membership	47

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ITEM 5. INVESTMENTS IN SECURITIES OF NON SYSTEM COMPANIES (continued)

* All investments shown as limited partnerships are limited partnership interests with no voting power. All LLC interests are in manager-managed LLC's in which NiSource is not the manager.

** The interest in the preferred shares are non-voting.

*** Confidential treatment requested.

(a) Millennium Pipeline Management Company, L.P. holds a 1% general partner interest in Millennium Pipeline Company, L.P.

(b) NiSource does not consolidate either general partnership because it does not control either partnership, directly or indirectly and does not have an interest greater than 50%. All interests comprising these partnerships are general partnership interests. For Chicago South Shore & South Bend Railroad Co., there is another general partner who has a 60% general partnership interest. For the Wellingshire Joint Venture, the other general partner owns a 50% general partnership interest.

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ITEM 6. OFFICERS AND DIRECTORS

PART I. NAMES, PRINCIPAL BUSINESS ADDRESS AND POSITIONS HELD AS OF

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DECEMBER 31, 2002

The names, principal address and positions held as of December 31, 2002 of the officers and directors of System companies is presented in the tables on the following pages. The principal business address of each officer and director is indicated in such tables by the numbers (1) through (23). The addresses associated with these number designations are shown in the following address key. The symbols used to indicate the positions held by officers and directors are shown in the position symbol key below.

Address:

1. 801 East 86th Avenue, Merrillville, Indiana 46410
2. 200 Civic Center Drive, Columbus, Ohio 43215
3. 12801 Fair Lakes, Parkway, Fairfax, Virginia 22030
4. 1500 165th Street, Hammond, IN 46324
5. 10 G Street, Suite 580, Washington DC 20002
6. Mintflower Place, 3rd Floor, 8 Par-La-Ville Road, Hamilton Bermuda HMNX
7. 67 Suncrest Terrace, PO Box 131, Colchester, Vermont, 05446
8. 2 Church Street, PO Box HM1022, Hamilton Bermuda HMDX
9. 1600 Dublin Road, Columbus Ohio 43215
10. 300 Friberg Pkwy, Westborough, Massachusetts 01581
11. 900 East Blvd, Kokomo, Indiana 46902
12. 220 E. Seventh Street, Auburn, Indiana 46706
13. 2001 Mercer Road, Lexington, Kentucky 40512
14. 1010 Sand Creek Drive, Chesterton, Indiana 46304
15. 650 Washington Road, Pittsburgh, Pennsylvania, 15228
16. 2603 Augusta, Houston, Texas, 77057
17. 900 Pennsylvania Avenue, Charleston, WV 25362
18. 1700 MacCorkle Avenue, S.E. Charleston, West Virginia 25314
19. 9001 Arboretum Parkway, Richmond, Virginia 23236
20. 4100 Edison Lakes Pkwy., Mishawaka, Indiana 4645
21. 1000, 400-3 Avenue SW, Calgary, AB T2P 4H2 Canada
22. 3661 Buchanan Street, 3rd Floor, San Francisco, California 94123
23. 1220 Waterway Blvd, Indianapolis, IN46202

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ITEM 6. OFFICERS AND DIRECTORS (continued)

POSITION KEY CODE

D - Director
 COB - Chairman of the Board
 VC - Vice Chairman
 CEO - Chief Executive Officer
 COO - Chief Operating Officer
 CFO - Chief Financial Officer
 CAO - Chief Accounting Officer
 CIO - Chief Information Officer
 P - President
 GC - General Counsel
 GM - General Manager
 GP - Group President
 EVP - Executive Vice President
 SVP - Senior Vice President
 VP - Vice President
 T - Treasurer
 TR - Trustee
 C - Controller
 S - Secretary
 CMS - Chairman of the Management Committee
 MMC - Member of the Management Committee
 SP - Sponsor
 PNET - President, NiSource Energy Technologies
 PT - President, Transaction Services

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ITEM 6. OFFICERS AND DIRECTORS (continued)

NAME	NI	CG	CAR	NCM	NCT	NFC	CCC
Stephen P. Adik (1)	D, VC	D	D	D	SP	D	
Steven C. Beering (1)	D						
Arthur J. Decio (1)	D						
Dennis E. Foster (1)	D						
Gary L. Neale (1)	D, COB, P, CEO						
Ian M. Rolland (1)	D						
John W. Thompson (1)	D						
Robert J. Welsh (1)	D						
Carolyn Y. Woo (1)	D						
Roger A. Young (1)	D						
Samuel W. Miller, Jr. (1)	EVP, COO						

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Michael W. O'Donnell (1)	EVP, CFO	D, P	D, P	D, P	TR	D, P	D, P
S. LaNette Zimmerman (1)	EVP						
Peter V. Fazio Jr. (1)	EVP, GC						
Patrick J. Mulchay (1)	GP						
Jeffrey W. Yundt (1)	GP						
Mark D. Wyckoff (1)	PNET						
James M. Clarke (1)	SVP						
Arthur E. Smith (1)	SVP						
Barbara s. McKay (1)	VP						
Jeffrey W. Grossman (1)	VP, C, CAO	VP	VP	VP	TR	VP	VP
Dennis W. McFarland (1)	VP, T	VP, T	VP, T	VP, T	TR	VP, T	VP, T
Dennis E. Senchak (1)	VP						
Arthur A. Paquin (1)	VP						
David A. Kelly (4)	VP						
Gary W. Pottorff (1)	S	S	S	S		S	S
Vincent H. DeVito (2)		C	C	C		C	C

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ITEM 6. OFFICERS AND DIRECTORS (continued)

NAME	NCS	NICL	CAT	CES
Stephen P. Adik (1)	D, VC		D	
Gary L. Neale (1)	D, COB, CEO			
Samuel W. Miller, Jr. (1)	P			
Jeffrey W. Grossman (1)	VP	D, P	VP	D, VP
Dennis W. McFarland (1)	VP, T	VP, T	VP, T	T
James M. Clarke (1)	SVP			D
Michael W. O'Donnell (1)	EVP, CFO	D	D	D, P
S. LaNette Zimmerman (1)	EVP			

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Arthur E. Smith, Jr. (1)	SVP		
Thomas J. Aruffo (1)	VP		
Mary C. Bloom (2)	VP		
Richard L. Bond (1)	VP		
Robert D. Campbell (1)	VP		
Donald K. Eldert (1)	VP		
Gail W. Harowski (1)	VP		
Dorothy M. Hawkins (1)	VP		
Joel L. Hoelzer (1)	VP		
Mark T. Maassel (1)	VP		
Scott C. MacDonald (1)	VP		
Charles E. Shafer II (2)	VP		
Rebecca T. Sczudlo (5)	VP		
David J. Vajda (1)	VP		
Paul J. Newman (3)	VP		
Genevieve A. Tuchow (2)	VP		
Edward A. Santry (2)	VP		
Timothy J. Tokish (2)	VP		
Reginald L. Carter (2)	PT		
Sherry H. Gavito (1)	VP		
Karen A. Lohss (1)	VP		
Patricia M. Lawicki (2)	VP		
Gary W. Pottorff (1)	S	S	S
Tim Bucci (1)		D, VP	
Susan Gatje (6)		D	
Kathryn A. Westover (7)		D	
Michael Ashford (8)		S	
Vincent H. DeVito (2)	C	C	C

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ITEM 6. OFFICERS AND DIRECTORS (continued)

NAME	NIP	CSP	CSPV	CAA	NET
Stephen P. Adik (1)	D				
Patrick J. Mulchay (1)	D				
Jeffrey W. Yundt (1)	D, COB	D	D	D	
Barrett Hatches (1)	P				
Robert J. Schacht (1)	VP				
Jerry L. Godwin (1)	VP, COO				
Robert C. Skaggs (2)		D	D	D	
Timothy J. Tokish (2)		D	D	D	
Michael A. Huwar (15)		P	P	P	
Timothy Taylor (1)	VP				
Karen J. Lenzo (1)	VP				
Daniel D. Gavito (1)	VP				
Kenneth P. Foley (1)	VP				
Jerome B. Weeden (1)	VP				
David J. Vajda (1)	VP				
Linda E. Miller (1)	C				
Jeffrey W. Grossman (1)	VP	VP	VP	VP	VP
Dennis W. McFarland (1)	VP, T	VP, T	VP, T	VP, T	VP, T
Robert G. Kriner (2)		C	C	C	
Mitchell E. Hershberger (1)					C
Gary W. Pottorff (1)	S	S	S	S	S
William J. Thomas (9)		VP	VP	VP	
Donald K. Eldert (1)					
Steven P. Milne (22)					
Carrie t. Lally (22)					
Mark D. Wyckoff (1)					D, P
Peter T. Disser (1)					VP

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Michael Zdyb (1)

VP

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ITEM 6. OFFICERS AND DIRECTORS (continued)

NAME	KOKO	KGF	KOGF	NIFL	NITC	SWP
Stephen P. Adik (1)	D	D	D	D		D
Samuel W. Miller, Jr. (1)				D		
Patrick J. Mulchay (1)						D
Jeffrey W. Yundt (1)	D, COB	D, COB	COB	D, COB		
Jeffrey W. Grossman (1)	VP	VP	VP	VP	VP	VP
Dennis W. McFarland (1)						VP, T
Gary W. Pottorff (1)	S	S	S	S	S	S
Barrett Hatches (1)	D	D	D	D	D	D, P
David J. Vajda (1)	VP, T	VP, T	VP, T	VP, T		
Linda E. Miller (1)	C	C	C	C	C	
Vincent H. Devito (2)						C
H. P. Conrad, Jr. (12)	D, P			D, P, T	D, P, T, S	
N. Reed Silliman (12)				D		
David a. McFatrige (11)	VP	VP	VP			
E. F. Hemingway, III (12)				VP		

NAME	BSG	BSGPE	NU
Stephen P. Adik (1)	D		D
Jack E. McGregor (10)	D		D
Daniel J. Murphy III (10)	D		D
Gary L Neale (1)	D		D

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Thomas C. Norton (10)	D		D
Thomas W. Sherman (10)	D		D
Robert C. Skaggs, Jr. (2)	D, P		D, P
Roger A. Young (1)	D, COB		D
Jeffrey W. Yundt (1)	D		D, COB
Timothy J. Tokish (2)	VP	D, VP	VP
Michael a. Huwar (2)	VP	VP	VP
David A. Monte (2)	VP		VP
Meg A. Brown (2)	VP	VP	VP
Samuel W. Miller (1)		D	
Kenneth M. Margossian (10)		D, P, CEO	
M. Carol Fox (2)	VP	VP	VP
Stephen H. Bryant (10)	VP	VP	VP
Danny G. Cote (10)		D, VP	
Jeffrey W. Grossman (1)	VP		VP
Dennis W. McFarland (1)	T	T	T
Robert G. Kriner (2)	C	C	C
Gary W. Pottorff (1)	S	S	S
John M. O'Brien (2)			VP

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ITEM 6. OFFICERS AND DIRECTORS (continued)

NAME	CKY	CMD	COH	CPA	CGV	NEST
Stephen P. Adik (1)	D	D	D	D	D	D
Joseph W. Kelly (13)	D, VP					
Robert C. Skaggs, Jr. (2)	D, P	D, P	D, P	D, P	D, P	D, P
Jeffrey W. Yundt (1)	D	D	D	D	D	D, P
Lawrence D. Smore (15)		D, COO		D, COO		
Peggy H. Landini (1)					D, COO	

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Terrence J. Murphy (15)		VP		VP		VP
Edward A. Santry (14)		VP		VP		
Vincent H. DeVito (2)						C
Douglas G. Borrer (2)				D		
Charlotte P. Kessler (2)				D		
Charles E. Shafer II (2)				VP		
Gary L. Neale (1)				D		
Richard F. James (16)	VP	VP	VP	VP	VP	VP
Gary W. Pottorff (1)	S	S	S	S	S	S
Reginald L. Carter (2)				EVP, COO		
M. Carol Fox (2)				VP		
Mike A. Huwar (2)	VP	VP	VP	VP	VP	VP
Genevieve A Tuchow (2)				VP		
John W. Partridge, Jr. (2)	VP			VP		
Timothy J. Tokish, Jr. (2)	VP	VP	VP	VP	VP	VP
David A. Monte (2)	VP	VP	VP	VP	VP	VP
David J. Vajda (1)	VP, T	VP, T	VP, T	VP, T	VP, T	VP, T
Robert G. Kriner	C	C	C	C	C	C
Jeffrey W. Grossman (1)	VP	VP	VP	VP	VP	VP
Meg A. Brown (2)	VP	VP	VP	VP	VP	
Dennis W. McFarland (1)						VP, T

NAME	CER	AD	CNR	CNRCL	HH
Catherine G. Abbott (3)		D, CEO			
Michael W. O'Donnell (1)	D				
Clifford D. Johnson (17)				D	
Stephen M. Warnick (17)	D, P	D, P	D, P	D, P	D, P
Deanna J. Farmer (17)	VP	D, VP	D, VP		D, VP
Sharon O. Flanery (17)	VP	D, VP	D, VP	D, VP	D, VP
Jeffrey W. Grossman (1)	VP	VP	VP	VP	VP

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Kathleen O'Leary (3)	VP	VP	VP	VP
R. Neal Pierce (17)		D, GC		
R. Mark Hackett (17)	VP	D, VP	VP	D, VP
Dennis W. McFarland (1)	VP, T	VP, T	VP, T	T VP, T
June Konold (2)		C		
Gary W. Pottorff (1)	S	S	S	S S

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ITEM 6. OFFICERS AND DIRECTORS (continued)

NAME	TCO	CGT	CDW	CROSS
Catherine G. Abbott (3)				
Glen L. Kettering (3)	D, P	D, P	D, P	D, P
Michael W. O'Donnell (1)	D	D	D	D
Rene P. Dartez (16)	VP	VP		
James W Hart (16)		VP	VP	
W. Harris Marple (18)	SVP	SVP		
Kathleen O'Leary (3)	VP	VP		
Alan D. Burns (18)	VP	VP		
Sheree L. Parks Downey (18)	VP	VP		VP
Victor M. Gaglio (18)	VP	VP		
Jeffrey W. Grossman (1)	VP	VP	VP	VP
Carl W. Levander (3)	VP	VP		VP
Dennis W. McFarland (1)	VP, T	VP, T	VP, T	VP, T
David C. Pentzien (3)				VP
Reed D. Robinson (18)	VP			VP
Michael D. Watson (3)	VP			VP
Karen D. Townsend (3)	C	C	C	C
Gary W. Pottorff (1)	S	S	S	S

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NAME	BSEE	GSGT
Glen L. Kettering (3)	D, P	D, P
Michael W. O'Donnell (1)	D	D
Stephen M. Warnick (18)		VP
Jeffrey W. Grossman (1)	VP	VP
Carl W. Levander (3)		VP
Dennis W. McFarland (1)	VP, T	VP, T
David C. Pentzien (3)		VP
Reed D. Robinson (18)		VP
Michael D. Watson (3)		VP
Karen D. Townsend (3)	C	C
James W. Hart, Jr. (16)		VP
Gary W. Pottorff (1)	S	S

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ITEM 6. OFFICERS AND DIRECTORS (continued)

NAME	CNS	CMC	CTC
Glen L. Kettering (3)	D	D	D
Michael W. O'Donnell (1)	D	D	D
Rene P. Dartez (16)	VP	VP	D, P
Alan D. Burns (18)	P	P	
Victor M. Gaglio (18)	VP		VP
Jeffrey W. Grossman (1)	VP	VP	VP
Dennis W. McFarland (1)	VP, T	VP, T	VP, T
Karen D. Townsend (3)		C	C

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Deanna J. Farmer (2)	C			
Gary W. Pottorff (1)	S	S	S	

NAME	TPC	EUA	PEI	CEI
Stephen P. Adik (1)	D		D	
Patrick J. Mulchay (1)	D	D		
Michael Calderone (16)		VP		
Peter I. Tumminello (16)	VP	VP		
Donald E. Theriault (4)		VP		
Jeffrey W. Grossman (1)	VP	VP	VP	VP
Dennis W. McFarland (1)	VP, T	VP, T	VP, T	VP, T
Gary W. Pottorff (1)	S	S	S	S
Joseph L. Turner, Jr. (1)			D	D
Mark d. Wyckoff (1)	D, P	D, P	D, P	D, P
Dean H. Hall (1)			SVP	SVP
V. Michael Alverson (1)			VP	VP
Peter T. Disser (1)			VP	
Mitchell E. Hershberger (1)	C	C	C	C
Gregory A. Martinsen (1)			VP	VP
Vincent H. DeVito (2)			C	C

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ITEM 6. OFFICERS AND DIRECTORS (continued)

NAME	HCC	IEL	LEC	NLEC	PORT	WCE
Joseph L. Turner, Jr. (1)	D		D	D	D	D
Mark d. Wyckoff (1)	D, P	P	D, P	D, P	D, P	D, P

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Dean H. Hall (1)	SVP	SVP	SVP	VP	VP	VP
V. Michael Alverson (1)	VP	VP	VP	VP	VP	VP
Kenneth P. Foley (1)	VP	VP	VP	VP	VP	VP
Richard L. Hoover (1)	VP	VP	VP	VP	VP	VP
Gregory A. Martinsen (1)	VP	VP	VP	VP	VP	VP
Vincent H. DeVito (2)	C	C	C	C	C	C
Jeffrey W. Grossman (1)	VP	VP	VP	VP	VP	VP
Dennis W. McFarland (1)	VP, T	VP, T	VP, T	VP, T	VP, T	VP, T
Mitchell E. Hershberger (1)	C	C	C	C	C	C
Gary W. Pottorff (1)	S	S	S	S	S	S

NAME	PET	CRC	CEB	CEBL
Stephen P. Adik (1)	D	D	D	D
Michael W. O'Donnell (1)	D	D, P	D, P	D, P
Jeffrey W. Grossman (1)	P	VP	P	P
Dennis W. McFarland (1)	VP, T	VP, T	VP, T	VP, T
Vincent H. DeVito (2)	C	C	C	C
Gary W. Pottorff (1)	S	S	S	S

NAME	EUII	EUIM	ESPE	EUIC	EUE	EUC
Stephen P. Adik (1)	D, P	D, P	D, P	D, P	D, P	D, P
Donald K. Eldert (1)	VP	VP	VP	VP	VP	VP
Jeffrey W. Grossman (1)	VP	VP	VP	VP	VP	VP
Dennis W. McFarland (1)	VP, T	VP, T	VP, T	VP, T	VP, T	VP, T
Vincent H. DeVito (2)	C	C	C	C	C	C
Gary W. Pottorff (1)	S	S	S	S	S	S

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ITEM 6. OFFICERS AND DIRECTORS (continued)

NAME	EUM	EUR	NIFC	NITEX	NGS	NESI
Stephen P. Adik (1)	D	D, P	D, P	D, P	D, P	D
Michael W. O'Donnell (1)						D
Jeffrey W. Yundt (1)						D
Sherry H. Gavito (1)	VP					P
Mark A. Cleaves (19)	VP					
James M. Clarke (1)			D			
Donald K. Eldert (1)	VP	VP				
Jeffrey W. Grossman (1)	VP	VP	VP	VP	VP	VP
Dennis W. McFarland (1)	T	T	T	T	T	T
June M. Konold (2)				C	C	
Gary W. Pottorff (1)	S	S	S	S	S	S
Vincent H. DeVito (2)	C	C	C			C

NAME	NPM	NESCL	NEMCL	NDEV	CARD	LEL	SCC
Stephen P. Adik (1)	D			D, P	D, P	D, VC	D, COB
Gary L. Neale (1)	D			D		D, COB	
Jeffrey W. Yundt (1)	D	D	D, COB				
James W. Surbey (21)		D, S					
Jeffrey W. Grossman (1)	VP	VP		VP	VP		VP
Dennis W. McFarland (1)	VP, T	VP, T		VP, T	VP, T	VP, T	VP, T
June M. Konold (2)	C						
Gary W. Pottorff (1)	S			S	S		S
Vincent H. DeVito (2)				C	C		C
Patricia K. Locascio (1)					GM		

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David A. Kelly (14)				D
Michael W. O'Donnell (1)	P		P	
John Palmer (14)				C
Jerry D. Mobley (14)				P P

NAME	JOF	NDC
Stephen P. Adik (1)	D, P	D, P
William E. McDonough (20)		
Jeffrey W. Grossman (1)	VP	VP
Dennis W. McFarland (1)	VP, T	VP, T
Patricia K. Locascio (1)		GM
Gail W. Harowski (1)		
Samuel W. Miller, Jr. (1)		
Gary W. Pottorff (1)	S	S
Vincent H. DeVito (2)	C	C

ITEM 6. OFFICERS AND DIRECTORS (continued)

NAME	IWCR	IWC	HWC	IRAC
David A. Kelly (14)	D, P	D, P	D, P	D, P
Jeffrey W. Grossman (1)	VP	VP	VP	VP
Dennis W. McFarland (1)	VP, T	VP, T	VP, T	VP, T
Vincent H. DeVito (2)	C	C	C	C
Gary W. Pottorff	S	S	S	S

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NAME	IWCM	DWWC	LWAC	LWC	WRP
David A. Kelly (14)	D, P	D, P	D, P	D, P	D, P
Jeffrey W. Grossman (1)	VP	VP	VP	VP	
Dennis W. McFarland (1)	VP, T	VP, T	VP, T	VP, T	
Vincent H. DeVito (2)	C	C	C	C	
Gary W. Pottorff (1)	S	S	S	S	
Kenneth N. Giffin (23)					D, VP
John M. Davis (23)					D, S, T

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ITEM 6. OFFICERS AND DIRECTORS (continued)

PART II. FINANCIAL CONNECTIONS AS OF DECEMBER 31, 2002

Name of Officer or Director	Name and Location of Financial Institution
Jack E. McGregor, Director of Bay State Gas Company and Northern Utilities	People's Bank - Bridgeport, CT
Daniel J. Murphy, Director of Bay State Gas and Northern Utilities	Northmark Bank - North Andover, MA
Gary L. Neale, Director and Chairman, President and Chief Executive Officer of NiSource Inc.	Mercantile National Bank - Hammond, IN
Robert J. Schacht, Executive Vice President and Chief Operating Officer of Northern Indiana Public Service Company	HFS Bank - Hobart, IN
Robert J. Welsh, Director of NiSource Inc.	Mercantile National Bank - Hammond, IN
Carolyn Y. Woo, Director of NiSource Inc.	St. Joseph Capital Bank - Mishawaka, IN

Name of Officer or Director	Position Held in Financial Institution	Applicable Exemption
Jack E. McGregor, Director of Bay State Gas Company and Northern Utilities	Director	Rule 70(c)

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Daniel J. Murphy, Director of Bay State Gas and Northern Utilities	Director	Rule 70(c)
Gary L. Neale, Director and Chairman, President and Chief Executive Officer of NiSource Inc.	Director	Rule 70(c)
Robert J. Schacht, Executive Vice President and Chief Operating Officer of Northern Indiana Public Service Company	Director	Rule 70(c)
Robert J. Welsh, Director of NiSource Inc.	Director	Rule 70(c)
Carolyn Y. Woo, Director of NiSource Inc.	Director	Rule 70(c)

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ITEM 6. OFFICERS AND DIRECTORS (continued)

PART III(a). COMPENSATION OF OFFICERS AND DIRECTORS

EXECUTIVE COMPENSATION

NOMINATING AND COMPENSATION COMMITTEE REPORT ON EXECUTIVE COMPENSATION

The Nominating and Compensation Committee's compensation policy is designed to relate total compensation (base salary, annual incentives and long-term stock-based compensation) to corporate performance. This policy applies to all of the Named Officers, including the Chief Executive Officer, as of December 31, 2002. The Committee discusses and considers executive compensation matters, then makes recommendations to the full board of directors, which takes the final action on these matters. The board of directors accepted all of the Committee's recommendations in 2002.

The Committee has engaged Hewitt Associates, an independent compensation consulting firm, to advise it and provide surveys of comparative compensation practices for (1) a group of energy-oriented companies, including electric, gas or combination utility companies, diversified energy companies and companies with gas marketing, transmission and distribution operations and energy services operations, and (2) a diversified group of companies representing general industry. The 2002 executive compensation comparative groups consisted of 37 and 36 companies, respectively, from which data was available to Hewitt and which the Committee believed to be competitors of the Company for executive talent. The Committee may change the companies contained within the comparative compensation groups in future years if information about any company included in a group is not available, any companies included in a group are no longer competitors for executive talent, or if the Committee determines that different energy or other types of companies are competitors of the Company. The Company's comparative compensation groups include some, but not all, of the companies that make up the Dow Jones Utilities Index used in the Stock Price Performance Graph and consist of a larger number of companies than contained in the index.

The Committee considers the surveys provided by Hewitt in determining base salary, annual incentives and long-term stock-based compensation. The Committee's philosophy is to set conservative base salaries at or near the medians of the energy and general industry comparative groups, and to supplement them with restricted/contingent stock awards and performance-based variable compensation in the form of annual incentives under the Annual Incentive Plan and option grants under the Long-Term Incentive Plan. This mix of compensation

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allows an executive's annual total compensation to fluctuate according to the Company's financial performance. Through the use of stock options and annual incentives, the Committee continues to provide a performance-based component to compensation. The Company's long-term incentive awards are stock-based (for example, stock options, restricted stock awards and contingent stock awards) to emphasize long-term stock price appreciation and the concomitant increased stockholder value. In 2002, total compensation of the executive officers was targeted between the 50th and the 75th percentile of the relevant comparative compensation group.

In establishing Mr. Neale's base salary for 2002, the Committee reviewed information provided by Hewitt regarding the chief executive officer compensation practices of comparable utility and energy companies. The Committee determined to set base salary near the median salary of the comparative group, giving regard to Mr. Neale's proven abilities and strong performance with the Company since joining it as Executive Vice President and Chief Operating Officer in 1989. As with the other executive officers, Mr. Neale's total compensation was targeted to be between the 50th and the 75th percentile of the relevant comparative compensation group, depending upon the Company's financial performance. As with the other executives, Mr. Neale's annual incentive under the Annual Incentive Plan is based on the Company's performance against certain financial performance targets established by the Committee. As part of his total compensation package Mr. Neale also received stock options in 2002 as part of the company's stock option program under which awards are made to various management employees of the Company and its subsidiaries. Because the value of the options to Mr. Neale is a function of the price growth of the company's stock, the amount Mr. Neale would realize from his options is tied directly to increases in shareholder value.

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ITEM 6. OFFICERS AND DIRECTORS (continued)

The Committee determines annual incentive targets for all executive officers in accordance with the Annual Incentive Plan. Each year, the Committee approves certain financial performance targets to be included in the formula set forth in the Annual Incentive Plan for awarding annual incentives. Annual incentives awarded to each of the Named Officers (including the Chief Executive Officer) are based on overall corporate performance, rather than individual performance of the executive. In 2002, targets were based on earnings per share, while in 2003, targets will be based on net income from continuing operations. The Annual Incentive Plan establishes a threshold level of financial performance (below which no annual incentive is paid), a target level, and a maximum level (above which no additional annual incentive is paid). The range of awards and levels of awards (as a percent of base salary), if financial performance thresholds are achieved, are as follows:

	Range	Award if Targets Me
Chief Executive Officer	40.0% to 120.0%	80.0%
Vice Chairman	35.0% to 105.0%	70.0%
Chief Operating Officer	35.0% to 105.0%	70.0%
President and Executive Vice Presidents	32.5% to 97.5%	65.0%
Other Vice Presidents	20.0% to 75.0%	40.0% to 50.0%

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The Committee determined that the Company would have met the threshold set under the Annual Incentive Plan had the Company not taken a charge to earnings in connection with the Company's decision to exit the telecommunications business, a business acquired by the Company as part of the acquisition of Columbia Energy Group. Therefore, while the Company's actual earnings per share in 2002 were lower than threshold, the Committee awarded the Company's eligible employees, including the executive officers, a discretionary bonus which in each case was less than the minimum annual incentive that would have been paid if threshold had been met under the Annual Incentive Plan.

In addition to base salaries and annual incentives, executive officers are also eligible to receive stock-based awards under the Company's Long-Term Incentive Plan. Under the Long-Term Incentive Plan, the Committee may award stock options, stock appreciation rights, performance units, restricted stock awards, contingent stock awards and dividend equivalents. The Committee considers base salaries of the executive officers, prior awards under the Long-Term Incentive Plan, and the Company's total compensation target in establishing long-term incentive awards. For purposes of determining the number of options and/or shares to be granted to reach total target compensation, options granted to executive officers are valued using the Black-Scholes option pricing model at the time of grant and restricted stock awards and contingent stock awards granted to executive officers are valued using Hewitt's present value pricing model. In 2002, stock options were awarded to each of the Named Officers, and the number of options granted to each Named Officer was based on these considerations. The compensation value of stock options depends on actual stock price appreciation.

The Committee's compensation policy continues to be re-evaluated in order to ensure that the executives' total compensation packages align with and support the Company's business objectives while also aligning the interests of the executive officers with the Company's performance as well as the interests of its stockholders. In that regard, the Committee believes that compensation packages should emphasize long-term growth and stability, while continuing to provide incentives for short-term appreciation. As such, the Company's long-term stock-based compensation has become more focused on grants of restricted stock and contingent stock, with longer vesting and holding periods, versus stock options. The ratio of the value of the contingent/restricted stock awards to option grants is now approximately 75% to 25%. While historically contingent and restricted stock awards contained certain performance vesting criteria (and grants of contingent stock made in 2000 and 2001 still contain these performance criteria), these vesting criteria resulted in variable, mark to market accounting treatment, requiring quarterly adjustments to net income that were not reflective of the Company's financial performance from operations. The Committee determined that it was in the best interests of the Company and its stockholders to retain, as part of the total compensation package, grants of restricted and contingent stock which were tied to the performance of the Company, but that avoided the negative impact associated with variable accounting treatment.

ITEM 6. OFFICERS AND DIRECTORS (continued)

Therefore, beginning in 2003, grants of restricted stock and contingent stock under the Long Term Incentive Plan will be made pursuant to a new Time Accelerated Restricted Stock Award Program ("TARSAP"). Restrictions with respect to awards will lapse at the end of a three-year performance cycle if the Company meets both a peer group target and an absolute target. For the performance cycle commencing on January 1, 2003 and ending on December 31, 2005 the peer group target is a 60th percentile for relative total shareholder return ranking and

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the absolute earnings target is a 12% annualized compound total shareholder return. If both of the targets are not met, restrictions with respect to an award will not lapse at the end of a three-year performance cycle but will lapse on the sixth anniversary of the date of grant of the award. The TARSAP program provides a compensation component, which aligns the Company's interest in stable long-term growth and the stockholders' interests in tying executive compensation to Company performance.

Section 162(m) of the Internal Revenue Code provides that compensation in excess of \$1,000,000 per year paid to the chief executive officer or any of the other Named Officers, other than compensation meeting the definition of "performance based compensation," will not be deductible by a corporation for federal income tax purposes. Because a significant portion of total compensation is performance based and certain executives have agreed to limitations on the amount of certain grants under the Long-Term Incentive Plan, which can vest in any year, the Committee does not anticipate that the limits of Section 162(m) will materially affect the deductibility of compensation paid by the Company in 2002. However, the Committee will continue to review the deductibility of compensation under Section 162(m) and related regulations.

The Committee believes that its overall executive compensation program has been successful in providing competitive compensation sufficient to attract and retain highly qualified executives, while at the same time encouraging increased performance from the executive officers, which creates additional stockholder value.

NOMINATING AND COMPENSATION COMMITTEE

March 17, 2003
 Steven C. Beering, Chairman
 Arthur J. Decio
 Robert J. Welsh

COMPENSATION OF EXECUTIVE OFFICERS

SUMMARY. The following table summarizes compensation for services to NiSource and its corporate predecessor NiSource Inc. (incorporated in Indiana) and their subsidiaries for the years 2002, 2001 and 2000 awarded to, earned by or paid to the Chief Executive Officer, the four other most highly compensated executive officers and two other individuals who would have been one of the four most highly compensated executive officers of the Company had each such individual remained an executive officer of the Company as of December 31, 2002 (collectively these individuals constitute the "Named Officers").

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ITEM 6. OFFICERS AND DIRECTORS (continued)

SUMMARY COMPENSATION TABLE

Name and Principal Position	Year	Annual Compensation			Long-Term Awards
		Salary (\$)	Bonus (\$)(2)	Other Annual Compensation (\$)(3)	Securities Under-lying Options/SARS

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Gary L. Neale	2002	950,000	361,000	105,943	194,064
Chairman, President and	2001	950,000	-	9,774	160,377
Chief Executive Officer	2000	800,000	1,060,000	9,985	250,000
Stephen P. Adik	2002	500,000	166,250	7,174	68,493
Vice Chairman	2001	500,000	-	4,337	56,604
	2000	425,000	526,250	15,258	90,000
Michael W. O'Donnell (6)	2002	400,000	123,500	12,183	30,822
Executive Vice President	2001	400,000	-	2,385,937 (7)	25,472
and Chief Financial Officer	2000	325,000	273,000	-	-
S. LaNette Zimmerman (8)	2002	304,166	98,000	2,583	24,258
Executive Vice President,	2001	291,650	-	11,870	20,047
Human Resources and					
Communications	2000	246,356	-	-	-
Mark D. Wyckoff (9)	2002	295,000	91,085	54,405	22,831
President,	2001	295,000	-	-	18,868
Energy Technologies	2000	200,000	140,000	-	30,000
Patrick J. Mulchay (10)	2002	400,000	130,000	1,046	41,391
Group President,	2001	392,821	-	8,064	34,198
Merchant Energy	2000	375,000	253,125	3,253	75,000
Jeffrey W. Yundt (10)	2002	400,000	130,000	1,808	41,381
Group President,	2001	400,000	-	194,467	34,198
Energy Distribution	2000	350,000	218,050	5,545	75,000

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ITEM 6. OFFICERS AND DIRECTORS (continued)

- (1) Compensation deferred at the election of the Named Officer is reported in the category and year in which such compensation was earned.
- (2) All bonuses are paid pursuant to the Annual Incentive Plan, except for the bonus paid to Mr. O'Donnell in 2000, which was paid pursuant to the Columbia Annual Incentive Plan, and the bonuses to Messrs. Mulchay and Yundt, which are described in note (10). The amounts shown for Messrs. Neale and Adik in 2000 include bonuses of \$500,000 and \$250,000, respectively, received in consideration for their performance and efforts in connection with the acquisition of Columbia Energy Group. The amount shown for Mr. Wyckoff for 2000 includes \$40,000 paid in connection with his work on Project Compass, an integration project related to the acquisition of Columbia Energy Group. For further discussion of the bonuses paid in 2002 please refer to the Nominating and Compensation Committee Report on Executive Compensation.
- (3) The 2002 amount shown for Mr. Neale includes \$73,076 paid to Mr. Neale to buy back unused vacation days. The 2002 amount shown for Mr. Wyckoff includes \$38,720 paid by the Company in connection with a country club membership and certain related dues. The 2001 amount shown for Mr. Yundt includes a relocation allowance of \$82,496 and a related tax allowance of \$57,321. The 2001 amount for Mr. O'Donnell includes a relocation allowance of \$49,407 and a related tax allowance of \$40,793 as well as other amounts as described in note (10).

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- (4) The payouts shown are based on the value, at date of vesting, of restricted shares awarded under the Long-Term Incentive Plan which vested during the years shown. The amounts shown for 2000 for Messrs. Neale, Adik, Yundt and Mulchay include amounts attributable to the restricted stock awards granted in 1998 for which performance requirements were waived by the Nominating and Compensation Committee. Total restricted shares held (assuming 100% vesting) and aggregate market value at December 31, 2002 (based on the average of the high and low sale price of the common stock on that date as reported on the New York Stock Exchange Composite Transactions Tape) for the Named Officers were as follows: Mr. Neale, 441,563 shares valued at \$ 8,760,609; Mr. Adik, 151,492 shares valued at \$3,015,521; Mr. O'Donnell, 31,033 shares valued at \$615,694; Mr. Wyckoff, 24,988 shares valued at \$495,761; Ms. Zimmerman, 43,884 shares valued at \$870,658; Mr. Mulchay 79,743 shares valued at \$1,582,101; and Mr. Yundt, 78,281 shares valued at \$1,553,095. Dividends on the restricted shares are paid to the Named Officers.
- (5) The Chairman, President and Chief Executive Officer, the Vice Chairman, and certain Group Presidents of the Company have available to them a supplemental life insurance plan which provides split-dollar coverage of up to 3.5 times base compensation as of commencement of the plan in 1991 and could provide life insurance coverage after retirement if there is adequate cash value in the respective policy. "All Other Compensation" represents Company contributions to the 401(k) Plan and the dollar value of the benefit to the Named Officers under the supplemental life insurance plan, as follows: Mr. Neale-\$1,065 401(k) Plan, \$14,213 premium value and \$3,549 term insurance cost; Mr. Adik-\$1,110 401(k) Plan, \$2,004 premium value and \$1,378 term insurance cost; Mr. Mulchay-\$4,988 401 (k) Plan, \$3,067 premium value and \$1,101 term insurance cost; Mr. Yundt-\$1,221 401 (k) Plan, \$1,949 premium value and \$956 term insurance cost; Mr. Wyckoff-\$ 1,221 401(k) Plan; and, Ms. Zimmerman-\$1,221 401 (k) Plan. The value of the life insurance premiums paid by the Company in excess of term insurance cost on behalf of the Named Officers under the supplemental life insurance plan has been restated for all periods in accordance with the present value interest-free loan method. The amount shown for 2002 for Mr. O'Donnell includes \$11,000 paid by Columbia Energy Group to its Employee Savings Plan and \$ 13,000 paid by Columbia Energy Group to its Employee Savings Restoration Plan.
- (6) The amounts shown for 2000 for Mr. O'Donnell include 10 months of compensation paid to Mr. O'Donnell in his capacity as Senior Vice President and Chief Financial Officer of Columbia Energy Group prior to the acquisition of Columbia Energy Group by the Company and 2 months of compensation paid to Mr. O'Donnell in his capacity as Executive Vice President and Chief Financial Officer of the Company.
- (7) The compensation reported represents perquisites and other personal benefits as discussed in note (3) as well as phantom stock units granted to Mr. O'Donnell pursuant to an agreement under which the Company established a phantom stock unit account for his benefit which consisted initially of 73,020 units in consideration of his acceptance of employment and 26,533 units in consideration of his willingness to enter into a non-competition agreement with the Company. A phantom stock unit is a unit whose value is related to the value of the common stock of the Company. Mr. O'Donnell is entitled to receive dividend equivalents with respect to the units in either cash or additional units. Upon termination of employment, Mr. O'Donnell

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ITEM 6. OFFICERS AND DIRECTORS (continued)

(or his beneficiary) will be entitled to receive from the Company a cash distribution in an amount, with respect to each unit credited to his account, equal to the greater of (i) the price per share of the Company's common stock at the close of business on the date of termination, and (ii) 85% of the price per share of the Company's common stock on November 1, 2000. The 26,533 units credited to Mr. O'Donnell's account in connection with the non-competition portion of the agreement, and any dividend equivalents paid thereon, are subject to forfeiture in the event that Mr. O'Donnell violates the non-competition provisions of the agreement at any time during the term of the agreement or for a period of one year following his termination. The amount shown represents the value of the phantom stock units granted pursuant to the Phantom Stock Agreement based on the closing sale price of the common stock on December 31, 2001, as reported in The Wall Street Journal.

- (8) During 2000, Ms. Zimmerman worked as a consultant for the Company in its Human Resources Department. The amount shown as salary for 2000 represents the compensation Ms. Zimmerman received from the Company with respect to such consulting services.
- (9) Mr. Wyckoff is also President of Primary Energy, Inc. and EnergyUSA-TPC Corp.
- (10) Mr. Mulchay was Group President, Merchant Energy until his retirement from that post on January 31, 2003. Mr. Mulchay was also President of Northern Indiana Public Service Company during 2000. Mr. Yundt was Group President, Energy Distribution until his retirement from that post on January 31, 2003. Mr. Yundt was also President of Bay State Gas Company during 2000. As part of the negotiation of their respective retirement agreements, each of Messrs. Mulchay and Yundt received a bonus for services provided in 2002. The bonus amount shown for 2002 for both Messrs. Mulchay and Yundt represents the negotiated bonus that each executive received. One half of each of Messrs. Mulchay's and Yundt's bonus for 2000 was determined based on the financial performance of the business units for which they were responsible.

Option Grants in 2002. The following table sets forth information concerning the grants of options to purchase common stock made during 2002 to the Named Officers. No stock appreciation rights were awarded during 2002.

OPTION/SAR GRANTS IN LAST FISCAL YEAR INDIVIDUAL GRANTS

Name	Number of Securities Under-lying Options/ SARS Granted (#) (1)	Percent of Total Options/ SARS Granted to Employees in Fiscal Year (2)	Exercise or Base Price (\$/SH) (3)	Expirati Date
Gary L. Neale	194,064	8.86	21.01	01/24/20
Stephen P. Adik	68,493	3.13	21.01	01/24/20
Michael W. O'Donnell	30,822	1.41	21.01	01/24/20
Mark D. Wyckoff	22,831	1.04	21.01	01/24/20
S. LaNette Zimmerman	24,258	1.11	21.01	01/24/20
Patrick J. Mulchay	41,381	1.89	21.01	01/24/20

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Jeffrey W. Yundt

41,381

1.89

21.01

01/24/20

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ITEM 6. OFFICERS AND DIRECTORS (continued)

- (1) All options granted in 2002 are fully exercisable commencing one year from the date of grant. Vesting may be accelerated as a result of certain events relating to a change in control of the Company. The exercise price and tax withholding obligation related to exercise may be paid by delivery of already owned shares of common stock, subject to certain conditions.
- (2) Based on an aggregate of 2,190,745 options granted to all employees in 2002.
- (3) The options were granted at the average of high and low sale prices of the common stock on January 25, 2002, as reported on the New York Stock Exchange Composite Transactions Tape.
- (4) Grant date present value is determined using the Black-Scholes option-pricing model. The assumptions used in the Black-Scholes option pricing model for the January 25, 2002 grants (expiring January 24, 2012) were as follows: expected volatility - 30% (estimated stock price volatility for the term of the grant); risk-free rate of return - 5.04% (the rate for a ten-year U.S. treasury); discount for risk of forfeiture - 10%; estimated annual dividend - \$1.16; expected option term - ten years; and vesting - 100% one year after date of grant. No assumption was made relating to non-transferability. Actual gains, if any, on option exercises and common shares are dependent on the future performance of the common stock and overall market condition. The amounts reflected in this table may not be achieved.

OPTION EXERCISES IN 2002. The following table sets forth certain information concerning the exercise of options or stock appreciation rights during 2002 by each of the Named Officers and the number and value of unexercised options and stock appreciation rights at December 31, 2002.

AGGREGATE OPTION EXERCISES IN LAST FISCAL YEAR
AND FISCAL YEAR-END OPTION VALUES

Name	Shares Acquired on Exercise (#)	Value Realized (\$)	Number of Securities Underlying Unexercised Options/SARS at Fiscal Year-End (#)	
			Exercisable	Unexercisable
Gary L. Neale	20,000	144,864	750,377	194,064
Stephen P. Adik	12,000	80,627	288,604	68,493
Michael W. O'Donnell	-	-	25,472	30,822
Mark D. Wyckoff	-	-	94,668	22,831
S. LaNette Zimmerman	-	-	20,047	24,258
Patrick J. Mulchay	12,000	83,384	246,198	41,381
Jeffrey W. Yundt	12,000	83,384	246,198	41,381

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Name	Value of Unexercised In-the-Money Options/SARS at Fiscal Year-End (\$) (1)	
	Exercisable	Unexercisable
Gary L. Neale	802,405	-
Stephen P. Adik	293,590	-
Michael W. O'Donnell	-	-
Mark D. Wyckoff	71,155	-
S. LaNette Zimmerman	-	-
Patrick J. Mulchay	283,071	-
Jeffrey W. Yundt	283,071	-

(1) Represents the difference between the option exercise price and \$19.84, the average of high and low sale prices of the common shares on December 31, 2002, as reported on the New York Stock Exchange Composite Transactions Tape.

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ITEM 6. OFFICERS AND DIRECTORS (continued)

LONG-TERM INCENTIVE PLAN AWARDS IN 2002. No shares of restricted stock or contingent stock were awarded to any of the Named Officers pursuant to the Long-Term Incentive Plan during 2002.

PENSION PLAN AND SUPPLEMENTAL EXECUTIVE RETIREMENT PLAN

The following table shows estimated annual benefits, giving effect to the Company's Pension Plan and Supplemental Executive Retirement Plan, payable upon retirement to persons in the specified remuneration and years-of-service classifications.

PENSION PLAN TABLE

Remuneration	Years of Service				
	15	20	25	30	35
300,000	120,060	160,080	167,580	175,080	175,080
400,000	165,060	220,080	230,080	240,080	240,080
500,000	210,060	280,080	292,580	305,080	305,080
600,000	255,060	340,080	355,080	370,080	370,080
700,000	300,060	400,080	417,580	435,080	435,080
800,000	345,060	460,080	480,080	500,080	500,080
900,000	390,060	520,080	542,580	565,080	565,080
1,000,000	435,060	580,080	605,080	630,080	630,080
1,100,000	480,060	640,080	667,580	695,080	695,080
1,200,000	525,060	700,080	730,080	760,080	760,080
1,300,000	570,060	760,080	792,580	825,080	825,080
1,400,000	615,060	820,080	855,080	890,080	890,080
1,500,000	660,060	880,080	917,580	955,080	955,080

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1,600,000	705,060	940,080	980,080	1,020,080	1,020,080
1,700,000	750,060	1,000,080	1,042,580	1,085,080	1,085,080
1,800,000	795,060	1,060,080	1,105,080	1,150,080	1,150,080
1,900,000	840,060	1,120,080	1,167,580	1,215,080	1,215,080
2,000,000	885,060	1,180,080	1,230,080	1,280,080	1,280,080

The credited years of service for each of the Named Officers (other than Mr. O'Donnell), pursuant to the Pension Plan and Supplemental Executive Retirement Plan, are as follows: Gary L. Neale - 28 years; Stephen P. Adik - 24 years; Patrick J. Mulchay - 40 years; Mark D. Wyckoff - 11 years; S. LaNette Zimmerman - 22; and Jeffrey W. Yundt - 23 years.

Upon their retirement, regular employees and officers of the Company and its subsidiaries which adopt the plan (including directors who are also full-time officers) will be entitled to a monthly pension in accordance with the provisions of the Company's pension plan, originally effective as of January 1, 1945. The directors who are not and have not been officers of the Company are not included in the pension plan. The pensions are payable out of a trust fund established under the pension plan with The Northern Trust Company trustee. The trust fund consists of contributions made by the Company and the earnings of the fund. Over a period of years the contributions are intended to result in overall actuarial solvency of the trust fund. The pension plan of the Company has been determined by the Internal Revenue Service to be qualified under Section 401 of the Internal Revenue Code.

ITEM 6. OFFICERS AND DIRECTORS (continued)

The pension plan was amended and restated effective July 1, 2002 to add a "cash balance feature." Participants in the plan as of December 31, 2002 were entitled to elect to remain in the "final average pay feature" of the plan or to begin participating in the new cash balance feature. Participants hired on and after January 1, 2002 automatically participate in the cash balance feature. A participant in the cash balance feature will have a benefit consisting of his or her opening account balance (his or her accrued benefit under the final average pay feature of the plan as of December 31, 2002, if any) plus annual pay and interest credits to his or her cash balance account. Pay credits equal a percentage of compensation based on the participant's combined age and service. Interest is credited to his or her account based on the interest rate on 30-year treasury securities, as determined by the Internal Revenue Service, for the September immediately preceding the first day of each year, but not less than 4%. Upon retirement, termination of employment or death, the participant or his or her beneficiary will receive a benefit that is the equivalent of his or her cash balance account balance. Participants and beneficiaries are entitled to elect to receive payment of this benefit pursuant to various alternatives including a lump sum option.

Pension benefits are determined separately under the final average pay portion of the plan for each participant. The formula for a monthly payment for retirement at age 65 is 1.7% of average monthly compensation multiplied by years of service (to a maximum of 30 years) plus 0.6% of average monthly compensation multiplied by years of service over 30. Average monthly compensation is the average for the 60 consecutive highest-paid months in the employee's last 120 months of service. Covered compensation is defined as wages reported as W-2 earnings (up to a limit set forth in the Internal Revenue Code and adjusted periodically) plus any salary reduction contributions made under the Company's 401(k) plan, minus any portion of a bonus in excess of 50% of base pay and any

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amounts paid for unused vacation time and vacation days carried forward from prior years. The benefits listed in the Pension Plan table are not subject to any deduction for Social Security or other offset amounts.

The Company also has a Supplemental Executive Retirement Plan, which applies to those officers, and other employees selected by the board of directors to participate in the plan. Benefits from this plan are to be paid from the general assets of the Company.

The Supplemental Executive Retirement Plan provides a retirement benefit at age 65 of the greater of (i) 60% of five-year average pay (prorated for less than 20 years of service) and an additional 0.5% of 5-year average pay per year for participants with between 20 and 30 years of service, less Primary Social Security Benefits or (ii) the benefit formula under the Company's Pension Plan. In either case, the benefit is reduced by the actual pension payable from the Company's Pension Plan. In addition, the Supplemental Executive Retirement Plan provides certain early retirement and disability benefits and pre-retirement death benefits for the spouse of a participant.

Mr. O'Donnell continues to participate in the Retirement Plan of Columbia Energy Group, a subsidiary of the Company. Mr. O'Donnell has 30 credited years of service under this plan. The formula for a retiree's monthly retirement benefit at age 65 under the Retirement Plan of Columbia Energy Group is (i) 1.15% of the retiree's final average compensation that does not exceed 1/2 of the average Social Security wage base times years of service up to 30, plus (ii) 1.5% of the retiree's final average compensation in excess of 1/2 of the average Social Security wage base times years of service up to 30, plus (iii) .5% of the retiree's final average compensation times years of service between 30 and 40. In addition, Mr. O'Donnell participates in Columbia Energy Group's Pension Restoration Plan which provides for a supplemental retirement benefit equal to the difference between (i) the benefit he would have received under the Retirement Plan had such benefit not been limited by section 401(a)(17) of the Internal Revenue Code and reduced by his deferrals into the Columbia Executive Deferred Compensation Plan, minus (ii) the actual benefit he received under the Retirement Plan.

The Company has entered into an agreement with Ms. Zimmerman, which provides for an additional retirement benefit in the event Ms. Zimmerman's employment with the Company terminates either (i) due to death or disability prior to December 31, 2003, or (ii) for reasons other than her involuntary termination for good cause after December 31, 2003. In either such event, Ms. Zimmerman's monthly retirement benefit under the Supplemental Executive Retirement Plan will be computed upon the assumption that her first day of service was January 1, 1981 and will be reduced by the amount of her retirement benefit that she receives under the pension plan of her previous employer.

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ITEM 6. OFFICERS AND DIRECTORS (continued)

CHANGE IN CONTROL AND TERMINATION AGREEMENTS

The Company has entered into Change in Control and Termination Agreements with Mr. Neale and the other Named Officers. The Company believes that these agreements are in the best interests of the stockholders, to insure that in the event of extraordinary events, totally independent judgment is enhanced to maximize stockholder value. The agreements can be terminated on three years' notice and provide for the payment of specified benefits if the executive terminates employment for good reason or is terminated by the Company for any reason other than good cause within 24 months following certain changes in

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control. Each of these agreements also provides for payment of these benefits if the executive voluntarily terminates employment for any reason during a specified one-month period within 24 months following a change in control or, in the case of Messrs. Neale and Adik, at any time during this 24 month period. No amounts will be payable under the agreements if the executive's employment is terminated by the Company for good cause (as defined in the agreements).

The agreements provide for the payment of three times the executive's current annual base salary and target incentive bonus compensation. The executive will also receive a pro rata portion of the executive's targeted incentive bonus for the year of termination. The executive would also receive benefits from the Company that would otherwise be earned during the three-year period following the executive's termination under the Company's Supplemental Executive Retirement Plan and qualified retirement plans. All stock options held by the executive would become immediately exercisable upon the date of termination of employment, and the restrictions would lapse on all restricted stock and contingent stock awards which have been made to the executive. The Company will increase the payment made to the executive as necessary to compensate the executive on an after-tax basis for any parachute penalty tax imposed on the payment of amounts under the contracts.

During the three-year period following the executive's termination, the executive and his or her spouse or other dependents will continue to be covered by applicable health or welfare plans of the Company. If the executive dies during the three-year period following the executive's termination, all amounts payable to the executive will be paid to a named beneficiary.

The agreement with Mr. Neale provides for the same severance payments as described above in the event his employment is terminated at any time by the Company (other than for good cause) or due to death or disability, or if he voluntarily terminates employment with good reason (as defined in the agreement), even in the absence of a change in control.

In connection with Mr. Yundt's retirement, the Company agreed to pay to Mr. Yundt an enhanced retirement benefit equal to the excess of (1) the retirement benefit Mr. Yundt would have received under the SERP, the Company's Pension Plan and Northern Indiana Public Service Company's Pension Plans, as in existence on January 31, 2003, as if Mr. Yundt had (i) reached age 60 and completed 25 years of service under the plans as of January 31, 2003 and (ii) received the greater of the threshold 2002 incentive bonus or his actual bonus, over (2) the aggregate benefit that Mr. Yundt was otherwise entitled to receive under the plans. Mr. Yundt's agreement also provides that, in the event that certain change in control events occur within a specified period of time following his date of retirement, Mr. Yundt would be entitled to receive the benefits set forth in his existing change in control agreement, less any benefits he received pursuant to his enhanced retirement benefit. Likewise, in connection with Mr. Mulchay's retirement, the Company entered into a retirement agreement with Mr. Mulchay entitling him to receive the benefits set forth in his existing change in control agreement in the event that certain change in control events occur within a specified period of time following his date of retirement, less any benefits he received pursuant to his severance agreement.

COMPENSATION OF THE COMPANY'S DIRECTORS

The Company pays each director who is not receiving a salary from the Company \$30,000 for each year, \$3,000 annually for each standing committee on which the director sits, \$1,000 annually for each committee chairmanship, \$1,200 for each board meeting attended and \$750 per committee meeting attended. Under a deferred compensation arrangement, directors may elect to have their fees deferred in the current year and credited to an interest-bearing account or to a phantom stock account for payment in the future.

ITEM 6. OFFICERS AND DIRECTORS (continued)

The Company's Nonemployee Director Retirement Plan provides a retirement benefit for each nonemployee director currently serving on the board who was originally elected or appointed to the board prior to December 31, 2001, who has completed at least five years of service on the board and who has not elected to opt out of the plan. Directors who are first elected or appointed to the board after 2001 will not be eligible to participate in the retirement plan. The benefit under the plan is a monthly amount equal to one-twelfth of the annual retainer for board service in effect at the time of the director's retirement from the board and will be paid for 120 months, or the number of full months of service the individual served as a nonemployee director of the Company, whichever is less. Directors first elected prior to 2001 who elected to opt out of the plan in 2002 will receive, under the Company's Nonemployee Director Stock Incentive Plan, as amended and restated effective as of July 1, 2002, restricted stock units of comparable value to the present value of the retirement benefit such director had earned under the retirement plan through June 30, 2002. Directors who opt out of the retirement plan and directors first elected after 2001 will not receive a retirement benefit under the retirement plan, but instead may receive, at the discretion of the Nominating and Compensation Committee, additional restricted shares of common stock and restricted stock unit grants under the Company's Nonemployee Director Stock Incentive Plan to ensure that the retirement benefit, together with other compensation paid to the nonemployee director, delivers a competitive compensation package.

The Company's Nonemployee Director Stock Incentive Plan provides for a grant of 2,600 restricted shares of common stock to each nonemployee director of the Company upon his or her election or re-election as a director of the Company. The grants of restricted common stock vest in 20% annual increments, with all of a director's stock vesting five years after the date of award. However, the grants vest immediately upon the director's death, disability or retirement after attaining age 70, or the effective date of a change in control of the Company. In 2002, Messrs. Rolland, Thompson and Young each received a grant of 2,600 restricted shares of common stock under this plan. The board may designate that a scheduled award will consist of nonqualified stock options rather than restricted stock; if so, then, in lieu of restricted shares, each nonemployee director shall be granted a nonqualified option to purchase 7,800 shares of common stock. Grants of nonqualified stock options vest in 20% annual increments and become fully vested on the fifth anniversary of the date of the grant. The grants will vest immediately upon the director's death, disability or retirement after attaining age 70, or the effective date of a change in control of the Company.

Pursuant to the proposed amendments to the Company's Nonemployee Director Stock Incentive Plan, the incentive plan will also provide for grants to nonemployee directors of restricted stock units that have a value related to the Company's common stock. These restricted stock units had previously been granted to nonemployee directors under the Company's Nonemployee Director Restricted Stock Unit Plan; however, under the proposed amendments to the incentive plan, the provisions of the Restricted Stock Unit Plan regarding the grants of such restricted stock units will be merged into the incentive plan. Under the Restricted Stock Unit Plan, each nonemployee director received an initial grant of 500 units in April 1999. Thereafter, each nonemployee director received, upon his or her election or re-election to the board, an additional grant of units, which beginning in 2002, was increased to 600 units. Pursuant to the proposed amendments, the additional grants of 600 units to each nonemployee director upon his or her election or re-election to the board will be made under the incentive plan. The grants of units vest in 20% annual increments, with all of a

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director's units vesting five years after the date of award. The grants vest immediately upon the director's death, disability or retirement after attaining age 70, or the effective date of a change in control of the Company. Additional units are credited to each nonemployee director with respect to the units included in his or her account from time to time to reflect dividends paid to stockholders of the Company with respect to common stock. The units have no voting or other stock ownership rights and are payable in shares of the Company's common stock. In 2002, Messrs. Rolland, Thompson and Young each received a grant of 600 units.

The Company has adopted a Directors' Charitable Gift Program for nonemployee directors. Under the program, the Company makes a donation to one or more eligible tax-exempt organizations as designated by each eligible director. The Company contributes up to an aggregate of \$125,000 for each nonemployee director who has served as a director of the Company for at least five years and up to an additional \$125,000 (for an overall \$250,000) for each nonemployee director who has served ten years or more. Organizations eligible to receive a gift under the program include charitable organizations and accredited United States institutions of higher learning. Individual directors derive no financial benefit from the program, as all deductions relating to the charitable donations accrue solely to the Company. A director's private foundation is not eligible to receive donations under the program. All current nonemployee directors are eligible to participate in the program.

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ITEM 6. OFFICERS AND DIRECTORS (continued)

PART III(b). SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS, DIRECTORS AND MANAGEMENT.

The following table contains information about those persons or groups which are known to the Company to be the beneficial owners of more than five percent of the outstanding common stock.

Name and Address of Beneficial Owner	Amount and Nature of Beneficial Ownership	Percent
CAPITAL RESEARCH AND MANAGEMENT COMPANY 333 South Hope Street, 55th Floor Los Angeles, California 90071	22,215,880	
MASSACHUSETTS FINANCIAL SERVICES COMPANY 500 Bolyston Street 15th Floor Boston, Massachusetts 02116	13,827,032	

- (1) As reported on statements made on Schedule 13G filed with the Securities and Exchange Commission on February 13, 2003 on behalf of Capital Research & Management Company. According to the report, the amount shown includes 67,530 shares resulting from the assumed conversion of 428,490 shares of convertible preferred securities, due November 1, 2004; and includes 523,350 shares resulting from the assumed conversion of 325,000 shares of the Convertible Preferred PIES, due February 19, 2003.

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- (2) As reported on statements made on Schedule 13G filed with the Securities and Exchange Commission on February 13, 2003 on behalf of Massachusetts Financial Services Company. According to the report, the amount shown includes 906,799 shares which may be acquired through the conversion of convertible preferred securities, due November 1, 2004.

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ITEM 6. OFFICERS AND DIRECTORS (continued)

The following table contains information about the beneficial ownership of the Company's common stock as of March 1, 2003, for each of the directors, nominees and named executive officers, and for all directors and executive officers as a group.

Name of Beneficial Owner	Amount and Nature of Beneficial Ownership (1) (2)
Stephen P. Adik	612,237
Steven C. Beering	10,628
Arthur J. Decio	10,500
Dennis E. Foster	12,561
Gary L. Neale	1,529,158
Ian M. Rolland (3)	26,777
John W. Thompson	15,633
Robert J. Welsh	14,000
Carolyn Y. Woo	4,000
Roger A. Young	33,091
Patrick J. Mulchay	404,875
Michael W. O'Donnell	110,623
Mark D. Wyckoff	180,768
Jeffrey W. Yundt	416,910
S. LaNette Zimmerman	104,549
All directors and executive officers as a group	3,695,468

- (1) The number of shares owned includes shares held in the Company's Automatic Dividend Reinvestment and Share Purchase Plan, shares held in the Company's Tax Deferred Savings Plans (the "401(k)"), Employee Stock Purchase Plan and restricted shares awarded under the Company's 1988 and 1994 Long-Term Incentive Plans (the "Incentive Plans") and Nonemployee Director Stock Incentive Plan, where applicable. The percentage of common stock owned by all directors and executive officers as a group is approximately 1.41 percent of the common stock outstanding as of March 1, 2003.
- (2) The totals include shares for which the following executive officers have a right to acquire beneficial ownership, within 60 days after March 1, 2003, by exercising stock options granted under the Incentive Plan: Stephen P. Adik - 357,097 shares; Gary L. Neale - 944,441 shares; Patrick J. Mulchay - 287,579 shares; Michael W. O'Donnell - 56,294 shares; Mark D. Wyckoff - 117,499 shares; Jeffrey W. Yundt - 287,579 shares; S. LaNette Zimmerman - 44,305 shares; and all executive officers as a group - 2,091,356 shares.

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(3) The number of shares owned by Mr. Rolland includes 9,277 shares owned by the Ian and Miriam Rolland Foundation over which Mr. Rolland maintains investment control, but for which Mr. Rolland disclaims beneficial ownership.

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ITEM 6. OFFICERS AND DIRECTORS (continued)

PART III(c). CONTRACTS AND TRANSACTIONS.

None.

PART III(d). INDEBTEDNESS.

None.

PART III(e). PARTICIPATION IN BONUS AND PROFIT SHARING ARRANGEMENT.

See Item 6 Part III(a) above.

PART III(f). DIRECTORS AND OFFICERS RIGHTS TO INDEMNITY.

Provisions for indemnification of directors and officers are included in the Certificate of Incorporation or By-Laws in accordance with applicable laws.

ITEM 7. CONTRIBUTIONS AND PUBLIC RELATIONS

PART I. EXPENDITURES FOR ANY POLITICAL PARTY, CANDIDATE FOR PUBLIC OFFICE OR HOLDER OF SUCH OFFICE, OR ANY COMMITTEE OR AGENT THEREFOR.

Name of Company	Recipient of Beneficiary	Purpose	Acc
CKY CMD COH CPA CVA NIP TCO	Employee Political Action Fund	Legal, accounting and solicitation services rendered by employees for Employees Political Action Fund registered with the Federal Election Committee	General

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ITEM 7. CONTRIBUTIONS AND PUBLIC RELATIONS (continued)

PART II. EXPENDITURES FOR ANY CITIZENS GROUP OR PUBLIC RELATIONS COUNSEL.

Calender Year 2002

Name of Company and Name or

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Number of Recipients or Beneficiaries	Purpose	Accounts Charged

BSG		
7 Various Chambers of Commerce	Economic Development	General & Administrat
NU		
2 Various Chambers of Commerce	Economic Development	General & Administrat
CGV		
5 Various Chambers of Commerce	Economic Development	General & Administrat
CKY		
Better Business Bureau	Economic Development	General & Administrat
CMD		
2 Various Chambers of Commerce	Economic Development	General & Administrat
COH		
Ohio Chamber of Commerce	Economic Development	General & Administrat
15 Various Chambers of Commerce	Economic Development	General & Administrat
CPA		
Pennsylvania Chamber of Commerce	Economic Development	General & Administrat
York Chamber of Commerce	Economic Development	General & Administrat
12 Various Chambers of Commerce	Economic Development	General & Administrat
NIP		
9 Various Chambers of Commerce	Economic Development	General & Administrat
TCO		
5 Various Chambers of Commerce	Information and Education	General & Administrat

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ITEM 8. SERVICE, SALES AND CONSTRUCTION CONTRACTS

PART I. INTERCOMPANY CONTRACTS.

For the year ended December 31, 2002:

Transaction	Serving Company	Receiving Company	Compensation(\$)	Date of Con

Management & Business Services	BSG	NU	1,573,424	1/1/19
Management & Business Services	BSG	GSGT	287,189	1/1/19
Operations & Maintenance Services	BSG	EUII	193,670	12/05/
Aircraft Support Personnel	NIP	NCS	796,690	N/A
Corrosion Services	NIP	NIT	46,100	N/A
Gas Line Construction Services	NIP	NIT	28,425	N/A
Gas Line Construction Services	NIP	LEL	42,971	N/A
Helicopter Usage	NIP	NCS	30,996	N/A
Intense Computer System Fees	NESI	NIP	179,827	N/A
Power Quality Services	NIP	NET	36,736	N/A
Substation Services	NIP	PEI	27,128	N/A

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Administrative Services	TCO	CGT	2,614,487	1/1/20
Office Space Operating Agreement	TCO	CGT	240,060	N/A
Meter Maintenance and Gas Sampling	TCO	CGT, COH, CVA, C NR	14,846	N/A
Administrative Services	TCO	NCP	8,000	1/1/20
Operating Agreement - Lexington CS	TCO	CVA	87,600	N/A
Chart Processing	TCO	CNR	270,000	1/1/20
Administrative Services	TCO	CGT	118,128	7/1/20
Sale of Capacity	TCO	CVA	110,880	11/1/19
Replacement of Saco River Crossing	TCO	GS GT	137,977	N/A
Replacement of Dennis Road Crossing	TCO	GS GT	20,086	N/A
Installation of meters and components	TCO	CNR	49,280	N/A
Installation of meters and components	TCO	COH	14,250	N/A
Installation of meters and components	TCO	CPA	25,000	N/A
Raise meter, regulator and building	TCO	CKY	35,750	N/A
Fixed Fee Billings for O&M agreements	CGT	TCO	40,536	10/1/19
Fixed Fee Billing for O&M agreement	CGT	CPL/CDW	45,672	N/A
Maintenance services on pipeline	NITCO	NCP	823,200	N/A

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ITEM 8. SERVICE, SALES AND CONSTRUCTION CONTRACTS (continued)

PART II. SYSTEM CONTRACTS TO PURCHASE GOODS OR SERVICES FROM ANY AFFILIATE (OTHER THAN A SYSTEM COMPANY) OR A COMPANY IN WHICH ANY OFFICER OR DIRECTOR IS A PARTNER OR OWN 5% OR MORE OF ANY CLASS OF EQUITY SECURITIES.

None.

PART III. SYSTEM CONTRACTS WITH OTHERS ON A CONTINUING BASIS FOR MANAGEMENT, SUPERVISORY, OR FINANCIAL ADVISORY REVIEW.

None.

ITEM 9. WHOLESALE GENERATORS AND FOREIGN UTILITY COMPANIES

PART I. BUSINESS, CAPITAL, DEBT TO EQUITY RATIO AND SERVICE CONTRACTS.

(a) Company, location and business address.

Bay State GPE, Inc. (BSGPE)

BSGPE, a Massachusetts corporation, at 300 Friberg Parkway, Westborough, Massachusetts is an EWG. It owns a turbo expander in Agawam, Massachusetts that generates electricity from a turbine engine as gas pressure is reduced when transferred from high pressure interstate pipelines to lower pressure local distribution pipes. BSGPE is a wholly owned subsidiary of Bay State Gas.

Whiting Clean Energy, Inc. (WCE)

WCE, a wholly owned subsidiary of Primary Energy, Inc., is an EWG. WCE's business address is 801 E. 86th Avenue, Merrillville, Indiana. WCE leases a combined-cycle cogeneration facility located at BP's Whiting, Indiana refinery consisting of two gas-fired combustion turbines (each with a generating capacity of 166 megawatts) and a 213-megawatt steam turbine generator. For financial reporting purposes, the facility and the associated debt

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are reported as if WCE owns the facility. WCE is responsible for the operation and maintenance of the facility.

(b) Type and amount of capital invested.

When BSGPE was incorporated, Bay State Gas acquired all of the issued and outstanding shares of BSGPE's common stock for \$1,000. Bay State also transferred ownership of the turbo expander and related facilities to BSGPE at its net book value. Neither Bay State Gas, nor NiSource, Inc. has made any financial guarantee to any party for BSGPE.

Primary Energy, Inc.'s investment in WCE consists mainly of its guarantee of WCE's performance under the lease through its parent NiSource Inc. The lease was initiated in the first quarter of 2002. The unamortized value of the project amounts to approximately \$318 million. However, for financial reporting purposes, NiSource owns the WCE facility and has approximately \$329.8 of long-term debt on its balance sheet.

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ITEM 9. WHOLESALE GENERATORS AND FOREIGN UTILITY COMPANIES (continued)

(c) Ratio of debt to common equity and earnings of the company for the year ended December 31, 2002.

As of December 31, 2002, BSGPE had no debt outstanding and for the calendar year 2002, the turbo expander did not operate and did not generate revenue. BSGPE had a net loss of \$28,482 for 2002.

WCE had \$20.3 million in notes payable outstanding at December 31, 2002 to NiSource Finance Corp. In addition, for financial reporting purposes, WCE had \$329.8 million of debt outstanding to third parties. The debt to equity ratio for WCE at December 31, 2002 is not meaningful since the company's equity capitalization is effectively zero. For 2002, WCE had a net loss of \$20.9 million.

(d) Service, sales or construction contracts with system companies.

BSGPE currently has no service, sales or construction contracts with another system company.

WCE has entered into maintenance and service agreements with Northern Indiana Public Service Company (NIPSCO) for performance of the operation and maintenance needs of WCE. WCE has compensated NIPSCO \$2.2 million for these services. In addition, WCE purchased natural gas from TPC. WCE purchased \$13.6 million of natural gas from TPC during 2002.

PART II. ORGANIZATION CHART.

BSGPE is a wholly owned subsidiary of Bay State Gas Company. WCE is a wholly owned subsidiary of Primary Energy, Inc. Bay State Gas Company and Primary Energy, Inc. are wholly owned subsidiaries of NiSource, Inc. See Exhibit G for an organization chart showing BSGPE and WCE in relation to the other NiSource, Inc. system companies.

PART III. AGGREGATE INVESTMENT IN EWG'S AND FOREIGN UTILITY COMPANIES.

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NiSource, Inc.'s aggregate investment in BSGPE is approximately \$0.2 million and its investment in WCE, as discussed in Part I(b), is approximately \$329.8 million. The ratio of NiSource, Inc.'s aggregate investment in BSGPE and WCE to its aggregate investment in its domestic public-utility subsidiary companies is less than 1% based on the current book values of the utility subsidiaries.

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ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS

TABLE OF CONTENTS

NAME OF COMPANY (COMPANY ABBREVIATION)	CONSOLIDATED BALANCE SHEET	CONSOLIDATED STATEMENT OF INCOME
NISOURCE INC. (NI)	F-1	F-2
Bay State Gas Company (BSG)	F-1, F-1A	F-2, F-2A
Subsidiaries:		
Bay State GPE, Inc. (BSGPE)	F-1A	F-2A
Boundry Gas, Inc. (BDY)	N/A	N/A
Northern Utilities, Inc. (NU)	F-1A	F-2A
Columbia Energy Group (CG)	F-1, F-1B	F-2, F-2B
Subsidiaries:		
Columbia Atlantic Trading Corporation (CAT)	F-1B	F-2B
Columbia Energy Group Capital Corporation (CCC)	F-1B, F-1C	F-2B, F-2C
Subsidiary:		
TriStar Gas Technologies, Inc. (TGT) *	F-1C	F-2C
Columbia Energy Resources, Inc. (CER)	F-1B, F-1D	F-2B, F-2D
Subsidiaries:		
Alamco-Delaware, Inc. (AD)	F-1D	F-2D
Columbia Natural Resources, Inc. (CNR)	F-1D	F-2D
Columbia Natural Resources Canada, Ltd. (CNRCL)	F-1D	F-2D
Hawg Hauling & Disposal, Inc. (HH)	F-1D	F-2D
Columbia Energy Services Corporation (CES)	F-1B	F-2B
Subsidiaries:		
Columbia Energy Marketing Corporation (CEM) *	INACTIVE	INACTIVE
Columbia Energy Power Marketing Corporation (CPM) *	INACTIVE	INACTIVE
Columbia Energy Retail Corporation (CERC) *	INACTIVE	INACTIVE
Columbia Finance Corp. (CFC) *	F-1B, F-1E	F-2B, F-2E
Subsidiary:		
Columbia Accounts Receivable Corporation (CAR)	F-1E	F-2E
Columbia Gas of Kentucky, Inc. (CKY)	F-1B	F-2B
Columbia Gas of Maryland, Inc. (CMD)	F-1B	F-2B
Columbia Gas of Ohio, Inc. (COH)	F-1B	F-2B
Columbia Gas of Pennsylvania, Inc. (CPA)	F-1B	F-2B
Columbia Gas of Virginia, Inc. (CGV)	F-1B	F-2B
Columbia Gas Transmission Corporation (TCO)	F-1B	F-2B
Columbia Gulf Transmission Company (CGT)	F-1B	F-2B
Columbia LNG Corporation (CLNG) *	F-1B	F-2B
Subsidiary:		
CLNG Corporation (CLNGCO) *	INACTIVE	INACTIVE

* Company was inactive at December 31, 2002.

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ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (continued)

TABLE OF CONTENTS (CONTINUED)

NAME OF COMPANY (COMPANY ABBREVIATION)	CONSOLIDATED BALANCE SHEET	CONSOLIDATED STATEMENT OF INCOME
Columbia Network Services Corporation (CNS)	F-1B, F-1F	F-2B, F-2F
Subsidiary:		
CNS Microwave, Inc. (CMC)	F-1F	F-2F
Columbia Petroleum Corporation (PET) *	INACTIVE	INACTIVE
Columbia Pipeline Corporation (CPL)	F-1B, F-1G	F-2B, F-2G
Subsidiary:		
Columbia Deep Water Services Company (CDW)	F-1G	F-2G
Columbia Remainder Corporation (CRC)	F-1B	F-2B
Subsidiaries:		
Columbia Electric Binghamton General Corp. (CEB) *	INACTIVE	INACTIVE
Columbia Electric Binghamton Limited Corp. (CEBL) *	INACTIVE	INACTIVE
Columbia Electric Haverstraw Corporation (CHC) *	INACTIVE	INACTIVE
Haverstraw Bay, LLC (HBL) *	INACTIVE	INACTIVE
Columbia Service Partners, Inc. (CSP)	F-1B, F-1H	F-2B, F-2H
Subsidiaries:		
Columbia Assurance Agency, Inc. (CAA)	F-1H	F-2H
Columbia Service Partners of Virginia, Inc. (CSPV)	INACTIVE	INACTIVE
Columbia Transmission Communications Corporation (CTC)	F-1B	F-2B
NiSource Insurance Corporation Limited (NICL)	F-1B	F-2B
EnergyUSA, Inc. (IN) (EUII)	F-1, F-1I	F-2, F-2I
Subsidiaries:		
EnergyUSA Commercial Energy Services, Inc. (EUC)	F-1I	F-2I
EnergyUSA Retail, Inc. (EUR)	F-1I	F-2I
Subsidiary:		
EnergyUSA Consumer Products Group, Inc. (EUP) *	INACTIVE	INACTIVE
EnergyUSA, Inc. (MA) (EUIM)	F-1I, F-1J	F-2I, F-2J
Subsidiaries:		
EnergySPE, Inc. (ESPE) *	F-1J	F-2J
EnergyUSA (Connecticut), Inc. (EUIC)	F-1J, F-1K	F-2J, F-2K
Subsidiaries:		
Brayer Energy Solutions, Inc. (BES) *	F-1K	F-2K
EnergyUSA Engineering, Inc. (EUE)	F-1K	F-2K
EnergyUSA Mechanical, Inc. (EUM) *	F-1K	F-2K
EnergyUSA-TPC Corp. (TPC)	F-1I, F-1L	F-2I, F-2L
Subsidiary:		
EnergyUSA - Appalachian Corp. (EUA)	F-1L	F-2L
MS-1 Distribution & Storage Corp. (MS1) *	F-1I	F-2I

* Company was inactive at December 31, 2002.

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ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (continued)

TABLE OF CONTENTS (CONTINUED)

NAME OF COMPANY (COMPANY ABBREVIATION)	CONSOLIDATED BALANCE SHEET	CONSOLIDATED STATEMENT OF INCOME
NESI Energy Marketing, L.L.C. (NEML) *	F-1I	F-2I
NI Energy Services Transportation, Inc. (NEST)	F-1I	F-2I
NI Fuel Company, Inc. (NIFC) *	F-1I	F-2I
NI-TEX, Inc. (NITEX)	F-1I	F-2I
Subsidiary:		
Laredo Nueces Pipeline Company (LNP)	N/A	N/A
NI-TEX Gas Services, Inc. (NGS)	F-1I	F-2I
IWC Resources Corporation (IWCR) *	F-1, F-1M	F-2, F-2M
Subsidiaries:		
Harbour Water Corporation (HWC) *	F-1M	F-2M
Indianapolis Water Company (IWC) *	F-1M	F-2M
Subsidiaries:		
White River Environmental Partnership, Inc. (WRP) *	INACTIVE	INACTIVE
Irishman's Run Acquisition Corporation (IRAC) *	F-1M	F-2M
IWC Morgan Water Corporation (IWCM) *	F-1M	F-2M
Lawrence Water Company, Inc. (LWC) *	F-1M	F-2M
Liberty Water Corporation (LWAC) *	F-1M	F-2M
The Darlington Water Works Company (DWWC) *	F-1M	F-2M
Kokomo Gas and Fuel Company (KOKO)	F-1, F-1N	F-2, F-2N
Subsidiary:		
KGF Trading Company (KGF) *		
NI Energy Services, Inc. (NESI)	F-1, F-10	F-2, F-20
Subsidiaries:		
Crossroads Pipeline Company (CROSS)	F-10	F-20
Green Fuels, Inc. (GREEN) *	F-10	F-20
NESI Power Marketing, Inc. (NPM) *	F-10	F-20
NiSource Energy Services Canada, Ltd. (NESCL) *	F-10	F-20
NiSource Capital Markets, Inc. (NCM)	F-1	F-2
NiSource Capital Trust I (NCT)	F-1	F-2
NiSource Corporate Services Company (NCS)	F-1	F-2
NiSource Development Company, Inc. (NDEV)	F-1, F-1P	F-2, F-2P
Subsidiaries:		
Analytic Systems Laboratories, Inc. (ASL) *	F-1P	F-2P
Cardinal Property Management, Inc. (CARD)	F-1P	F-2P
Customer Information Services, Inc. (CIS) *	F-1P	F-2P
JOF Transportation Company (JOF)	F-1P	F-2P
KOGAF Enterprises, Inc. (KOGF) *	F-1P	F-2P

* Company was inactive at December 31, 2002.

ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (continued)

TABLE OF CONTENTS (CONTINUED)

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NAME OF COMPANY (COMPANY ABBREVIATION)	CONSOLIDATED BALANCE SHEET	CONSOLIDATED STATEMENT OF INCOME
Lake Erie Land Company (LEL)	F-1P, F-1Q	F-2O, F-2Q
Subsidiary:		
SCC Services, Inc. (SCC)	F-1Q	F-2Q
NDC Douglas Properties, Inc. (NDC)	F-1P	F-2P
Progeni, Inc. (PRO) *	F-1P	F-2P
Protonics Research, Inc. (PRI) *	F-1P	F-2P
South Works Power Company (SWP) *	F-1P	F-2P
NiSource Energy Technologies, Inc. (NET)	F-1	F-2
NiSource Finance Corp. (NFC)	F-1	F-2
NiSource Pipeline Group, Inc. (NPG) *	F-1, F-1R	F-2, F-2R
Subsidiaries:		
Granite State Gas Transmission, Inc. (GSGT)	F-1R, F-1S	F-2R, F-2S
Subsidiaries:		
Bay State Energy Enterprises, Inc. (BSEE) *	F-1S	F-2S
Natural Gas Development, Inc. (NGD) *	F-1S	F-2S
PNTGS Holding Corp. (PNTGS) *	F-1R	F-2R
Northern Indiana Fuel and Light Company, Inc. (NIFL)	F-1, F-1T	F-2, F-2T
Subsidiary:		
Northern Indiana Trading Company, Inc. (NITC)	F-1T	F-2T
Northern Indiana Public Service Company (NIP)	F-1, F-1U	F-2, F-2U
Subsidiary:		
NIPSCO Exploration Company, Inc. (NEXCO) *	F-1U	F-2U
Primary Energy, Inc. (PEI)	F-1, F-1V	F-2, F-2V
Subsidiaries:		
Cokenergy, Inc. (CEI)	F-1V	F-2V
Harbor Coal Company (HCC)	F-1V	F-2V
Ironside Energy LLC (IEL)	F-1V	F-2V
Lakeside Energy Corporation (LEC)	F-1V	F-2V
North Lake Energy Corporation (NLEC)	F-1V	F-2V
Portside Energy Corporation (PORT)	F-1V	F-2V
Whiting Clean Energy, Inc. (WCE)	F-1V	F-2V
SM&P Utility Resources, Inc. (SMP)	F-1, F-1W	F-2, F-2W
Subsidiary:		
Colcom Incorporated (CI)	F-1W	F-2W

* Company was inactive at December 31, 2002.

ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (continued)

F-1 (1 of 8)

NISOURCE INC. AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEET
(Not covered by Report of Independent Public Accountants)

As of December 31, (\$ in thousands)

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Page 3 Page 5 Page 7 Comb

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ASSETS

PROPERTY, PLANT AND EQUIPMENT

Utility plant	*	*	*	*
Accumulated depreciation and amortization				

 Net utility plant

 Gas and oil producing properties, successful efforts method
 United States cost center
 Canadian cost center
 Accumulated depletion

 Net gas and oil producing properties

 Other property, at cost, less accumulated depreciation

 Net Property, Plant, and Equipment

 INVESTMENTS AND OTHER ASSETS

Equity in undistributed earnings of subsidiaries
 Assets of discontinued operations
 Unconsolidated affiliates
 Assets held for sale
 Other investments

 Total Investments

 CURRENT ASSETS

Cash and cash equivalents
 Restricted cash
 Accounts receivable (less reserve)
 Unbilled revenue (less reserve)
 Gas inventory
 Underrecovered gas and fuel costs
 Materials and supplies, at average cost
 Electric production fuel, at average cost
 Price risk management assets
 Exchange gas receivable
 Prepayments and other

 Total Current Assets

 OTHER ASSETS

Price risk management assets
 Regulatory assets
 Goodwill
 Intangible assets
 Deferred charges and other

 Total Other Assets

 TOTAL ASSETS
 =====

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ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (continued)

F-1 (2 of 8)

NISOURCE INC. AND SUBSIDIARIES
 CONSOLIDATED BALANCE SHEET
 (Not covered by Report of Independent Public Accountants)

As of December 31, (\$ in thousands)	F-1 Page 4	F-1 Page 6	F-1 Page 8	Comb
<hr/>				
CAPITALIZATION AND LIABILITIES				
CAPITALIZATION				
Common Stock Equity	*	*	*	*
Preferred Stocks--				
Subsidiary Companies				
Series without mandatory redemption provisions				
Series with mandatory redemption provisions				
Company-obligated mandatorily redeemable preferred securities of subsidiary trust holding solely Company debentures				
Long-term debt, excluding amounts due within one year				
<hr/>				
Total Capitalization				
<hr/>				
CURRENT LIABILITIES				
Current redeemable preferred stock subject to mandatory redemption				
Current portion of long-term debt				
Short-term borrowings				
Accounts payable				
Dividends declared on common and preferred stocks				
Customer deposits				
Taxes accrued				
Interest accrued				
Overrecovered gas and fuel costs				
Price risk management liabilities				
Exchange gas payable				
Current deferred revenue				
Other accruals				
<hr/>				
Total Current Liabilities				
<hr/>				
OTHER LIABILITIES AND DEFERRED CREDITS				
Price risk management liabilities				
Deferred income taxes				
Deferred investment tax credits				
Deferred credits				
Noncurrent deferred revenue				
Accrued liability for postretirement and pension benefits				
Liabilities of discontinued operations				
Other noncurrent liabilities				
<hr/>				
Total Other				
<hr/>				
COMMITMENTS AND CONTINGENCIES				
<hr/>				

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TOTAL CAPITALIZATION AND LIABILITIES

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ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (continued)

F-1 (3 of 8)

NISOURCE INC. AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEET
(Not covered by Report of Independent Public Accountants)

As of December 31, (\$ in thousands)	NI	BSG	CG
ASSETS			
PROPERTY, PLANT AND EQUIPMENT			
Utility plant	*	*	8,388,620
Accumulated depreciation and amortization			(4,023,795)
Net utility plant			4,364,825
Gas and oil producing properties, successful efforts method			
United States cost center			970,045
Canadian cost center			6,426
Accumulated depletion			(431,215)
Net gas and oil producing properties			545,256
Other property, at cost, less accumulated depreciation			-
Net Property, Plant, and Equipment			4,910,081
INVESTMENTS AND OTHER ASSETS			
Equity in undistributed earnings of subsidiaries			-
Assets of discontinued operations			79,207
Unconsolidated affiliates			34,961
Assets held for sale			24,232
Other investments			21,506
Total Investments			159,906
CURRENT ASSETS			
Cash and cash equivalents			37,417
Restricted cash			1,900
Accounts receivable (less reserve)			338,072
Unbilled revenue (less reserve)			173,374
Gas inventory			214,699
Underrecovered gas and fuel costs			90,089
Materials and supplies, at average cost			15,338
Electric production fuel, at average cost			-
Price risk management assets			25,540
Exchange gas receivable			104,557

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Prepayments and other	174,653

Total Current Assets	1,175,639

OTHER ASSETS	
Price risk management assets	112,856
Regulatory assets	359,399
Goodwill	-
Intangible assets	3,017
Deferred charges and other	85,395

Total Other Assets	560,667

TOTAL ASSETS	6,806,293
=====	

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ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (continued)

F-1 (4 of 8)

NISOURCE INC. AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEET
(Not covered by Report of Independent Public Accountants)

As of December 31, (\$ in thousands)	NI	BSG	CG	E

CAPITALIZATION AND LIABILITIES				
CAPITALIZATION				
Common Stock Equity	*	*	2,396,266	
Preferred Stocks-				
Subsidiary Companies				-
Series without mandatory redemption provisions				-
Series with mandatory redemption provisions				-
Company-obligated mandatorily redeemable preferred securities of subsidiary trust holding solely Company debentures				-
Long-term debt, excluding amounts due within one year			1,387,780	

Total Capitalization			3,784,046	

CURRENT LIABILITIES				
Current redeemable preferred stock subject to mandatory redemption				-
Current portion of long-term debt				223
Short-term borrowings				830
Accounts payable				357,835
Dividends declared on common and preferred stocks				-
Customer deposits				21,002
Taxes accrued				185,098
Interest accrued				27,183
Overrecovered gas and fuel costs				13,110

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Price risk management liabilities	8,515
Exchange gas payable	411,912
Current deferred revenue	129,597
Other accruals	356,869

Total Current Liabilities	1,512,174

OTHER LIABILITIES AND DEFERRED CREDITS	
Price risk management liabilities	-
Deferred income taxes	805,894
Deferred investment tax credits	28,319
Deferred credits	41,576
Noncurrent deferred revenue	305,388
Accrued liability for postretirement and pension benefits	115,379
Liabilities of discontinued operations	2,095
Other noncurrent liabilities	211,422

Total Other	1,510,073

COMMITMENTS AND CONTINGENCIES	-

TOTAL CAPITALIZATION AND LIABILITIES	6,806,293
=====	

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ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (continued)

F-1 (5 of 8)

NISOURCE INC. AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEET
(Not covered by Report of Independent Public Accountants)

As of December 31, (\$ in thousands)	NESI	NCM	NCT	NCS

ASSETS				
PROPERTY, PLANT AND EQUIPMENT				
Utility plant	*	*	*	-
Accumulated depreciation and amortization				-

Net utility plant				-

Gas and oil producing properties, successful efforts method				
United States cost center				-
Canadian cost center				-
Accumulated depletion				-

Net gas and oil producing properties				-

Other property, at cost, less accumulated depreciation				43,330

Net Property, Plant, and Equipment				43,330

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INVESTMENTS AND OTHER ASSETS	
Equity in undistributed earnings of subsidiaries	-
Assets of discontinued operations	-
Unconsolidated affiliates	-
Assets held for sale	-
Other investments	-

Total Investments	-

CURRENT ASSETS	
Cash and cash equivalents	1,080
Restricted cash	-
Accounts receivable (less reserve)	75,114
Unbilled revenue (less reserve)	-
Gas inventory	-
Underrecovered gas and fuel costs	-
Materials and supplies, at average cost	-
Electric production fuel, at average cost	-
Price risk management assets	-
Exchange gas receivable	-
Prepayments and other	18,945

Total Current Assets	95,139

OTHER ASSETS	
Price risk management assets	-
Regulatory assets	-
Goodwill	-
Intangible assets	21,232
Deferred charges and other	29,234

Total Other Assets	50,466

TOTAL ASSETS	188,935
=====	

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ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (continued) F-1 (6 of 8)

NISOURCE INC. AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEET
(Not covered by Report of Independent Public Accountants)

As of December 31, (\$ in thousands)	NESI	NCM	NCT	NCS

CAPITALIZATION AND LIABILITIES				
CAPITALIZATION				
Common Stock Equity	*	*	*	(20,766)
Preferred Stocks-				
Subsidiary Companies				-

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Series without mandatory redemption provisions	-
Series with mandatory redemption provisions	-
Company-obligated mandatorily redeemable preferred securities of subsidiary trust holding solely Company debentures	-
Long-term debt, excluding amounts due within one year	23,930

Total Capitalization	3,164

CURRENT LIABILITIES	
Current redeemable preferred stock subject to mandatory redemption	-
Current portion of long-term debt	74
Short-term borrowings	37,443
Accounts payable	20,972
Dividends declared on common and preferred stocks	-
Customer deposits	-
Taxes accrued	20,440
Interest accrued	783
Overrecovered gas and fuel costs	-
Price risk management liabilities	-
Exchange gas payable	-
Current deferred revenue	-
Other accruals	57,612

Total Current Liabilities	137,324

OTHER LIABILITIES AND DEFERRED CREDITS	
Price risk management liabilities	-
Deferred income taxes	(6,945)
Deferred investment tax credits	-
Deferred credits	-
Noncurrent deferred revenue	-
Accrued liability for postretirement and pension benefits	55,392
Liabilities of discontinued operations	-
Other noncurrent liabilities	-

Total Other	48,447

COMMITMENTS AND CONTINGENCIES	-

TOTAL CAPITALIZATION AND LIABILITIES	188,935
=====	

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As of December 31, (\$ in thousands)	NFC	NPG	NIFL	NIP
ASSETS				
PROPERTY, PLANT AND EQUIPMENT				
Utility plant	*	*	*	6,415,6
Accumulated depreciation and amortization				(3,547,6
Net utility plant				2,867,9
Gas and oil producing properties, successful efforts method				
United States cost center				
Canadian cost center				
Accumulated depletion				
Net gas and oil producing properties				
Other property, at cost, less accumulated depreciation				2,4
Net Property, Plant, and Equipment				2,870,3
INVESTMENTS AND OTHER ASSETS				
Equity in undistributed earnings of subsidiaries				
Assets of discontinued operations				
Unconsolidated affiliates				
Assets held for sale				
Other investments				6,2
Total Investments				6,2
CURRENT ASSETS				
Cash and cash equivalents				4,3
Restricted cash				
Accounts receivable (less reserve)				94,3
Unbilled revenue (less reserve)				72,3
Gas inventory				15,5
Underrecovered gas and fuel costs				50,0
Materials and supplies, at average cost				44,3
Electric production fuel, at average cost				39,0
Price risk management assets				3,5
Exchange gas receivable				
Prepayments and other				36,2
Total Current Assets				359,6
OTHER ASSETS				
Price risk management assets				
Regulatory assets				225,6
Goodwill				
Intangible assets				25,0
Deferred charges and other				5,0
Total Other Assets				255,7
TOTAL ASSETS				3,492,0

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ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (continued)

F-1 (8 of 8)

NISOURCE INC. AND SUBSIDIARIES
 CONSOLIDATED BALANCE SHEET
 (Not covered by Report of Independent Public Accountants)

As of December 31, (\$ in thousands)	NFC	NPG	NIFL	NIP
CAPITALIZATION AND LIABILITIES				
CAPITALIZATION				
Common Stock Equity	*	*	*	899,6
Preferred Stocks-				
Subsidiary Companies				
Series without mandatory redemption provisions				81,1
Series with mandatory redemption provisions				3,8
Company-obligated mandatorily redeemable preferred securities of subsidiary trust holding solely Company debentures				
Long-term debt, excluding amounts due within one year				713,3
Total Capitalization				1,697,9
CURRENT LIABILITIES				
Current redeemable preferred stock subject to mandatory redemption				
Current portion of long-term debt				130,0
Short-term borrowings				448,8
Accounts payable				187,5
Dividends declared on common and preferred stocks				1,1
Customer deposits				39,3
Taxes accrued				70,9
Interest accrued				9,8
Overrecovered gas and fuel costs				
Price risk management liabilities				8
Exchange gas payable				
Current deferred revenue				
Other accruals				82,5
Total Current Liabilities				971,0
OTHER LIABILITIES AND DEFERRED CREDITS				
Price risk management liabilities				
Deferred income taxes				488,8
Deferred investment tax credits				64,3
Deferred credits				43,1
Noncurrent deferred revenue				
Accrued liability for postretirement and pension benefits				219,0
Liabilities of discontinued operations				
Other noncurrent liabilities				7,7
Total Other				823,1

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 COMMITMENTS AND CONTINGENCIES

TOTAL CAPITALIZATION AND LIABILITIES

3,492,0
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ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (continued)

F-1A (1 of 2)

NISOURCE INC. AND SUBSIDIARIES
 BAY STATE GAS COMPANY AND SUBSIDIARIES
 CONSOLIDATED BALANCE SHEET
 (Not covered by Report of Independent Public Accountants)

As of December 31, (\$ in thousands)	BSG	BSGPE	NU	C
ASSETS				
PROPERTY, PLANT AND EQUIPMENT				
Utility plant	1,162,484	*	257,236	
Accumulated depreciation and amortization	(290,938)		(56,162)	
Net utility plant	871,546		201,074	
Gas and oil producing properties, successful efforts method				
United States cost center	-		-	
Canadian cost center	-		-	
Accumulated depletion	-		-	
Net gas and oil producing properties	-		-	
Other property, at cost, less accumulated depreciation	74		2,206	
Net Property, Plant, and Equipment	871,620		203,280	
INVESTMENTS AND OTHER ASSETS				
Equity in undistributed earnings of subsidiaries	110,850		-	
Assets of discontinued operations	-		-	
Unconsolidated affiliates	32		2	
Assets held for sale	-		-	
Other investments	-		-	
Total Investments	110,882		2	
CURRENT ASSETS				
Cash and cash equivalents	448		316	
Restricted cash	-		-	
Accounts receivable (less reserve)	47,658		15,648	
Unbilled revenue (less reserve)	47,999		7,263	
Gas inventory	19,109		782	

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Underrecovered gas and fuel costs	2,500	2,557
Materials and supplies, at average cost	4,005	738
Electric production fuel, at average cost	-	-
Price risk management assets	-	302
Exchange gas receivable	4,713	11,557
Prepayments and other	12,238	4,038

Total Current Assets	138,670	43,201

OTHER ASSETS		
Price risk management assets	-	45
Regulatory assets	11,716	18,694
Goodwill	-	859
Intangible assets	8,471	870
Deferred charges and other	13,459	1,334

Total Other Assets	33,646	21,802

TOTAL ASSETS	1,154,818	268,285
=====		

* CONFIDENTIAL TREATMENT REQUESTED

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ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (continued) F-1A (2 of 2)

NISOURCE INC. AND SUBSIDIARIES
 BAY STATE GAS COMPANY AND SUBSIDIARIES
 CONSOLIDATED BALANCE SHEET
 (Not covered by Report of Independent Public Accountants)

As of December 31, (\$ in thousands)	BSG	BSGPE	NU	C

CAPITALIZATION AND LIABILITIES				
CAPITALIZATION				
Common Stock Equity	520,652	*	110,745	
Preferred Stocks--				
Subsidiary Companies	-		-	
Series without mandatory redemption provisions	-		-	
Series with mandatory redemption provisions	-		-	
Company-obligated mandatorily redeemable preferred securities of subsidiary trust holding solely Company debentures	-		-	
Long-term debt, excluding amounts due within one year	80,500		5,834	

Total Capitalization	601,152		116,579	

CURRENT LIABILITIES				
Current redeemable preferred stock subject to mandatory redemption	-		-	
Current portion of long-term debt	15,000		61,130	
Short-term borrowings	218,535		11,549	

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Accounts payable	8,913	2,949
Dividends declared on common and preferred stocks	-	-
Customer deposits	2,981	901
Taxes accrued	4,587	2,252
Interest accrued	2,630	173
Overrecovered gas and fuel costs	-	-
Price risk management liabilities	-	(8)
Exchange gas payable	-	-
Current deferred revenue	600	-
Other accruals	35,005	11,323

Total Current Liabilities	288,251	90,269

OTHER LIABILITIES AND DEFERRED CREDITS		
Price risk management liabilities	-	8
Deferred income taxes	244,923	50,888
Deferred investment tax credits	2,613	264
Deferred credits	-	-
Noncurrent deferred revenue	-	-
Accrued liability for postretirement and pension benefits	10,162	2,328
Liabilities of discontinued operations	-	-
Other noncurrent liabilities	7,717	7,949

Total Other	265,415	61,437

COMMITMENTS AND CONTINGENCIES	-	-

TOTAL CAPITALIZATION AND LIABILITIES	1,154,818	268,285
=====		

* CONFIDENTIAL TREATMENT REQUESTED

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ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (continued) F-1B (1 of 10)

NISOURCE INC. AND SUBSIDIARIES
COLUMBIA ENERGY GROUP AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEET
(Not covered by Report of Independent Public Accountants)

As of December 31, (\$ in thousands)	F-1B Page 3	F-1B Page 5	F-1B Page 7	F-1B Page 9	Comb

ASSETS					
PROPERTY, PLANT AND EQUIPMENT					
Utility plant	*	*	*	*	*
Accumulated depreciation and amortization					

Net utility plant					

Gas and oil producing properties, successful efforts method United States cost center					

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Canadian cost center
Accumulated depletion

Net gas and oil producing properties

Other property, at cost, less accumulated
depreciation

Net Property, Plant, and Equipment

INVESTMENTS AND OTHER ASSETS
Equity in undistributed earnings of subsidiaries
Assets of discontinued operations
Unconsolidated affiliates
Assets held for sale
Other investments

Total Investments

CURRENT ASSETS
Cash and cash equivalents
Restricted cash
Accounts receivable (less reserve)
Unbilled revenue (less reserve)
Gas inventory
Underrecovered gas and fuel costs
Materials and supplies, at average cost
Electric production fuel, at average cost
Price risk management assets
Exchange gas receivable
Prepayments and other

Total Current Assets

OTHER ASSETS
Price risk management assets
Regulatory assets
Goodwill
Intangible assets
Deferred charges and other

Total Other Assets

TOTAL ASSETS
=====

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As of December 31, (\$ in thousands)	F-1B Page 4	F-1B Page 6	F-1B Page 8	F-1B Page 10	Comb
CAPITALIZATION AND LIABILITIES					
CAPITALIZATION					
Common Stock Equity	*	*	*	*	*
Preferred Stocks--					
Subsidiary Companies					
Series without mandatory redemption provisions					
Series with mandatory redemption provisions					
Company-obligated mandatorily redeemable preferred securities of subsidiary trust holding solely Company debentures					
Long-term debt, excluding amounts due within one year					
Total Capitalization					
CURRENT LIABILITIES					
Current redeemable preferred stock subject to mandatory redemption					
Current portion of long-term debt					
Short-term borrowings					
Accounts payable					
Dividends declared on common and preferred stocks					
Customer deposits					
Taxes accrued					
Interest accrued					
Overrecovered gas and fuel costs					
Price risk management liabilities					
Exchange gas payable					
Current deferred revenue					
Other accruals					
Total Current Liabilities					
OTHER LIABILITIES AND DEFERRED CREDITS					
Price risk management liabilities					
Deferred income taxes					
Deferred investment tax credits					
Deferred credits					
Noncurrent deferred revenue					
Accrued liability for postretirement and pension benefits					
Liabilities of discontinued operations					
Other noncurrent liabilities					
Total Other					
COMMITMENTS AND CONTINGENCIES					
TOTAL CAPITALIZATION AND LIABILITIES					

* CONFIDENTIAL TREATMENT REQUESTED

ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (continued)

F-1B (3 of 10)

NISOURCE INC. AND SUBSIDIARIES
 COLUMBIA ENERGY GROUP AND SUBSIDIARIES
 CONSOLIDATED BALANCE SHEET
 (Not covered by Report of Independent Public Accountants)

As of December 31, (\$ in thousands)	CG	CAT	CCC	CER	CES
ASSETS					
PROPERTY, PLANT AND EQUIPMENT					
Utility plant	*	*	*	*	*
Accumulated depreciation and amortization					
<hr/>					
Net utility plant					
<hr/>					
Gas and oil producing properties, successful efforts method					
United States cost center					
Canadian cost center					
Accumulated depletion					
<hr/>					
Net gas and oil producing properties					
<hr/>					
Other property, at cost, less accumulated depreciation					
<hr/>					
Net Property, Plant, and Equipment					
<hr/>					
INVESTMENTS AND OTHER ASSETS					
Equity in undistributed earnings of subsidiaries					
Assets of discontinued operations					
Unconsolidated affiliates					
Assets held for sale					
Other investments					
<hr/>					
Total Investments					
<hr/>					
CURRENT ASSETS					
Cash and cash equivalents					
Restricted cash					
Accounts receivable (less reserve)					
Unbilled revenue (less reserve)					
Gas inventory					
Underrecovered gas and fuel costs					
Materials and supplies, at average cost					
Electric production fuel, at average cost					
Price risk management assets					
Exchange gas receivable					
Prepayments and other					
<hr/>					
Total Current Assets					

 OTHER ASSETS
 Price risk management assets
 Regulatory assets
 Goodwill
 Intangible assets
 Deferred charges and other

Total Other Assets

TOTAL ASSETS
 =====

* CONFIDENTIAL TREATMENT REQUESTED

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ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (continued) F-1B (4 of 10)

NISOURCE INC. AND SUBSIDIARIES
 COLUMBIA ENERGY GROUP AND SUBSIDIARIES
 CONSOLIDATED BALANCE SHEET
 (Not covered by Report of Independent Public Accountants)

As of December 31, (\$ in thousands)	CG	CAT	CCC	CER	CES

CAPITALIZATION AND LIABILITIES					
CAPITALIZATION					
Common Stock Equity	*	*	*	*	*
Preferred Stocks--					
Subsidiary Companies					
Series without mandatory redemption provisions					
Series with mandatory redemption provisions					
Company-obligated mandatorily redeemable preferred securities of subsidiary trust holding solely Company debentures					
Long-term debt, excluding amounts due within one year					

Total Capitalization					

CURRENT LIABILITIES					
Current redeemable preferred stock subject to mandatory redemption					
Current portion of long-term debt					
Short-term borrowings					
Accounts payable					
Dividends declared on common and preferred stocks					
Customer deposits					
Taxes accrued					
Interest accrued					
Overrecovered gas and fuel costs					
Price risk management liabilities					
Exchange gas payable					

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Current deferred revenue
Other accruals

Total Current Liabilities

OTHER LIABILITIES AND DEFERRED CREDITS

Price risk management liabilities
Deferred income taxes
Deferred investment tax credits
Deferred credits
Noncurrent deferred revenue
Accrued liability for postretirement and pension
benefits
Liabilities of discontinued operations
Other noncurrent liabilities

Total Other

COMMITMENTS AND CONTINGENCIES

TOTAL CAPITALIZATION AND LIABILITIES
=====

* CONFIDENTIAL TREATMENT REQUESTED

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ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (continued)

F-1B (5 of 10)

NISOURCE INC. AND SUBSIDIARIES
COLUMBIA ENERGY GROUP AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEET
(Not covered by Report of Independent Public Accountants)

As of December 31, (\$ in thousands)	CKY	CMD	COH	CPA	CG
ASSETS					
PROPERTY, PLANT AND EQUIPMENT					
Utility plant	233,229	84,414	1,542,682	661,495	500
Accumulated depreciation and amortization	(105,257)	(36,038)	(670,291)	(224,413)	(121)
Net utility plant	127,972	48,376	872,391	437,082	379
Gas and oil producing properties, successful efforts method					
United States cost center	-	-	-	-	-
Canadian cost center	-	-	-	-	-
Accumulated depletion	-	-	-	-	-
Net gas and oil producing properties	-	-	-	-	-
Other property, at cost, less accumulated depreciation	-	-	-	-	-

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Net Property, Plant, and Equipment	127,972	48,376	872,391	437,082	379

INVESTMENTS AND OTHER ASSETS					
Equity in undistributed earnings of subsidiaries	-	-	-	-	-
Assets of discontinued operations	-	-	-	-	-
Unconsolidated affiliates	-	-	-	-	-
Assets held for sale	-	-	-	-	-
Other investments	-	-	-	-	-

Total Investments	-	-	-	-	-

CURRENT ASSETS					
Cash and cash equivalents	944	292	3,970	4,300	1
Restricted cash	-	-	-	-	-
Accounts receivable (less reserve)	25,819	13,435	67,453	60,823	30
Unbilled revenue (less reserve)	10,652	3,855	101,870	41,027	18
Gas inventory	10,906	3,488	131,407	53,180	15
Underrecovered gas and fuel costs	8,441	-	31,210	50,438	-
Materials and supplies, at average cost	-	132	-	-	-
Electric production fuel, at average cost	-	-	-	-	-
Price risk management assets	-	-	-	-	-
Exchange gas receivable	7,053	5,045	28,957	17,900	1
Prepayments and other	1,385	2,202	56,536	13,253	11

Total Current Assets	65,200	28,449	421,403	240,921	78

OTHER ASSETS					
Price risk management assets	-	-	-	-	-
Regulatory assets	5,521	2,005	201,801	68,876	7
Goodwill	-	-	-	-	-
Intangible assets	66	20	968	295	-
Deferred charges and other	777	493	70,211	2,249	5

Total Other Assets	6,364	2,518	272,980	71,420	12

TOTAL ASSETS	199,536	79,343	1,566,774	749,423	470

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ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (continued)

F-1B (6 of 10)

NISOURCE INC. AND SUBSIDIARIES
COLUMBIA ENERGY GROUP AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEET
(Not covered by Report of Independent Public Accountants)

As of December 31, (\$ in thousands)

CKY

CMD

COH

CPA

CAPITALIZATION AND LIABILITIES
CAPITALIZATION

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Common Stock Equity	70,636	28,404	436,965	206,881	1
Preferred Stocks--					
Subsidiary Companies	-	-	-	-	
Series without mandatory redemption provisions	-	-	-	-	
Series with mandatory redemption provisions	-	-	-	-	
Company-obligated mandatorily redeemable preferred securities of subsidiary trust holding solely Company debentures	-	-	-	-	
Long-term debt, excluding amounts due within one year	42,181	18,975	307,055	185,215	1
Total Capitalization	112,817	47,379	744,020	392,096	2
CURRENT LIABILITIES					
Current redeemable preferred stock subject to mandatory redemption	-	-	-	-	
Current portion of long-term debt	-	-	177	-	
Short-term borrowings	29	-	-	55,901	
Accounts payable	19,042	6,209	139,327	51,498	
Dividends declared on common and preferred stocks	-	-	-	-	
Customer deposits	2,556	389	10,944	2,303	
Taxes accrued	5,074	1,197	71,184	(4,280)	
Interest accrued	630	1	1,331	13	
Overrecovered gas and fuel costs	-	1,043	-	-	
Price risk management liabilities	239	77	2,311	716	
Exchange gas payable	29,314	6,462	214,833	63,453	
Current deferred revenue	-	-	-	-	
Other accruals	11,921	7,212	133,645	46,032	
Total Current Liabilities	68,805	22,590	573,752	215,636	1
OTHER LIABILITIES AND DEFERRED CREDITS					
Price risk management liabilities	-	-	-	-	
Deferred income taxes	10,882	5,619	120,491	103,927	
Deferred investment tax credits	1,302	749	15,766	7,506	
Deferred credits	-	-	-	-	
Noncurrent deferred revenue	-	-	-	-	
Accrued liability for postretirement and pension benefits	843	1,531	52,205	13,056	
Liabilities of discontinued operations	-	-	-	-	
Other noncurrent liabilities	4,887	1,475	60,540	17,202	
Total Other Liabilities and Deferred Credits	17,914	9,374	249,002	141,691	
COMMITMENTS AND CONTINGENCIES					
	-	-	-	-	
TOTAL CAPITALIZATION AND LIABILITIES	199,536	79,343	1,566,774	749,423	4

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CONSOLIDATED BALANCE SHEET
(Not covered by Report of Independent Public Accountants)

As of December 31, (\$ in thousands)	CGT	CLNG	CNS	C
ASSETS				
PROPERTY, PLANT AND EQUIPMENT				
Utility plant	1,353,923	*		*
Accumulated depreciation and amortization	(1,080,627)			
Net utility plant	273,296			
Gas and oil producing properties, successful efforts method				
United States cost center	-			
Canadian cost center	-			
Accumulated depletion	-			
Net gas and oil producing properties	-			
Other property, at cost, less accumulated depreciation	-			
Net Property, Plant, and Equipment	273,296			
INVESTMENTS AND OTHER ASSETS				
Equity in undistributed earnings of subsidiaries	-			
Assets of discontinued operations	-			
Unconsolidated affiliates	-			
Assets held for sale	-			
Other investments	-			
Total Investments	-			
CURRENT ASSETS				
Cash and cash equivalents	3			
Restricted cash	-			
Accounts receivable (less reserve)	10,410			
Unbilled revenue (less reserve)	153			
Gas inventory	-			
Underrecovered gas and fuel costs	-			
Materials and supplies, at average cost	7,187			
Electric production fuel, at average cost	-			
Price risk management assets	-			
Exchange gas receivable	9,230			
Prepayments and other	8,774			
Total Current Assets	35,757			
OTHER ASSETS				
Price risk management assets	-			
Regulatory assets	6,118			
Goodwill	-			
Intangible assets	143			
Deferred charges and other	1,138			

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Total Other Assets	7,399

TOTAL ASSETS	316,452
=====	

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ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (continued) F-1B (8 of 10)

NISOURCE INC. AND SUBSIDIARIES
COLUMBIA ENERGY GROUP AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEET
(Not covered by Report of Independent Public Accountants)

As of December 31, (\$ in thousands)	CGT	CLNG	CNS	C

CAPITALIZATION AND LIABILITIES				
CAPITALIZATION				
Common Stock Equity	123,333	*	*	
Preferred Stocks--				
Subsidiary Companies	-			
Series without mandatory redemption provisions	-			
Series with mandatory redemption provisions	-			
Company-obligated mandatorily redeemable preferred securities of subsidiary trust holding solely Company debentures	-			
Long-term debt, excluding amounts due within one year	67,890			

Total Capitalization	191,223			

CURRENT LIABILITIES				
Current redeemable preferred stock subject to mandatory redemption	-			
Current portion of long-term debt	-			
Short-term borrowings	41,705			
Accounts payable	8,794			
Dividends declared on common and preferred stocks	-			
Customer deposits	-			
Taxes accrued	6,952			
Interest accrued	137			
Overrecovered gas and fuel costs	-			
Price risk management liabilities	-			
Exchange gas payable	6,455			
Current deferred revenue	-			
Other accruals	18,233			

Total Current Liabilities	82,276			

OTHER LIABILITIES AND DEFERRED CREDITS				
Price risk management liabilities	-			
Deferred income taxes	29,906			

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Deferred investment tax credits	216
Deferred credits	-
Noncurrent deferred revenue	-
Accrued liability for postretirement and pension benefits	6,886
Liabilities of discontinued operations	-
Other noncurrent liabilities	5,945

Total Other	42,953

COMMITMENTS AND CONTINGENCIES	-

TOTAL CAPITALIZATION AND LIABILITIES	316,452
=====	

* CONFIDENTIAL TREATMENT REQUESTED

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ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (continued) F-1B (9 of 10)

NISOURCE INC. AND SUBSIDIARIES
 COLUMBIA ENERGY GROUP AND SUBSIDIARIES
 CONSOLIDATED BALANCE SHEET
 (Not covered by Report of Independent Public Accountants)

As of December 31, (\$ in thousands)	CTC	NICL

ASSETS		
PROPERTY, PLANT AND EQUIPMENT		
Utility plant	*	*
Accumulated depreciation and amortization		

Net utility plant		

Gas and oil producing properties, successful efforts method		
United States cost center		
Canadian cost center		
Accumulated depletion		

Net gas and oil producing properties		

Other property, at cost, less accumulated depreciation		

Net Property, Plant, and Equipment		

INVESTMENTS AND OTHER ASSETS		
Equity in undistributed earnings of subsidiaries		
Assets of discontinued operations		
Unconsolidated affiliates		
Assets held for sale		
Other investments		

Total Investments		

CURRENT ASSETS

Cash and cash equivalents
 Restricted cash
 Accounts receivable (less reserve)
 Unbilled revenue (less reserve)
 Gas inventory
 Underrecovered gas and fuel costs
 Materials and supplies, at average cost
 Electric production fuel, at average cost
 Price risk management assets
 Exchange gas receivable
 Prepayments and other

Total Current Assets

OTHER ASSETS

Price risk management assets
 Regulatory assets
 Goodwill
 Intangible assets
 Deferred charges and other

Total Other Assets

TOTAL ASSETS

* CONFIDENTIAL TREATMENT REQUESTED

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ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (continued)

F-1B (10 of 10)

NISOURCE INC. AND SUBSIDIARIES
 COLUMBIA ENERGY GROUP AND SUBSIDIARIES
 CONSOLIDATED BALANCE SHEET

(Not covered by Report of Independent Public Accountants)

As of December 31, (\$ in thousands)

CTC

NICL

CAPITALIZATION AND LIABILITIES

CAPITALIZATION

Common Stock Equity

*

*

Preferred Stocks--

Subsidiary Companies

Series without mandatory redemption provisions

Series with mandatory redemption provisions

Company-obligated mandatorily redeemable preferred

securities of subsidiary trust holding solely Company
 debentures

Long-term debt, excluding amounts due within one year

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Total Capitalization

CURRENT LIABILITIES

Current redeemable preferred stock subject to
 mandatory redemption
 Current portion of long-term debt
 Short-term borrowings
 Accounts payable
 Dividends declared on common and preferred stocks
 Customer deposits
 Taxes accrued
 Interest accrued
 Overrecovered gas and fuel costs
 Price risk management liabilities
 Exchange gas payable
 Current deferred revenue
 Other accruals

Total Current Liabilities

OTHER LIABILITIES AND DEFERRED CREDITS

Price risk management liabilities
 Deferred income taxes
 Deferred investment tax credits
 Deferred credits
 Noncurrent deferred revenue
 Accrued liability for postretirement and pension benefits
 Liabilities of discontinued operations
 Other noncurrent liabilities

Total Other

COMMITMENTS AND CONTINGENCIES

TOTAL CAPITALIZATION AND LIABILITIES

* CONFIDENTIAL TREATMENT REQUESTED

ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (continued)

F-1C (1 of 2)

NISOURCE INC. AND SUBSIDIARIES
 COLUMBIA ENERGY GROUP AND SUBSIDIARIES
 CONSOLIDATED BALANCE SHEET
 (Not covered by Report of Independent Public Accountants)

As of December 31, (\$ in thousands)	CCC	TGT	Combined	Consolidated
ASSETS				
PROPERTY, PLANT AND EQUIPMENT				
Utility plant	*	*	*	*

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Accumulated depreciation and amortization

Net utility plant

Gas and oil producing properties, successful efforts method
United States cost center
Canadian cost center
Accumulated depletion

Net gas and oil producing properties

Other property, at cost, less accumulated depreciation

Net Property, Plant, and Equipment

INVESTMENTS AND OTHER ASSETS

Equity in undistributed earnings of subsidiaries
Assets of discontinued operations
Unconsolidated affiliates
Assets held for sale
Other investments

Total Investments

CURRENT ASSETS

Cash and cash equivalents
Restricted cash
Accounts receivable (less reserve)
Unbilled revenue (less reserve)
Gas inventory
Underrecovered gas and fuel costs
Materials and supplies, at average cost
Electric production fuel, at average cost
Price risk management assets
Exchange gas receivable
Prepayments and other

Total Current Assets

OTHER ASSETS

Price risk management assets
Regulatory assets
Goodwill
Intangible assets
Deferred charges and other

Total Other Assets

TOTAL ASSETS

* CONFIDENTIAL TREATMENT REQUESTED

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NISOURCE INC. AND SUBSIDIARIES
 COLUMBIA ENERGY GROUP CAPITAL CORPORATION AND SUBSIDIARIES
 CONSOLIDATED BALANCE SHEET
 (Not covered by Report of Independent Public Accountants)

As of December 31, (\$ in thousands)	CCC	TGT	Combined
CAPITALIZATION AND LIABILITIES			
CAPITALIZATION			
Common Stock Equity	*	*	*
Preferred Stocks--			
Subsidiary Companies			
Series without mandatory redemption provisions			
Series with mandatory redemption provisions			
Company-obligated mandatorily redeemable preferred securities of subsidiary trust holding solely Company debentures			
Long-term debt, excluding amounts due within one year			
<hr style="border-top: 1px dashed black;"/>			
Total Capitalization			
<hr style="border-top: 1px dashed black;"/>			
CURRENT LIABILITIES			
Current redeemable preferred stock subject to mandatory redemption			
Current portion of long-term debt			
Short-term borrowings			
Accounts payable			
Dividends declared on common and preferred stocks			
Customer deposits			
Taxes accrued			
Interest accrued			
Overrecovered gas and fuel costs			
Price risk management liabilities			
Exchange gas payable			
Current deferred revenue			
Other accruals			
<hr style="border-top: 1px dashed black;"/>			
Total Current Liabilities			
<hr style="border-top: 1px dashed black;"/>			
OTHER LIABILITIES AND DEFERRED CREDITS			
Price risk management liabilities			
Deferred income taxes			
Deferred investment tax credits			
Deferred credits			
Noncurrent deferred revenue			
Accrued liability for postretirement and pension benefits			
Liabilities of discontinued operations			
Other noncurrent liabilities			
<hr style="border-top: 1px dashed black;"/>			
Total Other			
<hr style="border-top: 1px dashed black;"/>			
COMMITMENTS AND CONTINGENCIES			
<hr style="border-top: 1px dashed black;"/>			
TOTAL CAPITALIZATION AND LIABILITIES			
<hr style="border-top: 3px double black;"/>			

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ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (continued)

F-1D (1 of 4)

NISOURCE INC. AND SUBSIDIARIES
 COLUMBIA ENERGY RESOURCES INC. AND SUBSIDIARIES
 CONSOLIDATED BALANCE SHEET
 (Not covered by Report of Independent Public Accountants)

As of December 31, (\$ in thousands)	F-1D Page 3	CER	AD	Comb
ASSETS				
PROPERTY, PLANT AND EQUIPMENT				
Utility plant	*	*	*	
Accumulated depreciation and amortization				
<hr/>				
Net utility plant				
<hr/>				
Gas and oil producing properties, successful efforts method				
United States cost center				
Canadian cost center				
Accumulated depletion				
<hr/>				
Net gas and oil producing properties				
<hr/>				
Other property, at cost, less accumulated depreciation				
<hr/>				
Net Property, Plant, and Equipment				
<hr/>				
INVESTMENTS AND OTHER ASSETS				
Equity in undistributed earnings of subsidiaries				
Assets of discontinued operations				
Unconsolidated affiliates				
Assets held for sale				
Other investments				
<hr/>				
Total Investments				
<hr/>				
CURRENT ASSETS				
Cash and cash equivalents				
Restricted cash				
Accounts receivable (less reserve)				
Unbilled revenue (less reserve)				
Gas inventory				
Underrecovered gas and fuel costs				
Materials and supplies, at average cost				
Electric production fuel, at average cost				
Price risk management assets				
Exchange gas receivable				
Prepayments and other				

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 Total Current Assets

OTHER ASSETS
 Price risk management assets
 Regulatory assets
 Goodwill
 Intangible assets
 Deferred charges and other

 Total Other Assets

TOTAL ASSETS
 =====

* CONFIDENTIAL TREATMENT REQUESTED

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ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (continued) F-1D (2 of 4)

NISOURCE INC. AND SUBSIDIARIES
 COLUMBIA ENERGY RESOURCES INC. AND SUBSIDIARIES
 CONSOLIDATED BALANCE SHEET
 (Not covered by Report of Independent Public Accountants)

As of December 31, (\$ in thousands)	F-1D Page 4	CER	AD	Comb
CAPITALIZATION AND LIABILITIES				
CAPITALIZATION				
Common Stock Equity	*	*	*	
Preferred Stocks--				
Subsidiary Companies				
Series without mandatory redemption provisions				
Series with mandatory redemption provisions				
Company-obligated mandatorily redeemable preferred securities of subsidiary trust holding solely Company debentures				
Long-term debt, excluding amounts due within one year				

Total Capitalization				

CURRENT LIABILITIES

- Current redeemable preferred stock subject to mandatory redemption
- Current portion of long-term debt
- Short-term borrowings
- Accounts payable
- Dividends declared on common and preferred stocks
- Customer deposits
- Taxes accrued
- Interest accrued
- Overrecovered gas and fuel costs

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Price risk management liabilities
 Exchange gas payable
 Current deferred revenue
 Other accruals

 Total Current Liabilities

OTHER LIABILITIES AND DEFERRED CREDITS

Price risk management liabilities
 Deferred income taxes
 Deferred investment tax credits
 Deferred credits
 Noncurrent deferred revenue
 Accrued liability for postretirement and pension benefits
 Liabilities of discontinued operations
 Other noncurrent liabilities

 Total Other

COMMITMENTS AND CONTINGENCIES

 TOTAL CAPITALIZATION AND LIABILITIES
 =====

* CONFIDENTIAL TREATMENT REQUESTED

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ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (continued)

F-1D (3 of 4)

NISOURCE INC. AND SUBSIDIARIES
 COLUMBIA ENERGY RESOURCES INC. AND SUBSIDIARIES
 CONSOLIDATED BALANCE SHEET
 (Not covered by Report of Independent Public Accountants)

As of December 31, (\$ in thousands)	CNR	CNRCL	HH	F-1D T
ASSETS				
PROPERTY, PLANT AND EQUIPMENT				
Utility plant	*	*	*	
Accumulated depreciation and amortization				

Net utility plant				

Gas and oil producing properties, successful efforts method				
United States cost center				
Canadian cost center				
Accumulated depletion				

Net gas and oil producing properties				

Other property, at cost, less accumulated depreciation				

Net Property, Plant, and Equipment				

 INVESTMENTS AND OTHER ASSETS

Equity in undistributed earnings of subsidiaries
 Assets of discontinued operations
 Unconsolidated affiliates
 Assets held for sale
 Other investments

 Total Investments

CURRENT ASSETS

Cash and cash equivalents
 Restricted cash
 Accounts receivable (less reserve)
 Unbilled revenue (less reserve)
 Gas inventory
 Underrecovered gas and fuel costs
 Materials and supplies, at average cost
 Electric production fuel, at average cost
 Price risk management assets
 Exchange gas receivable
 Prepayments and other

 Total Current Assets

OTHER ASSETS

Price risk management assets
 Regulatory assets
 Goodwill
 Intangible assets
 Deferred charges and other

 Total Other Assets

TOTAL ASSETS
 =====

* CONFIDENTIAL TREATMENT REQUESTED

ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (continued)

F-1D (4 of 4)

NISOURCE INC. AND SUBSIDIARIES
 COLUMBIA ENERGY RESOURCES INC. AND SUBSIDIARIES
 CONSOLIDATED BALANCE SHEET
 (Not covered by Report of Independent Public Accountants)

As of December 31, (\$ in thousands)

CNR

CNRCL

HH

F-1D

T

 CAPITALIZATION AND LIABILITIES

CAPITALIZATION

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Common Stock Equity * * *

Preferred Stocks--

- Subsidiary Companies
- Series without mandatory redemption provisions
- Series with mandatory redemption provisions

Company-obligated mandatorily redeemable preferred securities of subsidiary trust holding solely Company debentures

Long-term debt, excluding amounts due within one year

Total Capitalization

CURRENT LIABILITIES

- Current redeemable preferred stock subject to mandatory redemption
- Current portion of long-term debt
- Short-term borrowings
- Accounts payable
- Dividends declared on common and preferred stocks
- Customer deposits
- Taxes accrued
- Interest accrued
- Overrecovered gas and fuel costs
- Price risk management liabilities
- Exchange gas payable
- Current deferred revenue
- Other accruals

Total Current Liabilities

OTHER LIABILITIES AND DEFERRED CREDITS

- Price risk management liabilities
- Deferred income taxes
- Deferred investment tax credits
- Deferred credits
- Noncurrent deferred revenue
- Accrued liability for postretirement and pension benefits
- Liabilities of discontinued operations
- Other noncurrent liabilities

Total Other

COMMITMENTS AND CONTINGENCIES

TOTAL CAPITALIZATION AND LIABILITIES

=====

* CONFIDENTIAL TREATMENT REQUESTED

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As of December 31, (\$ in thousands)	CFC	CAR	Combined	Co
ASSETS				
PROPERTY, PLANT AND EQUIPMENT				
Utility plant	*	*	*	
Accumulated depreciation and amortization				
<hr/>				
Net utility plant				
<hr/>				
Gas and oil producing properties, successful efforts method				
United States cost center				
Canadian cost center				
Accumulated depletion				
<hr/>				
Net gas and oil producing properties				
<hr/>				
Other property, at cost, less accumulated depreciation				
<hr/>				
Net Property, Plant, and Equipment				
<hr/>				
INVESTMENTS AND OTHER ASSETS				
Equity in undistributed earnings of subsidiaries				
Assets of discontinued operations				
Unconsolidated affiliates				
Assets held for sale				
Other investments				
<hr/>				
Total Investments				
<hr/>				
CURRENT ASSETS				
Cash and cash equivalents				
Restricted cash				
Accounts receivable (less reserve)				
Unbilled revenue (less reserve)				
Gas inventory				
Underrecovered gas and fuel costs				
Materials and supplies, at average cost				
Electric production fuel, at average cost				
Price risk management assets				
Exchange gas receivable				
Prepayments and other				
<hr/>				
Total Current Assets				
<hr/>				
OTHER ASSETS				
Price risk management assets				
Regulatory assets				
Goodwill				
Intangible assets				
Deferred charges and other				
<hr/>				
Total Other Assets				
<hr/>				
TOTAL ASSETS				

* CONFIDENTIAL TREATMENT REQUESTED

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ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (continued)

F-1E (2 of 2)

NISOURCE INC. AND SUBSIDIARIES
COLUMBIA FINANCE CORPORATION AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEET
(Not covered by Report of Independent Public Accountants)

As of December 31, (\$ in thousands)	CFC	CAR	Combined	Co
<hr/>				
CAPITALIZATION AND LIABILITIES				
CAPITALIZATION				
Common Stock Equity	*	*	*	
Preferred Stocks--				
Subsidiary Companies				
Series without mandatory redemption provisions				
Series with mandatory redemption provisions				
Company-obligated mandatorily redeemable preferred securities of subsidiary trust holding solely Company debentures				
Long-term debt, excluding amounts due within one year				
<hr/>				
Total Capitalization				
<hr/>				
CURRENT LIABILITIES				
Current redeemable preferred stock subject to mandatory redemption				
Current portion of long-term debt				
Short-term borrowings				
Accounts payable				
Dividends declared on common and preferred stocks				
Customer deposits				
Taxes accrued				
Interest accrued				
Overrecovered gas and fuel costs				
Price risk management liabilities				
Exchange gas payable				
Current deferred revenue				
Other accruals				
<hr/>				
Total Current Liabilities				
<hr/>				
OTHER LIABILITIES AND DEFERRED CREDITS				
Price risk management liabilities				
Deferred income taxes				
Deferred investment tax credits				
Deferred credits				
Noncurrent deferred revenue				

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Accrued liability for postretirement and pension benefits
 Liabilities of discontinued operations
 Other noncurrent liabilities

 Total Other

 COMMITMENTS AND CONTINGENCIES

 TOTAL CAPITALIZATION AND LIABILITIES
 =====

* CONFIDENTIAL TREATMENT REQUESTED

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ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (continued) F-1F (1 of 2)

NISOURCE INC. AND SUBSIDIARIES
 COLUMBIA NETWORK SERVICES CORPORATION AND SUBSIDIARIES
 CONSOLIDATED BALANCE SHEET
 (Not covered by Report of Independent Public Accountants)

As of December 31, (\$ in thousands)	CNS	CMC	Combined	Co

ASSETS				
PROPERTY, PLANT AND EQUIPMENT				
Utility plant	*	*	*	
Accumulated depreciation and amortization				

Net utility plant				

Gas and oil producing properties, successful efforts method				
United States cost center				
Canadian cost center				
Accumulated depletion				

Net gas and oil producing properties				

Other property, at cost, less accumulated depreciation				

Net Property, Plant, and Equipment				

INVESTMENTS AND OTHER ASSETS				
Equity in undistributed earnings of subsidiaries				
Assets of discontinued operations				
Unconsolidated affiliates				
Assets held for sale				
Other investments				

Total Investments				

CURRENT ASSETS				
Cash and cash equivalents				

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Restricted cash
 Accounts receivable (less reserve)
 Unbilled revenue (less reserve)
 Gas inventory
 Underrecovered gas and fuel costs
 Materials and supplies, at average cost
 Electric production fuel, at average cost
 Price risk management assets
 Exchange gas receivable
 Prepayments and other

 Total Current Assets

OTHER ASSETS

Price risk management assets
 Regulatory assets
 Goodwill
 Intangible assets
 Deferred charges and other

 Total Other Assets

TOTAL ASSETS
 =====

* CONFIDENTIAL TREATMENT REQUESTED

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ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (continued)

F-1F (2 of 2)

NISOURCE INC. AND SUBSIDIARIES
 COLUMBIA NETWORK SERVICES CORPORATION AND SUBSIDIARIES
 CONSOLIDATED BALANCE SHEET
 (Not covered by Report of Independent Public Accountants)

As of December 31, (\$ in thousands)	CNS	CMC	Combined	Co
CAPITALIZATION AND LIABILITIES				
CAPITALIZATION				
Common Stock Equity	*	*	*	
Preferred Stocks--				
Subsidiary Companies				
Series without mandatory redemption provisions				
Series with mandatory redemption provisions				
Company-obligated mandatorily redeemable preferred securities of subsidiary trust holding solely Company debentures				
Long-term debt, excluding amounts due within one year				

Total Capitalization				

CURRENT LIABILITIES				

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Current redeemable preferred stock subject to
 mandatory redemption
 Current portion of long-term debt
 Short-term borrowings
 Accounts payable
 Dividends declared on common and preferred stocks
 Customer deposits
 Taxes accrued
 Interest accrued
 Overrecovered gas and fuel costs
 Price risk management liabilities
 Exchange gas payable
 Current deferred revenue
 Other accruals

 Total Current Liabilities

OTHER LIABILITIES AND DEFERRED CREDITS

Price risk management liabilities
 Deferred income taxes
 Deferred investment tax credits
 Deferred credits
 Noncurrent deferred revenue
 Accrued liability for postretirement and pension benefits
 Liabilities of discontinued operations
 Other noncurrent liabilities

 Total Other

COMMITMENTS AND CONTINGENCIES

 TOTAL CAPITALIZATION AND LIABILITIES
 =====

* CONFIDENTIAL TREATMENT REQUESTED

ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (continued)

F-1G (1 of 2)

NISOURCE INC. AND SUBSIDIARIES
 COLUMBIA PIPELINE CORPORATION AND SUBSIDIARIES
 CONSOLIDATED BALANCE SHEET
 (Not covered by Report of Independent Public Accountants)

As of December 31, (\$ in thousands)	CPL	CDW	Combined	Co

ASSETS				
PROPERTY, PLANT AND EQUIPMENT				
Utility plant	*	*	*	
Accumulated depreciation and amortization				

Net utility plant				

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Gas and oil producing properties, successful efforts method
 United States cost center
 Canadian cost center
Accumulated depletion

Net gas and oil producing properties

Other property, at cost, less accumulated depreciation

Net Property, Plant, and Equipment

INVESTMENTS AND OTHER ASSETS
 Equity in undistributed earnings of subsidiaries
 Assets of discontinued operations
 Unconsolidated affiliates
 Assets held for sale
 Other investments

Total Investments

CURRENT ASSETS
 Cash and cash equivalents
 Restricted cash
 Accounts receivable (less reserve)
 Unbilled revenue (less reserve)
 Gas inventory
 Underrecovered gas and fuel costs
 Materials and supplies, at average cost
 Electric production fuel, at average cost
 Price risk management assets
 Exchange gas receivable
 Prepayments and other

Total Current Assets

OTHER ASSETS
 Price risk management assets
 Regulatory assets
 Goodwill
 Intangible assets
 Deferred charges and other

Total Other Assets

TOTAL ASSETS
=====

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(Not covered by Report of Independent Public Accountants)

As of December 31, (\$ in thousands)	CPL	CDW	Combined
CAPITALIZATION AND LIABILITIES			
CAPITALIZATION			
Common Stock Equity	*	*	*
Preferred Stocks--			
Subsidiary Companies			
Series without mandatory redemption provisions			
Series with mandatory redemption provisions			
Company-obligated mandatorily redeemable preferred securities of subsidiary trust holding solely Company debentures			
Long-term debt, excluding amounts due within one year			
Total Capitalization			
CURRENT LIABILITIES			
Current redeemable preferred stock subject to mandatory redemption			
Current portion of long-term debt			
Short-term borrowings			
Accounts payable			
Dividends declared on common and preferred stocks			
Customer deposits			
Taxes accrued			
Interest accrued			
Overrecovered gas and fuel costs			
Price risk management liabilities			
Exchange gas payable			
Current deferred revenue			
Other accruals			
Total Current Liabilities			
OTHER LIABILITIES AND DEFERRED CREDITS			
Price risk management liabilities			
Deferred income taxes			
Deferred investment tax credits			
Deferred credits			
Noncurrent deferred revenue			
Accrued liability for postretirement and pension benefits			
Liabilities of discontinued operations			
Other noncurrent liabilities			
Total Other			
COMMITMENTS AND CONTINGENCIES			
TOTAL CAPITALIZATION AND LIABILITIES			

* CONFIDENTIAL TREATMENT REQUESTED

ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (continued)

F-1H (1 of 2)

NISOURCE INC. AND SUBSIDIARIES
 COLUMBIA SERVICE PARTNERS, INC. AND SUBSIDIARIES
 CONSOLIDATED BALANCE SHEET
 (Not covered by Report of Independent Public Accountants)

As of December 31, (\$ in thousands)	CSP	CAA	Combined	Co
ASSETS				
PROPERTY, PLANT AND EQUIPMENT				
Utility plant	*	*	*	
Accumulated depreciation and amortization				
<hr/>				
Net utility plant				
<hr/>				
Gas and oil producing properties, successful efforts method				
United States cost center				
Canadian cost center				
Accumulated depletion				
<hr/>				
Net gas and oil producing properties				
<hr/>				
Other property, at cost, less accumulated depreciation				
<hr/>				
Net Property, Plant, and Equipment				
<hr/>				
INVESTMENTS AND OTHER ASSETS				
Equity in undistributed earnings of subsidiaries				
Assets of discontinued operations				
Unconsolidated affiliates				
Assets held for sale				
Other investments				
<hr/>				
Total Investments				
<hr/>				
CURRENT ASSETS				
Cash and cash equivalents				
Restricted cash				
Accounts receivable (less reserve)				
Unbilled revenue (less reserve)				
Gas inventory				
Underrecovered gas and fuel costs				
Materials and supplies, at average cost				
Electric production fuel, at average cost				
Price risk management assets				
Exchange gas receivable				
Prepayments and other				
<hr/>				
Total Current Assets				
<hr/>				

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OTHER ASSETS
 Price risk management assets
 Regulatory assets
 Goodwill
 Intangible assets
 Deferred charges and other

 Total Other Assets

TOTAL ASSETS
 =====

* CONFIDENTIAL TREATMENT REQUESTED

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ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (continued) F-1H (2 of 2)

NISOURCE INC. AND SUBSIDIARIES
 COLUMBIA SERVICE PARTNERS, INC. AND SUBSIDIARIES
 CONSOLIDATED BALANCE SHEET
 (Not covered by Report of Independent Public Accountants)

As of December 31, (\$ in thousands)	CSP	CAA	Combined	Co

CAPITALIZATION AND LIABILITIES				
CAPITALIZATION				
Common Stock Equity	*	*	*	
Preferred Stocks--				
Subsidiary Companies				
Series without mandatory redemption provisions				
Series with mandatory redemption provisions				
Company-obligated mandatorily redeemable preferred securities of subsidiary trust holding solely Company debentures				
Long-term debt, excluding amounts due within one year				

Total Capitalization				

CURRENT LIABILITIES				
Current redeemable preferred stock subject to mandatory redemption				
Current portion of long-term debt				
Short-term borrowings				
Accounts payable				
Dividends declared on common and preferred stocks				
Customer deposits				
Taxes accrued				
Interest accrued				
Overrecovered gas and fuel costs				
Price risk management liabilities				
Exchange gas payable				
Current deferred revenue				
Other accruals				

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 Total Current Liabilities

OTHER LIABILITIES AND DEFERRED CREDITS
 Price risk management liabilities
 Deferred income taxes
 Deferred investment tax credits
 Deferred credits
 Noncurrent deferred revenue
 Accrued liability for postretirement and pension benefits
 Liabilities of discontinued operations
 Other noncurrent liabilities

 Total Other

COMMITMENTS AND CONTINGENCIES

 TOTAL CAPITALIZATION AND LIABILITIES
 =====

* CONFIDENTIAL TREATMENT REQUESTED

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ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (continued)

F-1I (1 of 6)

NISOURCE INC. AND SUBSIDIARIES
 ENERGYUSA, INC. AND SUBSIDIARIES
 CONSOLIDATED BALANCE SHEET
 (Not covered by Report of Independent Public Accountants)

As of December 31, (\$ in thousands)	F-1I Page 3	F-1I Page 5	EUII
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ASSETS

PROPERTY, PLANT AND EQUIPMENT

Utility plant	*	*	*
Accumulated depreciation and amortization			

 Net utility plant

 Gas and oil producing properties, successful efforts method
 United States cost center
 Canadian cost center
 Accumulated depletion

 Net gas and oil producing properties

 Other property, at cost, less accumulated depreciation

 Net Property, Plant, and Equipment

INVESTMENTS AND OTHER ASSETS

Equity in undistributed earnings of subsidiaries

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Assets of discontinued operations
 Unconsolidated affiliates
 Assets held for sale
 Other investments

 Total Investments and Other Assets

CURRENT ASSETS

Cash and cash equivalents
 Restricted cash
 Accounts receivable (less reserve)
 Unbilled revenue (less reserve)
 Gas inventory
 Underrecovered gas and fuel costs
 Materials and supplies, at average cost
 Electric production fuel, at average cost
 Price risk management assets
 Exchange gas receivable
 Prepayments and other

 Total Current Assets

OTHER ASSETS

Price risk management assets
 Regulatory assets
 Goodwill
 Intangible assets
 Deferred charges and other

 Total Other Assets

TOTAL ASSETS
 =====

* CONFIDENTIAL TREATMENT REQUESTED

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ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (continued)

F-1I (2 of 6)

NISOURCE INC. AND SUBSIDIARIES
 ENERGYUSA, INC. AND SUBSIDIARIES
 CONSOLIDATED BALANCE SHEET
 (Not covered by Report of Independent Public Accountants)

As of December 31, (\$ in thousands)

F-1I	F-1I	
Page 4	Page 6	EU11

CAPITALIZATION AND LIABILITIES

CAPITALIZATION

Common Stock Equity
 Preferred Stocks--
 Subsidiary Companies
 Series without mandatory redemption provisions

*	*	*
---	---	---

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Series with mandatory redemption provisions
Company-obligated mandatorily redeemable preferred
securities of subsidiary trust holding solely Company
debentures
Long-term debt, excluding amounts due within one year

Total Capitalization

CURRENT LIABILITIES

Current redeemable preferred stock subject to
mandatory redemption
Current portion of long-term debt
Short-term borrowings
Accounts payable
Dividends declared on common and preferred stocks
Customer deposits
Taxes accrued
Interest accrued
Overrecovered gas and fuel costs
Price risk management liabilities
Exchange gas payable
Current deferred revenue
Other accruals

Total Current Liabilities

OTHER LIABILITIES AND DEFERRED CREDITS

Price risk management liabilities
Deferred income taxes
Deferred investment tax credits
Deferred credits
Noncurrent deferred revenue
Accrued liability for postretirement and pension benefits
Liabilities of discontinued operations
Other noncurrent liabilities

Total Other

COMMITMENTS AND CONTINGENCIES

TOTAL CAPITALIZATION AND LIABILITIES
=====

* CONFIDENTIAL TREATMENT REQUESTED

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ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (continued)

F-1I (3 of 6)

NISOURCE INC. AND SUBSIDIARIES
ENERGYUSA, INC. AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEET
(Not covered by Report of Independent Public Accountants)

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As of December 31, (\$ in thousands)	EUC	EUR	EUIM	TPC
ASSETS				
PROPERTY, PLANT AND EQUIPMENT				
Utility plant	*	*	*	*
Accumulated depreciation and amortization				
<hr style="border-top: 1px dashed black;"/>				
Net utility plant				
<hr style="border-top: 1px dashed black;"/>				
Gas and oil producing properties, successful efforts method				
United States cost center				
Canadian cost center				
Accumulated depletion				
<hr style="border-top: 1px dashed black;"/>				
Net gas and oil producing properties				
<hr style="border-top: 1px dashed black;"/>				
Other property, at cost, less accumulated depreciation				
<hr style="border-top: 1px dashed black;"/>				
Net Property, Plant, and Equipment				
<hr style="border-top: 1px dashed black;"/>				
INVESTMENTS AND OTHER ASSETS				
Equity in undistributed earnings of subsidiaries				
Assets of discontinued operations				
Unconsolidated affiliates				
Assets held for sale				
Other investments				
<hr style="border-top: 1px dashed black;"/>				
Total Investments and Other Assets				
<hr style="border-top: 1px dashed black;"/>				
CURRENT ASSETS				
Cash and cash equivalents				
Restricted cash				
Accounts receivable (less reserve)				
Unbilled revenue (less reserve)				
Gas inventory				
Underrecovered gas and fuel costs				
Materials and supplies, at average cost				
Electric production fuel, at average cost				
Price risk management assets				
Exchange gas receivable				
Prepayments and other				
<hr style="border-top: 1px dashed black;"/>				
Total Current Assets				
<hr style="border-top: 1px dashed black;"/>				
OTHER ASSETS				
Price risk management assets				
Regulatory assets				
Goodwill				
Intangible assets				
Deferred charges and other				
<hr style="border-top: 1px dashed black;"/>				
Total Other Assets				
<hr style="border-top: 1px dashed black;"/>				
TOTAL ASSETS				
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* CONFIDENTIAL TREATMENT REQUESTED

ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (continued)

F-1I (4 of 6)

NISOURCE INC. AND SUBSIDIARIES
ENERGYUSA, INC. AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEET
(Not covered by Report of Independent Public Accountants)

As of December 31, (\$ in thousands)	EUC	EUR	EUM	TPC
<hr/>				
CAPITALIZATION AND LIABILITIES				
CAPITALIZATION				
Common Stock Equity	*	*	*	*
Preferred Stocks--				
Subsidiary Companies				
Series without mandatory redemption provisions				
Series with mandatory redemption provisions				
Company-obligated mandatorily redeemable preferred securities of subsidiary trust holding solely Company debentures				
Long-term debt, excluding amounts due within one year				
<hr/>				
Total Capitalization				
<hr/>				
CURRENT LIABILITIES				
Current redeemable preferred stock subject to mandatory redemption				
Current portion of long-term debt				
Short-term borrowings				
Accounts payable				
Dividends declared on common and preferred stocks				
Customer deposits				
Taxes accrued				
Interest accrued				
Overrecovered gas and fuel costs				
Price risk management liabilities				
Exchange gas payable				
Current deferred revenue				
Other accruals				
<hr/>				
Total Current Liabilities				
<hr/>				
OTHER LIABILITIES AND DEFERRED CREDITS				
Price risk management liabilities				
Deferred income taxes				
Deferred investment tax credits				
Deferred credits				
Noncurrent deferred revenue				
Accrued liability for postretirement and pension benefits				
Liabilities of discontinued operations				
Other noncurrent liabilities				
<hr/>				

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Total Other Liabilities and Deferred Credits

 COMMITMENTS AND CONTINGENCIES

 TOTAL CAPITALIZATION AND LIABILITIES
 =====

* CONFIDENTIAL TREATMENT REQUESTED

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ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (continued)

F-1I (5 of 6)

NISOURCE INC. AND SUBSIDIARIES
 ENERGYUSA, INC. AND SUBSIDIARIES
 CONSOLIDATED BALANCE SHEET
 (Not covered by Report of Independent Public Accountants)

As of December 31, (\$ in thousands)	NEML	NEST	NIFC	NITEX
ASSETS				
PROPERTY, PLANT AND EQUIPMENT				
Utility plant	*	*	*	*
Accumulated depreciation and amortization				

Net utility plant				

Gas and oil producing properties, successful efforts method				
United States cost center				
Canadian cost center				
Accumulated depletion				

Net gas and oil producing properties				

Other property, at cost, less accumulated depreciation				

Net Property, Plant, and Equipment				

INVESTMENTS AND OTHER ASSETS				
Equity in undistributed earnings of subsidiaries				
Assets of discontinued operations				
Unconsolidated affiliates				
Assets held for sale				
Other investments				

Total Investments				

CURRENT ASSETS				
Cash and cash equivalents				
Restricted cash				
Accounts receivable (less reserve)				
Unbilled revenue (less reserve)				
Gas inventory				

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Underrecovered gas and fuel costs
 Materials and supplies, at average cost
 Electric production fuel, at average cost
 Price risk management assets
 Exchange gas receivable
 Prepayments and other

 Total Current Assets

OTHER ASSETS

Price risk management assets
 Regulatory assets
 Goodwill
 Intangible assets
 Deferred charges and other

 Total Other Assets

TOTAL ASSETS
 =====

* CONFIDENTIAL TREATMENT REQUESTED

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ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (continued)

F-1I (6 of 6)

NISOURCE INC. AND SUBSIDIARIES
 ENERGYUSA, INC. AND SUBSIDIARIES
 CONSOLIDATED BALANCE SHEET
 (Not covered by Report of Independent Public Accountants)

As of December 31, (\$ in thousands)

NEML

NEST

NIFC

NITEX

 CAPITALIZATION AND LIABILITIES

CAPITALIZATION

Common Stock Equity	*	*	*	*
Preferred Stocks--				
Subsidiary Companies				
Series without mandatory redemption provisions				
Series with mandatory redemption provisions				
Company-obligated mandatorily redeemable preferred				
securities of subsidiary trust holding solely Company				
debentures				
Long-term debt, excluding amounts due within one year				

 Total Capitalization

CURRENT LIABILITIES

Current redeemable preferred stock subject to
 mandatory redemption
 Current portion of long-term debt
 Short-term borrowings

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Accounts payable
 Dividends declared on common and preferred stocks
 Customer deposits
 Taxes accrued
 Interest accrued
 Overrecovered gas and fuel costs
 Price risk management liabilities
 Exchange gas payable
 Current deferred revenue
 Other accruals

 Total Current Liabilities

OTHER LIABILITIES AND DEFERRED CREDITS

Price risk management liabilities
 Deferred income taxes
 Deferred investment tax credits
 Deferred credits
 Noncurrent deferred revenue
 Accrued liability for postretirement and pension benefits
 Liabilities of discontinued operations
 Other noncurrent liabilities

 Total Other

COMMITMENTS AND CONTINGENCIES

 TOTAL CAPITALIZATION AND LIABILITIES
 =====

* CONFIDENTIAL TREATMENT REQUESTED

ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (continued) F-1J (1 of 2)

NISOURCE INC. AND SUBSIDIARIES
 ENERGYUSA, INC. (MA) AND SUBSIDIARIES
 CONSOLIDATED BALANCE SHEET
 (Not covered by Report of Independent Public Accountants)

As of December 31, (\$ in thousands)	EUIM	ESPE	EUIC	Combi
ASSETS				
PROPERTY, PLANT AND EQUIPMENT	*	*	*	*
Utility plant				
Accumulated depreciation and amortization				
Net utility plant				
Gas and oil producing properties, successful efforts method				
United States cost center				
Canadian cost center				
Accumulated depletion				

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Net gas and oil producing properties

Other property, at cost, less accumulated depreciation

Net Property, Plant, and Equipment

INVESTMENTS AND OTHER ASSETS
Equity in undistributed earnings of subsidiaries
Assets of discontinued operations
Unconsolidated affiliates
Assets held for sale
Other investments

Total Investments

CURRENT ASSETS
Cash and cash equivalents
Restricted cash
Accounts receivable (less reserve)
Unbilled revenue (less reserve)
Gas inventory
Underrecovered gas and fuel costs
Materials and supplies, at average cost
Electric production fuel, at average cost
Price risk management assets
Exchange gas receivable
Prepayments and other

Total Current Assets

OTHER ASSETS
Price risk management assets
Regulatory assets
Goodwill
Intangible assets
Deferred charges and other

Total Other Assets

TOTAL ASSETS
=====

* CONFIDENTIAL TREATMENT REQUESTED

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ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (continued)

F-1J (2 of 2)

NISOURCE INC. AND SUBSIDIARIES
ENERGYUSA, INC. (MA) AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEET
(Not covered by Report of Independent Public Accountants)

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As of December 31, (\$ in thousands)	EUM	ESPE	EUC	Combi
CAPITALIZATION AND LIABILITIES				
CAPITALIZATION				
Common Stock Equity	*	*	*	*
Preferred Stocks--				
Subsidiary Companies				
Series without mandatory redemption provisions				
Series with mandatory redemption provisions				
Company-obligated mandatorily redeemable preferred securities of subsidiary trust holding solely Company debentures				
Long-term debt, excluding amounts due within one year				
Total Capitalization				
CURRENT LIABILITIES				
Current redeemable preferred stock subject to mandatory redemption				
Current portion of long-term debt				
Short-term borrowings				
Accounts payable				
Dividends declared on common and preferred stocks				
Customer deposits				
Taxes accrued				
Interest accrued				
Overrecovered gas and fuel costs				
Price risk management liabilities				
Exchange gas payable				
Current deferred revenue				
Other accruals				
Total Current Liabilities				
OTHER LIABILITIES AND DEFERRED CREDITS				
Price risk management liabilities				
Deferred income taxes				
Deferred investment tax credits				
Deferred credits				
Noncurrent deferred revenue				
Accrued liability for postretirement and pension benefits				
Liabilities of discontinued operations				
Other noncurrent liabilities				
Total Other				
COMMITMENTS AND CONTINGENCIES				
TOTAL CAPITALIZATION AND LIABILITIES				

* CONFIDENTIAL TREATMENT REQUESTED

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NISOURCE INC. AND SUBSIDIARIES
ENERGYUSA (CONNECTICUT) INC. AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEET
(Not covered by Report of Independent Public Accountants)

As of December 31, (\$ in thousands)	F-1K Page 3	EUIC	BES	Comb
<hr/>				
ASSETS				
PROPERTY, PLANT AND EQUIPMENT				
Utility plant	*	*	*	
Accumulated depreciation and amortization				
<hr/>				
Net utility plant				
<hr/>				
Gas and oil producing properties, successful efforts method				
United States cost center				
Canadian cost center				
Accumulated depletion				
<hr/>				
Net gas and oil producing properties				
<hr/>				
Other property, at cost, less accumulated depreciation				
<hr/>				
Net Property, Plant, and Equipment				
<hr/>				
INVESTMENTS AND OTHER ASSETS				
Equity in undistributed earnings of subsidiaries				
Assets of discontinued operations				
Unconsolidated affiliates				
Assets held for sale				
Other investments				
<hr/>				
Total Investments				
<hr/>				
CURRENT ASSETS				
Cash and cash equivalents				
Restricted cash				
Accounts receivable (less reserve)				
Unbilled revenue (less reserve)				
Gas inventory				
Underrecovered gas and fuel costs				
Materials and supplies, at average cost				
Electric production fuel, at average cost				
Price risk management assets				
Exchange gas receivable				
Prepayments and other				
<hr/>				
Total Current Assets				
<hr/>				
OTHER ASSETS				
Price risk management assets				
Regulatory assets				
Goodwill				
Intangible assets				

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Deferred charges and other

Total Other Assets

TOTAL ASSETS
=====

* CONFIDENTIAL TREATMENT REQUESTED

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ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (continued)

F-1K (2 of 4)

NISOURCE INC. AND SUBSIDIARIES
ENERGYUSA (CONNECTICUT) INC. AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEET
(Not covered by Report of Independent Public Accountants)

As of December 31, (\$ in thousands)	F-1K Page 4	EUIC	BES	Comb
--------------------------------------	----------------	------	-----	------

CAPITALIZATION AND LIABILITIES

CAPITALIZATION

Common Stock Equity	*	*	*	*
Preferred Stocks--				
Subsidiary Companies				
Series without mandatory redemption provisions				
Series with mandatory redemption provisions				
Company-obligated mandatorily redeemable preferred				
securities of subsidiary trust holding solely Company				
debentures				
Long-term debt, excluding amounts due within one year				

Total Capitalization

CURRENT LIABILITIES

Current redeemable preferred stock subject to
 mandatory redemption

Current portion of long-term debt

Short-term borrowings

Accounts payable

Dividends declared on common and preferred stocks

Customer deposits

Taxes accrued

Interest accrued

Overrecovered gas and fuel costs

Price risk management liabilities

Exchange gas payable

Current deferred revenue

Other accruals

Total Current Liabilities

OTHER LIABILITIES AND DEFERRED CREDITS

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Price risk management liabilities
 Deferred income taxes
 Deferred investment tax credits
 Deferred credits
 Noncurrent deferred revenue
 Accrued liability for postretirement and pension benefits
 Liabilities of discontinued operations
 Other noncurrent liabilities

 Total Other

COMMITMENTS AND CONTINGENCIES

TOTAL CAPITALIZATION AND LIABILITIES
 =====

* CONFIDENTIAL TREATMENT REQUESTED

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ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (continued) F-1K (3 of 4)

NISOURCE INC. AND SUBSIDIARIES
 ENERGYUSA (CONNECTICUT) INC. AND SUBSIDIARIES
 CONSOLIDATED BALANCE SHEET
 (Not covered by Report of Independent Public Accountants)

As of December 31, (\$ in thousands)	EUE	EUM	F-1K Page 3 Total

ASSETS			
PROPERTY, PLANT AND EQUIPMENT			
Utility plant	*	*	*
Accumulated depreciation and amortization			

Net utility plant			

Gas and oil producing properties, successful efforts method			
United States cost center			
Canadian cost center			
Accumulated depletion			

Net gas and oil producing properties			

Other property, at cost, less accumulated depreciation			

Net Property, Plant, and Equipment			

INVESTMENTS AND OTHER ASSETS			
Equity in undistributed earnings of subsidiaries			
Assets of discontinued operations			
Unconsolidated affiliates			
Assets held for sale			
Other investments			

Total Investments			

CURRENT ASSETS

Cash and cash equivalents
 Restricted cash
 Accounts receivable (less reserve)
 Unbilled revenue (less reserve)
 Gas inventory
 Underrecovered gas and fuel costs
 Materials and supplies, at average cost
 Electric production fuel, at average cost
 Price risk management assets
 Exchange gas receivable
 Prepayments and other

Total Current Assets

OTHER ASSETS

Price risk management assets
 Regulatory assets
 Goodwill
 Intangible assets
 Deferred charges and other

Total Other Assets

TOTAL ASSETS

* CONFIDENTIAL TREATMENT REQUESTED

ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (continued)

F-1K (4 of 4)

NISOURCE INC. AND SUBSIDIARIES
 ENERGYUSA (CONNECTICUT) INC. AND SUBSIDIARIES
 CONSOLIDATED BALANCE SHEET
 (Not covered by Report of Independent Public Accountants)

As of December 31, (\$ in thousands)	EUE	EUM	F-1K Page 4 Total
<hr/>			
CAPITALIZATION AND LIABILITIES			
CAPITALIZATION			
Common Stock Equity	*	*	*
Preferred Stocks--			
Subsidiary Companies			
Series without mandatory redemption provisions			
Series with mandatory redemption provisions			
Company-obligated mandatorily redeemable preferred securities of subsidiary trust holding solely Company debentures			
Long-term debt, excluding amounts due within one year			

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Total Capitalization

CURRENT LIABILITIES

Current redeemable preferred stock subject to
 mandatory redemption
 Current portion of long-term debt
 Short-term borrowings
 Accounts payable
 Dividends declared on common and preferred stocks
 Customer deposits
 Taxes accrued
 Interest accrued
 Overrecovered gas and fuel costs
 Price risk management liabilities
 Exchange gas payable
 Current deferred revenue
 Other accruals

Total Current Liabilities

OTHER LIABILITIES AND DEFERRED CREDITS

Price risk management liabilities
 Deferred income taxes
 Deferred investment tax credits
 Deferred credits
 Noncurrent deferred revenue
 Accrued liability for postretirement and pension benefits
 Liabilities of discontinued operations
 Other noncurrent liabilities

Total Other

COMMITMENTS AND CONTINGENCIES

TOTAL CAPITALIZATION AND LIABILITIES

* CONFIDENTIAL TREATMENT REQUESTED

ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (continued)

F-1L (1 of 2)

NISOURCE INC. AND SUBSIDIARIES
 ENERGYUSA-TPC CORP. AND SUBSIDIARIES
 CONSOLIDATED BALANCE SHEET
 (Not covered by Report of Independent Public Accountants)

As of December 31, (\$ in thousands)	TPC	EUA	Combined
ASSETS			
PROPERTY, PLANT AND EQUIPMENT			
Utility plant	*	*	*

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Accumulated depreciation and amortization

Net utility plant

Gas and oil producing properties, successful efforts method
 United States cost center
 Canadian cost center
Accumulated depletion

Net gas and oil producing properties

Other property, at cost, less accumulated depreciation

Net Property, Plant, and Equipment

INVESTMENTS AND OTHER ASSETS

 Equity in undistributed earnings of subsidiaries
 Assets of discontinued operations
 Unconsolidated affiliates
 Assets held for sale
 Other investments

Total Investments

CURRENT ASSETS

 Cash and cash equivalents
 Restricted cash
 Accounts receivable (less reserve)
 Unbilled revenue (less reserve)
 Gas inventory
 Underrecovered gas and fuel costs
 Materials and supplies, at average cost
 Electric production fuel, at average cost
 Price risk management assets
 Exchange gas receivable
 Prepayments and other

Total Current Assets

OTHER ASSETS

 Price risk management assets
 Regulatory assets
 Goodwill
 Intangible assets
 Deferred charges and other

Total Other Assets

TOTAL ASSETS
=====

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NISOURCE INC. AND SUBSIDIARIES
ENERGYUSA-TPC CORP. AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEET
(Not covered by Report of Independent Public Accountants)

As of December 31, (\$ in thousands)	TPC	EUA	Combined	Co
CAPITALIZATION AND LIABILITIES				
CAPITALIZATION				
Common Stock Equity	*	*	*	
Preferred Stocks--				
Subsidiary Companies				
Series without mandatory redemption provisions				
Series with mandatory redemption provisions				
Company-obligated mandatorily redeemable preferred securities of subsidiary trust holding solely Company debentures				
Long-term debt, excluding amounts due within one year				
<hr style="border-top: 1px dashed black;"/>				
Total Capitalization				
<hr style="border-top: 1px dashed black;"/>				
CURRENT LIABILITIES				
Current redeemable preferred stock subject to mandatory redemption				
Current portion of long-term debt				
Short-term borrowings				
Accounts payable				
Dividends declared on common and preferred stocks				
Customer deposits				
Taxes accrued				
Interest accrued				
Overrecovered gas and fuel costs				
Price risk management liabilities				
Exchange gas payable				
Current deferred revenue				
Other accruals				
<hr style="border-top: 1px dashed black;"/>				
Total Current Liabilities				
<hr style="border-top: 1px dashed black;"/>				
OTHER LIABILITIES AND DEFERRED CREDITS				
Price risk management liabilities				
Deferred income taxes				
Deferred investment tax credits				
Deferred credits				
Noncurrent deferred revenue				
Accrued liability for postretirement and pension benefits				
Liabilities of discontinued operations				
Other noncurrent liabilities				
<hr style="border-top: 1px dashed black;"/>				
Total Other				
<hr style="border-top: 1px dashed black;"/>				
COMMITMENTS AND CONTINGENCIES				
<hr style="border-top: 1px dashed black;"/>				
TOTAL CAPITALIZATION AND LIABILITIES				
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ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (continued)

F-1M (1 of 4)

NISOURCE INC. AND SUBSIDIARIES
 IWC RESOURCES CORPORATION
 CONSOLIDATED BALANCE SHEET
 (Not covered by Report of Independent Public Accountants)

As of December 31, (\$ in thousands)	F-1M Page 3	IWCR	HWC	IWC	Comb
ASSETS					
PROPERTY, PLANT AND EQUIPMENT					
Utility plant	*	*	*	*	*
Accumulated depreciation and amortization					
<hr/>					
Net utility plant					
<hr/>					
Gas and oil producing properties, successful efforts method					
United States cost center					
Canadian cost center					
Accumulated depletion					
<hr/>					
Net gas and oil producing properties					
<hr/>					
Other property, at cost, less accumulated depreciation					
<hr/>					
Net Property, Plant, and Equipment					
<hr/>					
INVESTMENTS AND OTHER ASSETS					
Equity in undistributed earnings of subsidiaries					
Assets of discontinued operations					
Unconsolidated affiliates					
Assets held for sale					
Other investments					
<hr/>					
Total Investments					
<hr/>					
CURRENT ASSETS					
Cash and cash equivalents					
Restricted cash					
Accounts receivable (less reserve)					
Unbilled revenue (less reserve)					
Gas inventory					
Underrecovered gas and fuel costs					
Materials and supplies, at average cost					
Electric production fuel, at average cost					

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Price risk management assets
 Exchange gas receivable
 Prepayments and other

 Total Current Assets

OTHER ASSETS

Price risk management assets
 Regulatory assets
 Goodwill
 Intangible assets, less accumulated
 amortization
 Deferred charges and other

 Total Other Assets

TOTAL ASSETS
 =====

* CONFIDENTIAL TREATMENT REQUESTED

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ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (continued)

F-1M (2 of 4)

NISOURCE INC. AND SUBSIDIARIES
 IWC RESOURCES CORPORATION
 CONSOLIDATED BALANCE SHEET
 (Not covered by Report of Independent Public Accountants)

As of December 31, (\$ in thousands)	F-1M Page 4	IWCR	HWC	IWC	Combin
CAPITALIZATION AND LIABILITIES					
CAPITALIZATION					
Common Stock Equity	*	*	*	*	*
Preferred Stocks--					
Subsidiary Companies					
Series without mandatory redemption provisions					
Series with mandatory redemption provisions					
Company-obligated mandatorily redeemable preferred securities of subsidiary trust holding solely Company debentures					
Long-term debt, excluding amounts due within one year					

Total Capitalization					

CURRENT LIABILITIES

Current redeemable preferred stock subject to
 mandatory redemption
 Current portion of long-term debt
 Short-term borrowings

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Accounts payable
 Dividends declared on common and preferred
 stocks
 Customer deposits
 Taxes accrued
 Interest accrued
 Overrecovered gas and fuel costs
 Price risk management liabilities
 Exchange gas payable
 Current deferred revenue
 Other accruals

 Total Current Liabilities

OTHER LIABILITIES AND DEFERRED CREDITS

Price risk management liabilities
 Deferred income taxes
 Deferred investment tax credits
 Deferred credits
 Noncurrent deferred revenue
 Accrued liability for postretirement and
 pension benefits
 Liabilities of discontinued operations
 Other noncurrent liabilities

 Total Other

COMMITMENTS AND CONTINGENCIES

 TOTAL CAPITALIZATION AND LIABILITIES
 =====

* CONFIDENTIAL TREATMENT REQUESTED

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ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (continued)

F-1M (3 of 4)

NISOURCE INC. AND SUBSIDIARIES
 IWC RESOURCES CORPORATION
 CONSOLIDATED BALANCE SHEET
 (Not covered by Report of Independent Public Accountants)

As of December 31, (\$ in thousands)	IRAC	IWCM	LWC	LWAC

ASSETS				
PROPERTY, PLANT AND EQUIPMENT				
Utility plant	*	*	*	*
Accumulated depreciation and amortization				

Net utility plant				

Gas and oil producing properties, successful efforts method				

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United States cost center
Canadian cost center
Accumulated depletion

Net gas and oil producing properties

Other property, at cost, less accumulated
depreciation

Net Property, Plant, and Equipment

INVESTMENTS AND OTHER ASSETS

Equity in undistributed earnings of
subsidiaries
Assets of discontinued operations
Unconsolidated affiliates
Assets held for sale
Other investments

Total Investments

CURRENT ASSETS

Cash and cash equivalents
Restricted cash
Accounts receivable (less reserve)
Unbilled revenue (less reserve)
Gas inventory
Underrecovered gas and fuel costs
Materials and supplies, at average cost
Electric production fuel, at average cost
Price risk management assets
Exchange gas receivable
Prepayments and other

Total Current Assets

OTHER ASSETS

Price risk management assets
Regulatory assets
Goodwill
Intangible assets, less accumulated
amortization
Deferred charges and other

Total Other Assets

TOTAL ASSETS
=====

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IWC RESOURCES CORPORATION
CONSOLIDATED BALANCE SHEET
(Not covered by Report of Independent Public Accountants)

As of December 31, (\$ in thousands)	IRAC	IWCM	LWC	LWAC
CAPITALIZATION AND LIABILITIES				
CAPITALIZATION				
Common Stock Equity	*	*	*	*
Preferred Stocks--				
Subsidiary Companies				
Series without mandatory redemption provisions				
Series with mandatory redemption provisions				
Company-obligated mandatorily redeemable				
preferred securities of subsidiary trust holding				
solely Company debentures				
Long-term debt, excluding amounts due within				
one year				
<hr style="border-top: 1px dashed black;"/>				
Total Capitalization				
<hr style="border-top: 1px dashed black;"/>				
CURRENT LIABILITIES				
Current redeemable preferred stock subject to				
mandatory redemption				
Current portion of long-term debt				
Short-term borrowings				
Accounts payable				
Dividends declared on common and preferred				
stocks				
Customer deposits				
Taxes accrued				
Interest accrued				
Overrecovered gas and fuel costs				
Price risk management liabilities				
Exchange gas payable				
Current deferred revenue				
Other accruals				
<hr style="border-top: 1px dashed black;"/>				
Total Current Liabilities				
<hr style="border-top: 1px dashed black;"/>				
OTHER LIABILITIES AND DEFERRED CREDITS				
Price risk management liabilities				
Deferred income taxes				
Deferred investment tax credits				
Deferred credits				
Noncurrent deferred revenue				
Accrued liability for postretirement and				
pension benefits				
Liabilities of discontinued operations				
Other noncurrent liabilities				
<hr style="border-top: 1px dashed black;"/>				
Total Other				
<hr style="border-top: 1px dashed black;"/>				
COMMITMENTS AND CONTINGENCIES				
<hr style="border-top: 1px dashed black;"/>				
TOTAL CAPITALIZATION AND LIABILITIES				

* CONFIDENTIAL TREATMENT REQUESTED

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ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (continued)

F-1N (1 of 2)

NISOURCE INC. AND SUBSIDIARIES
KOKOMO GAS AND FUEL COMPANY AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEET
(Not covered by Report of Independent Public Accountants)

As of December 31, (\$ in thousands)	KOKO	KGF	Combin
ASSETS			
PROPERTY, PLANT AND EQUIPMENT			
Utility plant	79,310	*	*
Accumulated depreciation and amortization	(38,693)		
Net utility plant	40,617		
Gas and oil producing properties, successful efforts method			
United States cost center	-		
Canadian cost center	-		
Accumulated depletion	-		
Net gas and oil producing properties	-		
Other property, at cost, less accumulated depreciation	-		
Net Property, Plant, and Equipment	40,617		
INVESTMENTS AND OTHER ASSETS			
Equity in undistributed earnings of subsidiaries	-		
Assets of discontinued operations	-		
Unconsolidated affiliates	5		
Assets held for sale	-		
Other investments	-		
Total Investments	5		
CURRENT ASSETS			
Cash and cash equivalents	1,270		
Restricted cash	-		
Accounts receivable (less reserve)	4,482		
Unbilled revenue (less reserve)	2,145		
Gas inventory	830		
Underrecovered gas and fuel costs	-		
Materials and supplies, at average cost	388		
Electric production fuel, at average cost	-		
Price risk management assets	-		
Exchange gas receivable	-		

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Prepayments and other	55

Total Current Assets	9,170

OTHER ASSETS	
Price risk management assets	-
Regulatory assets	-
Goodwill	-
Intangible assets	208
Deferred charges and other	358

Total Other Assets	566

TOTAL ASSETS	50,358
=====	

* CONFIDENTIAL TREATMENT REQUESTED

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ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (continued) F-1N (2 of 2)

NISOURCE INC. AND SUBSIDIARIES
KOKOMO GAS AND FUEL COMPANY AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEET
(Not covered by Report of Independent Public Accountants)

As of December 31, (\$ in thousands)	KOKO	KGF	Combine

CAPITALIZATION AND LIABILITIES			
CAPITALIZATION			
Common Stock Equity	35,653	*	*
Preferred Stocks--			
Subsidiary Companies	-		
Series without mandatory redemption provisions	-		
Series with mandatory redemption provisions	-		
Company-obligated mandatorily redeemable preferred securities of subsidiary trust holding solely Company debentures	-		
Long-term debt, excluding amounts due within one year	-		

Total Capitalization	35,653		

CURRENT LIABILITIES			
Current redeemable preferred stock subject to mandatory redemption	-		
Current portion of long-term debt	-		
Short-term borrowings	-		
Accounts payable	5,230		
Dividends declared on common and preferred stocks	-		
Customer deposits	456		
Taxes accrued	288		
Interest accrued	143		

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Overrecovered gas and fuel costs	(766)
Price risk management liabilities	-
Exchange gas payable	-
Current deferred revenue	-
Other accruals	1,489
<hr/>	
Total Current Liabilities	6,840
<hr/>	
OTHER LIABILITIES AND DEFERRED CREDITS	
Price risk management liabilities	-
Deferred income taxes	3,305
Deferred investment tax credits	465
Deferred credits	1,110
Noncurrent deferred revenue	-
Accrued liability for postretirement and pension benefits	1,500
Liabilities of discontinued operations	-
Other noncurrent liabilities	1,485
<hr/>	
Total Other	7,865
<hr/>	
COMMITMENTS AND CONTINGENCIES	-
<hr/>	
TOTAL CAPITALIZATION AND LIABILITIES	50,358
<hr/>	

* CONFIDENTIAL TREATMENT REQUESTED

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ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (continued) F-10 (1 of 4)

NISOURCE INC. AND SUBSIDIARIES
 NI ENERGY SERVICES INC. AND SUBSIDIARIES
 CONSOLIDATED BALANCE SHEET
 (Not covered by Report of Independent Public Accountants)

As of December 31, (\$ in thousands)	F-10 Page 3	NESI	CROSS	C
<hr/>				
ASSETS				
PROPERTY, PLANT AND EQUIPMENT				
Utility plant	*	*	*	
Accumulated depreciation and amortization				
<hr/>				
Net utility plant				
<hr/>				
Gas and oil producing properties, successful efforts method				
United States cost center				
Canadian cost center				
Accumulated depletion				
<hr/>				
Net gas and oil producing properties				
<hr/>				
Other property, at cost, less accumulated depreciation				
<hr/>				

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Net Property, Plant, and Equipment

INVESTMENTS AND OTHER ASSETS

Equity in undistributed earnings of subsidiaries
Assets of discontinued operations
Unconsolidated affiliates
Assets held for sale
Other investments

Total Investments

CURRENT ASSETS

Cash and cash equivalents
Restricted cash
Accounts receivable (less reserve)
Unbilled revenue (less reserve)
Gas inventory
Underrecovered gas and fuel costs
Materials and supplies, at average cost
Electric production fuel, at average cost
Price risk management assets
Exchange gas receivable
Prepayments and other

Total Current Assets

OTHER ASSETS

Price risk management assets
Regulatory assets
Goodwill
Intangible assets
Deferred charges and other

Total Other Assets

TOTAL ASSETS

* CONFIDENTIAL TREATMENT REQUESTED

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ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (continued)

F-10 (2 of 4)

NISOURCE INC. AND SUBSIDIARIES
NI ENERGY SERVICES INC. AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEET
(Not covered by Report of Independent Public Accountants)

As of December 31, (\$ in thousands)

F-10
Page 4

NESI

CROSS

CAPITALIZATION AND LIABILITIES

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CAPITALIZATION

Common Stock Equity * * *

Preferred Stocks--

- Subsidiary Companies
- Series without mandatory redemption provisions
- Series with mandatory redemption provisions

Company-obligated mandatorily redeemable preferred securities of subsidiary trust holding solely Company debentures

Long-term debt, excluding amounts due within one year

Total Capitalization

CURRENT LIABILITIES

- Current redeemable preferred stock subject to mandatory redemption
- Current portion of long-term debt
- Short-term borrowings
- Accounts payable
- Dividends declared on common and preferred stocks
- Customer deposits
- Taxes accrued
- Interest accrued
- Overrecovered gas and fuel costs
- Price risk management liabilities
- Exchange gas payable
- Current deferred revenue
- Other accruals

Total Current Liabilities

OTHER LIABILITIES AND DEFERRED CREDITS

- Price risk management liabilities
- Deferred income taxes
- Deferred investment tax credits
- Deferred credits
- Noncurrent deferred revenue
- Accrued liability for postretirement and pension benefits
- Liabilities of discontinued operations
- Other noncurrent liabilities

Total Other

COMMITMENTS AND CONTINGENCIES

TOTAL CAPITALIZATION AND LIABILITIES
=====

* CONFIDENTIAL TREATMENT REQUESTED

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CONSOLIDATED BALANCE SHEET
(Not covered by Report of Independent Public Accountants)

As of December 31, (\$ in thousands)	GREEN	NPM	NESCL
ASSETS			
PROPERTY, PLANT AND EQUIPMENT			
Utility plant	*	*	*
Accumulated depreciation and amortization			
<hr style="border-top: 1px dashed black;"/>			
Net utility plant			
<hr style="border-top: 1px dashed black;"/>			
Gas and oil producing properties, successful efforts method			
United States cost center			
Canadian cost center			
Accumulated depletion			
<hr style="border-top: 1px dashed black;"/>			
Net gas and oil producing properties			
<hr style="border-top: 1px dashed black;"/>			
Other property, at cost, less accumulated depreciation			
<hr style="border-top: 1px dashed black;"/>			
Net Property, Plant, and Equipment			
<hr style="border-top: 1px dashed black;"/>			
INVESTMENTS AND OTHER ASSETS			
Equity in undistributed earnings of subsidiaries			
Assets of discontinued operations			
Unconsolidated affiliates			
Assets held for sale			
Other investments			
<hr style="border-top: 1px dashed black;"/>			
Total Investments			
<hr style="border-top: 1px dashed black;"/>			
CURRENT ASSETS			
Cash and cash equivalents			
Restricted cash			
Accounts receivable (less reserve)			
Unbilled revenue (less reserve)			
Gas inventory			
Underrecovered gas and fuel costs			
Materials and supplies, at average cost			
Electric production fuel, at average cost			
Price risk management assets			
Exchange gas receivable			
Prepayments and other			
<hr style="border-top: 1px dashed black;"/>			
Total Current Assets			
<hr style="border-top: 1px dashed black;"/>			
OTHER ASSETS			
Price risk management assets			
Regulatory assets			
Goodwill			
Intangible assets			
Deferred charges and other			
<hr style="border-top: 1px dashed black;"/>			
Total Other Assets			

TOTAL ASSETS
=====

* CONFIDENTIAL TREATMENT REQUESTED

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ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (continued)

F-10 (4 of 4)

NISOURCE INC. AND SUBSIDIARIES
NI ENERGY SERVICES INC. AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEET
(Not covered by Report of Independent Public Accountants)

As of December 31, (\$ in thousands)	GREEN	NPM	NESCL
CAPITALIZATION AND LIABILITIES			
CAPITALIZATION			
Common Stock Equity	*	*	*
Preferred Stocks--			
Subsidiary Companies			
Series without mandatory redemption provisions			
Series with mandatory redemption provisions			
Company-obligated mandatorily redeemable preferred securities of subsidiary trust holding solely Company debentures			
Long-term debt, excluding amounts due within one year			
<hr style="border-top: 1px dashed black;"/>			
Total Capitalization			
<hr style="border-top: 1px dashed black;"/>			
CURRENT LIABILITIES			
Current redeemable preferred stock subject to mandatory redemption			
Current portion of long-term debt			
Short-term borrowings			
Accounts payable			
Dividends declared on common and preferred stocks			
Customer deposits			
Taxes accrued			
Interest accrued			
Overrecovered gas and fuel costs			
Price risk management liabilities			
Exchange gas payable			
Current deferred revenue			
Other accruals			
<hr style="border-top: 1px dashed black;"/>			
Total Current Liabilities			
<hr style="border-top: 1px dashed black;"/>			
OTHER LIABILITIES AND DEFERRED CREDITS			
Price risk management liabilities			
Deferred income taxes			
Deferred investment tax credits			

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Deferred credits
 Noncurrent deferred revenue
 Accrued liability for postretirement and pension benefits
 Liabilities of discontinued operations
 Other noncurrent liabilities

 Total Other

COMMITMENTS AND CONTINGENCIES

TOTAL CAPITALIZATION AND LIABILITIES
 =====

* CONFIDENTIAL TREATMENT REQUESTED

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ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (continued) F-1P (1 of 6)

NISOURCE INC. AND SUBSIDIARIES
 NISOURCE DEVELOPMENT COMPANY, INC. AND SUBSIDIARIES
 CONSOLIDATED BALANCE SHEET
 (Not covered by Report of Independent Public Accountants)

As of December 31, (\$ in thousands)	F-1P Page 3	F-1P Page 5	NDEV	ASL

ASSETS				
PROPERTY, PLANT AND EQUIPMENT				
Utility plant	*	*	*	*
Accumulated depreciation and amortization				

Net utility plant				

Gas and oil producing properties, successful efforts method				
United States cost center				
Canadian cost center				
Accumulated depletion				

Net gas and oil producing properties				

Other property, at cost, less accumulated depreciation				

Net Property, Plant, and Equipment				

INVESTMENTS AND OTHER ASSETS				
Equity in undistributed earnings of subsidiaries				
Assets of discontinued operations				
Unconsolidated affiliates				
Assets held for sale				
Other investments				

Total Investments				

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CURRENT ASSETS

Cash and cash equivalents
 Restricted cash
 Accounts receivable (less reserve)
 Unbilled revenue (less reserve)
 Gas inventory
 Underrecovered gas and fuel costs
 Materials and supplies, at average cost
 Electric production fuel, at average cost
 Price risk management assets
 Exchange gas receivable
 Prepayments and other

 Total Current Assets

OTHER ASSETS

Price risk management assets
 Regulatory assets
 Goodwill
 Intangible assets
 Deferred charges and other

 Total Other Assets

TOTAL ASSETS
 =====

* CONFIDENTIAL TREATMENT REQUESTED

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ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (continued) F-1P (2 of 6)

NISOURCE INC. AND SUBSIDIARIES
 NISOURCE DEVELOPMENT COMPANY, INC. AND SUBSIDIARIES
 CONSOLIDATED BALANCE SHEET
 (Not covered by Report of Independent Public Accountants)

As of December 31, (\$ in thousands)	F-1P Page 4	F-1P Page 6	NDEV	ASL

CAPITALIZATION AND LIABILITIES				
CAPITALIZATION				
Common Stock Equity	*	*	*	*
Preferred Stocks--				
Subsidiary Companies				
Series without mandatory redemption provisions				
Series with mandatory redemption provisions				
Company-obligated mandatorily redeemable preferred securities of subsidiary trust holding solely Company debentures				
Long-term debt, excluding amounts due within one year				

Total Capitalization				

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CURRENT LIABILITIES

Current redeemable preferred stock subject to
 mandatory redemption
 Current portion of long-term debt
 Short-term borrowings
 Accounts payable
 Dividends declared on common and preferred stocks
 Customer deposits
 Taxes accrued
 Interest accrued
 Overrecovered gas and fuel costs
 Price risk management liabilities
 Exchange gas payable
 Current deferred revenue
 Other accruals

 Total Current Liabilities

OTHER LIABILITIES AND DEFERRED CREDITS

Price risk management liabilities
 Deferred income taxes
 Deferred investment tax credits
 Deferred credits
 Noncurrent deferred revenue
 Accrued liability for postretirement and pension benefits
 Liabilities of discontinued operations
 Other noncurrent liabilities

 Total Other

COMMITMENTS AND CONTINGENCIES

 TOTAL CAPITALIZATION AND LIABILITIES
 =====

* CONFIDENTIAL TREATMENT REQUESTED

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ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (continued)

F-1P (3 of 6)

NISOURCE INC. AND SUBSIDIARIES
 NISOURCE DEVELOPMENT COMPANY, INC. AND SUBSIDIARIES
 CONSOLIDATED BALANCE SHEET
 (Not covered by Report of Independent Public Accountants)

As of December 31, (\$ in thousands)

CARD

CIS

JOF

KOFP

 ASSETS

PROPERTY, PLANT AND EQUIPMENT

Utility plant
 Accumulated depreciation and amortization

*

*

*

*

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Net utility plant

Gas and oil producing properties, successful efforts method
 United States cost center
 Canadian cost center
Accumulated depletion

Net gas and oil producing properties

Other property, at cost, less accumulated depreciation

Net Property, Plant, and Equipment

INVESTMENTS AND OTHER ASSETS

Equity in undistributed earnings of subsidiaries
Assets of discontinued operations
Unconsolidated affiliates
Assets held for sale
Other investments

Total Investments

CURRENT ASSETS

Cash and cash equivalents
Restricted cash
Accounts receivable (less reserve)
Unbilled revenue (less reserve)
Gas inventory
Underrecovered gas and fuel costs
Materials and supplies, at average cost
Electric production fuel, at average cost
Price risk management assets
Exchange gas receivable
Prepayments and other

Total Current Assets

OTHER ASSETS

Price risk management assets
Regulatory assets
Goodwill
Intangible assets
Deferred charges and other

Total Other Assets

TOTAL ASSETS

* CONFIDENTIAL TREATMENT REQUESTED

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ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (continued)

F-1P (4 of 6)

NISOURCE INC. AND SUBSIDIARIES

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NISOURCE DEVELOPMENT COMPANY, INC. AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEET
(Not covered by Report of Independent Public Accountants)

As of December 31, (\$ in thousands)	CARD	CIS	JOF	KOGF
CAPITALIZATION AND LIABILITIES				
CAPITALIZATION				
Common Stock Equity	*	*	*	*
Preferred Stocks--				
Subsidiary Companies				
Series without mandatory redemption provisions				
Series with mandatory redemption provisions				
Company-obligated mandatorily redeemable preferred securities of subsidiary trust holding solely Company debentures				
Long-term debt, excluding amounts due within one year				
<hr style="border-top: 1px dashed black;"/>				
Total Capitalization				
<hr style="border-top: 1px dashed black;"/>				
CURRENT LIABILITIES				
Current redeemable preferred stock subject to mandatory redemption				
Current portion of long-term debt				
Short-term borrowings				
Accounts payable				
Dividends declared on common and preferred stocks				
Customer deposits				
Taxes accrued				
Interest accrued				
Overrecovered gas and fuel costs				
Price risk management liabilities				
Exchange gas payable				
Current deferred revenue				
Other accruals				
<hr style="border-top: 1px dashed black;"/>				
Total Current Liabilities				
<hr style="border-top: 1px dashed black;"/>				
OTHER LIABILITIES AND DEFERRED CREDITS				
Price risk management liabilities				
Deferred income taxes				
Deferred investment tax credits				
Deferred credits				
Noncurrent deferred revenue				
Accrued liability for postretirement and pension benefits				
Liabilities of discontinued operations				
Other noncurrent liabilities				
<hr style="border-top: 1px dashed black;"/>				
Total Other				
<hr style="border-top: 1px dashed black;"/>				
COMMITMENTS AND CONTINGENCIES				
<hr style="border-top: 1px dashed black;"/>				
TOTAL CAPITALIZATION AND LIABILITIES				
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ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (continued)

F-1P (5 of 6)

NISOURCE INC. AND SUBSIDIARIES
 NISOURCE DEVELOPMENT COMPANY, INC. AND SUBSIDIARIES
 CONSOLIDATED BALANCE SHEET
 (Not covered by Report of Independent Public Accountants)

As of December 31, (\$ in thousands)	PRO	PRI
ASSETS		
PROPERTY, PLANT AND EQUIPMENT		
Utility plant	*	*
Accumulated depreciation and amortization		

Net utility plant		

Gas and oil producing properties, successful efforts method		
United States cost center		
Canadian cost center		
Accumulated depletion		

Net gas and oil producing properties		

Other property, at cost, less accumulated depreciation		

Net Property, Plant, and Equipment		

INVESTMENTS AND OTHER ASSETS		
Equity in undistributed earnings of subsidiaries		
Assets of discontinued operations		
Unconsolidated affiliates		
Assets held for sale		
Other investments		

Total Investments		

CURRENT ASSETS		
Cash and cash equivalents		
Restricted cash		
Accounts receivable (less reserve)		
Unbilled revenue (less reserve)		
Gas inventory		
Underrecovered gas and fuel costs		
Materials and supplies, at average cost		
Electric production fuel, at average cost		
Price risk management assets		
Exchange gas receivable		
Prepayments and other		

Total Current Assets		

 OTHER ASSETS

Price risk management assets
 Regulatory assets
 Goodwill
 Intangible assets
 Deferred charges and other

 Total Other Assets

TOTAL ASSETS
 =====

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ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (continued)

F-1P (6 of 6)

NISOURCE INC. AND SUBSIDIARIES
 NISOURCE DEVELOPMENT COMPANY, INC. AND SUBSIDIARIES
 CONSOLIDATED BALANCE SHEET
 (Not covered by Report of Independent Public Accountants)

As of December 31, (\$ in thousands)

PRO

PRI

 CAPITALIZATION AND LIABILITIES

CAPITALIZATION

Common Stock Equity * *

Preferred Stocks--
 Subsidiary Companies
 Series without mandatory redemption provisions
 Series with mandatory redemption provisions
 Company-obligated mandatorily redeemable preferred
 securities of subsidiary trust holding solely Company
 debentures
 Long-term debt, excluding amounts due within one year

 Total Capitalization

CURRENT LIABILITIES

Current redeemable preferred stock subject to
 mandatory redemption
 Current portion of long-term debt
 Short-term borrowings
 Accounts payable
 Dividends declared on common and preferred stocks
 Customer deposits
 Taxes accrued
 Interest accrued
 Overrecovered gas and fuel costs
 Price risk management liabilities
 Exchange gas payable

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Current deferred revenue
Other accruals

Total Current Liabilities

OTHER LIABILITIES AND DEFERRED CREDITS

Price risk management liabilities
Deferred income taxes
Deferred investment tax credits
Deferred credits
Noncurrent deferred revenue
Accrued liability for postretirement and pension benefits
Liabilities of discontinued operations
Other noncurrent liabilities

Total Other

COMMITMENTS AND CONTINGENCIES

TOTAL CAPITALIZATION AND LIABILITIES
=====

* CONFIDENTIAL TREATMENT REQUESTED

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ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (continued)

F-1Q (1 of 2)

NISOURCE INC. AND SUBSIDIARIES
LAKE ERIE LAND COMPANY AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEET
(Not covered by Report of Independent Public Accountants)

As of December 31, (\$ in thousands)	LEL	SCC	Combin
ASSETS			
PROPERTY, PLANT AND EQUIPMENT			
Utility plant	*	*	*
Accumulated depreciation and amortization			
----- Net utility plant			
----- Gas and oil producing properties, successful efforts method			
United States cost center			
Canadian cost center			
Accumulated depletion			
----- Net gas and oil producing properties			
----- Other property, at cost, less accumulated depreciation			
----- Net Property, Plant, and Equipment			

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INVESTMENTS AND OTHER ASSETS

Equity in undistributed earnings of subsidiaries
 Assets of discontinued operations
 Unconsolidated affiliates
 Assets held for sale
 Other investments

 Total Investments

CURRENT ASSETS

Cash and cash equivalents
 Restricted cash
 Accounts receivable (less reserve)
 Unbilled revenue (less reserve)
 Gas inventory
 Underrecovered gas and fuel costs
 Materials and supplies, at average cost
 Electric production fuel, at average cost
 Price risk management assets
 Exchange gas receivable
 Prepayments and other

 Total Current Assets

OTHER ASSETS

Price risk management assets
 Regulatory assets
 Goodwill
 Intangible assets
 Deferred charges and other

 Total Other Assets

TOTAL ASSETS
 =====

* CONFIDENTIAL TREATMENT REQUESTED

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ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (continued)

F-1Q (2 of 2)

NISOURCE INC. AND SUBSIDIARIES
 LAKE ERIE LAND COMPANY AND SUBSIDIARIES
 CONSOLIDATED BALANCE SHEET
 (Not covered by Report of Independent Public Accountants)

As of December 31, (\$ in thousands)	LEL	SCC	Combin

CAPITALIZATION AND LIABILITIES			
CAPITALIZATION			
Common Stock Equity	*	*	*
Preferred Stocks--			

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Subsidiary Companies
Series without mandatory redemption provisions
Series with mandatory redemption provisions
Company-obligated mandatorily redeemable preferred
securities of subsidiary trust holding solely Company
debentures
Long-term debt, excluding amounts due within one year

Total Capitalization

CURRENT LIABILITIES

Current redeemable preferred stock subject to
mandatory redemption
Current portion of long-term debt
Short-term borrowings
Accounts payable
Dividends declared on common and preferred stocks
Customer deposits
Taxes accrued
Interest accrued
Overrecovered gas and fuel costs
Price risk management liabilities
Exchange gas payable
Current deferred revenue
Other accruals

Total Current Liabilities

OTHER LIABILITIES AND DEFERRED CREDITS

Price risk management liabilities
Deferred income taxes
Deferred investment tax credits
Deferred credits
Noncurrent deferred revenue
Accrued liability for postretirement and pension benefits
Liabilities of discontinued operations
Other noncurrent liabilities

Total Other

COMMITMENTS AND CONTINGENCIES

TOTAL CAPITALIZATION AND LIABILITIES
=====

* CONFIDENTIAL TREATMENT REQUESTED

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ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (continued)

F-1R (1 of 2)

NISOURCE INC. AND SUBSIDIARIES
NISOURCE PIPELINE GROUP, INC. AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEET
(Not covered by Report of Independent Public Accountants)

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As of December 31, (\$ in thousands)	NPG	GSGT	PNGTS	Co
ASSETS				
PROPERTY, PLANT AND EQUIPMENT				
Utility plant	*	*	*	
Accumulated depreciation and amortization				
<hr/>				
Net utility plant				
<hr/>				
Gas and oil producing properties, successful efforts method				
United States cost center				
Canadian cost center				
Accumulated depletion				
<hr/>				
Net gas and oil producing properties				
<hr/>				
Other property, at cost, less accumulated depreciation				
<hr/>				
Net Property, Plant, and Equipment				
<hr/>				
INVESTMENTS AND OTHER ASSETS				
Equity in undistributed earnings of subsidiaries				
Assets of discontinued operations				
Unconsolidated affiliates				
Assets held for sale				
Other investments				
<hr/>				
Total Investments				
<hr/>				
CURRENT ASSETS				
Cash and cash equivalents				
Restricted cash				
Accounts receivable (less reserve)				
Unbilled revenue (less reserve)				
Gas inventory				
Underrecovered gas and fuel costs				
Materials and supplies, at average cost				
Electric production fuel, at average cost				
Price risk management assets				
Exchange gas receivable				
Prepayments and other				
<hr/>				
Total Current Assets				
<hr/>				
OTHER ASSETS				
Price risk management assets				
Regulatory assets				
Goodwill				
Intangible assets				
Deferred charges and other				
<hr/>				
Total Other Assets				
<hr/>				
TOTAL ASSETS				
<hr/>				

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ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (continued)

F-1R (2 of 2)

NISOURCE INC. AND SUBSIDIARIES
 NISOURCE PIPELINE GROUP, INC. AND SUBSIDIARIES
 CONSOLIDATED BALANCE SHEET
 (Not covered by Report of Independent Public Accountants)

As of December 31, (\$ in thousands)	NPG	GSGT	PNGTS	Co
<hr/>				
CAPITALIZATION AND LIABILITIES				
CAPITALIZATION				
Common Stock Equity	*	*	*	
Preferred Stocks--				
Subsidiary Companies				
Series without mandatory redemption provisions				
Series with mandatory redemption provisions				
Company-obligated mandatorily redeemable preferred securities of subsidiary trust holding solely Company debentures				
Long-term debt, excluding amounts due within one year				
<hr/>				
Total Capitalization				
<hr/>				
CURRENT LIABILITIES				
Current redeemable preferred stock subject to mandatory redemption				
Current portion of long-term debt				
Short-term borrowings				
Accounts payable				
Dividends declared on common and preferred stocks				
Customer deposits				
Taxes accrued				
Interest accrued				
Overrecovered gas and fuel costs				
Price risk management liabilities				
Exchange gas payable				
Current deferred revenue				
Other accruals				
<hr/>				
Total Current Liabilities				
<hr/>				
OTHER LIABILITIES AND DEFERRED CREDITS				
Price risk management liabilities				
Deferred income taxes				
Deferred investment tax credits				
Deferred credits				
Noncurrent deferred revenue				
Accrued liability for postretirement and pension benefits				
Liabilities of discontinued operations				

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Other noncurrent liabilities

Total Other

COMMITMENTS AND CONTINGENCIES

TOTAL CAPITALIZATION AND LIABILITIES

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ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (continued)

F-1S (1 of 2)

NISOURCE INC. AND SUBSIDIARIES
 GRANITE STATE GAS TRANSMISSION, INC. AND SUBSIDIARIES
 CONSOLIDATED BALANCE SHEET
 (Not covered by Report of Independent Public Accountants)

As of December 31, (\$ in thousands)	GSGT	BSEE	NGD
ASSETS			
PROPERTY, PLANT AND EQUIPMENT			
Utility plant	22,754	*	*
Accumulated depreciation and amortization	(6,733)		
Net utility plant	16,021		
Gas and oil producing properties, successful efforts method			
United States cost center	-		
Canadian cost center	-		
Accumulated depletion	-		
Net gas and oil producing properties	-		
Other property, at cost, less accumulated depreciation	600		
Net Property, Plant, and Equipment	16,621		
INVESTMENTS AND OTHER ASSETS			
Equity in undistributed earnings of subsidiaries	-		
Assets of discontinued operations	-		
Unconsolidated affiliates	68		
Assets held for sale	-		
Other investments	-		
Total Investments	68		
CURRENT ASSETS			
Cash and cash equivalents	(211)		
Restricted cash	-		
Accounts receivable (less reserve)	2,822		

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Unbilled revenue (less reserve)	-
Gas inventory	-
Underrecovered gas and fuel costs	-
Materials and supplies, at average cost	-
Electric production fuel, at average cost	-
Price risk management assets	-
Exchange gas receivable	-
Prepayments and other	117
<hr/>	
Total Current Assets	2,728
<hr/>	
OTHER ASSETS	
Price risk management assets	-
Regulatory assets	3,635
Goodwill	-
Intangible assets	31
Deferred charges and other	(54)
<hr/>	
Total Other Assets	3,612
<hr/>	
TOTAL ASSETS	23,029
<hr/>	

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ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (continued) F-1S (2 of 2)

NISOURCE INC. AND SUBSIDIARIES
 GRANITE STATE GAS TRANSMISSION, INC. AND SUBSIDIARIES
 CONSOLIDATED BALANCE SHEET
 (Not covered by Report of Independent Public Accountants)

As of December 31, (\$ in thousands)	GSGT	BSEE	NGD
<hr/>			
CAPITALIZATION AND LIABILITIES			
CAPITALIZATION			
Common Stock Equity	11,591	*	*
Preferred Stocks--			
Subsidiary Companies	-		
Series without mandatory redemption provisions	-		
Series with mandatory redemption provisions	-		
Company-obligated mandatorily redeemable preferred securities of subsidiary trust holding solely Company debentures	-		
Long-term debt, excluding amounts due within one year	-		
<hr/>			
Total Capitalization	11,591		
<hr/>			
CURRENT LIABILITIES			
Current redeemable preferred stock subject to mandatory redemption	-		

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Current portion of long-term debt	-
Short-term borrowings	7,327
Accounts payable	1,371
Dividends declared on common and preferred stocks	-
Customer deposits	-
Taxes accrued	(2,775)
Interest accrued	3
Overrecovered gas and fuel costs	-
Price risk management liabilities	-
Exchange gas payable	-
Current deferred revenue	-
Other accruals	(17)
<hr/>	
Total Current Liabilities	5,909
<hr/>	
OTHER LIABILITIES AND DEFERRED CREDITS	
Price risk management liabilities	-
Deferred income taxes	5,528
Deferred investment tax credits	20
Deferred credits	72
Noncurrent deferred revenue	-
Accrued liability for postretirement and pension benefits	(101)
Liabilities of discontinued operations	-
Other noncurrent liabilities	10
<hr/>	
Total Other	5,529
<hr/>	
COMMITMENTS AND CONTINGENCIES	-
<hr/>	
TOTAL CAPITALIZATION AND LIABILITIES	23,029
<hr/>	

* CONFIDENTIAL TREATMENT REQUESTED

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ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (continued) F-1T (1 of 2)

NISOURCE INC. AND SUBSIDIARIES
 NORTHERN INDIANA FUEL AND LIGHT COMPANY, INC. AND SUBSIDIARIES
 CONSOLIDATED BALANCE SHEET
 (Not covered by Report of Independent Public Accountants)

As of December 31, (\$ in thousands)	NIFL	NITC	Combi
<hr/>			
ASSETS			
PROPERTY, PLANT AND EQUIPMENT			
Utility plant	73,217	*	*
Accumulated depreciation and amortization	(26,626)		
<hr/>			
Net utility plant	46,591		
<hr/>			
Gas and oil producing properties, successful efforts method			
United States cost center	-		

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Canadian cost center	-
Accumulated depletion	-

Net gas and oil producing properties	-

Other property, at cost, less accumulated depreciation	-

Net Property, Plant, and Equipment	46,591

INVESTMENTS AND OTHER ASSETS	
Equity in undistributed earnings of subsidiaries	-
Assets of discontinued operations	-
Unconsolidated affiliates	4,862
Assets held for sale	-
Other investments	-

Total Investments	4,862

CURRENT ASSETS	
Cash and cash equivalents	334
Restricted cash	-
Accounts receivable (less reserve)	7,185
Unbilled revenue (less reserve)	2,669
Gas inventory	3,851
Underrecovered gas and fuel costs	3,890
Materials and supplies, at average cost	369
Electric production fuel, at average cost	-
Price risk management assets	-
Exchange gas receivable	-
Prepayments and other	53

Total Current Assets	18,351

OTHER ASSETS	
Price risk management assets	-
Regulatory assets	112
Goodwill	-
Intangible assets	318
Deferred charges and other	465

Total Other Assets	895

TOTAL ASSETS	70,699
=====	

* CONFIDENTIAL TREATMENT REQUESTED

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ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (continued)

F-1T (2 of 2)

NISOURCE INC. AND SUBSIDIARIES
 NORTHERN INDIANA FUEL AND LIGHT COMPANY, INC. AND SUBSIDIARIES
 CONSOLIDATED BALANCE SHEET
 (Not covered by Report of Independent Public Accountants)

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As of December 31, (\$ in thousands)	NIFL	NITC	Combi
CAPITALIZATION AND LIABILITIES			
CAPITALIZATION			
Common Stock Equity	46,350	*	*
Preferred Stocks--			
Subsidiary Companies	-		
Series without mandatory redemption provisions	-		
Series with mandatory redemption provisions	-		
Company-obligated mandatorily redeemable preferred securities of subsidiary trust holding solely Company debentures	-		
Long-term debt, excluding amounts due within one year	-		
Total Capitalization	46,350		
CURRENT LIABILITIES			
Current redeemable preferred stock subject to mandatory redemption	-		
Current portion of long-term debt	-		
Short-term borrowings	-		
Accounts payable	8,588		
Dividends declared on common and preferred stocks	-		
Customer deposits	152		
Taxes accrued	214		
Interest accrued	31		
Overrecovered gas and fuel costs	-		
Price risk management liabilities	-		
Exchange gas payable	-		
Current deferred revenue	-		
Other accruals	1,078		
Total Current Liabilities	10,063		
OTHER LIABILITIES AND DEFERRED CREDITS			
Price risk management liabilities	-		
Deferred income taxes	5,178		
Deferred investment tax credits	302		
Deferred credits	47		
Noncurrent deferred revenue	-		
Accrued liability for postretirement and pension benefits	6,671		
Liabilities of discontinued operations	-		
Other noncurrent liabilities	2,088		
Total Other	14,286		
COMMITMENTS AND CONTINGENCIES	-		
TOTAL CAPITALIZATION AND LIABILITIES	70,699		

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ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (continued)

F-1U (1 of 2)

NISOURCE INC. AND SUBSIDIARIES
 NORTHERN INDIANA PUBLIC SERVICE COMPANY AND SUBSIDIARIES
 CONSOLIDATED BALANCE SHEET
 (Not covered by Report of Independent Public Accountants)

As of December 31, (\$ in thousands)	NIP	NEXCO	Combin
ASSETS			
PROPERTY, PLANT AND EQUIPMENT			
Utility plant	6,415,603	*	*
Accumulated depreciation and amortization	(3,547,661)		
Net utility plant	2,867,942		
Gas and oil producing properties, successful efforts method			
United States cost center	-		
Canadian cost center	-		
Accumulated depletion	-		
Net gas and oil producing properties	-		
Other property, at cost, less accumulated depreciation	2,445		
Net Property, Plant, and Equipment	2,870,387		
INVESTMENTS AND OTHER ASSETS			
Equity in undistributed earnings of subsidiaries	-		
Assets of discontinued operations	-		
Unconsolidated affiliates	-		
Assets held for sale	-		
Other investments	6,270		
Total Investments	6,270		
CURRENT ASSETS			
Cash and cash equivalents	4,331		
Restricted cash	-		
Accounts receivable (less reserve)	94,334		
Unbilled revenue (less reserve)	72,307		
Gas inventory	15,501		
Underrecovered gas and fuel costs	50,097		
Materials and supplies, at average cost	44,321		
Electric production fuel, at average cost	39,029		
Price risk management assets	3,531		
Exchange gas receivable	-		
Prepayments and other	36,210		
Total Current Assets	359,661		
OTHER ASSETS			
Price risk management assets	-		

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Regulatory assets	225,614
Goodwill	-
Intangible assets	25,086
Deferred charges and other	5,044

Total Other Assets	255,744

TOTAL ASSETS	3,492,062
=====	

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ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (continued) F-1U (2 of 2)

NISOURCE INC. AND SUBSIDIARIES
 NORTHERN INDIANA PUBLIC SERVICE COMPANY AND SUBSIDIARIES
 CONSOLIDATED BALANCE SHEET
 (Not covered by Report of Independent Public Accountants)

As of December 31, (\$ in thousands)	NIP	NEXCO	Combin

CAPITALIZATION AND LIABILITIES			
CAPITALIZATION			
Common Stock Equity	899,622	*	*
Preferred Stocks--			
Subsidiary Companies	-		
Series without mandatory redemption provisions	81,114		
Series with mandatory redemption provisions	3,814		
Company-obligated mandatorily redeemable preferred securities of subsidiary trust holding solely Company debentures	-		
Long-term debt, excluding amounts due within one year	713,351		

Total Capitalization	1,697,901		

CURRENT LIABILITIES			
Current redeemable preferred stock subject to mandatory redemption	-		
Current portion of long-term debt	130,000		
Short-term borrowings	448,899		
Accounts payable	187,502		
Dividends declared on common and preferred stocks	1,115		
Customer deposits	39,346		
Taxes accrued	70,986		
Interest accrued	9,854		
Overrecovered gas and fuel costs	-		
Price risk management liabilities	808		
Exchange gas payable	-		
Current deferred revenue	-		
Other accruals	82,516		

Total Current Liabilities	971,026		

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OTHER LIABILITIES AND DEFERRED CREDITS	
Price risk management liabilities	-
Deferred income taxes	488,837
Deferred investment tax credits	64,315
Deferred credits	43,176
Noncurrent deferred revenue	-
Accrued liability for postretirement and pension benefits	219,023
Liabilities of discontinued operations	-
Other noncurrent liabilities	7,784
Total Other	823,135
COMMITMENTS AND CONTINGENCIES	-
TOTAL CAPITALIZATION AND LIABILITIES	3,492,062

* CONFIDENTIAL TREATMENT REQUESTED

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ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (continued) F-1V (1 of 4)

NISOURCE INC. AND SUBSIDIARIES
 PRIMARY ENERGY, INC. AND SUBSIDIARIES
 CONSOLIDATED BALANCE SHEET
 (Not covered by Report of Independent Public Accountants)

As of December 31, (\$ in thousands)	F-1V Page 3	PEI	CEI	HCC	Com
ASSETS					
PROPERTY, PLANT AND EQUIPMENT					
Utility plant	*	*	*	*	
Accumulated depreciation and amortization					
Net utility plant					
Gas and oil producing properties, successful efforts method					
United States cost center					
Canadian cost center					
Accumulated depletion					
Net gas and oil producing properties					
Other property, at cost, less accumulated depreciation					
Net Property, Plant, and Equipment					
INVESTMENTS AND OTHER ASSETS					
Equity in undistributed earnings of subsidiaries					
Assets of discontinued operations					
Unconsolidated affiliates					

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Assets held for sale
Other investments

Total Investments

CURRENT ASSETS

Cash and cash equivalents
Restricted cash
Accounts receivable (less reserve)
Unbilled revenue (less reserve)
Gas inventory
Underrecovered gas and fuel costs
Materials and supplies, at average cost
Electric production fuel, at average cost
Price risk management assets
Exchange gas receivable
Prepayments and other

Total Current Assets

OTHER ASSETS

Price risk management assets
Regulatory assets
Goodwill
Intangible assets, less accumulated amortization
Deferred charges and other

Total Other Assets

TOTAL ASSETS
=====

* CONFIDENTIAL TREATMENT REQUESTED

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ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (continued)

F-1V (2 of 4)

NISOURCE INC. AND SUBSIDIARIES
PRIMARY ENERGY, INC. AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEET
(Not covered by Report of Independent Public Accountants)

As of December 31, (\$ in thousands)

F-1V
Page 4

PEI CEI

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CAPITALIZATION AND LIABILITIES

CAPITALIZATION

Common Stock Equity

*

*

*

*

Preferred Stocks--

Subsidiary Companies

Series without mandatory redemption provisions

Series with mandatory redemption provisions

Company-obligated mandatorily redeemable preferred

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securities of subsidiary trust holding solely Company
debentures
Long-term debt, excluding amounts due within one year

Total Capitalization

CURRENT LIABILITIES

Current redeemable preferred stock subject to
mandatory redemption
Current portion of long-term debt
Short-term borrowings
Accounts payable
Dividends declared on common and preferred stocks
Customer deposits
Taxes accrued
Interest accrued
Overrecovered gas and fuel costs
Price risk management liabilities
Exchange gas payable
Current deferred revenue
Other accruals

Total Current Liabilities

OTHER LIABILITIES AND DEFERRED CREDITS

Price risk management liabilities
Deferred income taxes
Deferred investment tax credits
Deferred credits
Noncurrent deferred revenue
Accrued liability for postretirement and pension benefits
Liabilities of discontinued operations
Other noncurrent liabilities

Total Other

COMMITMENTS AND CONTINGENCIES

TOTAL CAPITALIZATION AND LIABILITIES
=====

* CONFIDENTIAL TREATMENT REQUESTED

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ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (continued)

F-1V (3 of 4)

NISOURCE INC. AND SUBSIDIARIES
PRIMARY ENERGY, INC. AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEET
(Not covered by Report of Independent Public Accountants)

As of December 31, (\$ in thousands)

IEL

LEC

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ASSETS

PROPERTY, PLANT AND EQUIPMENT

Utility plant * * *
 Accumulated depreciation and amortization

 Net utility plant

 Gas and oil producing properties, successful efforts method
 United States cost center
 Canadian cost center
 Accumulated depletion

 Net gas and oil producing properties

 Other property, at cost, less accumulated depreciation

 Net Property, Plant, and Equipment

INVESTMENTS AND OTHER ASSETS

Equity in undistributed earnings of subsidiaries
 Assets of discontinued operations
 Unconsolidated affiliates
 Assets held for sale
 Other investments

 Total Investments

CURRENT ASSETS

Cash and cash equivalents
 Restricted cash
 Accounts receivable (less reserve)
 Unbilled revenue (less reserve)
 Gas inventory
 Underrecovered gas and fuel costs
 Materials and supplies, at average cost
 Electric production fuel, at average cost
 Price risk management assets
 Exchange gas receivable
 Prepayments and other

 Total Current Assets

OTHER ASSETS

Price risk management assets
 Regulatory assets
 Goodwill
 Intangible assets
 Deferred charges and other

 Total Other Assets

TOTAL ASSETS

=====

* CONFIDENTIAL TREATMENT REQUESTED

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ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (continued)

F-1V (4 of 4)

NISOURCE INC. AND SUBSIDIARIES
 PRIMARY ENERGY, INC. AND SUBSIDIARIES
 CONSOLIDATED BALANCE SHEET
 (Not covered by Report of Independent Public Accountants)

As of December 31, (\$ in thousands)	IEL	LEC	NLEC
<hr/>			
CAPITALIZATION AND LIABILITIES			
CAPITALIZATION			
Common Stock Equity	*	*	*
Preferred Stocks--			
Subsidiary Companies			
Series without mandatory redemption provisions			
Series with mandatory redemption provisions			
Company-obligated mandatorily redeemable preferred securities of subsidiary trust holding solely Company debentures			
Long-term debt, excluding amounts due within one year			
<hr/>			
Total Capitalization			
<hr/>			
CURRENT LIABILITIES			
Current redeemable preferred stock subject to mandatory redemption			
Current portion of long-term debt			
Short-term borrowings			
Accounts payable			
Dividends declared on common and preferred stocks			
Customer deposits			
Taxes accrued			
Interest accrued			
Overrecovered gas and fuel costs			
Price risk management liabilities			
Exchange gas payable			
Current deferred revenue			
Other accruals			
<hr/>			
Total Current Liabilities			
<hr/>			
OTHER LIABILITIES AND DEFERRED CREDITS			
Price risk management liabilities			
Deferred income taxes			
Deferred investment tax credits			
Deferred credits			
Noncurrent deferred revenue			
Accrued liability for postretirement and pension benefits			
Liabilities of discontinued operations			
Other noncurrent liabilities			
<hr/>			
Total Other			
<hr/>			

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COMMITMENTS AND CONTINGENCIES

TOTAL CAPITALIZATION AND LIABILITIES

* CONFIDENTIAL TREATMENT REQUESTED

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ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (continued)

F-1W (1 of 2)

NISOURCE INC. AND SUBSIDIARIES
 SM&P UTILITY RESOURCES, INC. AND SUBSIDIARIES
 CONSOLIDATED BALANCE SHEET
 (Not covered by Report of Independent Public Accountants)

As of December 31, (\$ in thousands)	SMP	CI	Comb
ASSETS			
PROPERTY, PLANT AND EQUIPMENT			
Utility plant	*	*	
Accumulated depreciation and amortization			
<hr/>			
Net utility plant			
<hr/>			
Gas and oil producing properties, successful efforts method			
United States cost center			
Canadian cost center			
Accumulated depletion			
<hr/>			
Net gas and oil producing properties			
<hr/>			
Other property, at cost, less accumulated depreciation			
<hr/>			
Net Property, Plant, and Equipment			
<hr/>			
INVESTMENTS AND OTHER ASSETS			
Equity in undistributed earnings of subsidiaries			
Assets of discontinued operations			
Unconsolidated affiliates			
Assets held for sale			
Other investments			
<hr/>			
Total Investments			
<hr/>			
CURRENT ASSETS			
Cash and cash equivalents			
Restricted cash			
Accounts receivable (less reserve)			
Unbilled revenue (less reserve)			
Gas inventory			
Underrecovered gas and fuel costs			
Materials and supplies, at average cost			

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Electric production fuel, at average cost
 Price risk management assets
 Exchange gas receivable
 Prepayments and other

 Total Current Assets

OTHER ASSETS

Price risk management assets
 Regulatory assets
 Goodwill
 Intangible assets
 Deferred charges and other

 Total Other Assets

TOTAL ASSETS
 =====

* CONFIDENTIAL TREATMENT REQUESTED

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ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (continued)

F-1W (2 of 2)

NISOURCE INC. AND SUBSIDIARIES
 SM&P UTILITY RESOURCES, INC. AND SUBSIDIARIES
 CONSOLIDATED BALANCE SHEET
 (Not covered by Report of Independent Public Accountants)

As of December 31, (\$ in thousands)

SMP

CI

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CAPITALIZATION AND LIABILITIES

CAPITALIZATION

Common Stock Equity
 Preferred Stocks--
 Subsidiary Companies
 Series without mandatory redemption provisions
 Series with mandatory redemption provisions
 Company-obligated mandatorily redeemable preferred
 securities of subsidiary trust holding solely Company
 debentures
 Long-term debt, excluding amounts due within one year

*

*

*

 Total Capitalization

CURRENT LIABILITIES

Current redeemable preferred stock subject to
 mandatory redemption
 Current portion of long-term debt
 Short-term borrowings
 Accounts payable
 Dividends declared on common and preferred stocks

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Customer deposits
 Taxes accrued
 Interest accrued
 Overrecovered gas and fuel costs
 Price risk management liabilities
 Exchange gas payable
 Current deferred revenue
 Other accruals

 Total Current Liabilities

OTHER LIABILITIES AND DEFERRED CREDITS

Price risk management liabilities
 Deferred income taxes
 Deferred investment tax credits
 Deferred credits
 Noncurrent deferred revenue
 Accrued liability for postretirement and pension benefits
 Liabilities of discontinued operations
 Other noncurrent liabilities

 Total Other

COMMITMENTS AND CONTINGENCIES

 TOTAL CAPITALIZATION AND LIABILITIES
 =====

* CONFIDENTIAL TREATMENT REQUESTED

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ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (continued)

F-2 (1 of 4)

NISOURCE INC. AND SUBSIDIARIES
 CONSOLIDATED STATEMENT OF INCOME
 (Not covered by Report of Independent Public Accountants)

Year Ended December 31, (\$ in thousands)	F-2 Page 2	F-2 Page 3	F-2 Page 4	Combined

NET REVENUES				
Gas Distribution	*	*	*	*
Gas Transmission and Storage				
Electric				
Exploration and Production				
Other				

Gross Revenues				
Cost of Sales				

Total Net Revenues				

OPERATING EXPENSES				

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Operation and maintenance
Depreciation, depletion and amortization
Loss (gain) on sale or impairment of assets
Other taxes

Total Operating Expenses

OPERATING INCOME (LOSS)

OTHER INCOME (DEDUCTIONS)
Interest expense, net
Minority interest
Dividend requirements on preferred stock of subsidiaries
Other, net

Total Other Income (Deductions)

INCOME (LOSS) FROM CONTINUING OPERATIONS
BEFORE INCOME TAXES
INCOME TAXES

INCOME (LOSS) FROM CONTINUING OPERATIONS

Income (loss) from Discontinued Operations - net of taxes
Net loss on the Disposition of Discontinued Operations -
net of taxes
Change in Accounting - net of taxes
Subsidiary Earnings

NET INCOME (LOSS)
=====

* CONFIDENTIAL TREATMENT REQUESTED

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ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (continued)

F-2 (2 of 4)

NISOURCE INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENT OF INCOME
(Not covered by Report of Independent Public Accountants)

Year Ended December 31, (\$ in thousands)	NI	BSG	CG

NET REVENUES			
Gas Distribution	*	*	1,632,118
Gas Transmission and Storage			940,085
Electric			-
Exploration and Production			187,981
Other			58,085

Gross Revenues			2,818,269
Cost of Sales			874,781

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Total Net Revenues	1,943,488
OPERATING EXPENSES	
Operation and maintenance	739,927
Depreciation, depletion and amortization	207,524
Loss (gain) on sale or impairment of assets	(5,332)
Other taxes	182,746
Total Operating Expenses	1,124,865
OPERATING INCOME (LOSS)	818,623
OTHER INCOME (DEDUCTIONS)	
Interest expense, net	(115,159)
Minority interest	-
Dividend requirements on preferred stock of subsidiaries	-
Other, net	24,131
Total Other Income (Deductions)	(91,028)
INCOME (LOSS) FROM CONTINUING OPERATIONS BEFORE INCOME TAXES	727,595
INCOME TAXES	254,459
INCOME (LOSS) FROM CONTINUING OPERATIONS	473,136
Income (loss) from Discontinued Operations - net of taxes	(6,413)
Net loss on the Disposition of Discontinued Operations - net of taxes	51,274
Change in Accounting - net of taxes	-
Subsidiary Earnings	-
NET INCOME (LOSS)	415,449

* CONFIDENTIAL TREATMENT REQUESTED

(a) BSG includes two subsidiaries, CG includes twenty subsidiaries, EU11 includes ten subsidiaries, and NESI includes four subsidiaries as noted in Item 1. Consolidating financial statement of BSG, CG, EU11 and NESI are presented herewith in Exhibits F-1A through F-4A, F-1B through F-4B, F-1I through F-4I and F-1K through F-4K, respectively.

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ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (continued)

F-2 (3 of 4)

NISOURCE INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENT OF INCOME
(Not covered by Report of Independent Public Accountants)

Year Ended December 31, (\$ in thousands)

NESI

NCM

NCT

NCS

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NET REVENUES				
Gas Distribution	*	*	*	-
Gas Transmission and Storage				-
Electric				-
Exploration and Production				-
Other				304,443

Gross Revenues				304,443
Cost of Sales				-

Total Net Revenues				304,443

OPERATING EXPENSES				
Operation and maintenance				282,691
Depreciation, depletion and amortization				8,034
Loss (gain) on sale or impairment of assets				-
Other taxes				9,844

Total Operating Expenses				300,569

OPERATING INCOME (LOSS)				3,874

OTHER INCOME (DEDUCTIONS)				
Interest expense, net				(5,070)
Minority interest				-
Dividend requirements on preferred stock of subsidiaries				-
Other, net				(68)

Total Other Income (Deductions)				(5,138)

INCOME (LOSS) FROM CONTINUING OPERATIONS				
BEFORE INCOME TAXES				(1,264)
INCOME TAXES				(1,264)

INCOME (LOSS) FROM CONTINUING OPERATIONS				

Income (loss) from Discontinued Operations - net of taxes				-
Net loss on the Disposition of Discontinued Operations - net of taxes				-
Change in Accounting - net of taxes				-
Subsidiary Earnings				-

NET INCOME (LOSS)				-
=====				

* CONFIDENTIAL TREATMENT REQUESTED

(a) NDEV includes ten subsidiaries as noted in Item 1. Consolidating financial statement of NDEV are presented herewith in Exhibits F-1L through F4-L.

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NISOURCE INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENT OF INCOME
(Not covered by Report of Independent Public Accountants)

Year Ended December 31, (\$ in thousands)	NFC	NPG	NIFL	NIP
<hr/>				
NET REVENUES				
Gas Distribution	*	*	*	746,1
Gas Transmission and Storage				36,2
Electric				1,136,7
Exploration and Production				
Other				2,9
<hr/>				
Gross Revenues				1,922,2
Cost of Sales				867,3
Total Net Revenues				1,054,8
<hr/>				
OPERATING EXPENSES				
Operation and maintenance				319,3
Depreciation, depletion and amortization				254,7
Loss (gain) on sale or impairment of assets				
Other taxes				71,7
<hr/>				
Total Operating Expenses				645,
<hr/>				
OPERATING INCOME (LOSS)				409,
<hr/>				
OTHER INCOME (DEDUCTIONS)				
Interest expense, net				(59,9)
Minority interest				
Dividend requirements on preferred stock of subsidiaries				
Other, net				1,8
<hr/>				
Total Other Income (Deductions)				(58,0)
<hr/>				
INCOME (LOSS) FROM CONTINUING OPERATIONS				
BEFORE INCOME TAXES				350,9
INCOME TAXES				124,0
<hr/>				
INCOME (LOSS) FROM CONTINUING OPERATIONS				226,9
<hr/>				
Income (loss) from Discontinued Operations - net of taxes				
Net loss on the Disposition of Discontinued Operations - net of taxes				
Change in Accounting - net of taxes				
Subsidiary Earnings				
<hr/>				
NET INCOME (LOSS)				226,9
<hr/>				

* CONFIDENTIAL TREATMENT REQUESTED

(a) NPG includes two subsidiaries, NIFL includes one subsidiary, NIP includes one subsidiary, PEI includes seven subsidiaries and SMP includes one subsidiary

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as noted in Item 1. Consolidating financial statement of NPG, NIFL, NIP, PEI and SMP are presented herewith in Exhibits F-1N through F4-N, F-1P through F-4P, F-1Q through F-4Q, F-1R through F-4R and F-1S through F-4S, respectively.

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ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (continued) F-2A (1 of 1)

NISOURCE INC. AND SUBSIDIARIES
BAY STATE GAS COMPANY AND SUBSIDIARIES
CONSOLIDATED STATEMENT OF INCOME
(Not covered by Report of Independent Public Accountants)

Year Ended December 31, (\$ in thousands)	BSG	BSGPE	NU
<hr/>			
NET REVENUES			
Gas Distribution	335,546	*	89,010
Gas Transmission and Storage	26,271		6,939
Electric	-		-
Exploration and Production	-		-
Other	1,752		865
<hr/>			
Gross Revenues	363,569		96,814
Cost of Sales	190,731		59,912
<hr/>			
Total Net Revenues	172,838		36,902
<hr/>			
OPERATING EXPENSES			
Operation and maintenance	97,635		18,023
Depreciation, depletion and amortization	38,055		8,994
Loss (gain) on sale or impairment of assets	-		-
Other taxes	10,276		3,142
<hr/>			
Total Operating Expenses	145,966		30,159
<hr/>			
OPERATING INCOME (LOSS)	26,872		6,743
<hr/>			
OTHER INCOME (DEDUCTIONS)			
Interest expense, net	(14,444)		(3,733)
Minority interest	-		-
Dividend requirements on preferred stock of subsidiaries	-		-
Other, net	(576)		71
<hr/>			
Total Other Income (Deductions)	(15,020)		(3,662)
<hr/>			
INCOME (LOSS) FROM CONTINUING OPERATIONS			
BEFORE INCOME TAXES	11,852		3,081
INCOME TAXES	4,864		942
<hr/>			
INCOME (LOSS) FROM CONTINUING OPERATIONS	6,988		2,139
<hr/>			
Income (loss) from Discontinued Operations - net of taxes	-		-
Net loss on the Disposition of Discontinued Operations -			-

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net of taxes	-	-
Change in Accounting - net of taxes	-	-
Subsidiary Earnings	2,111	-

NET INCOME (LOSS)	9,099	2,139
=====		

* CONFIDENTIAL TREATMENT REQUESTED

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ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (continued) F-2B (1 of 5)

NISOURCE INC. AND SUBSIDIARIES
 COLUMBIA ENERGY GROUP AND SUBSIDIARIES
 CONSOLIDATED STATEMENT OF INCOME
 (Not covered by Report of Independent Public Accountants)

Year Ended December 31, (\$ in thousands)	F-2B Page 2	F-2B Page 3	F-2B Page 4	F-2B Page 5	Comb

NET REVENUES					
Gas Distribution	*	*	*	*	
Gas Transmission and Storage					
Electric					
Exploration and Production					
Other					

Gross Revenues					
Cost of Sales					

Total Net Revenues					

OPERATING EXPENSES					
Operation and maintenance					
Depreciation, depletion and amortization					
Loss (gain) on sale or impairment of assets					
Other taxes					

Total Operating Expenses					

OPERATING INCOME (LOSS)					

OTHER INCOME (DEDUCTIONS)					
Interest expense, net					
Minority interest					
Dividend requirements on preferred stock of subsidiaries					
Other, net					

Total Other Income (Deductions)					

INCOME (LOSS) FROM CONTINUING OPERATIONS BEFORE INCOME TAXES					

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INCOME TAXES

 INCOME (LOSS) FROM CONTINUING OPERATIONS

Income (loss) from Discontinued Operations - net of taxes
 Net loss on the Disposition of Discontinued Operations -
 net of taxes
 Change in Accounting - net of taxes
 Subsidiary Earnings

NET INCOME (LOSS)
 =====

* CONFIDENTIAL TREATMENT REQUESTED

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ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (continued)

F-2B (2 of 5)

NISOURCE INC. AND SUBSIDIARIES
 COLUMBIA ENERGY GROUP AND SUBSIDIARIES
 CONSOLIDATED STATEMENT OF INCOME
 (Not covered by Report of Independent Public Accountants)

Year Ended December 31, (\$ in thousands)	CG	CAT	CCC	CER	CES	C

NET REVENUES						
Gas Distribution	*	*	*	*	*	
Gas Transmission and Storage						
Electric						
Exploration and Production						
Other						

Gross Revenues						
Cost of Sales						

Total Net Revenues						

OPERATING EXPENSES						
Operation and maintenance						
Depreciation, depletion and amortization						
Loss (gain) on sale or impairment of assets						
Other taxes						

Total Operating Expenses						

OPERATING INCOME (LOSS)						

OTHER INCOME (DEDUCTIONS)						
Interest expense, net						
Minority interest						
Dividend requirements on preferred stock of subsidiaries						
Other, net						

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 Total Other Income (Deductions)

INCOME (LOSS) FROM CONTINUING OPERATIONS
 BEFORE INCOME TAXES
 INCOME TAXES

 INCOME (LOSS) FROM CONTINUING OPERATIONS

Income (loss) from Discontinued Operations - net of taxes
 Net loss on the Disposition of Discontinued Operations -
 net of taxes
 Change in Accounting - net of taxes
 Subsidiary Earnings

 NET INCOME (LOSS)
 =====

* CONFIDENTIAL TREATMENT REQUESTED

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ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (continued)

F-2B (3 of 5)

NISOURCE INC. AND SUBSIDIARIES
 COLUMBIA ENERGY GROUP AND SUBSIDIARIES
 CONSOLIDATED STATEMENT OF INCOME
 (Not covered by Report of Independent Public Accountants)

Year Ended December 31, (\$ in thousands)	CKY	CMD	COH	CPA
NET REVENUES				
Gas Distribution	99,320	35,510	982,075	317,19
Gas Transmission and Storage	30,100	4,050	206,525	71,93
Electric	-	-	-	-
Exploration and Production	-	-	-	-
Other	448	971	(17,289)	13,62
Gross Revenues	129,868	40,531	1,171,311	402,74
Cost of Sales	72,797	20,305	688,290	216,75
Total Net Revenues	57,071	20,226	483,021	185,99
OPERATING EXPENSES				
Operation and maintenance	25,090	7,555	182,000	90,70
Depreciation, depletion and amortization	8,702	2,426	13,440	16,07
Loss (gain) on sale or impairment of assets	-	-	-	-
Other taxes	2,120	2,978	100,246	4,47
Total Operating Expenses	35,912	12,959	295,686	111,25
OPERATING INCOME (LOSS)	21,159	7,267	187,335	74,74

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OTHER INCOME (DEDUCTIONS)				
Interest expense, net	(3,862)	(1,636)	(24,126)	(16,050)
Minority interest	-	-	-	-
Dividend requirements on preferred stock of subsidiaries	-	-	-	-
Other, net	1,630	301	(193)	4,290

Total Other Income (Deductions)	(2,232)	(1,335)	(24,319)	(11,760)

INCOME (LOSS) FROM CONTINUING OPERATIONS				
BEFORE INCOME TAXES	18,927	5,932	163,016	62,970
INCOME TAXES	7,124	2,358	55,670	24,740

INCOME (LOSS) FROM CONTINUING OPERATIONS	11,803	3,574	107,346	38,230

Income (loss) from Discontinued Operations - net of taxes	-	-	-	-
Net loss on the Disposition of Discontinued Operations - net of taxes	-	-	-	-
Change in Accounting - net of taxes	-	-	-	-
Subsidiary Earnings	-	-	-	-

NET INCOME (LOSS)	11,803	3,574	107,346	38,230
=====				

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ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (continued) F-2B (4 of 5)

NISOURCE INC. AND SUBSIDIARIES
COLUMBIA ENERGY GROUP AND SUBSIDIARIES
CONSOLIDATED STATEMENT OF INCOME
(Not covered by Report of Independent Public Accountants)

Year Ended December 31, (\$ in thousands)	CGT	CLNG	CNS	CPL

NET REVENUES				
Gas Distribution	-	*	*	*
Gas Transmission and Storage	140,212			
Electric	-			
Exploration and Production	-			
Other	2,610			

Gross Revenues	142,822			
Cost of Sales	-			

Total Net Revenues	142,822			

OPERATING EXPENSES				
Operation and maintenance	69,702			
Depreciation, depletion and amortization	23,208			
Loss (gain) on sale or impairment of assets	(193)			
Other taxes	8,287			

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Total Operating Expenses	101,004

OPERATING INCOME (LOSS)	41,818

OTHER INCOME (DEDUCTIONS)	
Interest expense, net	(6,496)
Minority interest	-
Dividend requirements on preferred stock of subsidiaries	-
Other, net	(40)

Total Other Income (Deductions)	(6,536)

INCOME (LOSS) FROM CONTINUING OPERATIONS	
BEFORE INCOME TAXES	35,282
INCOME TAXES	13,485

INCOME (LOSS) FROM CONTINUING OPERATIONS	21,797

Income (loss) from Discontinued Operations - net of taxes	-
Net loss on the Disposition of Discontinued Operations - net of taxes	-
Change in Accounting - net of taxes	-
Subsidiary Earnings	-

NET INCOME (LOSS)	21,797
=====	

* CONFIDENTIAL TREATMENT REQUESTED

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ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (continued) F-2B (5 of 5)

NISOURCE INC. AND SUBSIDIARIES
COLUMBIA ENERGY GROUP AND SUBSIDIARIES
CONSOLIDATED STATEMENT OF INCOME
(Not covered by Report of Independent Public Accountants)

Year Ended December 31, (\$ in thousands)	CTC	NICL	F-2B Page 5 Total

NET REVENUES			
Gas Distribution	*	*	*
Gas Transmission and Storage			
Electric			
Exploration and Production			
Other			

Gross Revenues			
Cost of Sales			

Total Net Revenues			

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OPERATING EXPENSES

Operation and maintenance
 Depreciation, depletion and amortization
 Loss (gain) on sale or impairment of assets
 Other taxes

 Total Operating Expenses

OPERATING INCOME (LOSS)

OTHER INCOME (DEDUCTIONS)

Interest expense, net
 Minority interest
 Dividend requirements on preferred stock of subsidiaries
 Other, net

 Total Other Income (Deductions)

INCOME (LOSS) FROM CONTINUING OPERATIONS

BEFORE INCOME TAXES

INCOME TAXES

 INCOME (LOSS) FROM CONTINUING OPERATIONS

Income (loss) from Discontinued Operations - net of taxes

Net loss on the Disposition of Discontinued Operations -

net of taxes

Change in Accounting - net of taxes

Subsidiary Earnings

 NET INCOME (LOSS)
 =====

* CONFIDENTIAL TREATMENT REQUESTED

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ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (continued)

F-2C (1 of 1)

NISOURCE INC. AND SUBSIDIARIES
 COLUMBIA ENERGY GROUP CAPITAL CORPORATION AND SUBSIDIARIES
 CONSOLIDATED STATEMENT OF INCOME
 (Not covered by Report of Independent Public Accountants)

Year Ended December 31, (\$ in thousands)	CCC	TGT	Combined	Consolidati Entries
NET REVENUES				
Gas Distribution	*	*	*	*
Gas Transmission and Storage				
Electric				
Exploration and Production				
Other				

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Gross Revenues
Cost of Sales

Total Net Revenues

OPERATING EXPENSES

Operation and maintenance
Depreciation, depletion and amortization
Loss (gain) on sale or impairment of assets
Other taxes

Total Operating Expenses

OPERATING INCOME (LOSS)

OTHER INCOME (DEDUCTIONS)

Interest expense, net
Minority interest
Dividend requirements on preferred stock of subsidiaries
Other, net

Total Other Income (Deductions)

INCOME (LOSS) FROM CONTINUING OPERATIONS

BEFORE INCOME TAXES

INCOME TAXES

INCOME (LOSS) FROM CONTINUING OPERATIONS

Income (loss) from Discontinued Operations - net of taxes
Net loss on the Disposition of Discontinued Operations -
net of taxes
Change in Accounting - net of taxes
Subsidiary Earnings

NET INCOME (LOSS)
=====

* CONFIDENTIAL TREATMENT REQUESTED

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ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (continued)

F-2D (1 of 2)

NISOURCE INC. AND SUBSIDIARIES
COLUMBIA ENERGY RESOURCES INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENT OF INCOME
(Not covered by Report of Independent Public Accountants)

Year Ended December 31, (\$ in thousands)

F-2D

Page 2

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NET REVENUES

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Gas Distribution * * * *
Gas Transmission and Storage
Electric
Exploration and Production
Other

Gross Revenues
Cost of Sales

Total Net Revenues

OPERATING EXPENSES
Operation and maintenance
Depreciation, depletion and amortization
Loss (gain) on sale or impairment of assets
Other taxes

Total Operating Expenses

OPERATING INCOME (LOSS)

OTHER INCOME (DEDUCTIONS)
Interest expense, net
Minority interest
Dividend requirements on preferred stock of subsidiaries
Other, net

Total Other Income (Deductions)

INCOME (LOSS) FROM CONTINUING OPERATIONS
BEFORE INCOME TAXES
INCOME TAXES

INCOME (LOSS) FROM CONTINUING OPERATIONS

Income (loss) from Discontinued Operations - net of taxes
Net loss on the Disposition of Discontinued Operations -
net of taxes
Change in Accounting - net of taxes
Subsidiary Earnings

NET INCOME (LOSS)
=====

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Year Ended December 31, (\$ in thousands)	CNR	CNRCL	HH	F-2D Page Total
NET REVENUES				
Gas Distribution	*	*	*	*
Gas Transmission and Storage				
Electric				
Exploration and Production				
Other				
Gross Revenues				
Cost of Sales				
Total Net Revenues				
OPERATING EXPENSES				
Operation and maintenance				
Depreciation, depletion and amortization				
Loss (gain) on sale or impairment of assets				
Other taxes				
Total Operating Expenses				
OPERATING INCOME (LOSS)				
OTHER INCOME (DEDUCTIONS)				
Interest expense, net				
Minority interest				
Dividend requirements on preferred stock of subsidiaries				
Other, net				
Total Other Income (Deductions)				
INCOME (LOSS) FROM CONTINUING OPERATIONS				
BEFORE INCOME TAXES				
INCOME TAXES				
INCOME (LOSS) FROM CONTINUING OPERATIONS				
Income (loss) from Discontinued Operations - net of taxes				
Net loss on the Disposition of Discontinued Operations - net of taxes				
Change in Accounting - net of taxes				
Subsidiary Earnings				
NET INCOME (LOSS)				

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NISOURCE INC. AND SUBSIDIARIES
 COLUMBIA FINANCE CORPORATION AND SUBSIDIARIES
 CONSOLIDATED STATEMENT OF INCOME
 (Not covered by Report of Independent Public Accountants)

Year Ended December 31, (\$ in thousands)	CFC	CAR	Combined	Consolidation Entries
NET REVENUES				
Gas Distribution	*	*	*	*
Gas Transmission and Storage				
Electric				
Exploration and Production				
Other				
<hr style="border-top: 1px dashed black;"/>				
Gross Revenues				
Cost of Sales				
<hr style="border-top: 1px dashed black;"/>				
Total Net Revenues				
<hr style="border-top: 1px dashed black;"/>				
OPERATING EXPENSES				
Operation and maintenance				
Depreciation, depletion and amortization				
Loss (gain) on sale or impairment of assets				
Other taxes				
<hr style="border-top: 1px dashed black;"/>				
Total Operating Expenses				
<hr style="border-top: 1px dashed black;"/>				
OPERATING INCOME (LOSS)				
<hr style="border-top: 1px dashed black;"/>				
OTHER INCOME (DEDUCTIONS)				
Interest expense, net				
Minority interest				
Dividend requirements on preferred stock of subsidiaries				
Other, net				
<hr style="border-top: 1px dashed black;"/>				
Total Other Income (Deductions)				
<hr style="border-top: 1px dashed black;"/>				
INCOME (LOSS) FROM CONTINUING OPERATIONS				
BEFORE INCOME TAXES				
<hr style="border-top: 1px dashed black;"/>				
INCOME (LOSS) FROM CONTINUING OPERATIONS				
<hr style="border-top: 1px dashed black;"/>				
Income (loss) from Discontinued Operations - net of taxes				
Net loss on the Disposition of Discontinued Operations - net of taxes				
Change in Accounting - net of taxes				
Subsidiary Earnings				
<hr style="border-top: 1px dashed black;"/>				
NET INCOME (LOSS)				
<hr style="border-top: 1px dashed black;"/>				

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ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (continued)

F-2F (1 of 1)

NISOURCE INC. AND SUBSIDIARIES
 COLUMBIA NETWORK SERVICES CORPORATION AND SUBSIDIARIES
 CONSOLIDATED STATEMENT OF INCOME
 (Not covered by Report of Independent Public Accountants)

Year Ended December 31, (\$ in thousands)	CNS	CMC	Combined	Consolidation Entries
<hr/>				
NET REVENUES				
Gas Distribution	*	*	*	*
Gas Transmission and Storage				
Electric				
Exploration and Production				
Other				
<hr/>				
Gross Revenues				
Cost of Sales				
<hr/>				
Total Net Revenues				
<hr/>				
OPERATING EXPENSES				
Operation and maintenance				
Depreciation, depletion and amortization				
Loss (gain) on sale or impairment of assets				
Other taxes				
<hr/>				
Total Operating Expenses				
<hr/>				
OPERATING INCOME (LOSS)				
<hr/>				
OTHER INCOME (DEDUCTIONS)				
Interest expense, net				
Minority interest				
Dividend requirements on preferred stock of subsidiaries				
Other, net				
<hr/>				
Total Other Income (Deductions)				
<hr/>				
INCOME (LOSS) FROM CONTINUING OPERATIONS				
BEFORE INCOME TAXES				
INCOME TAXES				
<hr/>				
INCOME (LOSS) FROM CONTINUING OPERATIONS				
<hr/>				
Income (loss) from Discontinued Operations - net of taxes				
Net loss on the Disposition of Discontinued Operations - net of taxes				
Change in Accounting - net of taxes				
Subsidiary Earnings				
<hr/>				

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NET INCOME (LOSS)

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ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (continued)

F-2G (1 of 1)

NISOURCE INC. AND SUBSIDIARIES
 COLUMBIA PIPELINE CORPORATION AND SUBSIDIARIES
 CONSOLIDATED STATEMENT OF INCOME
 (Not covered by Report of Independent Public Accountants)

Year Ended December 31, (\$ in thousands)	CPL	CDW	Combined	Consolidation Entries
NET REVENUES				
Gas Distribution	*	*	*	*
Gas Transmission and Storage				
Electric				
Exploration and Production				
Other				
Gross Revenues				
Cost of Sales				
Total Net Revenues				
OPERATING EXPENSES				
Operation and maintenance				
Depreciation, depletion and amortization				
Loss (gain) on sale or impairment of assets				
Other taxes				
Total Operating Expenses				
OPERATING INCOME (LOSS)				
OTHER INCOME (DEDUCTIONS)				
Interest expense, net				
Minority interest				
Dividend requirements on preferred stock of subsidiaries				
Other, net				
Total Other Income (Deductions)				
INCOME (LOSS) FROM CONTINUING OPERATIONS				
BEFORE INCOME TAXES				
INCOME TAXES				
INCOME (LOSS) FROM CONTINUING OPERATIONS				

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Income (loss) from Discontinued Operations - net of taxes
 Net loss on the Disposition of Discontinued Operations -
 net of taxes
 Change in Accounting - net of taxes
 Subsidiary Earnings

NET INCOME (LOSS)

* CONFIDENTIAL TREATMENT REQUESTED

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ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (continued)

F-2H (1 of 1)

NISOURCE INC. AND SUBSIDIARIES
 COLUMBIA SERVICE PARTNERS, INC. AND SUBSIDIARIES
 CONSOLIDATED STATEMENT OF INCOME
 (Not covered by Report of Independent Public Accountants)

Year Ended December 31, (\$ in thousands)	CSP	CAA	Combined	Consolidation Entries
NET REVENUES				
Gas Distribution	*	*	*	*
Gas Transmission and Storage				
Electric				
Exploration and Production				
Other				
Gross Revenues				
Cost of Sales				
Total Net Revenues				
OPERATING EXPENSES				
Operation and maintenance				
Depreciation, depletion and amortization				
Loss (gain) on sale or impairment of assets				
Other taxes				
Total Operating Expenses				
OPERATING INCOME (LOSS)				
OTHER INCOME (DEDUCTIONS)				
Interest expense, net				
Minority interest				
Dividend requirements on preferred stock of subsidiaries				
Other, net				
Total Other Income (Deductions)				

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INCOME (LOSS) FROM CONTINUING OPERATIONS
 BEFORE INCOME TAXES
 INCOME TAXES

 INCOME (LOSS) FROM CONTINUING OPERATIONS

Income (loss) from Discontinued Operations - net of taxes
 Net loss on the Disposition of Discontinued Operations -
 net of taxes
 Change in Accounting - net of taxes
 Subsidiary Earnings

 NET INCOME (LOSS)
 =====

* CONFIDENTIAL TREATMENT REQUESTED

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ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (continued)

F-2I (1 of 3)

NISOURCE INC. AND SUBSIDIARIES
 ENERGY USA, INC. AND SUBSIDIARIES
 CONSOLIDATED STATEMENT OF INCOME
 (Not covered by Report of Independent Public Accountants)

Year Ended December 31, (\$ in thousands)	F-21 Page 2	F-21 Page 3	EUII	Combined	Cons E

NET REVENUES					
Gas Distribution	*	*	*	*	
Gas Transmission and Storage					
Electric					
Exploration and Production					
Other					

Gross Revenues					
Cost of Sales					

Total Net Revenues					

OPERATING EXPENSES					
Operation and maintenance					
Depreciation, depletion and amortization					
Loss (gain) on sale or impairment of assets					
Other taxes					

Total Operating Expenses					

OPERATING INCOME (LOSS)					

OTHER INCOME (DEDUCTIONS)					
Interest expense, net					
Minority interest					

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Dividend requirements on preferred stock of subsidiaries
Other, net

Total Other Income (Deductions)

INCOME (LOSS) FROM CONTINUING OPERATIONS
BEFORE INCOME TAXES
INCOME TAXES

INCOME (LOSS) FROM CONTINUING OPERATIONS

Income (loss) from Discontinued Operations - net of taxes
Net loss on the Disposition of Discontinued Operations -
net of taxes
Change in Accounting - net of taxes
Subsidiary Earnings

NET INCOME (LOSS)
=====

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ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (continued)

F-2I (2 of 3)

NISOURCE INC. AND SUBSIDIARIES
ENERGY USA, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENT OF INCOME
(Not covered by Report of Independent Public Accountants)

Year Ended December 31, (\$ in thousands)	EUC	EUR
NET REVENUES		
Gas Distribution	*	*
Gas Transmission and Storage		
Electric		
Exploration and Production		
Other		

Gross Revenues		
Cost of Sales		

Total Net Revenues		

OPERATING EXPENSES		
Operation and maintenance		
Depreciation, depletion and amortization		
Loss (gain) on sale or impairment of assets		
Other taxes		

Total Operating Expenses		

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OPERATING INCOME (LOSS)

OTHER INCOME (DEDUCTIONS)

Interest expense, net
 Minority interest
 Dividend requirements on preferred stock of subsidiaries
 Other, net

Total Other Income (Deductions)

INCOME (LOSS) FROM CONTINUING OPERATIONS
 BEFORE INCOME TAXES
 INCOME TAXES

INCOME (LOSS) FROM CONTINUING OPERATIONS

Income (loss) from Discontinued Operations - net of taxes
 Net loss on the Disposition of Discontinued Operations -
 net of taxes
 Change in Accounting - net of taxes
 Subsidiary Earnings

NET INCOME (LOSS)

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ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (continued)

F-2I (3 of 3)

NISOURCE INC. AND SUBSIDIARIES
 ENERGY USA, INC. AND SUBSIDIARIES
 CONSOLIDATED STATEMENT OF INCOME
 (Not covered by Report of Independent Public Accountants)

Year Ended December 31, (\$ in thousands)	NEML	NEST
NET REVENUES		
Gas Distribution	*	*
Gas Transmission and Storage		
Electric		
Exploration and Production		
Other		
Gross Revenues		
Cost of Sales		
Total Net Revenues		
OPERATING EXPENSES		
Operation and maintenance		

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Depreciation, depletion and amortization			
Loss (gain) on sale or impairment of assets			
Other taxes			

Total Operating Expenses			

OPERATING INCOME (LOSS)			

OTHER INCOME (DEDUCTIONS)			
Interest expense, net			
Minority interest			
Dividend requirements on preferred stock of subsidiaries			
Other, net			

Total Other Income (Deductions)			

INCOME (LOSS) FROM CONTINUING OPERATIONS			
BEFORE INCOME TAXES			
INCOME TAXES			

INCOME (LOSS) FROM CONTINUING OPERATIONS			

Income (loss) from Discontinued Operations - net of taxes			
Net loss on the Disposition of Discontinued Operations -			
net of taxes			
Change in Accounting - net of taxes			
Subsidiary Earnings			

NET INCOME (LOSS)			
=====			

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ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (continued) F-2J (1 of 1)

NISOURCE INC. AND SUBSIDIARIES
ENERGY USA, INC. (MA) AND SUBSIDIARIES
CONSOLIDATED STATEMENT OF INCOME
(Not Covered by Report of Independent Public Accountants)

Year Ended December 31, (\$ in thousands)	EUIM	ESPE	EUIC	C

NET REVENUES				
Gas Distribution	*	*	*	
Gas Transmission and Storage				
Electric				
Exploration and Production				
Other				

Gross Revenues				
Cost of Sales				

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 Total Net Revenues

OPERATING EXPENSES

Operation and maintenance
 Depreciation, depletion and amortization
 Loss (gain) on sale or impairment of assets
 Other taxes

 Total Operating Expenses

OPERATING INCOME (LOSS)

 OTHER INCOME (DEDUCTIONS)

Interest expense, net
 Minority interest
 Dividend requirements on preferred stock of subsidiaries
 Other, net

 Total Other Income (Deductions)

INCOME (LOSS) FROM CONTINUING OPERATIONS

BEFORE INCOME TAXES
 INCOME TAXES

 INCOME (LOSS) FROM CONTINUING OPERATIONS

Income (loss) from Discontinued Operations - net of taxes
 Net loss on the Disposition of Discontinued Operations -
 net of taxes
 Change in Accounting - net of taxes
 Subsidiary Earnings

 NET INCOME (LOSS)
 =====

* CONFIDENTIAL TREATMENT REQUESTED

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ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (continued)

F-2K (1 of 2)

NISOURCE INC. AND SUBSIDIARIES
 ENERGY USA (CONNECTICUT) INC. AND SUBSIDIARIES
 CONSOLIDATED STATEMENT OF INCOME
 (Not covered by Report of Independent Public Accountants)

Year Ended December 31, (\$ in thousands)

F-2K
 Page 2

EUIC BES

 NET REVENUES

Gas Distribution
 Gas Transmission and Storage

* * *

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Electric
Exploration and Production
Other

Gross Revenues
Cost of Sales

Total Net Revenues

OPERATING EXPENSES
Operation and maintenance
Depreciation, depletion and amortization
Loss (gain) on sale or impairment of assets
Other taxes

Total Operating Expenses

OPERATING INCOME (LOSS)

OTHER INCOME (DEDUCTIONS)
Interest expense, net
Minority interest
Dividend requirements on preferred stock of subsidiaries
Other, net

Total Other Income (Deductions)

INCOME (LOSS) FROM CONTINUING OPERATIONS
BEFORE INCOME TAXES
INCOME TAXES

INCOME (LOSS) FROM CONTINUING OPERATIONS

Income (loss) from Discontinued Operations - net of taxes
Net loss on the Disposition of Discontinued Operations -
net of taxes
Change in Accounting - net of taxes
Subsidiary Earnings

NET INCOME (LOSS)
=====

* CONFIDENTIAL TREATMENT REQUESTED

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ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (continued)

F-2K (2 of 2)

NISOURCE INC. AND SUBSIDIARIES
ENERGY USA (CONNECTICUT) INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENT OF INCOME
(Not covered by Report of Independent Public Accountants)

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Year Ended December 31, (\$ in thousands)

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EUM

NET REVENUES

Gas Distribution
 Gas Transmission and Storage
 Electric
 Exploration and Production
 Other

* *

Gross Revenues

Cost of Sales

Total Net Revenues

OPERATING EXPENSES

Operation and maintenance
 Depreciation, depletion and amortization
 Loss (gain) on sale or impairment of assets
 Other taxes

Total Operating Expenses

OPERATING INCOME (LOSS)

OTHER INCOME (DEDUCTIONS)

Interest expense, net
 Minority interest
 Dividend requirements on preferred stock of subsidiaries
 Other, net

Total Other Income (Deductions)

INCOME (LOSS) FROM CONTINUING OPERATIONS

BEFORE INCOME TAXES

INCOME TAXES

INCOME (LOSS) FROM CONTINUING OPERATIONS

Income (loss) from Discontinued Operations - net of taxes

Net loss on the Disposition of Discontinued Operations -
 net of taxes

Change in Accounting - net of taxes

Subsidiary Earnings

NET INCOME (LOSS)

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CONSOLIDATED STATEMENT OF INCOME
 (Not covered by Report of Independent Public Accountants)

Year Ended December 31, (\$ in thousands)	TPC	EUA	Com
<hr/>			
NET REVENUES			
Gas Distribution	*	*	
Gas Transmission and Storage			
Electric			
Exploration and Production			
Other			
<hr/>			
Gross Revenues			
Cost of Sales			
<hr/>			
Total Net Revenues			
<hr/>			
OPERATING EXPENSES			
Operation and maintenance			
Depreciation, depletion and amortization			
Loss (gain) on sale or impairment of assets			
Other taxes			
<hr/>			
Total Operating Expenses			
<hr/>			
OPERATING INCOME (LOSS)			
<hr/>			
OTHER INCOME (DEDUCTIONS)			
Interest expense, net			
Minority interest			
Dividend requirements on preferred stock of subsidiaries			
Other, net			
<hr/>			
Total Other Income (Deductions)			
<hr/>			
INCOME (LOSS) FROM CONTINUING OPERATIONS			
BEFORE INCOME TAXES			
INCOME TAXES			
<hr/>			
INCOME (LOSS) FROM CONTINUING OPERATIONS			
<hr/>			
Income (loss) from Discontinued Operations - net of taxes			
Net loss on the Disposition of Discontinued Operations - net of taxes			
Change in Accounting - net of taxes			
Subsidiary Earnings			
<hr/>			
NET INCOME (LOSS)			
<hr/>			

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ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (continued)

F-2M (1 of 2)

NISOURCE INC. AND SUBSIDIARIES
 IWC RESOURCES CORPORATION
 CONSOLIDATED STATEMENT OF INCOME
 (Not covered by Report of Independent Public Accountants)

Year Ended December 31, (\$ in thousands)	F-2M Page 2	IWCR	HWC	IWC	C
<hr/>					
NET REVENUES					
Gas Distribution	*	*	*	*	
Gas Transmission and Storage					
Electric					
Exploration and Production					
Other					
<hr/>					
Gross Revenues					
Cost of Sales					
<hr/>					
Total Net Revenues					
<hr/>					
OPERATING EXPENSES					
Operation and maintenance					
Depreciation, depletion and amortization					
Loss (gain) on sale or impairment of assets					
Other taxes					
<hr/>					
Total Operating Expenses					
<hr/>					
OPERATING INCOME (LOSS)					
<hr/>					
OTHER INCOME (DEDUCTIONS)					
Interest expense, net					
Minority interest					
Dividend requirements on preferred stock of subsidiaries					
Other, net					
<hr/>					
Total Other Income (Deductions)					
<hr/>					
INCOME (LOSS) FROM CONTINUING OPERATIONS					
BEFORE INCOME TAXES					
INCOME TAXES					
<hr/>					
INCOME (LOSS) FROM CONTINUING OPERATIONS					
<hr/>					
Income (loss) from Discontinued Operations - net of taxes					
Net loss on the Disposition of Discontinued Operations - net of taxes					
Change in Accounting - net of taxes					
Subsidiary Earnings					
<hr/>					
NET INCOME (LOSS)					
<hr/>					

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ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (continued)

F-2M (2 of 2)

NISOURCE INC. AND SUBSIDIARIES
IWC RESOURCES CORPORATION
CONSOLIDATED STATEMENT OF INCOME
(Not covered by Report of Independent Public Accountants)

Year Ended December 31, (\$ in thousands)	IRAC	IWCM	LWC

NET REVENUES			
Gas Distribution	*	*	*
Gas Transmission and Storage			
Electric			
Exploration and Production			
Other			

Gross Revenues			
Cost of Sales			

Total Net Revenues			

OPERATING EXPENSES			
Operation and maintenance			
Depreciation, depletion and amortization			
Loss (gain) on sale or impairment of assets			
Other taxes			

Total Operating Expenses			

OPERATING INCOME (LOSS)			

OTHER INCOME (DEDUCTIONS)			
Interest expense, net			
Minority interest			
Dividend requirements on preferred stock of subsidiaries			
Other, net			

Total Other Income (Deductions)			

INCOME (LOSS) FROM CONTINUING OPERATIONS BEFORE INCOME TAXES			
INCOME TAXES			

INCOME (LOSS) FROM CONTINUING OPERATIONS			

Income (loss) from Discontinued Operations - net of taxes			
Net loss on the Disposition of Discontinued Operations -			

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net of taxes
 Change in Accounting - net of taxes
 Subsidiary Earnings

NET INCOME (LOSS)

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ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (continued) F-2N (1 of 1)

NISOURCE INC. AND SUBSIDIARIES
 KOKOMO GAS AND FUEL COMPANY AND SUBSIDIARIES
 CONSOLIDATED STATEMENT OF INCOME
 (Not covered by Report of Independent Public Accountants)

Year Ended December 31, (\$ in thousands)	KOKO	KGF	Com
NET REVENUES			
Gas Distribution	40,812	*	
Gas Transmission and Storage	1,719		
Electric	-		
Exploration and Production	-		
Other	5,805		
Gross Revenues	48,336		
Cost of Sales	35,991		
Total Net Revenues	12,345		
OPERATING EXPENSES			
Operation and maintenance	5,290		
Depreciation, depletion and amortization	2,256		
Loss (gain) on sale or impairment of assets	-		
Other taxes	1,041		
Total Operating Expenses	8,587		
OPERATING INCOME (LOSS)	3,758		
OTHER INCOME (DEDUCTIONS)			
Interest expense, net	(35)		
Minority interest	-		
Dividend requirements on preferred stock of subsidiaries	-		
Other, net	65		
Total Other Income (Deductions)	30		
INCOME (LOSS) FROM CONTINUING OPERATIONS BEFORE INCOME TAXES	3,788		

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INCOME TAXES	1,636

INCOME (LOSS) FROM CONTINUING OPERATIONS	2,152

Income (loss) from Discontinued Operations - net of taxes	-
Net loss on the Disposition of Discontinued Operations - net of taxes	-
Change in Accounting - net of taxes	-
Subsidiary Earnings	-

NET INCOME (LOSS)	2,152
=====	

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ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (continued) F-20 (1 of 2)

NISOURCE INC. AND SUBSIDIARIES
NI ENERGY SERVICES INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENT OF INCOME
(Not covered by Report of Independent Public Accountants)

Year Ended December 31, (\$ in thousands)	F-20 Page 2	NESI	CROSS	C

NET REVENUES				
Gas Distribution	*	*		-
Gas Transmission and Storage				3,839
Electric				-
Exploration and Production				-
Other				-

Gross Revenues				3,839
Cost of Sales				250

Total Net Revenues				3,589

OPERATING EXPENSES				
Operation and maintenance				1,572
Depreciation, depletion and amortization				830
Loss (gain) on sale or impairment of assets				-
Other taxes				380

Total Operating Expenses				2,782

OPERATING INCOME (LOSS)				807

OTHER INCOME (DEDUCTIONS)				
Interest expense, net				(940)
Minority interest				-
Dividend requirements on preferred stock of subsidiaries				-
Other, net				4

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Total Other Income (Deductions)	(936)

INCOME (LOSS) FROM CONTINUING OPERATIONS	
BEFORE INCOME TAXES	(129)
INCOME TAXES	234

INCOME (LOSS) FROM CONTINUING OPERATIONS	(363)

Income (loss) from Discontinued Operations - net of taxes	-
Net loss on the Disposition of Discontinued Operations - net of taxes	-
Change in Accounting - net of taxes	-
Subsidiary Earnings	-

NET INCOME (LOSS)	(363)
=====	

* CONFIDENTIAL TREATMENT REQUESTED

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ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (continued) F-20 (2 of 2)

NISOURCE INC. AND SUBSIDIARIES
NI ENERGY SERVICES INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENT OF INCOME
(Not covered by Report of Independent Public Accountants)

Year Ended December 31, (\$ in thousands)

GREEN

NET REVENUES	
Gas Distribution	*
Gas Transmission and Storage	
Electric	
Exploration and Production	
Other	

Gross Revenues	
Cost of Sales	

Total Net Revenues	

OPERATING EXPENSES	
Operation and maintenance	
Depreciation, depletion and amortization	
Loss (gain) on sale or impairment of assets	
Other taxes	

Total Operating Expenses	

OPERATING INCOME (LOSS)	

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OTHER INCOME (DEDUCTIONS)
 Interest expense, net
 Minority interest
 Dividend requirements on preferred stock of subsidiaries
 Other, net

 Total Other Income (Deductions)

INCOME (LOSS) FROM CONTINUING OPERATIONS
 BEFORE INCOME TAXES
 INCOME TAXES

 INCOME (LOSS) FROM CONTINUING OPERATIONS

Income (loss) from Discontinued Operations - net of taxes
 Net loss on the Disposition of Discontinued Operations -
 net of taxes
 Change in Accounting - net of taxes
 Subsidiary Earnings

 NET INCOME (LOSS)
 =====

* CONFIDENTIAL TREATMENT REQUESTED

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ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (continued) F-2P (1 of 3)

NISOURCE INC. AND SUBSIDIARIES
 NISOURCE DEVELOPMENT COMPANY, INC. AND SUBSIDIARIES
 CONSOLIDATED STATEMENT OF INCOME
 (Not covered by Report of Independent Public Accountants)

Year Ended December 31, (\$ in thousands)	F-2P Page 2	F-2P Page 3	NDEV	ASL	C

NET REVENUES					
Gas Distribution	*	*	*	*	
Gas Transmission and Storage					
Electric					
Exploration and Production					
Other					

Gross Revenues					
Cost of Sales					

Total Net Revenues					

OPERATING EXPENSES					
Operation and maintenance					
Depreciation, depletion and amortization					
Loss (gain) on sale or impairment of assets					

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Other taxes				

Total Operating Expenses				

OPERATING INCOME (LOSS)				

OTHER INCOME (DEDUCTIONS)				
Interest expense, net				
Minority interest				
Dividend requirements on preferred stock of subsidiaries				
Other, net				

Total Other Income (Deductions)				

INCOME (LOSS) FROM CONTINUING OPERATIONS				
BEFORE INCOME TAXES				
INCOME TAXES				

INCOME (LOSS) FROM CONTINUING OPERATIONS				

Income (loss) from Discontinued Operations - net of taxes				
Net loss on the Disposition of Discontinued Operations -				
net of taxes				
Change in Accounting - net of taxes				
Subsidiary Earnings				

NET INCOME (LOSS)				
=====				

* CONFIDENTIAL TREATMENT REQUESTED

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ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (continued) F-2P (2 of 3)

NISOURCE INC. AND SUBSIDIARIES
NISOURCE DEVELOPMENT COMPANY, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENT OF INCOME
(Not covered by Report of Independent Public Accountants)

Year Ended December 31, (\$ in thousands)	CARD	CIS	JOF	KO

NET REVENUES				
Gas Distribution	*	*	*	
Gas Transmission and Storage				
Electric				
Exploration and Production				
Other				

Gross Revenues				
Cost of Sales				

Total Net Revenues				

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OPERATING EXPENSES

Operation and maintenance
Depreciation, depletion and amortization
Loss (gain) on sale or impairment of assets
Other taxes

Total Operating Expenses

OPERATING INCOME (LOSS)

OTHER INCOME (DEDUCTIONS)

Interest expense, net
Minority interest
Dividend requirements on preferred stock of subsidiaries
Other, net

Total Other Income (Deductions)

INCOME (LOSS) FROM CONTINUING OPERATIONS

BEFORE INCOME TAXES

INCOME TAXES

INCOME (LOSS) FROM CONTINUING OPERATIONS

Income (loss) from Discontinued Operations - net of taxes

Net loss on the Disposition of Discontinued Operations -
net of taxes

Change in Accounting - net of taxes

Subsidiary Earnings

NET INCOME (LOSS)
=====

* CONFIDENTIAL TREATMENT REQUESTED

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ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (continued)

F-2P (3 of 3)

NISOURCE INC. AND SUBSIDIARIES
NISOURCE DEVELOPMENT COMPANY, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENT OF INCOME
(Not covered by Report of Independent Public Accountants)

Year Ended December 31, (\$ in thousands)

PRO

NET REVENUES

Gas Distribution
Gas Transmission and Storage
Electric
Exploration and Production

*

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Other

Gross Revenues
Cost of Sales

Total Net Revenues

OPERATING EXPENSES
Operation and maintenance
Depreciation, depletion and amortization
Loss (gain) on sale or impairment of assets
Other taxes

Total Operating Expenses

OPERATING INCOME (LOSS)

OTHER INCOME (DEDUCTIONS)
Interest expense, net
Minority interest
Dividend requirements on preferred stock of subsidiaries
Other, net

Total Other Income (Deductions)

INCOME (LOSS) FROM CONTINUING OPERATIONS
BEFORE INCOME TAXES
INCOME TAXES

INCOME (LOSS) FROM CONTINUING OPERATIONS

Income (loss) from Discontinued Operations - net of taxes
Net loss on the Disposition of Discontinued Operations -
net of taxes
Change in Accounting - net of taxes
Subsidiary Earnings

NET INCOME (LOSS)
=====

* CONFIDENTIAL TREATMENT REQUESTED

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ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (continued)

F-2Q (1 of 1)

NISOURCE INC. AND SUBSIDIARIES
LAKE ERIE LAND COMPANY AND SUBSIDIARIES
CONSOLIDATED STATEMENT OF INCOME
(Not covered by Report of Independent Public Accountants)

Year Ended December 31, (\$ in thousands)

LEL SCC Combi

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NET REVENUES

Gas Distribution
Gas Transmission and Storage
Electric
Exploration and Production
Other

* * *

Gross Revenues
Cost of Sales

Total Net Revenues

OPERATING EXPENSES

Operation and maintenance
Depreciation, depletion and amortization
Loss (gain) on sale or impairment of assets
Other taxes

Total Operating Expenses

OPERATING INCOME (LOSS)

OTHER INCOME (DEDUCTIONS)

Interest expense, net
Minority interest
Dividend requirements on preferred stock of subsidiaries
Other, net

Total Other Income (Deductions)

INCOME (LOSS) FROM CONTINUING OPERATIONS

BEFORE INCOME TAXES

INCOME TAXES

INCOME (LOSS) FROM CONTINUING OPERATIONS

Income (loss) from Discontinued Operations - net of taxes

Net loss on the Disposition of Discontinued Operations -
net of taxes

Change in Accounting - net of taxes

Subsidiary Earnings

NET INCOME (LOSS)

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Year Ended December 31, (\$ in thousands)	NPG	GSGT	PNTGS	Combin
NET REVENUES				
Gas Distribution	*	*	*	*
Gas Transmission and Storage				
Electric				
Exploration and Production				
Other				
Gross Revenues				
Cost of Sales				
Total Net Revenues				
OPERATING EXPENSES				
Operation and maintenance				
Depreciation, depletion and amortization				
Other taxes				
Loss on asset impairment				
Total Operating Expenses				
OPERATING INCOME (LOSS)				
OTHER INCOME (DEDUCTIONS)				
Interest expense, net				
Minority interest				
Dividend requirements on preferred stock of subsidiaries				
Other, net				
Total Other Income (Deductions)				
INCOME (LOSS) FROM CONTINUING OPERATIONS				
BEFORE INCOME TAXES				
INCOME TAXES				
INCOME (LOSS) FROM CONTINUING OPERATIONS				
Income (loss) from Discontinued Operations - net of taxes				
Net loss on the Disposition of Discontinued Operations - net of taxes				
Change in Accounting - net of taxes				
Subsidiary Earnings				
NET INCOME (LOSS)				

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ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (continued)

F-2S (1 of 1)

NISOURCE INC. AND SUBSIDIARIES
 GRANITE STATE GAS TRANSMISSION, INC. AND SUBSIDIARIES
 CONSOLIDATED STATEMENT OF INCOME
 (Not covered by Report of Independent Public Accountants)

Year Ended December 31, (\$ in thousands)	GSGT	BSEE	NGD	GSG Subto
NET REVENUES				
Gas Distribution	-	*	*	*
Gas Transmission and Storage	51,214			
Electric	-			
Exploration and Production	-			
Other	2			
Gross Revenues	51,216			
Cost of Sales	47,801			
Total Net Revenues	3,415			
OPERATING EXPENSES				
Operation and maintenance	913			
Depreciation, depletion and amortization	605			
Loss (gain) on sale or impairment of assets	-			
Other taxes	196			
Total Operating Expenses	1,714			
OPERATING INCOME (LOSS)	1,701			
OTHER INCOME (DEDUCTIONS)				
Interest expense, net	(403)			
Minority interest	-			
Dividend requirements on preferred stock of subsidiaries	-			
Other, net	1,137			
Total Other Income (Deductions)	734			
INCOME (LOSS) FROM CONTINUING OPERATIONS				
BEFORE INCOME TAXES	2,435			
INCOME TAXES	1,714			
INCOME (LOSS) FROM CONTINUING OPERATIONS	721			
Income (loss) from Discontinued Operations - net of taxes	-			
Net loss on the Disposition of Discontinued Operations - net of taxes	-			
Change in Accounting - net of taxes	-			
Subsidiary Earnings	(1)			
NET INCOME (LOSS)	720			

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ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (continued) F-2T (1 of 1)

NISOURCE INC. AND SUBSIDIARIES
 NORTHERN INDIANA FUEL AND LIGHT COMPANY, INC. AND SUBSIDIARIES
 CONSOLIDATED STATEMENT OF INCOME
 (Not covered by Report of Independent Public Accountants)

Year Ended December 31, (\$ in thousands)	NIFL	NITC	Combine
NET REVENUES			
Gas Distribution	48,648	*	*
Gas Transmission and Storage	1,052		
Electric	-		
Exploration and Production	-		
Other	-		
Gross Revenues	49,700		
Cost of Sales	37,051		
Total Net Revenues	12,649		
OPERATING EXPENSES			
Operation and maintenance	8,753		
Depreciation, depletion and amortization	1,929		
Loss (gain) on sale or impairment of assets	-		
Other taxes	844		
Total Operating Expenses	11,526		
OPERATING INCOME (LOSS)	1,123		
OTHER INCOME (DEDUCTIONS)			
Interest expense, net	(36)		
Minority interest	-		
Dividend requirements on preferred stock of subsidiaries	-		
Other, net	178		
Total Other Income (Deductions)	142		
INCOME (LOSS) FROM CONTINUING OPERATIONS BEFORE INCOME TAXES	1,265		
INCOME TAXES	568		
INCOME (LOSS) FROM CONTINUING OPERATIONS	697		
Income (loss) from Discontinued Operations - net of taxes	-		
Net loss on the Disposition of Discontinued Operations - net of taxes	-		
Change in Accounting - net of taxes	-		

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Subsidiary Earnings	788

NET INCOME (LOSS)	1,485
=====	

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ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (continued) F-2U (1 of 1)

NISOURCE INC. AND SUBSIDIARIES
 NORTHERN INDIANA PUBLIC SERVICE COMPANY AND SUBSIDIARIES
 CONSOLIDATED STATEMENT OF INCOME
 (Not covered by Report of Independent Public Accountants)

Year Ended December 31, (\$ in thousands)	NIP	NEXCO	Combined

NET REVENUES			
Gas Distribution	746,193	*	*
Gas Transmission and Storage	36,253		
Electric	1,136,772		
Exploration and Production	-		
Other	-		

Gross Revenues	1,919,218		
Cost of Sales	867,319		

Total Net Revenues	1,051,899		

OPERATING EXPENSES			
Operation and maintenance	319,365		
Depreciation, depletion and amortization	254,735		
Loss (gain) on sale or impairment of assets	-		
Other taxes	71,739		

Total Operating Expenses	645,839		

OPERATING INCOME (LOSS)	406,060		

OTHER INCOME (DEDUCTIONS)			
Interest expense, net	(59,942)		
Minority interest	-		
Dividend requirements on preferred stock of subsidiaries	-		
Other, net	6,175		

Total Other Income (Deductions)	(53,767)		

INCOME (LOSS) FROM CONTINUING OPERATIONS			
BEFORE INCOME TAXES	352,293		
INCOME TAXES	125,360		

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INCOME (LOSS) FROM CONTINUING OPERATIONS	226,933
Income (loss) from Discontinued Operations - net of taxes	-
Net loss on the Disposition of Discontinued Operations - net of taxes	-
Change in Accounting - net of taxes	-
Subsidiary Earnings	-
NET INCOME (LOSS)	226,933

* CONFIDENTIAL TREATMENT REQUESTED

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ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (continued) F-2V (1 of 2)

NISOURCE INC. AND SUBSIDIARIES
 PRIMARY ENERGY, INC. AND SUBSIDIARIES
 CONSOLIDATED STATEMENT OF INCOME
 (Not covered by Report of Independent Public Accountants)

Year Ended December 31, (\$ in thousands)	F-2V Page 2	PEI	CEI	HCC
NET REVENUES				
Gas Distribution	*	*	*	*
Gas Transmission and Storage				
Electric				
Exploration and Production				
Other				
Gross Revenues				
Cost of Sales				
Total Net Revenues				
OPERATING EXPENSES				
Operation and maintenance				
Depreciation, depletion and amortization				
Loss (gain) on sale or impairment of assets				
Other taxes				
Total Operating Expenses				
OPERATING INCOME (LOSS)				
OTHER INCOME (DEDUCTIONS)				
Interest expense, net				
Minority interest				
Dividend requirements on preferred stock of subsidiaries				
Other, net				
Total Other Income (Deductions)				

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 INCOME (LOSS) FROM CONTINUING OPERATIONS
 BEFORE INCOME TAXES
 INCOME TAXES

INCOME (LOSS) FROM CONTINUING OPERATIONS

 Income (loss) from Discontinued Operations - net of taxes
 Net loss on the Disposition of Discontinued Operations -
 net of taxes
 Change in Accounting - net of taxes
 Subsidiary Earnings

NET INCOME (LOSS)
 =====

* CONFIDENTIAL TREATMENT REQUESTED

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ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (continued) F-2V (2 of 2)

NISOURCE INC. AND SUBSIDIARIES
 PRIMARY ENERGY, INC. AND SUBSIDIARIES
 CONSOLIDATED STATEMENT OF INCOME
 (Not covered by Report of Independent Public Accountants)

Year Ended December 31, (\$ in thousands)	IEL	LEC	NLEC
NET REVENUES			
Gas Distribution	*	*	*
Gas Transmission and Storage			
Electric			
Exploration and Production			
Other			
<hr/>			
Gross Revenues			
Cost of Sales			
<hr/>			
Total Net Revenues			
<hr/>			
OPERATING EXPENSES			
Operation and maintenance			
Depreciation, depletion and amortization			
Loss (gain) on sale or impairment of assets			
Other taxes			
<hr/>			
Total Operating Expenses			
<hr/>			
OPERATING INCOME (LOSS)			
<hr/>			
OTHER INCOME (DEDUCTIONS)			

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Interest expense, net
 Minority interest
 Dividend requirements on preferred stock of subsidiaries
 Other, net

 Total Other Income (Deductions)

INCOME (LOSS) FROM CONTINUING OPERATIONS
 BEFORE INCOME TAXES
 INCOME TAXES

 INCOME (LOSS) FROM CONTINUING OPERATIONS

Income (loss) from Discontinued Operations - net of taxes
 Net loss on the Disposition of Discontinued Operations -
 net of taxes
 Change in Accounting - net of taxes
 Subsidiary Earnings

 NET INCOME (LOSS)
 =====

* CONFIDENTIAL TREATMENT REQUESTED

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ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (continued)

Year Ended December 31, (\$ in thousands)	SMP	CI	Combine

NET REVENUES			
Gas Distribution	*	*	*
Gas Transmission and Storage			
Electric			
Exploration and Production			
Other			

Gross Revenues			
Cost of Sales			

Total Net Revenues			

OPERATING EXPENSES			
Operation and maintenance			
Depreciation, depletion and amortization			
Loss (gain) on sale or impairment of assets			
Other taxes			

Total Operating Expenses			

OPERATING INCOME (LOSS)			

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OTHER INCOME (DEDUCTIONS)
 Interest expense, net
 Minority interest
 Dividend requirements on preferred stock of subsidiaries
 Other, net

 Total Other Income (Deductions)

INCOME (LOSS) FROM CONTINUING OPERATIONS
 BEFORE INCOME TAXES
 INCOME TAXES

 INCOME (LOSS) FROM CONTINUING OPERATIONS

Income (loss) from Discontinued Operations - net of taxes
 Net loss on the Disposition of Discontinued Operations -
 net of taxes
 Change in Accounting - net of taxes
 Subsidiary Earnings

 NET INCOME (LOSS)
 =====

* CONFIDENTIAL TREATMENT REQUESTED

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ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (continued) F-3 (1 of 4)

NISOURCE INC. AND SUBSIDIARIES
 CONSOLIDATED STATEMENT OF COMMON STOCK EQUITY
 (Not covered by Report of Independent Public Accountants)

Year Ended December 31, 2002 (\$ in thousands)	F-3 Page 2	F-3 Page 3	F-3 Page 4	Combined
--	---------------	---------------	---------------	----------

 COMMON STOCK

Balance at beginning of year	*	*	*	*
Common stock issued -				
Long-term incentive plan				
Employee stock purchase plan				
Common stock retired				

 Balance at end of year

ADDITIONAL PAID IN CAPITAL

Balance at beginning of year
 Common stock issued -
 Employee stock purchase plan
 Long-term incentive plan
 Recapitalization -
 Capital contributions
 Treasury stock acquired

 Balance at end of year

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RETAINED EARNINGS

Balance at beginning of year
 Net income (loss)
 Cash dividends -
 NI
 Subsidiaries (to parent)
 Other

 Balance at end of year

OTHER

Balance at beginning of year
 Long-term Incentive Plan
 Amortization of Unearned Compensation

 Balance at end of year

ACCUMULATED OTHER COMPREHENSIVE INCOME

Balance at beginning of year
 Other Comprehensive Income, net of tax
 Unrealized
 Realized
 Gain/Loss on foreign currency translation
 Unrealized
 Net unrealized gains on derivatives qualifying
 as cash flow hedges
 Minimum pension liability adjustment

 Balance at end of year

TOTAL COMMON STOCK EQUITY
 =====

* CONFIDENTIAL TREATMENT REQUESTED

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ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (continued) F-3 (2 of 4)

NISOURCE INC. AND SUBSIDIARIES
 CONSOLIDATED STATEMENT OF COMMON STOCK EQUITY
 (Not covered by Report of Independent Public Accountants)

Year Ended December 31, 2002 (\$ in thousands)	NI	BSG	CG	EUII	IWCR
COMMON STOCK					
Balance at beginning of year	*	*	-	*	*
Common stock issued -			-		
Long-term incentive plan			-		
Employee stock purchase plan			-		
Common stock retired			-		

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Balance at end of year	-

ADDITIONAL PAID IN CAPITAL	
Balance at beginning of year	1,370,524
Common stock issued -	-
Employee stock purchase plan	-
Long-term incentive plan	-
Recapitalization -	-
Capital contributions	12,794
Treasury stock acquired	-
Balance at end of year	1,383,318

RETAINED EARNINGS	
Balance at beginning of year	755,202
Net income (loss)	415,449
Cash dividends -	-
NI	-
Subsidiaries (to parent)	(202,050)
Other	-
Balance at end of year	968,601

OTHER	
Balance at beginning of year	-
Long-term Incentive Plan	-
Amortization of Unearned Compensation	-
Balance at end of year	-

ACCUMULATED OTHER COMPREHENSIVE INCOME	
Balance at beginning of year	51,419
Other Comprehensive Income, net of tax	-
Unrealized	422
Realized	-
Gain/Loss on foreign currency translation	-
Unrealized	36
Net unrealized gains on derivatives qualifying as cash flow hedges	12,559
Minimum pension liability adjustment	(20,089)
Balance at end of year	44,347

TOTAL COMMON STOCK EQUITY	2,396,266
=====	

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CONSOLIDATED STATEMENT OF COMMON STOCK EQUITY (Not covered by Report of Independent Public Accountants)

Year Ended December 31, 2002 (\$ in thousands)	NESI	NCM	NCT	NCS	ND
<hr/>					
COMMON STOCK					
Balance at beginning of year	*	*	*	400	
Common stock issued -				-	
Long-term incentive plan				-	
Employee stock purchase plan				-	
Common stock retired				-	
<hr/>					
Balance at end of year				400	
<hr/>					
ADDITIONAL PAID IN CAPITAL					
Balance at beginning of year				-	
Common stock issued -				-	
Employee stock purchase plan				-	
Long-term incentive plan				-	
Recapitalization -				-	
Capital contributions				-	
Treasury stock acquired				-	
<hr/>					
Balance at end of year				-	
<hr/>					
RETAINED EARNINGS					
Balance at beginning of year				-	
Net income (loss)				-	
Cash dividends -				-	
NI				-	
Subsidiaries (to parent)				-	
Other				-	
<hr/>					
Balance at end of year				-	
<hr/>					
OTHER					
Balance at beginning of year				-	
Long-term Incentive Plan				-	
Amortization of Unearned Compensation				-	
<hr/>					
Balance at end of year				-	
<hr/>					
ACCUMULATED OTHER COMPREHENSIVE INCOME					
Balance at beginning of year				-	
Other Comprehensive Income, net of tax				-	
Unrealized				-	
Realized				-	
Gain/Loss on foreign currency translation				-	
Unrealized				-	
Net unrealized gains on derivatives qualifying as cash flow hedges				-	
Minimum pension liability adjustment				(21,166)	
<hr/>					
Balance at end of year				(21,166)	

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TOTAL COMMON STOCK EQUITY (20,766)

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ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (continued) F-3 (4 of 4)

NISOURCE INC. AND SUBSIDIARIES
 CONSOLIDATED STATEMENT OF COMMON STOCK EQUITY
 (Not covered by Report of Independent Public Accountants)

Year Ended December 31, 2002 (\$ in thousands)	NFC	NPG	NIFL	NIP
COMMON STOCK				
Balance at beginning of year	*	*	*	859,488
Common stock issued - (Retired)				-
Long-term incentive plan				-
Employee stock purchase plan				-
Common stock retired				-
Balance at end of year				859,488
ADDITIONAL PAID IN CAPITAL				
Balance at beginning of year				19,098
Common stock issued -				-
Employee stock purchase plan				-
Long-term incentive plan				-
Recapitalization -				-
Capital contributions				14,385
Treasury stock acquired				-
Balance at end of year				33,483
RETAINED EARNINGS				
Balance at beginning of year				160,452
Net income (loss)				226,933
Cash dividends -				-
NI				-
Subsidiaries (to parent)				(232,738)
Other				(6,782)
Balance at end of year				147,865
OTHER				
Balance at beginning of year				-
Long-term Incentive Plan				-
Amortization of Unearned Compensation				-
Balance at end of year				-

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ACCUMULATED OTHER COMPREHENSIVE INCOME	
Balance at beginning of year	(2,724)
Other Comprehensive Income, net of tax	
Unrealized	-
Realized	-
Gain/Loss on foreign currency translation	
Unrealized	-
Net unrealized gains on derivatives qualifying as cash flow hedges	5,007
Minimum pension liability adjustment	(143,497)
Balance at end of year	(141,214)
TOTAL COMMON STOCK EQUITY	899,622

* CONFIDENTIAL TREATMENT REQUESTED

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ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (continued) F-3A (1 of 1)

NISOURCE INC. AND SUBSIDIARIES
 BAY STATE GAS COMPANY AND SUBSIDIARIES
 CONSOLIDATED STATEMENT OF COMMON STOCK EQUITY
 (Not covered by Report of Independent Public Accountants)

Year Ended December 31, 2002 (\$ in thousands)	BSG	BSGPE	NU	Co
COMMON STOCK				
Balance at beginning of year	-	*	1	
Common stock issued -	-		-	
Long-term incentive plan	-		-	
Employee stock purchase plan	-		-	
Common stock retired	-		-	
Balance at end of year	-		1	
ADDITIONAL PAID IN CAPITAL				
Balance at beginning of year	525,981		109,093	
Common stock issued -	-		-	
Employee stock purchase plan	-		-	
Long-term incentive plan	-		-	
Recapitalization -				
Capital contributions	184		43	
Treasury stock acquired	-		-	
Balance at end of year	526,165		109,136	

RETAINED EARNINGS

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Balance at beginning of year	10,400	2,001
Net income (loss)	9,099	2,139
Cash dividends -		
NI	-	-
Subsidiaries (to NI)	(9,000)	-
Other	-	-

Balance at end of year	10,499	4,140

OTHER		
Balance at beginning of year	-	-
Long-term Incentive Plan	-	-
Amortization of Unearned Compensation	-	-

Balance at end of year	-	-

ACCUMULATED OTHER COMPREHENSIVE INCOME		
Balance at beginning of year	-	-
Other Comprehensive Income, net of tax		
Unrealized	-	-
Realized	-	-
Gain/Loss on foreign currency translation		
Unrealized	-	-
Net unrealized gains on derivatives qualifying as cash flow hedges	-	-
Minimum pension liability adjustment	(16,012)	(2,532)

Balance at end of year	(16,012)	(2,532)

TOTAL COMMON STOCK EQUITY	520,652	110,745
=====		

* CONFIDENTIAL TREATMENT REQUESTED

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ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (continued) F-3B (1 of 5)

NISOURCE INC. AND SUBSIDIARIES
 COLUMBIA ENERGY GROUP AND SUBSIDIARIES
 CONSOLIDATED STATEMENT OF COMMON STOCK EQUITY
 (Not covered by Report of Independent Public Accountants)

Year Ended December 31, 2002 (\$ in thousands)	F-3B Page 2	F-3B Page 3	F-3B Page 4	F-3B Page 5	Co

COMMON STOCK					
Balance at beginning of year	*	*	*	*	
Common stock issued					
Long-term incentive plan					
Employee stock purchase plan					
Common stock retired					

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Balance at end of year

ADDITIONAL PAID IN CAPITAL

Balance at beginning of year
Common stock issued
Employee stock purchase plan
Long-term incentive plan
Recapitalization -
Capital contributions
Treasury stock acquired

Balance at end of year

RETAINED EARNINGS

Balance at beginning of year
Net income (loss)
Cash dividends -
NI
Subsidiaries (to parent)
Other

Balance at end of year

OTHER

Balance at beginning of year
Long-term Incentive Plan
Amortization of Unearned Compensation

Balance at end of year

ACCUMULATED OTHER COMPREHENSIVE INCOME

Balance at beginning of year
Other Comprehensive Income, net of tax
Unrealized
Realized
Gain/Loss on foreign currency translation
Unrealized
Net unrealized gains on derivatives qualifying
as cash flow hedges
Minimum pension liability adjustment

Balance at end of year

TOTAL COMMON STOCK EQUITY

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CONSOLIDATED STATEMENT OF COMMON STOCK EQUITY
(Not covered by Report of Independent Public Accountants)

Year Ended December 31, 2002 (\$ in thousands)	CG	CAT	CCC	CER
COMMON STOCK				
Balance at beginning of year	*	*	*	*
Common stock issued				
Long-term incentive plan				
Employee stock purchase plan				
Common stock retired				
<hr/>				
Balance at end of year				
<hr/>				
ADDITIONAL PAID IN CAPITAL				
Balance at beginning of year				
Common stock issued -				
Employee stock purchase plan				
Long-term incentive plan				
Recapitalization -				
Capital contributions				
Treasury stock acquired				
<hr/>				
Balance at end of year				
<hr/>				
RETAINED EARNINGS				
Balance at beginning of year				
Net income (loss)				
Cash dividends -				
NI				
Subsidiaries (to parent)				
Other				
<hr/>				
Balance at end of year				
<hr/>				
Other				
Balance at beginning of year				
Long-term Incentive Plan				
Amortization of Unearned Compensation				
<hr/>				
Balance at end of year				
<hr/>				
ACCUMULATED OTHER COMPREHENSIVE INCOME				
Balance at beginning of year				
Other Comprehensive Income, net of tax				
Unrealized				
Realized				
Gain/Loss on foreign currency translation				
Unrealized				
Net unrealized gains on derivatives qualifying				
as cash flow hedges				
Minimum pension liability adjustment				
<hr/>				
Balance at end of year				

TOTAL COMMON STOCK EQUITY

* CONFIDENTIAL TREATMENT REQUESTED

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ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (continued) F-3B (3 of 5)

NISOURCE INC. AND SUBSIDIARIES
 COLUMBIA ENERGY GROUP AND SUBSIDIARIES
 CONSOLIDATED STATEMENT OF COMMON STOCK EQUITY
 (Not covered by Report of Independent Public Accountants)

Year Ended December 31, 2002 (\$ in thousands)	CKY	CMD	COH	CPA
COMMON STOCK				
Balance at beginning of year	23,806	72	119,240	45,128
Common stock issued -	-	-	40,000	-
Long-term incentive plan	-	-	-	-
Employee stock purchase plan	-	-	-	-
Common stock retired	-	-	-	-
Balance at end of year	23,806	72	159,240	45,128
ADDITIONAL PAID IN CAPITAL				
Balance at beginning of year	3,160	10,923	11,316	3,480
Common stock issued -	-	-	-	-
Employee stock purchase plan	-	-	-	-
Long-term incentive plan	-	-	-	-
Recapitalization -	-	-	-	-
Capital contributions	378	249	1,957	1,655
Treasury stock acquired	-	-	-	-
Balance at end of year	3,538	11,172	13,273	5,135
RETAINED EARNINGS				
Balance at beginning of year	53,081	16,186	241,978	145,848
Net income (loss)	11,803	3,574	107,346	38,235
Cash dividends -	-	-	-	-
NI	-	-	-	-
Subsidiaries (to parent)	(20,997)	(2,416)	(78,208)	(25,181)
Other	-	-	-	-
Balance at end of year	43,887	17,344	271,116	158,902
OTHER				
Balance at beginning of year	-	-	-	-
Long-term Incentive Plan	-	-	-	-
Amortization of Unearned Compensation	-	-	-	-

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Balance at end of year	-	-	-	-
ACCUMULATED OTHER COMPREHENSIVE INCOME				
Balance at beginning of year	-	-	-	-
Other Comprehensive Income, net of tax				
Unrealized	-	-	-	-
Realized	-	-	-	-
Gain/Loss on foreign currency translation				
Unrealized	-	-	-	-
Net unrealized gains on derivatives qualifying as cash flow hedges	-	-	-	-
Minimum pension liability adjustment	(595)	(184)	(6,664)	(2,284)
Balance at end of year	(595)	(184)	(6,664)	(2,284)
TOTAL COMMON STOCK EQUITY	70,636	28,404	436,965	206,881

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ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (continued) F-3B (4 of 5)

NISOURCE INC. AND SUBSIDIARIES
COLUMBIA ENERGY GROUP AND SUBSIDIARIES
CONSOLIDATED STATEMENT OF COMMON STOCK EQUITY
(Not covered by Report of Independent Public Accountants)

Year Ended December 31, 2002 (\$ in thousands)	CGT	CLNG	CNS	CPL
COMMON STOCK				
Balance at beginning of year	20	*	*	*
Common stock issued -	-			
Long-term incentive plan	-			
Employee stock purchase plan	-			
Common stock retired	-			
Balance at end of year	20			
ADDITIONAL PAID IN CAPITAL				
Balance at beginning of year	117,235			
Common stock issued -	-			
Employee stock purchase plan	-			
Long-term incentive plan	-			
Recapitalization -				
Capital contributions	845			
Treasury stock acquired	-			
Balance at end of year	118,080			

RETAINED EARNINGS

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Balance at beginning of year	6,959
Net income (loss)	21,797
Cash dividends -	
NI	-
Subsidiaries (to parent)	(22,200)
Other	-

Balance at end of year 6,556

OTHER

Balance at beginning of year	-
Long-term Incentive Plan	-
Amortization of Unearned Compensation	-

Balance at end of year -

ACCUMULATED OTHER COMPREHENSIVE INCOME

Balance at beginning of year	-
Other Comprehensive Income, net of tax	
Unrealized	-
Realized	-
Gain/Loss on foreign currency translation	
Unrealized	-
Net unrealized gains on derivatives qualifying as cash flow hedges	-
Minimum pension liability adjustment	(1,323)

Balance at end of year (1,323)

TOTAL COMMON STOCK EQUITY 123,333

* CONFIDENTIAL TREATMENT REQUESTED

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ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (continued) F-3B (5 of 5)

NISOURCE INC. AND SUBSIDIARIES
COLUMBIA ENERGY GROUP AND SUBSIDIARIES
CONSOLIDATED STATEMENT OF COMMON STOCK EQUITY
(Not covered by Report of Independent Public Accountants)

Year Ended December 31, 2002 (\$ in thousands) CTC NICL

COMMON STOCK

Balance at beginning of year	*	*
Common stock issued -		
Long-term incentive plan		
Employee stock purchase plan		
Common stock retired		

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Balance at end of year

ADDITIONAL PAID IN CAPITAL

Balance at beginning of year

Common stock issued -
Employee stock purchase plan
Long-term incentive plan
Recapitalization -
Capital contributions
Treasury stock acquired

Balance at end of year

RETAINED EARNINGS

Balance at beginning of year

Net income (loss)
Cash dividends -
NI
Subsidiaries (to parent)
Other

Balance at end of year

Other

Balance at beginning of year

Long-term Incentive Plan
Amortization of Unearned Compensation

Balance at end of year

ACCUMULATED OTHER COMPREHENSIVE INCOME

Balance at beginning of year

Other Comprehensive Income, net of tax
Unrealized
Realized
Gain/Loss on foreign currency translation
Unrealized
Net unrealized gains on derivatives qualifying
as cash flow hedges
Minimum pension liability adjustment

Balance at end of year

TOTAL COMMON STOCK EQUITY

* CONFIDENTIAL TREATMENT REQUESTED

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CONSOLIDATED STATEMENT OF COMMON STOCK EQUITY (Not covered by Report of Independent Public Accountants)

Year Ended December 31, 2002 (\$ in thousands)	CCC	TGT	Combined
COMMON STOCK			
Balance at beginning of year	*	*	*
Common stock issued -			
Long-term incentive plan			
Employee stock purchase plan			
Common stock retired			
<hr style="border-top: 1px dashed black;"/>			
Balance at end of year			
<hr style="border-top: 1px dashed black;"/>			
ADDITIONAL PAID IN CAPITAL			
Balance at beginning of year			
Common stock issued -			
Employee stock purchase plan			
Long-term incentive plan			
Recapitalization -			
Capital contributions			
Treasury stock acquired			
<hr style="border-top: 1px dashed black;"/>			
Balance at end of year			
<hr style="border-top: 1px dashed black;"/>			
RETAINED EARNINGS			
Balance at beginning of year			
Net income (loss)			
Cash dividends -			
NI			
Subsidiaries (to NI)			
Other			
<hr style="border-top: 1px dashed black;"/>			
Balance at end of year			
<hr style="border-top: 1px dashed black;"/>			
OTHER			
Balance at beginning of year			
Long-term Incentive Plan			
Amortization of Unearned Compensation			
<hr style="border-top: 1px dashed black;"/>			
Balance at end of year			
<hr style="border-top: 1px dashed black;"/>			
ACCUMULATED OTHER COMPREHENSIVE INCOME			
Balance at beginning of year			
Other Comprehensive Income, net of tax			
Unrealized			
Realized			
Gain/Loss on foreign currency translation			
Unrealized			
Net unrealized gains on derivatives qualifying			
as cash flow hedges			
Minimum pension liability adjustment			
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Balance at end of year			

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TOTAL COMMON STOCK EQUITY

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ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (continued) F-3D (1 of 2)

NISOURCE INC. AND SUBSIDIARIES
 COLUMBIA ENERGY RESOURCES INC. AND SUBSIDIARIES
 CONSOLIDATED STATEMENT OF COMMON STOCK EQUITY
 (Not covered by Report of Independent Public Accountants)

Year Ended December 31, 2002 (\$ in thousands)	F-3D Page 2	CER	AD	Co
COMMON STOCK				
Balance at beginning of year	*	*	*	
Common stock issued -				
Long-term incentive plan				
Employee stock purchase plan				
Common stock retired				
Balance at end of year				
ADDITIONAL PAID IN CAPITAL				
Balance at beginning of year				
Common stock issued -				
Employee stock purchase plan				
Long-term incentive plan				
Recapitalization -				
Capital contributions				
Treasury shares acquired				
Balance at end of year				
RETAINED EARNINGS				
Balance at beginning of year				
Net income (loss)				
Cash dividends -				
NI				
Subsidiaries (to NI)				
Other				
Balance at end of year				
OTHER				
Balance at beginning of year				
Long-term Incentive Plan				
Amortization of Unearned Compensation				

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 Balance at end of year

ACCUMULATED OTHER COMPREHENSIVE INCOME

Balance at beginning of year
 Other Comprehensive Income, net of tax
 Unrealized
 Realized
 Gain/Loss on foreign currency translation
 Unrealized
 Net unrealized gains on derivatives qualifying
 as cash flow hedges
 Minimum pension liability adjustment

 Balance at end of year

TOTAL COMMON STOCK EQUITY
 =====

* CONFIDENTIAL TREATMENT REQUESTED

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ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (continued) F-3D (2 of 2)

NISOURCE INC. AND SUBSIDIARIES
 COLUMBIA ENERGY RESOURCES INC. AND SUBSIDIARIES
 CONSOLIDATED STATEMENT OF COMMON STOCK EQUITY
 (Not covered by Report of Independent Public Accountants)

Year Ended December 31, 2002 (\$ in thousands) CNR CNRCL HH

COMMON STOCK

Balance at beginning of year	*	*	*
Common stock issued -			
Long-term incentive plan			
Employee Stock Purchase Plan			
Common stock retired			

 Balance at end of year

ADDITIONAL PAID IN CAPITAL

Balance at beginning of year
 Common stock issued -
 Employee Stock Purchase Plan
 Long-term incentive plan
 Recapitalization -
 Capital contributions
 Treasury shares acquired

 Balance at end of year

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RETAINED EARNINGS

Balance at beginning of year
 Net income (loss)
 Cash dividends -
 NI
 Subsidiaries (to parent)
 Other

 Balance at end of year

OTHER

Balance at beginning of year
 Long-term Incentive Plan
 Amortization of Unearned Compensation

 Balance at end of year

ACCUMULATED OTHER COMPREHENSIVE INCOME

Balance at beginning of year
 Other Comprehensive Income, net of tax
 Unrealized
 Realized
 Gain/Loss on foreign currency translation
 Unrealized
 Net unrealized gains on derivatives qualifying
 as cash flow hedges
 Minimum pension liability adjustment

 Balance at end of year

TOTAL COMMON STOCK EQUITY
 =====

* CONFIDENTIAL TREATMENT REQUESTED

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ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (continued) F-3E (1 of 1)

NISOURCE INC. AND SUBSIDIARIES
 COLUMBIA FINANCE CORPORATION AND SUBSIDIARIES
 CONSOLIDATED STATEMENT OF COMMON STOCK EQUITY
 (Not covered by Report of Independent Public Accountants)

Year Ended December 31, 2002 (\$ in thousands)	CFC	CAR	Combined
COMMON STOCK			
Balance at beginning of year	*	*	*
Common stock issued -			
Long-term incentive plan			
Employee stock purchase plan			

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Common stock retired

Balance at end of year

ADDITIONAL PAID IN CAPITAL

Balance at beginning of year

Common stock issued -
Employee stock purchase plan
Long-term incentive plan
Recapitalization -
Capital contributions
Treasury stock acquired

Balance at end of year

RETAINED EARNINGS

Balance at beginning of year

Net income (loss)
Cash dividends -
NI
Subsidiaries (to parent)
Other

Balance at end of year

OTHER

Balance at beginning of year

Long-term Incentive Plan
Amortization of Unearned Compensation

Balance at end of year

ACCUMULATED OTHER COMPREHENSIVE INCOME

Balance at beginning of year

Other Comprehensive Income, net of tax
Unrealized
Realized
Gain/Loss on foreign currency translation
Unrealized
Net unrealized gains on derivatives qualifying
as cash flow hedges
Minimum pension liability adjustment

Balance at end of year

TOTAL COMMON STOCK EQUITY
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NISOURCE INC. AND SUBSIDIARIES
 COLUMBIA NET WORK SERVICES CORPORATION AND SUBSIDIARIES
 CONSOLIDATED STATEMENT OF COMMON STOCK EQUITY
 (Not covered by Report of Independent Public Accountants)

Year Ended December 31, 2002 (\$ in thousands)	CNS	CMC	Combine
COMMON STOCK			
Balance at beginning of year	*	*	*
Common stock issued -			
Long-term incentive plan			
Employee stock purchase plan			
Common stock retired			
<hr style="border-top: 1px dashed black;"/>			
Balance at end of year			
<hr style="border-top: 1px dashed black;"/>			
ADDITIONAL PAID IN CAPITAL			
Balance at beginning of year			
Common stock issued -			
Employee stock purchase plan			
Long-term incentive plan			
Recapitalization -			
Capital contributions			
Treasury shares acquired			
<hr style="border-top: 1px dashed black;"/>			
Balance at end of year			
<hr style="border-top: 1px dashed black;"/>			
RETAINED EARNINGS			
Balance at beginning of year			
Net income (loss)			
Cash dividends -			
NI			
Subsidiaries (to NI)			
Other			
<hr style="border-top: 1px dashed black;"/>			
Balance at end of year			
<hr style="border-top: 1px dashed black;"/>			
OTHER			
Balance at beginning of year			
Long-term Incentive Plan			
Amortization of Unearned Compensation			
<hr style="border-top: 1px dashed black;"/>			
Balance at end of year			
<hr style="border-top: 1px dashed black;"/>			
ACCUMULATED OTHER COMPREHENSIVE INCOME			
Balance at beginning of year			
Other Comprehensive Income, net of tax			
Unrealized			
Realized			
Gain/Loss on foreign currency translation			
Unrealized			
Net unrealized gains on derivatives qualifying			
as cash flow hedges			
Minimum pension liability adjustment			

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 Balance at end of year

TOTAL COMMON STOCK EQUITY
 =====

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ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (continued) F-3G (1 of 1)

NISOURCE INC. AND SUBSIDIARIES
 COLUMBIA PIPELINE CORPORATION AND SUBSIDIARIES
 CONSOLIDATED STATEMENT OF COMMON STOCK EQUITY
 (Not covered by Report of Independent Public Accountants)

Year Ended December 31, 2002 (\$ in thousands)	CPL	CDW	Combine
--	-----	-----	---------

COMMON STOCK

Balance at beginning of year	*	*	*
Common stock issued -			
Long-term incentive plan			
Employee stock purchase plan			
Common stock retired			

Balance at end of year

ADDITIONAL PAID IN CAPITAL

Balance at beginning of year			
Common stock issued -			
Employee stock purchase plan			
Long-term incentive plan			
Recapitalization -			
Capital contributions			
Treasury stock acquired			

Balance at end of year

RETAINED EARNINGS

Balance at beginning of year			
Net income (loss)			
Cash dividends -			
NI			
Subsidiaries (to parent)			
Other			

Balance at end of year

OTHER

Balance at beginning of year

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Long-term Incentive Plan
 Amortization of Unearned Compensation

 Balance at end of year

ACCUMULATED OTHER COMPREHENSIVE INCOME

Balance at beginning of year
 Other Comprehensive Income, net of tax
 Unrealized
 Realized
 Gain/Loss on foreign currency translation
 Unrealized
 Net unrealized gains on derivatives qualifying
 as cash flow hedges
 Minimum pension liability adjustment

 Balance at end of year

TOTAL COMMON STOCK EQUITY
 =====

* CONFIDENTIAL TREATMENT REQUESTED

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ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (continued) F-3H (1 of 1)

NISOURCE INC. AND SUBSIDIARIES
 COLUMBIA SERVICE PARTNERS, INC. AND SUBSIDIARIES
 CONSOLIDATED STATEMENT OF COMMON STOCK EQUITY
 (Not covered by Report of Independent Public Accountants)

Year Ended December 31, 2002 (\$ in thousands)	CSP	CAA	Combine
--	-----	-----	---------

COMMON STOCK

Balance at beginning of year	*	*	*
Common stock issued			
Long-term incentive plan			
Employee stock purchase plan			
Common stock retired			

 Balance at end of year

ADDITIONAL PAID IN CAPITAL

Balance at beginning of year
 Common stock issued
 Employee stock purchase plan
 Long-term incentive plan
 Recapitalization -
 Capital contributions
 Treasury stock acquired

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Balance at end of year

RETAINED EARNINGS

Balance at beginning of year

Net income (loss)

Cash dividends -

NI

Subsidiaries (to NI)

Other

Balance at end of year

OTHER

Balance at beginning of year

Long-term Incentive Plan

Amortization of Unearned Compensation

Balance at end of year

ACCUMULATED OTHER COMPREHENSIVE INCOME

Balance at beginning of year

Other Comprehensive Income, net of tax

Unrealized

Realized

Gain/Loss on foreign currency translation

Unrealized

Net unrealized gains on derivatives qualifying

as cash flow hedges

Minimum pension liability adjustment

Balance at end of year

TOTAL COMMON STOCK EQUITY

* CONFIDENTIAL TREATMENT REQUESTED

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ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (continued)

F-3I (1 of 3)

NISOURCE INC. AND SUBSIDIARIES
 ENERGYUSA, INC. AND SUBSIDIARIES
 CONSOLIDATED STATEMENT OF COMMON STOCK EQUITY
 (Not covered by Report of Independent Public Accountants)

Year Ended December 31, 2002 (\$ in thousands)

F-3I
 Page 2

F-3I
 Page 3

EUUI

Com

COMMON STOCK

Balance at beginning of year

*

*

*

Common stock issued -

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Long-term incentive plan
Employee stock purchase plan
Common stock retired

Balance at end of year

ADDITIONAL PAID IN CAPITAL

Balance at beginning of year
Common stock issued -
Employee stock purchase plan
Long-term incentive plan
Recapitalization -
Capital contributions
Treasury stock acquired

Balance at end of year

RETAINED EARNINGS

Balance at beginning of year
Net income (loss)
Cash dividends -
NI
Subsidiaries (to parent)
Other

Balance at end of year

OTHER

Balance at beginning of year
Long-term Incentive Plan
Amortization of Unearned Compensation

Balance at end of year

ACCUMULATED OTHER COMPREHENSIVE INCOME

Balance at beginning of year
Other Comprehensive Income, net of tax
Unrealized
Realized
Gain/Loss on foreign currency translation
Unrealized
Net unrealized gains on derivatives qualifying
as cash flow hedges
Minimum pension liability adjustment

Balance at end of year

TOTAL COMMON STOCK EQUITY
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ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (continued)

F-3I (2 of 3)

NISOURCE INC. AND SUBSIDIARIES
 ENERGYUSA, INC. AND SUBSIDIARIES
 CONSOLIDATED STATEMENT OF COMMON STOCK EQUITY
 (Not covered by Report of Independent Public Accountants)

Year Ended December 31, 2002 (\$ in thousands)	EUC	EUR	EUIM
COMMON STOCK			
Balance at beginning of year	*	*	*
Common stock issued -			
Long-term incentive plan			
Employee stock purchase plan			
Common stock retired			

Balance at end of year			
ADDITIONAL PAID IN CAPITAL			
Balance at beginning of year			
Common stock issued -			
Employee stock purchase plan			
Long-term incentive plan			
Recapitalization -			
Capital contributions			
Treasury stock acquired			

Balance at end of year			
RETAINED EARNINGS			
Balance at beginning of year			
Net income (loss)			
Cash dividends -			
NI			
Subsidiaries (to NI)			
Other			

Balance at end of year			
OTHER			
Balance at beginning of year			
Long-term Incentive Plan			
Amortization of Unearned Compensation			

Balance at end of year			
ACCUMULATED OTHER COMPREHENSIVE INCOME			
Balance at beginning of year			
Other Comprehensive Income, net of tax			
Unrealized			
Realized			
Gain/Loss on foreign currency translation			
Unrealized			
Net unrealized gains on derivatives qualifying			

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as cash flow hedges
 Minimum pension liability adjustment

 Balance at end of year

TOTAL COMMON STOCK EQUITY
 =====

* CONFIDENTIAL TREATMENT REQUESTED

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ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (continued) F-3I (3 of 3)

NISOURCE INC. AND SUBSIDIARIES
 ENERGYUSA, INC. AND SUBSIDIARIES
 CONSOLIDATED STATEMENT OF COMMON STOCK EQUITY
 (Not covered by Report of Independent Public Accountants)

Year Ended December 31, 2002 (\$ in thousands) NEML NEST NIFC

COMMON STOCK

Balance at beginning of year	*	*	*
Common stock issued -			
Long-term incentive plan			
Employee stock purchase plan			
Common stock retired			

 Balance at end of year

ADDITIONAL PAID IN CAPITAL

Balance at beginning of year			
Common stock issued -			
Employee stock purchase plan			
Long-term incentive plan			
Recapitalization -			
Capital contributions			
Treasury stock acquired			

 Balance at end of year

RETAINED EARNINGS

Balance at beginning of year			
Net income (loss)			
Cash dividends -			
NI			
Subsidiaries (to parent)			
Other			

 Balance at end of year

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OTHER

Balance at beginning of year
 Long-term Incentive Plan
 Amortization of Unearned Compensation

 Balance at end of year

ACCUMULATED OTHER COMPREHENSIVE INCOME

Balance at beginning of year
 Other Comprehensive Income, net of tax
 Unrealized
 Realized
 Gain/Loss on foreign currency translation
 Unrealized
 Net unrealized gains on derivatives qualifying
 as cash flow hedges
 Minimum pension liability adjustment

 Balance at end of year

TOTAL COMMON STOCK EQUITY
 =====

* CONFIDENTIAL TREATMENT REQUESTED

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ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (continued) F-3J (1 of 1)

NISOURCE INC. AND SUBSIDIARIES
 ENERGYUSA, INC. (MA) AND SUBSIDIARIES
 CONSOLIDATED STATEMENT OF COMMON STOCK EQUITY
 (Not covered by Report of Independent Public Accountants)

Year Ended December 31, 2002 (\$ in thousands)	EUIM	ESPE	EUIC	Combin
--	------	------	------	--------

COMMON STOCK

Balance at beginning of year	*	*	*	*
Common stock issued -				
Long-term incentive plan				
Employee stock purchase plan				
Common stock retired				

 Balance at end of year

ADDITIONAL PAID IN CAPITAL

Balance at beginning of year
 Common stock issued -
 Employee stock purchase plan
 Long-term incentive plan
 Recapitalization -
 Capital contributions

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Treasury stock acquired

Balance at end of year

RETAINED EARNINGS

Balance at beginning of year

Net income (loss)

Cash dividends -

NI

Subsidiaries (to NI)

Other

Balance at end of year

OTHER

Balance at beginning of year

Long-term Incentive Plan

Amortization of Unearned Compensation

Balance at end of year

ACCUMULATED OTHER COMPREHENSIVE INCOME

Balance at beginning of year

Other Comprehensive Income, net of tax

Unrealized

Realized

Gain/Loss on foreign currency translation

Unrealized

Net unrealized gains on derivatives qualifying

as cash flow hedges

Minimum pension liability adjustment

Balance at end of year

TOTAL COMMON STOCK EQUITY
=====

* CONFIDENTIAL TREATMENT REQUESTED

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ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (continued)

F-3K (1 of 2)

NISOURCE INC. AND SUBSIDIARIES
ENERGYUSA (CONNECTICUT) INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENT OF COMMON STOCK EQUITY
(Not covered by Report of Independent Public Accountants)

Year Ended December 31, 2002 (\$ in thousands)

F-3K
Page 2

EUIC

BES

Comb

COMMON STOCK

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Balance at beginning of year	*	*	*	*
Common stock issued -				
Long-term incentive plan				
Employee stock purchase plan				
Common stock retired				

Balance at end of year

ADDITIONAL PAID IN CAPITAL

Balance at beginning of year
Common stock issued -
Employee stock purchase plan
Long-term incentive plan
Recapitalization -
Capital contributions
Treasury stock acquired

Balance at end of year

RETAINED EARNINGS

Balance at beginning of year
Net income (loss)
Cash dividends -
NI
Subsidiaries (to parent)
Other

Balance at end of year

OTHER

Balance at beginning of year
Long-term Incentive Plan
Amortization of Unearned Compensation

Balance at end of year

ACCUMULATED OTHER COMPREHENSIVE INCOME

Balance at beginning of year
Other Comprehensive Income, net of tax
Unrealized
Realized
Gain/Loss on foreign currency translation
Unrealized
Net unrealized gains on derivatives qualifying
as cash flow hedges
Minimum pension liability adjustment

Balance at end of year

TOTAL COMMON STOCK EQUITY
=====

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ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (continued)

F-3K (2 of 2)

NISOURCE INC. AND SUBSIDIARIES
 ENERGYUSA (CONNECTICUT) INC. AND SUBSIDIARIES
 CONSOLIDATED STATEMENT OF COMMON STOCK EQUITY
 (Not covered by Report of Independent Public Accountants)

Year Ended December 31, 2002 (\$ in thousands) EUE EUM

 COMMON STOCK

Balance at beginning of year	*	*
Common stock issued -		
Long-term incentive plan		
Employee stock purchase plan		
Common stock retired		

 Balance at end of year

ADDITIONAL PAID IN CAPITAL

Balance at beginning of year		
Common stock issued -		
Employee stock purchase plan		
Long-term incentive plan		
Recapitalization -		
Capital contributions		
Treasury stock acquired		

 Balance at end of year

RETAINED EARNINGS

Balance at beginning of year		
Net income (loss)		
Cash dividends -		
NI		
Subsidiaries (to NI)		
Other		

 Balance at end of year

OTHER

Balance at beginning of year		
Long-term Incentive Plan		
Amortization of Unearned Compensation		

 Balance at end of year

ACCUMULATED OTHER COMPREHENSIVE INCOME

Balance at beginning of year		
Other Comprehensive Income, net of tax		
Unrealized		
Realized		
Gain/Loss on foreign currency translation		

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Unrealized
 Net unrealized gains on derivatives qualifying
 as cash flow hedges
 Minimum pension liability adjustment

 Balance at end of year

TOTAL COMMON STOCK EQUITY
 =====

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ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (continued) F-3L (1 of 1)

NISOURCE INC. AND SUBSIDIARIES
 ENERGYUSA-TPC CORP. AND SUBSIDIARIES
 CONSOLIDATED STATEMENT OF COMMON STOCK EQUITY
 (Not covered by Report of Independent Public Accountants)

Year Ended December 31, 2002 (\$ in thousands)	TPC	EUA	Combined
COMMON STOCK			
Balance at beginning of year	*	*	*
Common stock issued -			
Long-term incentive plan			
Employee stock purchase plan			
Common stock retired			

Balance at end of year			
ADDITIONAL PAID IN CAPITAL			
Balance at beginning of year			
Common stock issued -			
Employee stock purchase plan			
Long-term incentive plan			
Recapitalization -			
Capital contributions			
Treasury stock acquired			

Balance at end of year			
RETAINED EARNINGS			
Balance at beginning of year			
Net income (loss)			
Cash dividends -			
NI			
Subsidiaries (to NI)			
Other			

Balance at end of year			

OTHER

Balance at beginning of year
 Long-term Incentive Plan
 Amortization of Unearned Compensation

Balance at end of year

ACCUMULATED OTHER COMPREHENSIVE INCOME

Balance at beginning of year
 Other Comprehensive Income, net of tax
 Unrealized
 Realized
 Gain/Loss on foreign currency translation
 Unrealized
 Net unrealized gains on derivatives qualifying
 as cash flow hedges
 Minimum pension liability adjustment

Balance at end of year

TOTAL COMMON STOCK EQUITY

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ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (continued) F-3M (1 of 2)

NISOURCE INC. AND SUBSIDIARIES
 IWC RESOURCES CORPORATION
 CONSOLIDATED STATEMENT OF COMMON STOCK EQUITY
 (Not covered by Report of Independent Public Accountants)

Year Ended December 31, 2002 (\$ in thousands)	F-3M Page 2	IWCR	HWC	IWC	Combined
--	----------------	------	-----	-----	----------

COMMON STOCK

Balance at beginning of year	*	*	*	*	*
Common stock issued -					
Long-term incentive plan					
Employee stock purchase plan					
Treasury stock acquired					

Balance at end of year

ADDITIONAL PAID IN CAPITAL

Balance at beginning of year
 Common stock issued -
 Employee stock purchase plan
 Long-term incentive plan

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Recapitalization -
Capital contributions

Balance at end of year

RETAINED EARNINGS

Balance at beginning of year
Net income (loss)
Cash dividends -
 NI
 Subsidiaries (to NI)
Other

Balance at end of year

OTHER

Balance at beginning of year
Long-term Incentive Plan
Amortization of Unearned Compensation

Balance at end of year

ACCUMULATED OTHER COMPREHENSIVE INCOME

Balance at beginning of year
Other Comprehensive Income, net of tax
 Unrealized
 Realized
Gain/Loss on foreign currency translation
 Unrealized
Net unrealized gains on derivatives qualifying
 as cash flow hedges
Minimum pension liability adjustment

Balance at end of year

TOTAL COMMON STOCK EQUITY
=====

* CONFIDENTIAL TREATMENT REQUESTED

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ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (continued)

F-3M (2 of 2)

NISOURCE INC. AND SUBSIDIARIES
IWC RESOURCES CORPORATION
CONSOLIDATED STATEMENT OF COMMON STOCK EQUITY
(Not covered by Report of Independent Public Accountants)

Year Ended December 31, 2002 (\$ in thousands)

IRAC

IWCM

LWC

LWAC

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COMMON STOCK

Balance at beginning of year	*	*	*	*
Common stock issued -				
Long-term incentive plan				
Employee stock purchase plan				
Treasury stock acquired				

 Balance at end of year

ADDITIONAL PAID IN CAPITAL

Balance at beginning of year
Common stock issued -
Employee stock purchase plan
Long-term incentive plan
Recapitalization -
Capital contributions

 Balance at end of year

RETAINED EARNINGS

Balance at beginning of year
Net income (loss)
Cash dividends -
NI
Subsidiaries (to NI)
Other

 Balance at end of year

OTHER

Balance at beginning of year
Long-term Incentive Plan
Amortization of Unearned Compensation

 Balance at end of year

ACCUMULATED OTHER COMPREHENSIVE INCOME

Balance at beginning of year
Other Comprehensive Income, net of tax
Unrealized
Realized
Gain/Loss on foreign currency translation
Unrealized
Net unrealized gains on derivatives qualifying
as cash flow hedges
Minimum pension liability adjustment

 Balance at end of year

TOTAL COMMON STOCK EQUITY
 =====

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ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (continued)

F-3N (1 of 1)

NISOURCE INC. AND SUBSIDIARIES
 KOKOMO GAS AND FUEL COMPANY AND SUBSIDIARIES
 CONSOLIDATED STATEMENT OF COMMON STOCK EQUITY
 (Not covered by Report of Independent Public Accountants)

Year Ended December 31, 2002 (\$ in thousands)	KOKO	KGF	Combined
COMMON STOCK			
Balance at beginning of year	46,170	*	*
Common stock issued -	-		
Long-term incentive plan	-		
Employee stock purchase plan	-		
Common stock retired	-		
Balance at end of year	46,170		
ADDITIONAL PAID IN CAPITAL			
Balance at beginning of year	30		
Common stock issued -	-		
Employee stock purchase plan	-		
Long-term incentive plan	-		
Recapitalization -			
Capital contributions	105		
Treasury stock acquired	-		
Balance at end of year	135		
RETAINED EARNINGS			
Balance at beginning of year	(11,782)		
Net income (loss)	2,152		
Cash dividends -			
NI	-		
Subsidiaries (to NI)	(600)		
Other	-		
Balance at end of year	(10,230)		
OTHER			
Balance at beginning of year	-		
Long-term Incentive Plan	-		
Amortization of Unearned Compensation	-		
Balance at end of year	-		
ACCUMULATED OTHER COMPREHENSIVE INCOME			
Balance at beginning of year	-		
Other Comprehensive Income, net of tax			
Unrealized	-		
Realized	-		
Gain/Loss on foreign currency translation			

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Unrealized	-
Net unrealized gains on derivatives qualifying as cash flow hedges	-
Minimum pension liability adjustment	(422)

Balance at end of year	(422)

TOTAL COMMON STOCK EQUITY	35,653
=====	

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ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (continued) F-30 (1 of 2)

NISOURCE INC. AND SUBSIDIARIES
NI ENERGY SERVICES INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENT OF COMMON STOCK EQUITY
(Not covered by Report of Independent Public Accountants)

Year Ended December 31, 2002 (\$ in thousands)	F-30 Page 2	NESI	CROSS	Comb

COMMON STOCK				
Balance at beginning of year	*	*	1	
Common stock issued -			-	
Long-term incentive plan			-	
Employee stock purchase plan			-	
Common stock retired			-	

Balance at end of year			1	

ADDITIONAL PAID IN CAPITAL				
Balance at beginning of year			-	
Common stock issued -			-	
Employee stock purchase plan			-	
Long-term incentive plan			-	
Recapitalization -			-	
Capital contributions			-	
Treasury stock acquired			-	

Balance at end of year			-	

RETAINED EARNINGS				
Balance at beginning of year			(8,697)	
Net income (loss)			(363)	
Cash dividends -			-	
NI			-	
Subsidiaries (to NI)			-	
Other			-	

Balance at end of year			(9,060)	

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OTHER	
Balance at beginning of year	-
Long-term Incentive Plan	-
Amortization of Unearned Compensation	-

Balance at end of year	-

ACCUMULATED OTHER COMPREHENSIVE INCOME	
Balance at beginning of year	-
Other Comprehensive Income, net of tax	
Unrealized	-
Realized	-
Gain/Loss on foreign currency translation	
Unrealized	-
Net unrealized gains on derivatives qualifying as cash flow hedges	-
Minimum pension liability adjustment	-

Balance at end of year	-

TOTAL COMMON STOCK EQUITY	(9,059)
=====	

* CONFIDENTIAL TREATMENT REQUESTED

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ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (continued) F-30 (2 of 2)

NISOURCE INC. AND SUBSIDIARIES
NI ENERGY SERVICES INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENT OF COMMON STOCK EQUITY
(Not covered by Report of Independent Public Accountants)

Year Ended December 31, 2002 (\$ in thousands)	GREEN	NPM	NESCL

COMMON STOCK			
Balance at beginning of year	*	*	*
Common stock issued -			
Long-term incentive plan			
Employee stock purchase plan			
Common stock retired			

Balance at end of year			

ADDITIONAL PAID IN CAPITAL			
Balance at beginning of year			
Common stock issued -			
Employee stock purchase plan			
Long-term incentive plan			

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Recapitalization -
Capital contributions
Treasury stock acquired

Balance at end of year

RETAINED EARNINGS

Balance at beginning of year
Net income (loss)
Cash dividends -
NI
Subsidiaries (to parent)
Other

Balance at end of year

OTHER

Balance at beginning of year
Long-term Incentive Plan
Amortization of Unearned Compensation

Balance at end of year

ACCUMULATED OTHER COMPREHENSIVE INCOME

Balance at beginning of year
Other Comprehensive Income, net of tax
Unrealized
Realized
Gain/Loss on foreign currency translation
Unrealized
Net unrealized gains on derivatives qualifying
as cash flow hedges
Minimum pension liability adjustment

Balance at end of year

TOTAL COMMON STOCK EQUITY
=====

* CONFIDENTIAL TREATMENT REQUESTED

ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (continued) F-3P (1 of 3)

NISOURCE INC. AND SUBSIDIARIES
NISOURCE DEVELOPMENT COMPANY, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENT OF COMMON STOCK EQUITY
(Not covered by Report of Independent Public Accountants)

Year Ended December 31, 2002 (\$ in thousands) F-3P Page2 F-3P Page 3 NDEV ASL Combi

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COMMON STOCK

Balance at beginning of year	*	*	*	*	*
Common stock issued -					
Long-term incentive plan					
Employee stock purchase plan					
Common stock retired					

 Balance at end of year

ADDITIONAL PAID IN CAPITAL

Balance at beginning of year
Common stock issued -
Employee stock purchase plan
Long-term incentive plan
Recapitalization -
Capital contributions
Treasury shares acquired

 Balance at end of year

RETAINED EARNINGS

Balance at beginning of year
Net income (loss)
Cash dividends -
NI
Subsidiaries (to parent)
Other

 Balance at end of year

OTHER

Balance at beginning of year
Long-term Incentive Plan
Amortization of Unearned Compensation

 Balance at end of year

ACCUMULATED OTHER COMPREHENSIVE INCOME

Balance at beginning of year
Other Comprehensive Income, net of tax
Unrealized
Realized
Gain/Loss on foreign currency translation
Unrealized
Net unrealized gains on derivatives qualifying
as cash flow hedges
Minimum pension liability adjustment

 Balance at end of year

TOTAL COMMON STOCK EQUITY

=====

* CONFIDENTIAL TREATMENT REQUESTED

ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (continued)

F-3P (2 of 3)

NISOURCE INC. AND SUBSIDIARIES
NISOURCE DEVELOPMENT COMPANY, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENT OF COMMON STOCK EQUITY
(Not covered by Report of Independent Public Accountants)

Year Ended December 31, 2002 (\$ in thousands)	CARD	CIS	JOF	KOGF
<hr/>				
COMMON STOCK				
Balance at beginning of year	*	*	*	*
Common stock issued -				
Long-term incentive plan				
Employee stock purchase plan				
Common stock retired				
<hr/>				
Balance at end of year				
<hr/>				
ADDITIONAL PAID IN CAPITAL				
Balance at beginning of year				
Common stock issued -				
Employee stock purchase plan				
Long-term incentive plan				
Recapitalization -				
Capital contributions				
Treasury shares acquired				
<hr/>				
Balance at end of year				
<hr/>				
RETAINED EARNINGS				
Balance at beginning of year				
Net income (loss)				
Cash dividends -				
NI				
Subsidiaries (to parent)				
Other				
<hr/>				
Balance at end of year				
<hr/>				
OTHER				
Balance at beginning of year				
Long-term Incentive Plan				
Amortization of Unearned Compensation				
<hr/>				
Balance at end of year				
<hr/>				
ACCUMULATED OTHER COMPREHENSIVE INCOME				
Balance at beginning of year				
Other Comprehensive Income, net of tax				
Unrealized				

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Realized
 Gain/Loss on foreign currency translation
 Unrealized
 Net unrealized gains on derivatives qualifying
 as cash flow hedges
 Minimum pension liability adjustment

 Balance at end of year

TOTAL COMMON STOCK EQUITY
 =====

* CONFIDENTIAL TREATMENT REQUESTED

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ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (continued) F-3P (3 of 3)

NISOURCE INC. AND SUBSIDIARIES
 NISOURCE DEVELOPMENT COMPANY, INC. AND SUBSIDIARIES
 CONSOLIDATED STATEMENT OF COMMON STOCK EQUITY
 (Not covered by Report of Independent Public Accountants)

Year Ended December 31, 2002 (\$ in thousands)	PRO	PRI	SWP

COMMON STOCK			
Balance at beginning of year	*	*	*
Common stock issued -			
Long-term incentive plan			
Employee stock purchase plan			
Common stock retired			

Balance at end of year			

ADDITIONAL PAID IN CAPITAL			
Balance at beginning of year			
Common stock issued -			
Employee stock purchase plan			
Long-term incentive plan			
Recapitalization -			
Capital contributions			
Treasury shares acquired			

Balance at end of year			

RETAINED EARNINGS			
Balance at beginning of year			
Net income (loss)			
Cash dividends -			
NI			
Subsidiaries (to parent)			
Other			

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 Balance at end of year

OTHER

Balance at beginning of year
 Long-term Incentive Plan
 Amortization of Unearned Compensation

 Balance at end of year

ACCUMULATED OTHER COMPREHENSIVE INCOME

Balance at beginning of year
 Other Comprehensive Income, net of tax
 Unrealized
 Realized
 Gain/Loss on foreign currency translation
 Unrealized
 Net unrealized gains on derivatives qualifying
 as cash flow hedges
 Minimum pension liability adjustment

 Balance at end of year

TOTAL COMMON STOCK EQUITY
 =====

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ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (continued) F-3Q (1 of 1)

NISOURCE INC. AND SUBSIDIARIES
 LAKE ERIE LAND COMPANY AND SUBSIDIARIES
 CONSOLIDATED STATEMENT OF COMMON STOCK EQUITY
 (Not covered by Report of Independent Public Accountants)

Year Ended December 31, 2002 (\$ in thousands)	LEL	SCC	Combined

COMMON STOCK			
Balance at beginning of year	*	*	*
Common stock issued -			
Long-term incentive plan			
Employee stock purchase plan			
Common stock retired			

 Balance at end of year

ADDITIONAL PAID IN CAPITAL

Balance at beginning of year
 Common stock issued -

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Employee stock purchase plan
Long-term incentive plan
Recapitalization -
Capital contributions
Treasury shares acquired

Balance at end of year

RETAINED EARNINGS

Balance at beginning of year
Net income (loss)
Cash dividends -
NI
Subsidiaries (to NI)
Other

Balance at end of year

OTHER

Balance at beginning of year
Long-term Incentive Plan
Amortization of Unearned Compensation

Balance at end of year

ACCUMULATED OTHER COMPREHENSIVE INCOME

Balance at beginning of year
Other Comprehensive Income, net of tax
Unrealized
Realized
Gain/Loss on foreign currency translation
Unrealized
Net unrealized gains on derivatives qualifying
as cash flow hedges
Minimum pension liability adjustment

Balance at end of year

TOTAL COMMON STOCK EQUITY
=====

* CONFIDENTIAL TREATMENT REQUESTED

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ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (continued)

F-3R (1 of 1)

NISOURCE INC. AND SUBSIDIARIES
NISOURCE PIPELINE GROUP, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENT OF COMMON STOCK EQUITY
(Not covered by Report of Independent Public Accountants)

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Year Ended December 31, 2002 (\$ in thousands)	NPG	GSGT	PNGTS	Comb
COMMON STOCK				
Balance at beginning of year	*	*	*	
Common stock issued -				
Long-term incentive plan				
Employee stock purchase plan				
Common stock retired				
<hr/>				
Balance at end of year				
<hr/>				
ADDITIONAL PAID IN CAPITAL				
Balance at beginning of year				
Common stock issued -				
Employee stock purchase plan				
Long-term incentive plan				
Recapitalization/Dissolution -				
Capital contributions				
Treasury stock acquired				
<hr/>				
Balance at end of year				
<hr/>				
RETAINED EARNINGS				
Balance at beginning of year				
Net income (loss)				
Cash dividends -				
NI				
Subsidiaries (to parent)				
Other				
<hr/>				
Balance at end of year				
<hr/>				
OTHER				
Balance at beginning of year				
Long-term Incentive Plan				
Amortization of Unearned Compensation				
<hr/>				
Balance at end of year				
<hr/>				
ACCUMULATED OTHER COMPREHENSIVE INCOME				
Balance at beginning of year				
Other Comprehensive Income, net of tax				
Unrealized				
Realized				
Gain/Loss on foreign currency translation				
Unrealized				
Net unrealized gains on derivatives qualifying				
as cash flow hedges				
Minimum pension liability adjustment				
<hr/>				
Balance at end of year				
<hr/>				
TOTAL COMMON STOCK EQUITY				
<hr/>				

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ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (continued) F-3S (1 of 1)

NISOURCE INC. AND SUBSIDIARIES
 GRANITE STATE GAS TRANSMISSION, INC. AND SUBSIDIARIES
 CONSOLIDATED STATEMENT OF COMMON STOCK EQUITY
 (Not covered by Report of Independent Public Accountants)

Year Ended December 31, 2002 (\$ in thousands)	GSGT	BSEE	NGD	Comb
COMMON STOCK				
Balance at beginning of year	30	*	*	
Common stock issued -	-			
Long-term incentive plan	-			
Employee stock purchase plan	-			
Common stock retired	-			
Balance at end of year	30			
ADDITIONAL PAID IN CAPITAL				
Balance at beginning of year	15,302			
Common stock issued -	-			
Employee stock purchase plan	-			
Long-term incentive plan	-			
Recapitalization/Dissolution -				
Capital contributions	11,059			
Treasury stock acquired	-			
Balance at end of year	26,361			
RETAINED EARNINGS				
Balance at beginning of year	(15,443)			
Net income (loss)	720			
Cash dividends -				
NI	-			
Subsidiaries (to parent)	-			
Other	-			
Balance at end of year	(14,723)			
OTHER				
Balance at beginning of year	-			
Long-term Incentive Plan	-			
Amortization of Unearned Compensation	-			
Balance at end of year	-			
ACCUMULATED OTHER COMPREHENSIVE INCOME				
Balance at beginning of year	-			

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Other Comprehensive Income, net of tax	
Unrealized	(77)
Realized	-
Gain/Loss on foreign currency translation	
Unrealized	-
Net unrealized gains on derivatives qualifying as cash flow hedges	-
Minimum pension liability adjustment	-

Balance at end of year	(77)

TOTAL COMMON STOCK EQUITY	11,591
=====	

* CONFIDENTIAL TREATMENT REQUESTED

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ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (continued) F-3T (1 of 1)

NISOURCE INC. AND SUBSIDIARIES
NORTHERN INDIANA FUEL AND LIGHT COMPANY, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENT OF COMMON STOCK EQUITY
(Not covered by Report of Independent Public Accountants)

Year Ended December 31, 2002 (\$ in thousands)	NIFL	NITC	Combined

COMMON STOCK			
Balance at beginning of year	30,674	*	*
Common stock issued -	-		
Long-term incentive plan	-		
Employee stock purchase plan	-		
Common stock retired	-		

Balance at end of year	30,674		

ADDITIONAL PAID IN CAPITAL			
Balance at beginning of year	93		
Common stock issued -	-		
Employee stock purchase plan	-		
Long-term incentive plan	-		
Recapitalization -			
Capital contributions	52		
Treasury stock acquired	-		

Balance at end of year	145		

RETAINED EARNINGS			
Balance at beginning of year	14,645		
Net income (loss)	1,485		
Cash dividends -			
NI	-		

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Subsidiaries (to NI)	-
Other	-

Balance at end of year	16,130

OTHER	
Balance at beginning of year	-
Long-term Incentive Plan	-
Amortization of Unearned Compensation	-

Balance at end of year	-

ACCUMULATED OTHER COMPREHENSIVE INCOME	
Balance at beginning of year	-
Other Comprehensive Income, net of tax	
Unrealized	-
Realized	-
Gain/Loss on foreign currency translation	
Unrealized	-
Net unrealized gains on derivatives qualifying as cash flow hedges	-
Minimum pension liability adjustment	(599)

Balance at end of year	(599)

TOTAL COMMON STOCK EQUITY	46,350
=====	

* CONFIDENTIAL TREATMENT REQUESTED

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ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (continued) F-3U (1 of 1)

NISOURCE INC. AND SUBSIDIARIES
 NORTHERN INDIANA PUBLIC SERVICE COMPANY AND SUBSIDIARIES
 CONSOLIDATED STATEMENT OF COMMON STOCK EQUITY
 (Not covered by Report of Independent Public Accountants)

Year Ended December 31, 2002 (\$ in thousands)	NIP	NEXCO	Combined

COMMON STOCK			
Balance at beginning of year	859,488	*	*
Common stock issued/retired -	-		
Long-term incentive plan	-		
Employee stock purchase plan	-		
Common stock retired	-		

Balance at end of year	859,488		

ADDITIONAL PAID IN CAPITAL

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Balance at beginning of year	19,098
Common stock issued -	-
Employee stock purchase plan	-
Long-term incentive plan	-
Recapitalization -	-
Capital contributions	14,385
Treasury stock acquired	-

Balance at end of year	33,483

RETAINED EARNINGS	
Balance at beginning of year	160,452
Net income (loss)	226,933
Cash dividends -	-
Preferred Stock	(6,782)
Subsidiaries to NI	(232,738)
Other	-

Balance at end of year	147,865

OTHER	
Balance at beginning of year	-
Long-term Incentive Plan	-
Amortization of Unearned Compensation	-

Balance at end of year	-

ACCUMULATED OTHER COMPREHENSIVE INCOME	
Balance at beginning of year	(2,724)
Other Comprehensive Income, net of tax	-
Unrealized	-
Realized	-
Gain/Loss on foreign currency translation	-
Unrealized	-
Net unrealized gains on derivatives qualifying as cash flow hedges	5,007
Minimum pension liability adjustment	(143,497)

Balance at end of year	(141,214)

TOTAL COMMON STOCK EQUITY	899,622
=====	

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Year Ended December 31, 2002 (\$ in thousands)	F-3V Page 2	PEI	CEI	HCC	Combined
COMMON STOCK					
Balance at beginning of year	*	*	*	*	*
Common stock issued -					
Long-term incentive plan					
Employee stock purchase plan					
Common stock retired					

Balance at end of year					

ADDITIONAL PAID IN CAPITAL					
Balance at beginning of year					
Common stock issued -					
Employee stock purchase plan					
Long-term incentive plan					
Recapitalization -					
Capital contributions					
Treasury stock acquired					

Balance at end of year					

RETAINED EARNINGS					
Balance at beginning of year					
Net income (loss)					
Cash dividends -					
NI					
Subsidiaries (to NI)					
Other					

Balance at end of year					

OTHER					
Balance at beginning of year					
Long-term Incentive Plan					
Amortization of Unearned Compensation					

Balance at end of year					

ACCUMULATED OTHER COMPREHENSIVE INCOME					
Balance at beginning of year					
Other Comprehensive Income, net of tax					
Unrealized					
Realized					
Gain/Loss on foreign currency translation					
Unrealized					
Net unrealized gains on derivatives qualifying					
as cash flow hedges					
Minimum pension liability adjustment					

Balance at end of year					

TOTAL COMMON STOCK EQUITY					
=====					

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ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (continued) F-3V (2 of 2)

NISOURCE INC. AND SUBSIDIARIES
 PRIMARY ENERGY, INC. AND SUBSIDIARIES
 CONSOLIDATED STATEMENT OF COMMON STOCK EQUITY
 (Not covered by Report of Independent Public Accountants)

Year Ended December 31, 2002 (\$ in thousands)	IEL	LEC	NLEC	PORT	WCE
COMMON STOCK					
Balance at beginning of year	*	*	*	*	*
Common stock issued -					
Long-term incentive plan					
Employee stock purchase plan					
Common stock retired					
Balance at end of year					
ADDITIONAL PAID IN CAPITAL					
Balance at beginning of year					
Common stock issued -					
Employee stock purchase plan					
Long-term incentive plan					
Recapitalization -					
Capital contributions					
Treasury stock acquired					
Balance at end of year					
RETAINED EARNINGS					
Balance at beginning of year					
Net income (loss)					
Cash dividends -					
NI					
Subsidiaries (to parent)					
Other					
Balance at end of year					
OTHER					
Balance at beginning of year					
Long-term Incentive Plan					
Amortization of Unearned Compensation					
Balance at end of year					

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ACCUMULATED OTHER COMPREHENSIVE INCOME
 Balance at beginning of year
 Other Comprehensive Income, net of tax
 Unrealized
 Realized
 Gain/Loss on foreign currency translation
 Unrealized
 Net unrealized gains on derivatives qualifying
 as cash flow hedges
 Minimum pension liability adjustment

 Balance at end of year

TOTAL COMMON STOCK EQUITY
 =====

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ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (continued)

Year Ended December 31, 2002 (\$ in thousands)	SMP	CI	Combined
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COMMON STOCK

Balance at beginning of year	*	*	*
Common stock issued -			
Long-term incentive plan			
Employee stock purchase plan			
Common stock retired			

 Balance at end of year

ADDITIONAL PAID IN CAPITAL

Balance at beginning of year
 Common stock issued -
 Employee stock purchase plan
 Long-term incentive plan
 Recapitalization -
 Capital contributions

 Balance at end of year

RETAINED EARNINGS

Balance at beginning of year
 Net income (loss)
 Cash dividends -
 NI
 Subsidiaries (to parent)
 Other

 Balance at end of year

OTHER

Balance at beginning of year
 Long-term Incentive Plan
 Amortization of Unearned Compensation

Balance at end of year

ACCUMULATED OTHER COMPREHENSIVE INCOME

Balance at beginning of year
 Other Comprehensive Income, net of tax
 Unrealized
 Realized
 Gain/Loss on foreign currency translation
 Unrealized
 Net unrealized gains on derivatives qualifying
 as cash flow hedges
 Minimum pension liability adjustment

Balance at end of year

TOTAL COMMON STOCK EQUITY

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ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (continued) F-4 (1 of 4)

NISOURCE INC. AND SUBSIDIARIES
 CONSOLIDATED STATEMENT OF CASH FLOWS
 (Not covered by Report of Independent Public Accountants)

Year Ended December 31, (\$ in thousands)	F-4 Page 2	F-4 Page 3	F-4 Page 4	Com
---	---------------	---------------	---------------	-----

OPERATING ACTIVITIES

Net income	*	*	*
Adjustments to reconcile net income to net cash from continuing operations:			
Depreciation, depletion and amortization			
Net changes in price risk management activities			
Asset impairment			
Deferred income taxes and investment tax credits			
Deferred revenue			
Stock compensation expense			
Gain on sale of assets			
Income from change in accounting			
Gain on sale of discontinued operations			
Income from discontinued operations			
Other, asset items			
Other, liability items			
Changes in assets and liabilities, net of effect from acquisitions of businesses:			

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Accounts receivable, net
Inventories
Accounts payable
Taxes accrued
(Under) Overrecovered gas and fuel costs
Exchange gas receivable/payable
Other accruals
Other assets
Other liabilities

Net Cash Flows from Continuing Operations
Net Cash Flows from Discontinuing Operations

Net Cash Flows from Operating Activities

INVESTING ACTIVITIES
Capital expenditures
Acquisition of businesses
Proceeds from disposition of assets
Other investing activities

Net Cash Flows from Investing Activities

FINANCING ACTIVITIES
Issuance of long-term debt
Retirement of long-term debt
Change in short-term debt
Retirement of preferred shares
Issuance of common stock and capital contributed
Acquisition of treasury stock
Dividends paid - common shares

Net Cash Flows from Financing Activities

Increase (decrease) in cash and cash equivalents
Cash and cash equivalents at beginning of year

CASH AND CASH EQUIVALENTS AT END OF PERIOD
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Year Ended December 31, (\$ in thousands)	NI	BSG	CG
OPERATING ACTIVITIES			
Net income	*	*	415,449
Adjustments to reconcile net income to net cash from continuing operations:			
Depreciation, depletion and amortization			207,524
Net changes in price risk management activities			(25,300)
Asset impairment			-
Deferred income taxes and investment tax credits			107,900
Deferred revenue			(89,500)
Stock compensation expense			-
Gain on sale of assets			(5,300)
Income from change in accounting			-
Gain on sale of discontinued operations			51,300
Income from discontinued operations			6,400
Other, asset items			7,900
Other, liability items			-
Changes in assets and liabilities, net of effect from acquisitions of businesses:			
Accounts receivable, net			173,700
Inventories			(19,800)
Accounts payable			72,200
Taxes accrued			(46,500)
(Under) Overrecovered gas and fuel costs			(62,500)
Exchange gas receivable/payable			211,900
Other accruals			(96,800)
Other assets			(33,900)
Other liabilities			3,300
Net Cash Flows from Continuing Operations			877,973
Net Cash Flows from Discontinuing Operations			(16,200)
Net Cash Flows from Operating Activities			861,773
INVESTING ACTIVITIES			
Capital expenditures			(322,400)
Acquisition of businesses			-
Proceeds from disposition of assets			-
Other investing activities			-
Net Cash Flows from Investing Activities			(322,400)
FINANCING ACTIVITIES			
Issuance of long-term debt			-
Retirement of long-term debt			(281,700)
Change in short-term debt			(71,800)
Retirement of preferred shares			-
Issuance of common stock			-
Acquisition of treasury stock			-
Dividends paid - common shares			(202,100)
Net Cash Flows from Financing Activities			(555,600)
Increase (decrease) in cash and cash equivalents			(16,300)
Cash and cash equivalents at beginning of year			53,717
CASH AND CASH EQUIVALENTS AT END OF PERIOD			37,417

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ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (continued) F-4 (3 of 4)

NISOURCE INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENT OF CASH FLOWS
(Not covered by Report of Independent Public Accountants)

Year Ended December 31, (\$ in thousands)	NESI	NCM	NCT	N
OPERATING ACTIVITIES				
Net income	*	*	*	
Adjustments to reconcile net income to net cash from continuing operations:				
Depreciation, depletion and amortization				8,0
Net changes in price risk management activities				
Asset impairment				
Deferred income taxes and investment tax credits				(27,25
Deferred revenue				
Stock compensation expense				
Gain on sale of assets				
Income from change in accounting				
Gain on sale of discontinued operations				
Income from discontinued operations				
Other, asset items				
Other, liability items				
Changes in assets and liabilities, net of effect from acquisitions of businesses:				
Accounts receivable, net				84,1
Inventories				
Accounts payable				(56,79
Taxes accrued				10,1
(Under) Overrecovered gas and fuel costs				
Exchange gas receivable/payable				
Other accruals				3,7
Other assets				33,0
Other liabilities				46,8
Net Cash Flows from Continuing Operations				102,0
Net Cash Flows from Discontinuing Operations				
Net Cash Flows from Operating Activities				102,0
INVESTING ACTIVITIES				
Capital expenditures				
Acquisition of businesses				
Proceeds from disposition of assets				
Other investing activities				

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Net Cash Flows from Investing Activities

FINANCING ACTIVITIES

Issuance of long-term debt	
Retirement of long-term debt	
Change in short-term debt	(100,96
Retirement of preferred shares	
Issuance of common stock	
Acquisition of treasury stock	
Dividends paid - common shares	

Net Cash Flows from Financing Activities (100,9

Increase (decrease) in cash and cash equivalents 1,0
Cash and cash equivalents at beginning of year

CASH AND CASH EQUIVALENTS AT END OF PERIOD 1,0
=====

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ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (continued) F-4 (4 of 4)

NISOURCE INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENT OF CASH FLOWS
(Not covered by Report of Independent Public Accountants)

Year Ended December 31, (\$ in thousands)	NFC	NPG	NIFL	

OPERATING ACTIVITIES				
Net income	*	*	*	22
Adjustments to reconcile net income to net cash from continuing operations:				
Depreciation, depletion and amortization				25
Net changes in price risk management activities				(
Asset impairment				
Deferred income taxes and investment tax credits				1
Deferred revenue				
Stock compensation expense				
Gain on sale of assets				
Income from change in accounting				
Gain on sale of discontinued operations				
Income from discontinued operations				
Other, asset items				1
Other, liability items				
Changes in assets and liabilities, net of effect from acquisitions of businesses:				
Accounts receivable, net				(4
Inventories				7
Accounts payable				3
Taxes accrued				(9

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(Under) Overrecovered gas and fuel costs	(2
Exchange gas receivable/payable	
Other accruals	
Other assets	(
Other liabilities	

Net Cash Flows from Continuing Operations	45
Net Cash Flows from Discontinuing Operations	

Net Cash Flows from Operating Activities	45

INVESTING ACTIVITIES	
Capital expenditures	(24
Acquisition of businesses	
Proceeds from disposition of assets	
Other investing activities	(

Net Cash Flows from Investing Activities	(24

FINANCING ACTIVITIES	
Issuance of long-term debt	
Retirement of long-term debt	(5
Change in short-term debt	11
Retirement of preferred shares	(4
Issuance of common stock and capital contributed	1
Acquisition of treasury stock	
Dividends paid - common shares	(24

Net Cash Flows from Financing Activities	(21

Increase (decrease) in cash and cash equivalents	(
Cash and cash equivalents at beginning of year	

CASH AND CASH EQUIVALENTS AT END OF PERIOD	
=====	

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ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (continued) F-4A (1 of 1)

NISOURCE INC. AND SUBSIDIARIES
 BAY STATE GAS COMPANY AND SUBSIDIARIES
 CONSOLIDATED STATEMENT OF CASH FLOWS
 (Not covered by Report of Independent Public Accountants)

Year Ended December 31, (\$ in thousands)	BSG	BSGPE	NU	Co

OPERATING ACTIVITIES				
Net income	9,099	*	2,139	
Adjustments to reconcile net income to net cash from continuing operations:				

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Depreciation, depletion and amortization	38,055	8,994
Net changes in price risk management activities	-	-
Asset impairment	-	-
Deferred income taxes and investment tax credits	10,117	(1,900)
Deferred revenue	602	-
Stock compensation expense	-	-
Gain on sale of assets	-	-
Income from change in accounting	-	-
Gain on sale of discontinued operations	-	-
Income from discontinued operations	-	-
Other, asset items	3,449	(1,982)
Other, liability items	4,487	2,993
Changes in assets and liabilities, net of effect from acquisitions of businesses:		
Accounts receivable, net	6,245	5,282
Inventories	3,650	17,554
Accounts payable	(35,452)	(18,057)
Taxes accrued	(9,899)	(2,320)
(Under) Overrecovered gas and fuel costs	9,809	3,835
Exchange gas receivable/payable	(4,713)	(11,557)
Other accruals	(655)	2,900
Other assets	(2,412)	(19)
Other liabilities	(198)	(88)
Net Cash Flows from Continuing Operations	32,184	7,774
Net Cash Flows from Discontinuing Operations	-	-
Net Cash Flows from Operating Activities	32,184	7,774
INVESTING ACTIVITIES		
Capital expenditures	(29,600)	(4,016)
Acquisition of businesses	-	-
Proceeds from disposition of assets	-	-
Other investing activities	-	-
Net Cash Flows from Investing Activities	(29,600)	(4,016)
FINANCING ACTIVITIES		
Issuance of long-term debt	-	-
Retirement of long-term debt	(53,100)	(13,000)
Change in short-term debt	58,553	9,500
Retirement of preferred shares	-	-
Issuance of common stock	-	-
Acquisition of treasury stock	-	-
Dividends paid - common shares	(9,000)	-
Net Cash Flows from Financing Activities	(3,547)	(3,500)
Increase (decrease) in cash and cash equivalents	(963)	258
Cash and cash equivalents at beginning of year	1,411	58
CASH AND CASH EQUIVALENTS AT END OF PERIOD	448	316

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ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (continued) F-4B (1 of 5)

NISOURCE INC. AND SUBSIDIARIES
 COLUMBIA ENERGY GROUP AND SUBSIDIARIES
 CONSOLIDATED STATEMENT OF CASH FLOWS
 (Not covered by Report of Independent Public Accountants)

	F-4B	F-4B	F-4B	F-4B
Year Ended December 31, (\$ in thousands)	Page 2	Page 3	Page 4	Page 5

OPERATING ACTIVITIES

Net income	*	*	*
Adjustments to reconcile net income to net cash from continuing operations:			
Depreciation, depletion and amortization			
Net changes in price risk management activities			
Asset impairment			
Deferred income taxes and investment tax credits			
Deferred revenue			
Stock compensation expense			
Gain on sale of assets			
Income from change in accounting			
Gain on sale of discontinued operations			
Income from discontinued operations			
Other, asset items			
Other, liability items			
Changes in assets and liabilities, net of effect from acquisitions of businesses:			
Accounts receivable, net			
Inventories			
Accounts payable			
Taxes accrued			
(Under) Overrecovered gas and fuel costs			
Exchange gas receivable/payable			
Other accruals			
Other assets			
Other liabilities			

Net Cash Flows from Continuing Operations
 Net Cash Flows from Discontinuing Operations

Net Cash Flows from Operating Activities

INVESTING ACTIVITIES

Capital expenditures
Acquisition of businesses
Proceeds from disposition of assets
Other investing activities

Net Cash Flows from Investing Activities

FINANCING ACTIVITIES

Issuance of long-term debt
Retirement of long-term debt
Change in short-term debt
Retirement of preferred shares
Issuance of common stock

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Acquisition of treasury stock
Dividends paid - common shares

Net Cash Flows from Financing Activities

Increase (decrease) in cash and cash equivalents
Cash and cash equivalents at beginning of year

CASH AND CASH EQUIVALENTS AT END OF PERIOD
=====

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ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (continued) F-4B (2 of 5)

NISOURCE INC. AND SUBSIDIARIES
COLUMBIA ENERGY GROUP AND SUBSIDIARIES
CONSOLIDATED STATEMENT OF CASH FLOWS
(Not covered by Report of Independent Public Accountants)

Year Ended December 31, (\$ in thousands)	CG	CAT	CCC	C
OPERATING ACTIVITIES				
Net income	*	*	*	
Adjustments to reconcile net income to net cash from continuing operations:				
Depreciation, depletion and amortization				
Net changes in price risk management activities				
Asset impairment				
Deferred income taxes and investment tax credits				
Deferred revenue Stock compensation expense				
Gain on sale of assets				
Income from change in accounting				
Gain on sale of discontinued operations				
Income from discontinued operations				
Other, asset items				
Other, liability items				
Changes in assets and liabilities, net of effect from acquisitions of businesses:				
Accounts receivable, net				
Inventories				
Accounts payable				
Taxes accrued				
(Under) Overrecovered gas and fuel costs				
Exchange gas receivable/payable				
Other accruals				
Other assets				
Other liabilities				

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Net Cash Flows from Continuing Operations
 Net Cash Flows from Discontinuing Operations

 Net Cash Flows from Operating Activities

INVESTING ACTIVITIES

Capital expenditures
 Acquisition of businesses
 Proceeds from disposition of assets
 Other investing activities

 Net Cash Flows from Investing Activities

FINANCING ACTIVITIES

Issuance of long-term debt
 Retirement of long-term debt
 Change in short-term debt
 Retirement of preferred shares
 Issuance of common stock
 Acquisition of treasury stock
 Dividends paid - common shares

 Net Cash Flows from Financing Activities

Increase (decrease) in cash and cash equivalents
 Cash and cash equivalents at beginning of year

 CASH AND CASH EQUIVALENTS AT END OF PERIOD
 =====

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ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (continued) F-4B (3 of 5)

NISOURCE INC. AND SUBSIDIARIES
 COLUMBIA ENERGY GROUP AND SUBSIDIARIES
 CONSOLIDATED STATEMENT OF CASH FLOWS
 (Not covered by Report of Independent Public Accountants)

Year Ended December 31, (\$ in thousands)	CKY	CMD	COH	CPA
OPERATING ACTIVITIES				
Net income	11,803	3,574	107,346	38,235
Adjustments to reconcile net income to net cash from continuing operations:				
Depreciation, depletion and amortization	8,702	2,426	13,440	16,075
Net changes in price risk management activities	-	-	-	-
Asset impairment	-	-	-	-
Deferred income taxes and investment tax credits	(1,500)	2,398	5,151	28,923
Deferred revenue	-	-	-	-
Stock compensation expense	-	-	-	-

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Gain on sale of assets	-	-	-	-
Income from change in accounting	-	-	-	-
Gain on sale of discontinued operations	-	-	-	-
Income from discontinued operations	-	-	-	-
Other, asset items	643	(8)	10,578	(601)
Other, liability items	6,315	(5,528)	(3,059)	(7,922)
Changes in assets and liabilities, net of effect from acquisitions of businesses:				
Accounts receivable, net	(8,963)	(696)	35,611	587
Inventories	8,383	800	(34,590)	4,812
Accounts payable	2,300	993	(17,735)	9,476
Taxes accrued	1,911	1,778	15,442	(27,854)
(Under) Overrecovered gas and fuel costs	3,705	(3,600)	3,558	(37,790)
Exchange gas receivable/payable	15,892	484	144,370	41,381
Other accruals	118	(100)	(674)	-
Other assets	1,240	-	2,768	(1,954)
Other liabilities	(14,148)	4,719	(43,282)	(25,737)
Net Cash Flows from Continuing Operations	36,401	7,240	238,924	37,631
Net Cash Flows from Discontinuing Operations	-	-	-	-
Net Cash Flows from Operating Activities	36,401	7,240	238,924	37,631
INVESTING ACTIVITIES				
Capital expenditures	(9,739)	(2,306)	(56,233)	(21,818)
Acquisition of businesses	-	-	-	-
Proceeds from disposition of assets	-	-	-	-
Other investing activities	-	-	-	-
Net Cash Flows from Investing Activities	(9,739)	(2,306)	(56,233)	(21,818)
FINANCING ACTIVITIES				
Issuance of long-term debt	(28)	-	-	-
Retirement of long-term debt	(5,800)	(2,495)	100,000	-
Change in short-term debt	-	-	(248,540)	12,166
Retirement of preferred shares	-	-	-	-
Issuance of common stock	-	-	40,000	-
Acquisition of treasury stock	-	-	-	-
Dividends paid - common shares	(20,997)	(2,415)	(78,208)	(25,181)
Net Cash Flows from Financing Activities	(26,825)	(4,910)	(186,748)	(13,015)
Increase (decrease) in cash and cash equivalents	(163)	24	(4,057)	2,798
Cash and cash equivalents at beginning of year	1,107	268	8,027	1,502
CASH AND CASH EQUIVALENTS AT END OF PERIOD	944	292	3,970	4,300

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ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (continued)

F-4B (4 of 5)

NISOURCE INC. AND SUBSIDIARIES
COLUMBIA ENERGY GROUP AND SUBSIDIARIES
CONSOLIDATED STATEMENT OF CASH FLOWS
(Not covered by Report of Independent Public Accountants)

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Year Ended December 31, (\$ in thousands)	CGT	CLNG	CNS	CPL
OPERATING ACTIVITIES				
Net income	21,797	*	*	*
Adjustments to reconcile net income to net cash from continuing operations:				
Depreciation, depletion and amortization	23,208			
Net changes in price risk management activities	-			
Asset impairment	-			
Deferred income taxes and investment tax credits	(2,997)			
Deferred revenue	-			
Stock compensation expense	-			
Gain on sale of assets	-			
Income from change in accounting	-			
Gain on sale of discontinued operations	-			
Income from discontinued operations	-			
Other, asset items	-			
Other, liability items	-			
Changes in assets and liabilities, net of effect from acquisitions of businesses:				
Accounts receivable, net	6,171			
Inventories	(629)			
Accounts payable	(18,154)			
Taxes accrued	(4,207)			
(Under) Overrecovered gas and fuel costs	-			
Exchange gas receivable/payable	(3,007)			
Other accruals	75			
Other assets	4,395			
Other liabilities	1,843			
Net Cash Flows from Continuing Operations	28,495			
Net Cash Flows from Discontinuing Operations	-			
Net Cash Flows from Operating Activities	28,495			
INVESTING ACTIVITIES				
Capital expenditures	(9,758)			
Acquisition of businesses	-			
Proceeds from disposition of assets	-			
Other investing activities	-			
Net Cash Flows from Investing Activities	(9,758)			
FINANCING ACTIVITIES				
Issuance of long-term debt	-			
Retirement of long-term debt	(11,306)			
Change in short-term debt	14,769			
Retirement of preferred shares	-			
Issuance of common stock	-			
Acquisition of treasury stock	-			
Dividends paid - common shares	(22,200)			
Net Cash Flows from Financing Activities	(18,737)			
Increase (decrease) in cash and cash equivalents	-			
Cash and cash equivalents at beginning of year	3			

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ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (continued) F-4B (5 of 5)

NISOURCE INC. AND SUBSIDIARIES
 COLUMBIA ENERGY GROUP AND SUBSIDIARIES
 CONSOLIDATED STATEMENT OF CASH FLOWS
 (Not covered by Report of Independent Public Accountants)

Year Ended December 31, (\$ in thousands)

CTC

NIC

OPERATING ACTIVITIES

Net income *

Adjustments to reconcile net income to net cash from continuing operations:

- Depreciation, depletion and amortization
- Net changes in price risk management activities
- Asset impairment
- Deferred income taxes and investment tax credits
- Deferred revenue
- Stock compensation expense
- Gain on sale of assets
- Income from change in accounting
- Gain on sale of discontinued operations
- Income from discontinued operations
- Other, asset items
- Other, liability items

Changes in assets and liabilities, net of effect from acquisitions of businesses:

- Accounts receivable, net
- Inventories
- Accounts payable
- Taxes accrued
- (Under) Overrecovered gas and fuel costs
- Exchange gas receivable/payable
- Other accruals
- Other assets
- Other liabilities

Net Cash Flows from Continuing Operations
 Net Cash Flows from Discontinuing Operations

Net Cash Flows from Operating Activities

INVESTING ACTIVITIES

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Capital expenditures
 Acquisition of businesses
 Proceeds from disposition of assets
 Other investing activities

 Net Cash Flows from Investing Activities

FINANCING ACTIVITIES

Issuance of long-term debt
 Retirement of long-term debt
 Change in short-term debt
 Retirement of preferred shares
 Issuance of common stock
 Acquisition of treasury stock
 Dividends paid - common shares

 Net Cash Flows from Financing Activities

Increase (decrease) in cash and cash equivalents
 Cash and cash equivalents at beginning of year

 CASH AND CASH EQUIVALENTS AT END OF PERIOD
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* CONFIDENTIAL TREATMENT REQUESTED

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ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (continued)

F-4C (1 of 1)

NISOURCE INC. AND SUBSIDIARIES
 COLUMBIA ENERGY GROUP CAPITAL CORP. AND SUBSIDIARIES
 CONSOLIDATED STATEMENT OF CASH FLOWS
 (Not covered by Report of Independent Public Accountants)

Year Ended December 31, (\$ in thousands)

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 OPERATING ACTIVITIES

Net income	*	*
Adjustments to reconcile net income to net cash from continuing operations:		
Depreciation, depletion and amortization		
Net changes in price risk management activities		
Asset impairment		
Deferred income taxes and investment tax credits		
Deferred revenue		
Stock compensation expense		
Gain on sale of assets		
Income from change in accounting		
Gain on sale of discontinued operations		
Income from discontinued operations		
Other, asset items		
Other, liability items		
Changes in assets and liabilities, net of effect from acquisitions of businesses:		

Edgar Filing: NISOURCE INC/DE - Form U5S

Accounts receivable, net
Inventories
Accounts payable
Taxes accrued
(Under) Overrecovered gas and fuel costs
Exchange gas receivable/payable
Other accruals
Other assets
Other liabilities

Net Cash Flows from Continuing Operations
Net Cash Flows from Discontinuing Operations

Net Cash Flows from Operating Activities

INVESTING ACTIVITIES
Capital expenditures
Acquisition of businesses
Proceeds from disposition of assets
Other investing activities

Net Cash Flows from Investing Activities

FINANCING ACTIVITIES
Issuance of long-term debt
Retirement of long-term debt
Change in short-term debt
Retirement of preferred shares
Issuance of common stock
Acquisition of treasury stock
Dividends paid - common shares

Net Cash Flows from Financing Activities

Increase (decrease) in cash and cash equivalents
Cash and cash equivalents at beginning of year

CASH AND CASH EQUIVALENTS AT END OF PERIOD
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* CONFIDENTIAL TREATMENT REQUESTED

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ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (continued)

F-4D (1 of 2)

NISOURCE INC. AND SUBSIDIARIES
COLUMBIA ENERGY RESOURCES INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENT OF CASH FLOWS
(Not covered by Report of Independent Public Accountants)

Year Ended December 31, (\$ in thousands)

F-4D
Page 2 CER AD

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OPERATING ACTIVITIES

Net income * * *
Adjustments to reconcile net income to net cash from
continuing operations:
Depreciation, depletion and amortization
Net changes in price risk management activities
Asset impairment
Deferred income taxes and investment tax credits
Deferred revenue
Stock compensation expense
Gain on sale of assets
Income from change in accounting
Gain on sale of discontinued operations
Income from discontinued operations
Other, asset items
Other, liability items
Changes in assets and liabilities, net of effect from acquisitions of
businesses:
Accounts receivable, net
Inventories
Accounts payable
Taxes accrued
(Under) Overrecovered gas and fuel costs
Exchange gas receivable/payable
Other accruals
Other assets
Other liabilities

Net Cash Flows from Continuing Operations
Net Cash Flows from Discontinuing Operations

Net Cash Flows from Operating Activities

INVESTING ACTIVITIES

Capital expenditures
Acquisition of businesses
Proceeds from disposition of assets
Other investing activities

Net Cash Flows from Investing Activities

FINANCING ACTIVITIES

Issuance of long-term debt
Retirement of long-term debt
Change in short-term debt
Retirement of preferred shares
Issuance of common stock
Acquisition of treasury stock
Dividends paid - common shares

Net Cash Flows from Financing Activities

Increase (decrease) in cash and cash equivalents
Cash and cash equivalents at beginning of year

CASH AND CASH EQUIVALENTS AT END OF PERIOD
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* CONFIDENTIAL TREATMENT REQUESTED

ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (continued)

F-4D (2 of 2)

NISOURCE INC. AND SUBSIDIARIES
 COLUMBIA ENERGY RESOURCES INC. AND SUBSIDIARIES
 CONSOLIDATED STATEMENT OF CASH FLOWS
 (Not covered by Report of Independent Public Accountants)

Year Ended December 31, (\$ in thousands)

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OPERATING ACTIVITIES

Net income	*	*
Adjustments to reconcile net income to net cash from continuing operations:		
Depreciation, depletion and amortization		
Net changes in price risk management activities		
Asset impairment		
Deferred income taxes and investment tax credits		
Deferred revenue		
Stock compensation expense		
Gain on sale of assets		
Income from change in accounting		
Gain on sale of discontinued operations		
Income from discontinued operations		
Other, asset items		
Other, liability items		
Changes in assets and liabilities, net of effect from acquisitions of businesses:		
Accounts receivable, net		
Inventories		
Accounts payable		
Taxes accrued		
(Under) Overrecovered gas and fuel costs		
Exchange gas receivable/payable		
Other accruals		
Other assets		
Other liabilities		

 Net Cash Flows from Continuing Operations

Net Cash Flows from Discontinuing Operations

 Net Cash Flows from Operating Activities

INVESTING ACTIVITIES

Capital expenditures
Acquisition of businesses
Proceeds from disposition of assets
Other investing activities

 Net Cash Flows from Investing Activities

FINANCING ACTIVITIES

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Issuance of long-term debt
 Retirement of long-term debt
 Change in short-term debt
 Retirement of preferred shares
 Issuance of common stock
 Acquisition of treasury stock
 Dividends paid - common shares

 Net Cash Flows from Financing Activities

Increase (decrease) in cash and cash equivalents
 Cash and cash equivalents at beginning of year

 CASH AND CASH EQUIVALENTS AT END OF PERIOD
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ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (continued)

F-4E (1 of 1)

NISOURCE INC. AND SUBSIDIARIES
 COLUMBIA FINANCE CORPORATION AND SUBSIDIARIES
 CONSOLIDATED STATEMENT OF CASH FLOWS
 (Not covered by Report of Independent Public Accountants)

Year Ended December 31, (\$ in thousands)

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 OPERATING ACTIVITIES

Net income	*	*
Adjustments to reconcile net income to net cash from continuing operations:		
Depreciation, depletion and amortization		
Net changes in price risk management activities		
Asset impairment		
Deferred income taxes and investment tax credits		
Deferred revenue		
Stock compensation expense		
Gain on sale of assets		
Income from change in accounting		
Gain on sale of discontinued operations		
Income from discontinued operations		
Other, asset items		
Other, liability items		
Changes in assets and liabilities, net of effect from acquisitions of businesses:		
Accounts receivable, net		
Inventories		
Accounts payable		
Taxes accrued		
(Under) Overrecovered gas and fuel costs		

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Exchange gas receivable/payable
 Other accruals
 Other assets
 Other liabilities

Net Cash Flows from Continuing Operations
 Net Cash Flows from Discontinuing Operations

Net Cash Flows from Operating Activities

INVESTING ACTIVITIES
 Capital expenditures
 Acquisition of businesses
 Proceeds from disposition of assets
 Other investing activities

Net Cash Flows from Investing Activities

FINANCING ACTIVITIES
 Issuance of long-term debt
 Retirement of long-term debt
 Change in short-term debt
 Retirement of preferred shares
 Issuance of common stock
 Acquisition of treasury stock
 Dividends paid - common shares

Net Cash Flows from Financing Activities

Increase (decrease) in cash and cash equivalents
 Cash and cash equivalents at beginning of year

CASH AND CASH EQUIVALENTS AT END OF PERIOD

* CONFIDENTIAL TREATMENT REQUESTED

ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (continued) F-4F (1 of 1)

NISOURCE INC. AND SUBSIDIARIES
 COLUMBIA NETWORK SERVICES CORPORATION AND SUBSIDIARIES
 CONSOLIDATED STATEMENT OF CASH FLOWS
 (Not covered by Report of Independent Public Accountants)

Year Ended December 31, (\$ in thousands)	CNS	CMC	C
<hr/>			
OPERATING ACTIVITIES			
Net income	*	*	
Adjustments to reconcile net income to net cash from continuing operations:			

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Depreciation, depletion and amortization
Net changes in price risk management activities
Asset impairment
Deferred income taxes and investment tax credits
Deferred revenue
Stock compensation expense
Gain on sale of assets
Income from change in accounting
Gain on sale of discontinued operations
Income from discontinued operations
Other, asset items
Other, liability items
Changes in assets and liabilities, net of effect from acquisitions of businesses:
Accounts receivable, net
Inventories
Accounts payable
Taxes accrued
(Under) Overrecovered gas and fuel costs
Exchange gas receivable/payable
Other accruals
Other assets
Other liabilities

Net Cash Flows from Continuing Operations
Net Cash Flows from Discontinuing Operations

Net Cash Flows from Operating Activities

INVESTING ACTIVITIES
Capital expenditures
Acquisition of businesses
Proceeds from disposition of assets
Other investing activities

Net Cash Flows from Investing Activities

FINANCING ACTIVITIES
Issuance of long-term debt
Retirement of long-term debt
Change in short-term debt
Retirement of preferred shares
Issuance of common stock
Acquisition of treasury stock
Dividends paid - common shares

Net Cash Flows from Financing Activities

Increase (decrease) in cash and cash equivalents
Cash and cash equivalents at beginning of year

CASH AND CASH EQUIVALENTS AT END OF PERIOD
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ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (continued)

F-4G (1 of 1)

NISOURCE INC. AND SUBSIDIARIES
 COLUMBIA PIPELINE CORPORATION AND SUBSIDIARIES
 CONSOLIDATED STATEMENT OF CASH FLOWS
 (Not covered by Report of Independent Public Accountants)

Year Ended December 31, (\$ in thousands)

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OPERATING ACTIVITIES

Net income	*	*
Adjustments to reconcile net income to net cash from continuing operations:		
Depreciation, depletion and amortization		
Net changes in price risk management activities		
Asset impairment		
Deferred income taxes and investment tax credits		
Deferred revenue		
Stock compensation expense		
Gain on sale of assets		
Income from change in accounting		
Gain on sale of discontinued operations		
Income from discontinued operations		
Other, asset items		
Other, liability items		
Changes in assets and liabilities, net of effect from acquisitions of businesses:		
Accounts receivable, net		
Inventories		
Accounts payable		
Taxes accrued		
(Under) Overrecovered gas and fuel costs		
Exchange gas receivable/payable		
Other accruals		
Other assets		
Other liabilities		

Net Cash Flows from Continuing Operations

Net Cash Flows from Discontinuing Operations

Net Cash Flows from Operating Activities

INVESTING ACTIVITIES

 Capital expenditures

 Acquisition of businesses

 Proceeds from disposition of assets

 Other investing activities

Net Cash Flows from Investing Activities

FINANCING ACTIVITIES

 Issuance of long-term debt

 Retirement of long-term debt

 Change in short-term debt

 Retirement of preferred shares

 Issuance of common stock

 Acquisition of treasury stock

 Dividends paid - common shares

 Net Cash Flows from Financing Activities

Increase (decrease) in cash and cash equivalents
 Cash and cash equivalents at beginning of year

CASH AND CASH EQUIVALENTS AT END OF PERIOD
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ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (continued)

F-4H (1 of 1)

NISOURCE INC. AND SUBSIDIARIES
 COLUMBIA SERVICE PARTNERS, INC. AND SUBSIDIARIES
 CONSOLIDATED STATEMENT OF CASH FLOWS
 (Not covered by Report of Independent Public Accountants)

Year Ended December 31, (\$ in thousands)

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OPERATING ACTIVITIES

Net income

*

*

Adjustments to reconcile net income to net cash from
 continuing operations:

Depreciation, depletion and amortization

Net changes in price risk management activities

Asset impairment

Deferred income taxes and investment tax credits

Deferred revenue

Stock compensation expense

Gain on sale of assets

Income from change in accounting

Gain on sale of discontinued operations

Income from discontinued operations

Other, asset items

Other, liability items

Changes in assets and liabilities, net of effect from acquisitions of
 businesses:

Accounts receivable, net

Inventories

Accounts payable

Taxes accrued

(Under) Overrecovered gas and fuel costs

Exchange gas receivable/payable

Other accruals

Other assets

Other liabilities

 Net Cash Flows from Continuing Operations

Net Cash Flows from Discontinuing Operations

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Net Cash Flows from Operating Activities

 INVESTING ACTIVITIES

Capital expenditures
 Acquisition of businesses
 Proceeds from disposition of assets
 Other investing activities

 Net Cash Flows from Investing Activities

 FINANCING ACTIVITIES

Issuance of long-term debt
 Retirement of long-term debt
 Change in short-term debt
 Retirement of preferred shares
 Issuance of common stock
 Acquisition of treasury stock
 Dividends paid - common shares

 Net Cash Flows from Financing Activities

 Increase (decrease) in cash and cash equivalents
 Cash and cash equivalents at beginning of year

 CASH AND CASH EQUIVALENTS AT END OF PERIOD
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ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (continued)

F-4I (1 of 3)

NISOURCE INC. AND SUBSIDIARIES
 ENERGYUSA, INC. AND SUBSIDIARIES
 CONSOLIDATED STATEMENT OF CASH FLOWS
 (Not covered by Report of Independent Public Accountants)

Year Ended December 31, (\$ in thousands)

F-4I F-4I
 Page 2 Page 3 EU

 OPERATING ACTIVITIES

Net income
 Adjustments to reconcile net income to net cash from
 continuing operations:
 Depreciation, depletion and amortization
 Net changes in price risk management activities
 Asset impairment
 Deferred income taxes and investment tax credits
 Deferred revenue
 Stock compensation expense
 Gain on sale of assets
 Income from change in accounting

* *

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Gain on sale of discontinued operations
Income from discontinued operations
Other, asset items
Other, liability items
Changes in assets and liabilities, net of effect from acquisitions of
businesses:
Accounts receivable, net
Inventories
Accounts payable
Taxes accrued
(Under) Overrecovered gas and fuel costs
Exchange gas receivable/payable
Other accruals
Other assets
Other liabilities

Net Cash Flows from Continuing Operations
Net Cash Flows from Discontinuing Operations

Net Cash Flows from Operating Activities

INVESTING ACTIVITIES
Capital expenditures
Acquisition of businesses
Proceeds from disposition of assets
Other investing activities

Net Cash Flows from Investing Activities

FINANCING ACTIVITIES
Issuance of long-term debt
Retirement of long-term debt
Change in short-term debt
Retirement of preferred shares
Issuance of common stock
Acquisition of treasury stock
Dividends paid - common shares

Net Cash Flows from Financing Activities

Increase (decrease) in cash and cash equivalents
Cash and cash equivalents at beginning of year

CASH AND CASH EQUIVALENTS AT END OF PERIOD
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ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (continued)

F-4I (2 of 3)

NISOURCE INC. AND SUBSIDIARIES
ENERGYUSA, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENT OF CASH FLOWS
(Not covered by Report of Independent Public Accountants)

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Year Ended December 31, (\$ in thousands)	EUC	EUR	E
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OPERATING ACTIVITIES			
Net income	*	*	
Adjustments to reconcile net income to net cash from continuing operations:			
Depreciation, depletion and amortization			
Net changes in price risk management activities			
Asset impairment			
Deferred income taxes and investment tax credits			
Deferred revenue			
Stock compensation expense			
Gain on sale of assets			
Income from change in accounting			
Gain on sale of discontinued operations			
Income from discontinued operations			
Other, asset items			
Other, liability items			
Changes in assets and liabilities, net of effect from acquisitions of businesses:			
Accounts receivable, net			
Inventories			
Accounts payable			
Taxes accrued			
(Under) Overrecovered gas and fuel costs			
Exchange gas receivable/payable			
Other accruals			
Other assets			
Other liabilities			
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Net Cash Flows from Continuing Operations			
Net Cash Flows from Discontinuing Operations			
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Net Cash Flows from Operating Activities			
<hr/>			
INVESTING ACTIVITIES			
Capital expenditures			
Acquisition of businesses			
Proceeds from disposition of assets			
Other investing activities			
<hr/>			
Net Cash Flows from Investing Activities			
<hr/>			
FINANCING ACTIVITIES			
Issuance of long-term debt			
Retirement of long-term debt			
Change in short-term debt			
Retirement of preferred shares			
Issuance of common stock			
Acquisition of treasury stock			
Dividends paid - common shares			
<hr/>			
Net Cash Flows from Financing Activities			
<hr/>			
Increase (decrease) in cash and cash equivalents			
Cash and cash equivalents at beginning of year			
<hr/>			
CASH AND CASH EQUIVALENTS AT END OF PERIOD			
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* CONFIDENTIAL TREATMENT REQUESTED

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ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (continued)

F-4I (3 of 3)

NISOURCE INC. AND SUBSIDIARIES
ENERGYUSA, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENT OF CASH FLOWS
(Not covered by Report of Independent Public Accountants)

Year Ended December 31, (\$ in thousands)

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OPERATING ACTIVITIES

	NEML	NEST
Net income	*	*
Adjustments to reconcile net income to net cash from continuing operations:		
Depreciation, depletion and amortization		
Net changes in price risk management activities		
Asset impairment		
Deferred income taxes and investment tax credits		
Deferred revenue		
Stock compensation expense		
Gain on sale of assets		
Income from change in accounting		
Gain on sale of discontinued operations		
Income from discontinued operations		
Other, asset items		
Other, liability items		
Changes in assets and liabilities, net of effect from acquisitions of businesses:		
Accounts receivable, net		
Inventories		
Accounts payable		
Taxes accrued		
(Under) Overrecovered gas and fuel costs		
Exchange gas receivable/payable		
Other accruals		
Other assets		
Other liabilities		

Net Cash Flows from Continuing Operations

Net Cash Flows from Discontinuing Operations

Net Cash Flows from Operating Activities

INVESTING ACTIVITIES

Capital expenditures

Acquisition of businesses

Proceeds from disposition of assets

Other investing activities

 Net Cash Flows from Investing Activities

FINANCING ACTIVITIES

Issuance of long-term debt
 Retirement of long-term debt
 Change in short-term debt
 Retirement of preferred shares
 Issuance of common stock
 Acquisition of treasury stock
 Dividends paid - common shares

 Net Cash Flows from Financing Activities

Increase (decrease) in cash and cash equivalents
 Cash and cash equivalents at beginning of year

 CASH AND CASH EQUIVALENTS AT END OF PERIOD
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* CONFIDENTIAL TREATMENT REQUESTED

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ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (continued)

F-4J (1 of 1)

NISOURCE INC. AND SUBSIDIARIES
 ENERGYUSA, INC. (MA) AND SUBSIDIARIES
 CONSOLIDATED STATEMENT OF CASH FLOWS
 (Not covered by Report of Independent Public Accountants)

Year Ended December 31, (\$ in thousands) EUIM ESPE EUIC Combined

OPERATING ACTIVITIES

Net income	*	*	*	*
Adjustments to reconcile net income to net cash from continuing operations:				
Depreciation, depletion and amortization				
Net changes in price risk management activities				
Asset impairment				
Deferred income taxes and investment tax credits				
Deferred revenue				
Stock compensation expense				
Gain on sale of assets				
Income from change in accounting				
Gain on sale of discontinued operations				
Income from discontinued operations				
Other, asset items				
Other, liability items				
Changes in assets and liabilities, net of effect from acquisitions of businesses:				
Accounts receivable, net				
Inventories				
Accounts payable				
Taxes accrued				

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(Under) Overrecovered gas and fuel costs
 Exchange gas receivable/payable
 Other accruals
 Other assets
 Other liabilities

 Net Cash Flows from Continuing Operations
 Net Cash Flows from Discontinuing Operations

 Net Cash Flows from Operating Activities

 INVESTING ACTIVITIES
 Capital expenditures
 Acquisition of businesses
 Proceeds from disposition of assets
 Other investing activities

 Net Cash Flows from Investing Activities

 FINANCING ACTIVITIES
 Issuance of long-term debt
 Retirement of long-term debt
 Change in short-term debt
 Retirement of preferred shares
 Issuance of common stock
 Acquisition of treasury stock
 Dividends paid - common shares

 Net Cash Flows from Financing Activities

 Increase (decrease) in cash and cash equivalents
 Cash and cash equivalents at beginning of year

 CASH AND CASH EQUIVALENTS AT END OF PERIOD
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* CONFIDENTIAL TREATMENT REQUESTED

ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (continued) F-4K (1 of 2)

NISOURCE INC. AND SUBSIDIARIES
 ENERGYUSA (CONNECTICUT) INC. AND SUBSIDIARIES
 CONSOLIDATED STATEMENT OF CASH FLOWS
 (Not covered by Report of Independent Public Accountants)

Year Ended December 31, (\$ in thousands)	F-4K Page 2	EUIC	BES	Combined

OPERATING ACTIVITIES				
Net income	*	*	*	*

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Adjustments to reconcile net income to net cash from continuing operations:

- Depreciation, depletion and amortization
- Net changes in price risk management activities
- Asset impairment
- Deferred income taxes and investment tax credits
- Deferred revenue
- Stock compensation expense
- Gain on sale of assets
- Income from change in accounting
- Gain on sale of discontinued operations
- Income from discontinued operations
- Other, asset items
- Other, liability items
- Changes in assets and liabilities, net of effect from acquisitions of businesses:
- Accounts receivable, net
- Inventories
- Accounts payable
- Taxes accrued
- (Under) Overrecovered gas and fuel costs
- Exchange gas receivable/payable
- Other accruals
- Other assets
- Other liabilities

Net Cash Flows from Continuing Operations
Net Cash Flows from Discontinuing Operations

Net Cash Flows from Operating Activities

INVESTING ACTIVITIES

- Capital expenditures
- Acquisition of businesses
- Proceeds from disposition of assets
- Other investing activities

Net Cash Flows from Investing Activities

FINANCING ACTIVITIES

- Issuance of long-term debt
- Retirement of long-term debt
- Change in short-term debt
- Retirement of preferred shares
- Issuance of common stock
- Acquisition of treasury stock
- Dividends paid - common shares

Net Cash Flows from Financing Activities

Increase (decrease) in cash and cash equivalents
Cash and cash equivalents at beginning of year

CASH AND CASH EQUIVALENTS AT END OF PERIOD
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ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (continued)

F-4K (2 of 2)

NISOURCE INC. AND SUBSIDIARIES
ENERGYUSA (CONNECTICUT) INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENT OF CASH FLOWS
(Not covered by Report of Independent Public Accountants)

Year Ended December 31, (\$ in thousands)	EUE	EUM
<hr/>		
OPERATING ACTIVITIES		
Net income	*	*
Adjustments to reconcile net income to net cash from continuing operations:		
Depreciation, depletion and amortization		
Net changes in price risk management activities		
Asset impairment		
Deferred income taxes and investment tax credits		
Deferred revenue		
Stock compensation expense		
Gain on sale of assets		
Income from change in accounting		
Gain on sale of discontinued operations		
Income from discontinued operations		
Other, asset items		
Other, liability items		
Changes in assets and liabilities, net of effect from acquisitions of businesses:		
Accounts receivable, net		
Inventories		
Accounts payable		
Taxes accrued		
(Under) Overrecovered gas and fuel costs		
Exchange gas receivable/payable		
Other accruals		
Other assets		
Other liabilities		
<hr/>		
Net Cash Flows from Continuing Operations		
Net Cash Flows from Discontinuing Operations		
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Net Cash Flows from Operating Activities		
<hr/>		
INVESTING ACTIVITIES		
Capital expenditures		
Acquisition of businesses		
Proceeds from disposition of assets		
Other investing activities		
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Net Cash Flows from Investing Activities		
<hr/>		
FINANCING ACTIVITIES		
Issuance of long-term debt		
Retirement of long-term debt		

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Change in short-term debt
 Retirement of preferred shares
 Issuance of common stock
 Acquisition of treasury stock
 Dividends paid - common shares

 Net Cash Flows from Financing Activities

Increase (decrease) in cash and cash equivalents
 Cash and cash equivalents at beginning of year

 CASH AND CASH EQUIVALENTS AT END OF PERIOD
 =====

* CONFIDENTIAL TREATMENT REQUESTED

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ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (continued) F-4L (1 of 1)

NISOURCE INC. AND SUBSIDIARIES
 ENERGYUSA-TPC CORP. AND SUBSIDIARIES
 CONSOLIDATED STATEMENT OF CASH FLOWS
 (Not covered by Report of Independent Public Accountants)

Year Ended December 31, (\$ in thousands)	TPC	EUA	Combined

OPERATING ACTIVITIES			
Net income	*	*	*
Adjustments to reconcile net income to net cash from continuing operations:			
Depreciation, depletion and amortization			
Net changes in price risk management activities			
Asset impairment			
Deferred income taxes and investment tax credits			
Deferred revenue			
Stock compensation expense			
Gain on sale of assets			
Income from change in accounting			
Gain on sale of discontinued operations			
Income from discontinued operations			
Other, asset items			
Other, liability items			
Changes in assets and liabilities, net of effect from acquisitions of businesses:			
Accounts receivable, net			
Inventories			
Accounts payable			
Taxes accrued			
(Under) Overrecovered gas and fuel costs			
Exchange gas receivable/payable			

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Other accruals
 Other assets
 Other liabilities

Net Cash Flows from Continuing Operations
 Net Cash Flows from Discontinuing Operations

Net Cash Flows from Operating Activities

INVESTING ACTIVITIES
 Capital expenditures
 Acquisition of businesses
 Proceeds from disposition of assets
 Other investing activities

Net Cash Flows from Investing Activities

FINANCING ACTIVITIES
 Issuance of long-term debt
 Retirement of long-term debt
 Change in short-term debt
 Retirement of preferred shares
 Issuance of common stock
 Acquisition of treasury stock
 Dividends paid - common shares

Net Cash Flows from Financing Activities

Increase (decrease) in cash and cash equivalents
 Cash and cash equivalents at beginning of year

CASH AND CASH EQUIVALENTS AT END OF PERIOD

* CONFIDENTIAL TREATMENT REQUESTED

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ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (continued)

F-4M (1 of 2)

NISOURCE INC. AND SUBSIDIARIES
 IWC RESOURCES CORPORATION
 CONSOLIDATED STATEMENT OF CASH FLOWS
 (Not covered by Report of Independent Public Accountants)

Year Ended December 31, (\$ in thousands)	F-4M Page 2	IWCR	HWC	IWC
<hr/>				
OPERATING ACTIVITIES				
Net income	*	*	*	*
Adjustments to reconcile net income to net cash from				

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continuing operations:

Depreciation, depletion and amortization
Net changes in price risk management activities
Asset impairment
Deferred income taxes and investment tax credits
Deferred revenue
Stock compensation expense
Gain on sale of assets
Income from change in accounting
Gain on sale of discontinued operations
Income from discontinued operations
Other, asset items
Other, liability items
Changes in assets and liabilities, net of effect
from acquisitions of businesses:
Accounts receivable, net
Inventories
Accounts payable
Taxes accrued
(Under) Overrecovered gas and fuel costs
Exchange gas receivable/payable
Other accruals
Other assets
Other liabilities

Net Cash Flows from Continuing Operations
Net Cash Flows from Discontinuing Operations

Net Cash Flows from Operating Activities

INVESTING ACTIVITIES

Capital expenditures
Acquisition of businesses
Proceeds from disposition of assets
Other investing activities

Net Cash Flows from Investing Activities

FINANCING ACTIVITIES

Issuance of long-term debt
Retirement of long-term debt
Change in short-term debt
Retirement of preferred shares
Issuance of common stock
Acquisition of treasury stock
Dividends paid - common shares

Net Cash Flows from Financing Activities

Increase (decrease) in cash and cash equivalents
Cash and cash equivalents at beginning of year

CASH AND CASH EQUIVALENTS AT END OF PERIOD
=====

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ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (continued)

F-4M (2 of 2)

NISOURCE INC. AND SUBSIDIARIES
IWC RESOURCES CORPORATION
CONSOLIDATED STATEMENT OF CASH FLOWS
(Not covered by Report of Independent Public Accountants)

Year Ended December 31, (\$ in thousands)	IRAC	IWCM	LWC	LWA
OPERATING ACTIVITIES				
Net income	*	*	*	
Adjustments to reconcile net income to net cash from continuing operations:				
Depreciation, depletion and amortization				
Net changes in price risk management activities				
Asset impairment				
Deferred income taxes and investment tax credits				
Deferred revenue				
Stock compensation expense				
Gain on sale of assets				
Income from change in accounting				
Gain on sale of discontinued operations				
Income from discontinued operations				
Other, asset items				
Other, liability items				
Changes in assets and liabilities, net of effect from acquisitions of businesses:				
Accounts receivable, net				
Inventories				
Accounts payable				
Taxes accrued				
(Under) Overrecovered gas and fuel costs				
Exchange gas receivable/payable				
Other accruals				
Other assets				
Other liabilities				
<hr/>				
Net Cash Flows from Continuing Operations				
Net Cash Flows from Discontinuing Operations				
<hr/>				
Net Cash Flows from Operating Activities				
<hr/>				
INVESTING ACTIVITIES				
Capital expenditures				
Acquisition of businesses				
Proceeds from disposition of assets				
Other investing activities				
<hr/>				
Net Cash Flows from Investing Activities				
<hr/>				
FINANCING ACTIVITIES				
Issuance of long-term debt				
Retirement of long-term debt				
Change in short-term debt				

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Retirement of preferred shares
Issuance of common stock
Acquisition of treasury stock
Dividends paid - common shares

Net Cash Flows from Financing Activities

Increase (decrease) in cash and cash equivalents
Cash and cash equivalents at beginning of year

CASH AND CASH EQUIVALENTS AT END OF PERIOD
=====

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ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (continued) F-4N (1 of 1)

NISOURCE INC. AND SUBSIDIARIES
 KOKOMO GAS AND FUEL COMPANY AND SUBSIDIARIES
 CONSOLIDATED STATEMENT OF CASH FLOWS
 (Not covered by Report of Independent Public Accountants)

Year Ended December 31, (\$ in thousands)	KOKO	KGF	Combined

OPERATING ACTIVITIES			
Net income	2,152	*	*
Adjustments to reconcile net income to net cash from continuing operations:			
Depreciation, depletion and amortization	2,256		
Net changes in price risk management activities	-		
Asset impairment	-		
Deferred income taxes and investment tax credits	(889)		
Deferred revenue	-		
Stock compensation expense	-		
Gain on sale of assets	-		
Income from change in accounting	-		
Gain on sale of discontinued operations	-		
Income from discontinued operations	-		
Other, asset items	-		
Other, liability items	-		
Changes in assets and liabilities, net of effect from acquisitions of businesses:			
Accounts receivable, net	(2,775)		
Inventories	(42)		
Accounts payable	408		
Taxes accrued	422		
(Under) Overrecovered gas and fuel costs	1,532		
Exchange gas receivable/payable	-		
Other accruals	(20)		

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Other assets	(706)
Other liabilities	(556)

Net Cash Flows from Continuing Operations	1,782
Net Cash Flows from Discontinuing Operations	-

Net Cash Flows from Operating Activities	1,782

INVESTING ACTIVITIES	
Capital expenditures	(1,448)
Acquisition of businesses	-
Proceeds from disposition of assets	28
Other investing activities	-

Net Cash Flows from Investing Activities	(1,420)

FINANCING ACTIVITIES	
Issuance of long-term debt	-
Retirement of long-term debt	-
Change in short-term debt	-
Retirement of preferred shares	-
Issuance of common stock	-
Acquisition of treasury stock	-
Dividends paid - common shares	(600)

Net Cash Flows from Financing Activities	(600)

Increase (decrease) in cash and cash equivalents	(238)
Cash and cash equivalents at beginning of year	1,508

CASH AND CASH EQUIVALENTS AT END OF PERIOD	1,270
=====	

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ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (continued)

F-40 (1 of 2)

NISOURCE INC. AND SUBSIDIARIES
 NI ENERGY SERVICES, INC AND SUBSIDIARIES
 CONSOLIDATED STATEMENT OF CASH FLOWS
 (Not covered by Report of Independent Public Accountants)

Year Ended December 31, (\$ in thousands)	F-40 Page 2	NESI	CROSS	Comb

OPERATING ACTIVITIES				
Net income	*	*	(363)	
Adjustments to reconcile net income to net cash from continuing operations:				
Depreciation, depletion and amortization			830	

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Net changes in price risk management activities	-
Asset impairment	-
Deferred income taxes and investment tax credits	-
Deferred revenue	-
Stock compensation expense	-
Gain on sale of assets	-
Income from change in accounting	-
Gain on sale of discontinued operations	-
Income from discontinued operations	-
Other, asset items	(467)
Other, liability items	-
Changes in assets and liabilities, net of effect from acquisitions of businesses:	
Accounts receivable, net	-
Inventories	-
Accounts payable	-
Taxes accrued	-
(Under) Overrecovered gas and fuel costs	-
Exchange gas receivable/payable	-
Other accruals	-
Other assets	-
Other liabilities	-

Net Cash Flows from Continuing Operations	-
Net Cash Flows from Discontinuing Operations	-

Net Cash Flows from Operating Activities	-

INVESTING ACTIVITIES	
Capital expenditures	-
Acquisition of businesses	-
Proceeds from disposition of assets	-
Other investing activities	-

Net Cash Flows from Investing Activities	-

FINANCING ACTIVITIES	
Issuance of long-term debt	-
Retirement of long-term debt	-
Change in short-term debt	-
Retirement of preferred shares	-
Issuance of common stock	-
Acquisition of treasury stock	-
Dividends paid - common shares	-

Net Cash Flows from Financing Activities	-

Increase (decrease) in cash and cash equivalents	-
Cash and cash equivalents at beginning of year	-

CASH AND CASH EQUIVALENTS AT END OF PERIOD	-
=====	

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ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (continued)

F-40 (2 of 2)

NISOURCE INC. AND SUBSIDIARIES
 NI ENERGY SERVICES, INC AND SUBSIDIARIES
 CONSOLIDATED STATEMENT OF CASH FLOWS
 (Not covered by Report of Independent Public Accountants)

Year Ended December 31, (\$ in thousands)	GREEN	NPM
OPERATING ACTIVITIES		
Net income	*	*
Adjustments to reconcile net income to net cash from continuing operations:		
Depreciation, depletion and amortization		
Net changes in price risk management activities		
Asset impairment		
Deferred income taxes and investment tax credits		
Deferred revenue		
Stock compensation expense		
Gain on sale of assets		
Income from change in accounting		
Gain on sale of discontinued operations		
Income from discontinued operations		
Other, asset items		
Other, liability items		
Changes in assets and liabilities, net of effect from acquisitions of businesses:		
Accounts receivable, net		
Inventories		
Accounts payable		
Taxes accrued		
(Under) Overrecovered gas and fuel costs		
Exchange gas receivable/payable		
Other accruals		
Other assets		
Other liabilities		
<hr style="border-top: 1px dashed black;"/>		
Net Cash Flows from Continuing Operations		
Net Cash Flows from Discontinuing Operations		
<hr style="border-top: 1px dashed black;"/>		
Net Cash Flows from Operating Activities		
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INVESTING ACTIVITIES		
Capital expenditures		
Acquisition of businesses		
Proceeds from disposition of assets		
Other investing activities		
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Net Cash Flows from Investing Activities		
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FINANCING ACTIVITIES		
Issuance of long-term debt		
Retirement of long-term debt		
Change in short-term debt		
Retirement of preferred shares		
Issuance of common stock		

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Acquisition of treasury stock
Dividends paid - common shares

Net Cash Flows from Financing Activities

Increase (decrease) in cash and cash equivalents
Cash and cash equivalents at beginning of year

CASH AND CASH EQUIVALENTS AT END OF PERIOD
=====

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ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (continued)

F-4P (1 of 3)

NISOURCE INC. AND SUBSIDIARIES
NISOURCE DEVELOPMENT COMPANY, INC AND SUBSIDIARIES
CONSOLIDATED STATEMENT OF CASH FLOWS
(Not covered by Report of Independent Public Accountants)

Year Ended December 31, (\$ in thousands)	F-4P Page 2	F-4P Page 3	NDEV	ASL

OPERATING ACTIVITIES				
Net income	*	*	*	*
Adjustments to reconcile net income to net cash from continuing operations:				
Depreciation, depletion and amortization				
Net changes in price risk management activities				
Asset impairment				
Deferred income taxes and investment tax credits				
Deferred revenue				
Stock compensation expense				
Gain on sale of assets				
Income from change in accounting				
Gain on sale of discontinued operations				
Income from discontinued operations				
Other, asset items				
Other, liability items				
Changes in assets and liabilities, net of effect from acquisitions of businesses:				
Accounts receivable, net				
Inventories				
Accounts payable				
Taxes accrued				
(Under) Overrecovered gas and fuel costs				
Exchange gas receivable/payable				
Other accruals				
Other assets				

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Other liabilities

 Net Cash Flows from Continuing Operations
 Net Cash Flows from Discontinuing Operations

 Net Cash Flows from Operating Activities

INVESTING ACTIVITIES
 Capital expenditures
 Acquisition of businesses
 Proceeds from disposition of assets
 Other investing activities

Net Cash Flows from Investing Activities

FINANCING ACTIVITIES
 Issuance of long-term debt
 Retirement of long-term debt
 Change in short-term debt
 Retirement of preferred shares
 Issuance of common stock
 Acquisition of treasury stock
 Dividends paid - common shares

Net Cash Flows from Financing Activities

Increase (decrease) in cash and cash equivalents
 Cash and cash equivalents at beginning of year

CASH AND CASH EQUIVALENTS AT END OF PERIOD
 =====

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ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (continued) F-4P (2 of 3)

NISOURCE INC. AND SUBSIDIARIES
 NISOURCE DEVELOPMENT COMPANY, INC. AND SUBSIDIARIES
 CONSOLIDATED STATEMENT OF CASH FLOWS
 (Not covered by Report of Independent Public Accountants)

Year Ended December 31, (\$ in thousands)	CARD	CIS	JOE	KOGAF
OPERATING ACTIVITIES				
Net income	*	*	*	*
Adjustments to reconcile net income to net cash from continuing operations:				
Depreciation, depletion and amortization				
Net changes in price risk management activities				

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Asset impairment
Deferred income taxes and investment tax credits
Deferred revenue
Stock compensation expense
Gain on sale of assets
Income from change in accounting
Gain on sale of discontinued operations
Income from discontinued operations
Other, asset items
Other, liability items
Changes in assets and liabilities, net of effect
from acquisitions of businesses:
Accounts receivable, net
Inventories
Accounts payable
Taxes accrued
(Under) Overrecovered gas and fuel costs
Exchange gas receivable/payable
Other accruals
Other assets
Other liabilities

Net Cash Flows from Continuing Operations
Net Cash Flows from Discontinuing Operations

Net Cash Flows from Operating Activities

INVESTING ACTIVITIES

Capital expenditures
Acquisition of businesses
Proceeds from disposition of assets
Other investing activities

Net Cash Flows from Investing Activities

FINANCING ACTIVITIES

Issuance of long-term debt
Retirement of long-term debt
Change in short-term debt
Retirement of preferred shares
Issuance of common stock
Acquisition of treasury stock
Dividends paid - common shares

Net Cash Flows from Financing Activities

Increase (decrease) in cash and cash equivalents
Cash and cash equivalents at beginning of year

CASH AND CASH EQUIVALENTS AT END OF PERIOD
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NISOURCE INC. AND SUBSIDIARIES
 NISOURCE DEVELOPMENT COMPANY, INC. AND SUBSIDIARIES
 CONSOLIDATED STATEMENT OF CASH FLOWS
 (Not covered by Report of Independent Public Accountants)

Year Ended December 31, (\$ in thousands)	PRO	PRI	SW
OPERATING ACTIVITIES			
Net income	*	*	
Adjustments to reconcile net income to net cash from continuing operations:			
Depreciation, depletion and amortization			
Net changes in price risk management activities			
Asset impairment			
Deferred income taxes and investment tax credits			
Deferred revenue			
Stock compensation expense			
Gain on sale of assets			
Income from change in accounting			
Gain on sale of discontinued operations			
Income from discontinued operations			
Other, asset items			
Other, liability items			
Changes in assets and liabilities, net of effect from acquisitions of businesses:			
Accounts receivable, net			
Inventories			
Accounts payable			
Taxes accrued			
(Under) Overrecovered gas and fuel costs			
Exchange gas receivable/payable			
Other accruals			
Other assets			
Other liabilities			
<hr style="border-top: 1px dashed black;"/>			
Net Cash Flows from Continuing Operations			
Net Cash Flows from Discontinuing Operations			
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Net Cash Flows from Operating Activities			
<hr style="border-top: 1px dashed black;"/>			
INVESTING ACTIVITIES			
Capital expenditures			
Acquisition of businesses			
Proceeds from disposition of assets			
Other investing activities			
<hr style="border-top: 1px dashed black;"/>			
Net Cash Flows from Investing Activities			
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FINANCING ACTIVITIES			
Issuance of long-term debt			
Retirement of long-term debt			
Change in short-term debt			
Retirement of preferred shares			
Issuance of common stock			
Acquisition of treasury stock			
Dividends paid - common shares			

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 Net Cash Flows from Financing Activities

 Increase (decrease) in cash and cash equivalents
 Cash and cash equivalents at beginning of year

 CASH AND CASH EQUIVALENTS AT END OF PERIOD
 =====

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ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (continued) F-4Q (1 of 1)

NISOURCE INC. AND SUBSIDIARIES
 NISOURCE DEVELOPMENT COMPANY, INC. AND SUBSIDIARIES
 CONSOLIDATED STATEMENT OF CASH FLOWS
 (Not covered by Report of Independent Public Accountants)

Year Ended December 31, (\$ in thousands)	LEL	SCC

OPERATING ACTIVITIES		
Net income	*	*
Adjustments to reconcile net income to net cash from continuing operations:		
Depreciation, depletion and amortization		
Net changes in price risk management activities		
Asset impairment		
Deferred income taxes and investment tax credits		
Deferred revenue		
Stock compensation expense		
Gain on sale of assets		
Income from change in accounting		
Gain on sale of discontinued operations		
Income from discontinued operations		
Other, asset items		
Other, liability items		
Changes in assets and liabilities, net of effect from acquisitions of businesses:		
Accounts receivable, net		
Inventories		
Accounts payable		
Taxes accrued		
(Under) Overrecovered gas and fuel costs		
Exchange gas receivable/payable		
Other accruals		
Other assets		
Other liabilities		

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 Net Cash Flows from Continuing Operations
 Net Cash Flows from Discontinuing Operations

Net Cash Flows from Operating Activities

INVESTING ACTIVITIES
 Capital expenditures
 Acquisition of businesses
 Proceeds from disposition of assets
 Other investing activities

Net Cash Flows from Investing Activities

FINANCING ACTIVITIES
 Issuance of long-term debt
 Retirement of long-term debt
 Change in short-term debt
 Retirement of preferred shares
 Issuance of common stock
 Acquisition of treasury stock
 Dividends paid - common shares
 Net Cash Flows from Financing Activities

Increase (decrease) in cash and cash equivalents
 Cash and cash equivalents at beginning of year

CASH AND CASH EQUIVALENTS AT END OF PERIOD
 =====

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ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (continued)

F-4R (1 of 1)

NISOURCE INC. AND SUBSIDIARIES
 LAKE ERIE LAND COMPANY AND SUBSIDIARIES
 CONSOLIDATED STATEMENT OF CASH FLOWS
 (Not covered by Report of Independent Public Accountants)

Year Ended December 31, (\$ in thousands)

NPG GSGT PNGTS

OPERATING ACTIVITIES

Net income
 Adjustments to reconcile net income to net cash from
 continuing operations:
 Depreciation, depletion and amortization
 Net changes in price risk management activities

* * *

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Asset impairment
Deferred income taxes and investment tax credits
Deferred revenue
Stock compensation expense
Gain on sale of assets
Income from change in accounting
Gain on sale of discontinued operations
Income from discontinued operations
Other, asset items
Other, liability items
Changes in assets and liabilities, net of effect
from acquisitions of businesses:
Accounts receivable, net
Inventories
Accounts payable
Taxes accrued
(Under) Overrecovered gas and fuel costs
Exchange gas receivable/payable
Other accruals
Other assets
Other liabilities

Net Cash Flows from Continuing Operations
Net Cash Flows from Discontinuing Operations

Net Cash Flows from Operating Activities

INVESTING ACTIVITIES

Capital expenditures
Acquisition of businesses
Proceeds from disposition of assets
Other investing activities

Net Cash Flows from Investing Activities

FINANCING ACTIVITIES

Issuance of long-term debt
Retirement of long-term debt
Change in short-term debt
Retirement of preferred shares
Issuance of common stock
Acquisition of treasury stock
Dividends paid - common shares

Net Cash Flows from Financing Activities

Increase (decrease) in cash and cash equivalents
Cash and cash equivalents at beginning of year

CASH AND CASH EQUIVALENTS AT END OF PERIOD
=====

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NISOURCE INC. AND SUBSIDIARIES
 NISOURCE PIPELINE GROUP, INC. AND SUBSIDIARIES
 CONSOLIDATED STATEMENT OF CASH FLOWS
 (Not covered by Report of Independent Public Accountants)

Year Ended December 31, (\$ in thousands)	GSGT	BSEE
OPERATING ACTIVITIES		
Net income	720	*
Adjustments to reconcile net income to net cash from continuing operations:		
Depreciation, depletion and amortization	605	
Net changes in price risk management activities	-	
Asset impairment	-	
Deferred income taxes and investment tax credits	(506)	
Deferred revenue	-	
Stock compensation expense	-	
Gain on sale of assets	-	
Income from change in accounting	-	
Gain on sale of discontinued operations	-	
Income from discontinued operations	-	
Other, asset items	(525)	
Other, liability items	-	
Changes in assets and liabilities, net of effect from acquisitions of businesses:		
Accounts receivable, net	10,106	
Inventories	-	
Accounts payable	4,593	
Taxes accrued	751	
(Under) Overrecovered gas and fuel costs	-	
Exchange gas receivable/payable	-	
Other accruals	-	
Other assets	974	
Other liabilities	(17,014)	
<hr style="border-top: 1px dashed black;"/>		
Net Cash Flows from Continuing Operations	(296)	
Net Cash Flows from Discontinuing Operations	-	
<hr style="border-top: 1px dashed black;"/>		
Net Cash Flows from Operating Activities	(296)	
<hr style="border-top: 1px dashed black;"/>		
INVESTING ACTIVITIES		
Capital expenditures	-	
Acquisition of businesses	-	
Proceeds from disposition of assets	-	
Other investing activities	376	
<hr style="border-top: 1px dashed black;"/>		
Net Cash Flows from Investing Activities	376	
<hr style="border-top: 1px dashed black;"/>		
FINANCING ACTIVITIES		
Issuance of long-term debt	-	
Retirement of long-term debt	-	
Change in short-term debt	-	
Retirement of preferred shares	-	
Issuance of common stock	-	

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Acquisition of treasury stock	-
Dividends paid - common shares	-

Net Cash Flows from Financing Activities	-

Increase (decrease) in cash and cash equivalents	80
Cash and cash equivalents at beginning of year	(291)

CASH AND CASH EQUIVALENTS AT END OF PERIOD	(211)
=====	

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ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (continued)

F-4T (1 of 1)

NISOURCE INC. AND SUBSIDIARIES
 GRANITE STATE GAS TRANSMISSION, INC. AND SUBSIDIARIES
 CONSOLIDATED STATEMENT OF CASH FLOWS
 (Not covered by Report of Independent Public Accountants)

Year Ended December 31, (\$ in thousands)	NIFL	NITC

OPERATING ACTIVITIES		
Net income	1,485	*
Adjustments to reconcile net income to net cash from continuing operations:		
Depreciation, depletion and amortization	1,929	
Net changes in price risk management activities	-	
Asset impairment	-	
Deferred income taxes and investment tax credits	(684)	
Deferred revenue	-	
Stock compensation expense	-	
Gain on sale of assets	-	
Income from change in accounting	-	
Gain on sale of discontinued operations	-	
Income from discontinued operations	-	
Other, asset items	(544)	
Other, liability items	-	
Changes in assets and liabilities, net of effect from acquisitions of businesses:		
Accounts receivable, net	(5,009)	
Inventories	1,776	
Accounts payable	(1,204)	
Taxes accrued	(123)	
(Under) Overrecovered gas and fuel costs	1,445	
Exchange gas receivable/payable	-	
Other accruals	559	
Other assets	(77)	

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Other liabilities	2,775
Net Cash Flows from Continuing Operations	2,328
Net Cash Flows from Discontinuing Operations	-
Net Cash Flows from Operating Activities	2,328
INVESTING ACTIVITIES	
Capital expenditures	(1,994)
Acquisition of businesses	-
Proceeds from disposition of assets	-
Other investing activities	-
Net Cash Flows from Investing Activities	-
FINANCING ACTIVITIES	
Issuance of long-term debt	-
Retirement of long-term debt	-
Change in short-term debt	-
Retirement of preferred shares	-
Issuance of common stock	-
Acquisition of treasury stock	-
Dividends paid - common shares	-
Net Cash Flows from Financing Activities	-
Increase (decrease) in cash and cash equivalents	334
Cash and cash equivalents at beginning of year	-
CASH AND CASH EQUIVALENTS AT END OF PERIOD	334

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ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (continued)

F-4U (1 of 1)

NISOURCE INC. AND SUBSIDIARIES
 NORTHERN INDIANA FUEL AND LIGHT COMPANY, INC. AND SUBSIDIARIES
 CONSOLIDATED STATEMENT OF CASH FLOWS
 (Not covered by Report of Independent Public Accountants)

Year Ended December 31, (\$ in thousands)	NIP	NEXCO	C
OPERATING ACTIVITIES			
Net income	226,933		*
Adjustments to reconcile net income to net cash from continuing operations:			

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Depreciation, depletion and amortization	254,735
Net changes in price risk management activities	(7,111)
Asset impairment	-
Deferred income taxes and investment tax credits	10,966
Deferred revenue	-
Stock compensation expense	-
Gain on sale of assets	-
Income from change in accounting	-
Gain on sale of discontinued operations	-
Income from discontinued operations	-
Other, asset items	18,980
Other, liability items	-
Changes in assets and liabilities, net of effect from acquisitions of businesses:	
Accounts receivable, net	(45,395)
Inventories	79,681
Accounts payable	37,366
Taxes accrued	(97,171)
(Under) Overrecovered gas and fuel costs	(25,545)
Exchange gas receivable/payable	-
Other accruals	4,973
Other assets	(8,745)
Other liabilities	7,574

Net Cash Flows from Continuing Operations	457,241
Net Cash Flows from Discontinuing Operations	-

Net Cash Flows from Operating Activities	457,241

INVESTING ACTIVITIES	
Capital expenditures	(242,078)
Acquisition of businesses	-
Proceeds from disposition of assets	-
Other investing activities	(5,091)

Net Cash Flows from Investing Activities	(247,169)

FINANCING ACTIVITIES	
Issuance of long-term debt	-
Retirement of long-term debt	(59,000)
Change in short-term debt	113,484
Retirement of preferred shares	(43,000)
Issuance of common stock and capital contributed	14,385
Acquisition of treasury stock	-
Dividends paid - common shares	(240,100)

Net Cash Flows from Financing Activities	(214,231)

Increase (decrease) in cash and cash equivalents	(4,159)
Cash and cash equivalents at beginning of year	8,490

CASH AND CASH EQUIVALENTS AT END OF PERIOD	4,331
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ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (continued)

F-4V (1 of 2)

NISOURCE INC. AND SUBSIDIARIES
 PRIMARY ENERGY INC. AND SUBSIDIARIES
 CONSOLIDATED STATEMENT OF CASH FLOWS
 (Not covered by Report of Independent Public Accountants)

Year Ended December 31, (\$ in thousands)

F-4V
 Page 2 PEI CEI

OPERATING ACTIVITIES

Net income
 Adjustments to reconcile net income to net cash from continuing operations:
 Depreciation, depletion and amortization
 Net changes in price risk management activities
 Asset impairment
 Deferred income taxes and investment tax credits
 Deferred revenue
 Stock compensation expense
 Gain on sale of assets
 Income from change in accounting
 Gain on sale of discontinued operations
 Income from discontinued operations
 Other, asset items
 Other, liability items
 Changes in assets and liabilities, net of effect from acquisitions of businesses:
 Accounts receivable, net
 Inventories
 Accounts payable
 Taxes accrued
 (Under) Overrecovered gas and fuel costs
 Exchange gas receivable/payable
 Other accruals
 Other assets
 Other liabilities

* * *

Net Cash Flows from Continuing Operations
 Net Cash Flows from Discontinuing Operations

Net Cash Flows from Operating Activities

INVESTING ACTIVITIES

Capital expenditures
 Acquisition of businesses
 Proceeds from disposition of assets
 Other investing activities

Net Cash Flows from Investing Activities

FINANCING ACTIVITIES

Issuance of long-term debt
 Retirement of long-term debt

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Change in short-term debt
 Retirement of preferred shares
 Issuance of common stock
 Acquisition of treasury stock
 Dividends paid - common shares
 Net Cash Flows from Financing Activities

Increase (decrease) in cash and cash equivalents
 Cash and cash equivalents at beginning of year

CASH AND CASH EQUIVALENTS AT END OF PERIOD

* CONFIDENTIAL TREATMENT REQUESTED

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ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (continued) F-4V (2 of 2)

NISOURCE INC. AND SUBSIDIARIES
 PRIMARY ENERGY, INC. AND SUBSIDIARIES
 CONSOLIDATED STATEMENT OF CASH FLOWS
 (Not covered by Report of Independent Public Accountants)

F-4V Page 2

Year Ended December 31, (\$ in thousands)	IEL	LEC	NLE
OPERATING ACTIVITIES			
Net income	*		*
Adjustments to reconcile net income to net cash from continuing operations:			
Depreciation, depletion and amortization			
Net changes in price risk management activities			
Asset impairment			
Deferred income taxes and investment tax credits			
Deferred revenue			
Stock compensation expense			
Gain on sale of assets			
Income from change in accounting			
Gain on sale of discontinued operations			
Income from discontinued operations			
Other, asset items			
Other, liability items			
Changes in assets and liabilities, net of effect from acquisitions of businesses:			
Accounts receivable, net			
Inventories			

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Accounts payable
Taxes accrued
(Under) Overrecovered gas and fuel costs
Exchange gas receivable/payable
Other accruals
Other assets
Other liabilities

Net Cash Flows from Continuing Operations
Net Cash Flows from Discontinuing Operations

Net Cash Flows from Operating Activities

INVESTING ACTIVITIES
Capital expenditures
Acquisition of businesses
Proceeds from disposition of assets
Other investing activities

Net Cash Flows from Investing Activities

FINANCING ACTIVITIES
Issuance of long-term debt
Retirement of long-term debt
Change in short-term debt
Retirement of preferred shares
Issuance of common stock
Acquisition of treasury stock
Dividends paid - common shares
Net Cash Flows from Financing Activities

Increase (decrease) in cash and cash equivalents
Cash and cash equivalents at beginning of year

CASH AND CASH EQUIVALENTS AT END OF PERIOD
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Year Ended December 31, (\$ in thousands)

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OPERATING ACTIVITIES

Net income

Adjustments to reconcile net income to net cash from continuing operations:

- Depreciation, depletion and amortization
- Net changes in price risk management activities
- Asset impairment
- Deferred income taxes and investment tax credits
- Deferred revenue
- Stock compensation expense
- Gain on sale of assets
- Income from change in accounting
- Gain on sale of discontinued operations
- Income from discontinued operations
- Other, asset items
- Other, liability items

Changes in assets and liabilities, net of effect from acquisitions of businesses:

- Accounts receivable, net
- Inventories
- Accounts payable
- Taxes accrued
- (Under) Overrecovered gas and fuel costs
- Exchange gas receivable/payable
- Other accruals
- Other assets
- Other liabilities

* *

Net Cash Flows from Continuing Operations
 Net Cash Flows from Discontinuing Operations

Net Cash Flows from Operating Activities

INVESTING ACTIVITIES

- Capital expenditures
- Acquisition of businesses
- Proceeds from disposition of assets
- Other investing activities

Net Cash Flows from Investing Activities

FINANCING ACTIVITIES

- Issuance of long-term debt
- Retirement of long-term debt
- Change in short-term debt
- Retirement of preferred shares
- Issuance of common stock
- Acquisition of treasury stock
- Dividends paid - common shares

Net Cash Flows from Financing Activities

Increase (decrease) in cash and cash equivalents
 Cash and cash equivalents at beginning of year

CASH AND CASH EQUIVALENTS AT END OF PERIOD

=====

* CONFIDENTIAL TREATMENT REQUESTED

SIGNATURES

Each undersigned system company has duly caused this annual report to be signed on its behalf by the undersigned thereunto duly authorized pursuant to the requirements of the Public Utility Holding Company Act of 1935. The signature of each undersigned company shall be deemed to relate only to matters having reference to such company or its subsidiaries.

NISOURCE INC.

(Registrant)

Dated: May 1, 2003

By: /s/ Jeffrey W. Grossman

Jeffrey W. Grossman
Vice President and Controller
(Principal Accounting Officer)

COLUMBIA ENERGY GROUP

(Registrant)

Dated: May 1, 2003

By: /s/ Jeffrey W. Grossman

Jeffrey W. Grossman
Vice President

ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (continued)

EXHIBITS FILED AS PART OF THIS REPORT:

- A. Annual Reports Under the Securities Exchange Act of 1934.
- B. Corporate Organization Documents and Bylaws.
- C. Indentures and Contracts.
- D. Tax Allocation Agreement for 2002.
- E. Other Documents Prescribed by Rule or Order.
- F. Report of Independent Public Accountants.
- G. System Organization Chart.
- H. Financial Statements of EWG or Foreign Utility Company.
- L. Acquisition Debt Schedule

ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (continued)

EXHIBIT A. ANNUAL REPORTS UNDER THE SECURITIES EXCHANGE ACT OF 1934.

The financial statements included in Form 10-K for the following companies are incorporated herein by reference:

System Company	Filing Date
NiSource Inc.	March 3, 2003
Columbia Energy Group	March 3, 2003
Northern Indiana Public Service Company	March 11, 2003

ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (continued)

EXHIBIT B. INDEX TO CORPORATE ORGANIZATION AND BY-LAWS EXHIBITS FILED PURSUANT TO THE PUBLIC UTILITY HOLDING COMPANY ACT OF 1935.

NAME OF COMPANY	EXHIBIT	Articles of Incorporation
NISOURCE INC.		(1)
Bay State Gas Company	A-1, A-2	(3)
Bay State GPE, Inc.		(5)
Northern Utilities, Inc.		(7)
Columbia Energy Group		(9)
Columbia Atlantic Trading Corporation		(11)
Columbia Energy Group Capital Corporation		(13)
TriStar Gas Technologies, Inc.		(15)
Columbia Energy Resources Inc.		(17)
Alamco-Delaware, Inc.		(19)
Columbia Natural Resources, Inc.		(21)
Columbia Natural Resources Canada, Ltd.		(23)
Hawg Hauling & Disposal, Inc.		(25)
Columbia Energy Services Corporation		(27)
Columbia Accounts Receivable Corporation		(29)
Columbia Gas of Kentucky, Inc.		(31)
Columbia Gas of Maryland, Inc.		(33)
Columbia Gas of Ohio, Inc.		(35)
Columbia Gas of Pennsylvania, Inc.		(37)
Columbia Gas of Virginia, Inc.		(39)
Columbia Gas Transmission Corporation		(41)
Columbia Gulf Transmission Company		(43)
Columbia Network Services Corporation		(45)
CNS Microwave, Inc.		(47)

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Columbia Petroleum Corporation	(49)
Columbia Deep Water Services Company	(51)
Columbia Remainder Corporation	(53)
Columbia Electric Binghamton General Corporation	(55)
Columbia Electric Binghamton Limited Corporation	(57)
Haverstraw Bay, LLC	A-3 (59)
Haverstraw Bay, LLC	(61)
Columbia Service Partners, Inc.	(63)
Columbia Assurance Agency, Inc.	(65)
Columbia Service Partners of Virginia, Inc.	(67)
Columbia Transmission Communications Corporation	(69)
NiSource Insurance Corporation, Limited	(71)

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ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (continued)

NAME OF COMPANY	EXHIBIT Articles of Incorporation
EnergyUSA, Inc. (IN)	(73)
EnergyUSA Commercial Energy Services, Inc.	(75)
EnergyUSA Retail, Inc.	(77)
EnergyUSA, Inc. (MA)	(79)
EnergySPE, Inc.	(81)
EnergyUSA (Connecticut), Inc.	(83)
EnergyUSA Engineering, Inc.	(85)
EnergyUSA Mechanical, Inc.	(87)
EnergyUSA-TPC Corp.	(89)
EnergyUSA-Appalachian Corp.	A-5 (91)
NI Energy Services Transportation, Inc.	(93)
NI Fuel Company, Inc.	(95)
NI-TEX, Inc.	(97)
NI-TEX Gas Services, Inc.	A-6, A-7, A-8 (99)
IWC Resources Corporation	(101)
Harbour Water Company	(103)
Indianapolis Water Company	(105)
White River Environmental Partnership, Inc.	(107)
Irishman's Run Acquisition Company	A-9 (109)
IWC Morgan Water Corporation	A-10 (111)
Lawrence Water Company, Inc.	A-11 (113)
Liberty Water Corporation	(115)
The Darlington Water Works Company	A-12, A-13 (117)
Kokomo Gas and Fuel Company	(119)
KGF Trading Company	(121)
NI Energy Services, Inc.	(123)
Crossroads Pipeline Company	(125)
NESI Power Marketing, Inc.	(127)
NiSource Energy Services Canada, Ltd.	(129)
NESI Energy Marketing Canada Ltd.	(131)
NiSource Capital Markets, Inc.	(133)
NiSource Capital Trust I	(135)
NiSource Corporate Services Company	(137)

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NiSource Development Company, Inc.	(139)
Cardinal Property Management, Inc.	(141)
JOF Transportation Company	(143)
Lake Erie Land Company	(145)
SCC Services, Inc.	(147)
NDC Douglas Properties, Inc.	(149)

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ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (continued)

EXHIBIT B. INDEX TO CORPORATE ORGANIZATION AND BY-LAWS EXHIBITS FILED PURSUANT TO THE PUBLIC UTILITY HOLDING COMPANY ACT OF 1935. (CONTINUED)

NAME OF COMPANY	EXHIBIT Articles of Incorporation
South Works Power Company	(151)
NiSource Energy Technologies, Inc.	(153)
NiSource Finance Corp.	(155)
Granite State Gas Transmission, Inc.	(157)
Bay State Energy Enterprises, Inc.	(159)
Northern Indiana Fuel and Light Company, Inc.	(161)
Northern Indiana Trading Company, Inc.	(163)
Northern Indiana Public Service Company	(165)
Primary Energy, Inc.	(167)
Cokenergy, Inc.	(169)
Harbor Coal Company	(171)
Ironside Energy LLC	(173)
Lakeside Energy Corporation	(175)
North Lake Energy Corporation	(177)
Portside Energy Corporation	(179)
Whiting Clean Energy, Inc.	(181)

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ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (continued)

EXHIBIT B. INDEX TO CORPORATE ORGANIZATION AND BY-LAWS EXHIBITS FILED PURSUANT TO THE PUBLIC UTILITY HOLDING COMPANY ACT OF 1935. (CONTINUED)

NOTES:

- 1 NiSource Inc. Certificate of Incorporation of New NiSource Inc. (n/k/a NiSource Inc.) dated March 29, 2000 filed as Exhibit A-1 to Form U5S (2001), Amended and Restated Certificate of Incorporation of New NiSource Inc. (n/k/a NiSource Inc.) dated October 30, 2000 filed as Exhibit A-2 to Form U5S (2001), Certificate of Amendment of Certificate of Incorporation re name change to NiSource Inc. November 1, 2000 filed

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- as Exhibit A-3 to Form U5S (2001), and Certificate of Ownership and Merger of Old NiSource Inc. into NiSource Inc. dated November 1, 2000 filed as Exhibit A-4 to Form U5S (2001).
- 2 NiSource Inc. Amended and restated By-Laws dated October 23, 2001, filed as Exhibit B-1 to Form U5S (2001).
- 3 Bay State Gas Company Articles of Organization dated November 10, 1998, filed as Exhibit A-1 to Form U5S (2002); amendments dated November 16, 1998 filed as Exhibit A-2 to Form U5S (2002).
- 4 Bay State Gas Company Amended and Restated By-Laws dated March 3, 1999, filed as Exhibit B-2 to Form U5S (2001); amendment dated May 22, 2002 filed as Exhibit B-1 to Form U5S (2002).
- 5 Bay State GPE, Inc. Articles of Organization dated November 2, 1998, filed as Exhibit A-5 to Form U5S (2001).
- 6 Bay State GPE, Inc. Amended and Restated By-Laws dated July 29, 1999, filed as Exhibit B-3 to Form U5S (2001).
- 7 Northern Utilities, Inc. Record of Organization of Bay State of New Hampshire, Inc. (n/k/a Northern Utilities, Inc.) dated January 9, 1979, filed as Exhibit A-6 to Form U5S (2001).
- 8 Northern Utilities, Inc. Amended and Restated By-Laws dated February 7, 2001, filed as Exhibit B-4 to Form U5S (2001).
- 9 Restated Certificate of Incorporation as adopted by action of the Board of Directors on October 19, 1988, filed as Exhibit 1-A to Form U5S (1988); corrected copy as of July 15, 1991, filed as Exhibit 1-A to Form U5S (1991); restated copy as of November 28, 1995, filed pursuant to Item 14 of Form 10-K (1995); Certificate of Amendment of Certificate of Incorporation of Columbia Energy Group, dated January 16, 1998, filed as Exhibit 1-A to Form U5S (1997); Corrected Certificate of Amendment of Restated Certificate of Incorporation of Columbia Energy Group dated June 1, 1999, filed as Exhibit 1-A and Certificate of Amendment of Restated Certificate of Incorporation of Columbia Energy Group dated June 2, 1999, filed as Exhibit 2-A to Form U5S (1999). The items identified above are contained in the appropriate filing of Columbia Energy Group.
- 10 By-Laws as of May 28, 1986, filed as Exhibit 1-B to Form U5S (1986); amendments dated May 13, 1987 and November 18, 1987, filed as Exhibit B, pages 13-15, to Form U5S (1987); amendment dated January 16, 1998, filed as Exhibit 1-B to Form U5S (1998); amendments dated February 22, 2000, filed as Exhibit 1-B to Form U5S (2000); amended and restated By-Laws dated November 1, 2000, filed as Exhibit 2-B to Form U5S (2000). The items identified above are contained in the appropriate filing of Columbia Energy Group.
- 11 CAT Restated Certificate of Incorporation as filed on February 27, 1989, filed as Exhibit 2-A to Form U5S (1988); amendment dated August 18, 1997, filed as Exhibit 2-A to Form U5S (1997). The items identified above are contained in the appropriate filing of Columbia Energy Group.
- 12 CAT By-Laws as amended effective February 27, 1989, filed as Exhibit 1-B to Form U5S (1988). The items identified above are contained in the appropriate filing of Columbia Energy Group.

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ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (continued)

EXHIBIT B. INDEX TO CORPORATE ORGANIZATION AND BY-LAWS EXHIBITS FILED PURSUANT TO THE PUBLIC UTILITY HOLDING COMPANY ACT OF 1935. (CONTINUED)

NOTES:

- 13 Certificate of Incorporation of TriStar Capital Corporation dated August 2, 1990, filed as Exhibit 2-A to Form U5S (1990); amendment dated June 30, 1997, filed as Exhibit 17-A to Form U5S (1997); amendment changing name to Columbia Energy Group Capital Corporation dated June 2, 1998, filed as Exhibit 9-A to Form U5S (1998). The items identified above are contained in the appropriate filing of Columbia Energy Group.
- 14 By-Laws of TriStar Capital Corporation dated August 2, 1990, filed as Exhibit 4-B to Form U5S (1990). The items identified above are contained in the appropriate filing of Columbia Energy Group.
- 15 Certificate of Incorporation of TriStar Gas Technologies, Inc. dated August 2, 1990, filed as Exhibit 3-A to Form U5S (1990). The items identified above are contained in the appropriate filing of Columbia Energy Group.
- 16 By-Laws of TriStar Gas Technologies, Inc. dated August 2, 1990, filed as Exhibit 5-B to Form U5S (1990). The items identified above are contained in the appropriate filing of Columbia Energy Group. Amendment to the By-Laws dated April 11, 2001, filed as Exhibit B-5 to Form U5S (2001).
- 17 Certificate of Amendment of Certificate of Incorporation of Columbia Natural Resources, Inc. (changing name to Columbia Energy Resources, Inc.) dated September 28, 1998, filed as Exhibit 6-A to Form U5S (1998). The items identified above are contained in the appropriate filing of Columbia Energy Group.
- 18 By-Laws of Columbia Energy Resources, Inc. dated September 30, 1998, filed as Exhibit 6-B to Form U5S (1998). The items identified above are contained in the appropriate filing of Columbia Energy Group.
- 19 Certificate of Incorporation of Alamco-Delaware, dated July 21, 1994, filed as Exhibit 11-A to Form U5S (1997). The items identified above are contained in the appropriate filing of Columbia Energy Group.
- 20 By-Laws of Alamco-Delaware filed as Exhibit 9-B to Form U5S (1997). The items identified above are contained in the appropriate filing of Columbia Energy Group.
- 21 Certificate of Incorporation of Columbia Natural Resources, Inc. adopted on November 21, 1984, filed as Exhibit 4-A to Form U5S (1984). The items identified above are contained in the appropriate filing of Columbia Energy Group.
- 22 By-Laws as of November 26, 1984, filed as Exhibit 2-B to Form U5S (1984). The items identified above are contained in the appropriate filing of Columbia Energy Group.
- 23 Article of Incorporation of 758117 Alberta Ltd. dated October 6, 1997, filed as Exhibit 7-A and amendment changing name to Columbia Natural Resources Canada, Ltd., dated December 12, 1997, filed as Exhibit 8-A

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to Form U5S (1998). The items identified above are contained in the appropriate filing of Columbia Energy Group.

- 24 By-laws of 758117 Alberta Ltd., dated December 12, 1997, filed as Exhibit 7-B to Form U5S (1998). The items identified above are contained in the appropriate filing of Columbia Energy Group.

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ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (continued)

EXHIBIT B. INDEX TO CORPORATE ORGANIZATION AND BY-LAWS EXHIBITS FILED PURSUANT TO THE PUBLIC UTILITY HOLDING COMPANY ACT OF 1935. (CONTINUED)

NOTES:

- 25 Certificate of Incorporation of Hawg Hauling & Disposal, Inc. dated March 17, 1993, filed as Exhibit 12-A to Form U5S (1997). The items identified above are contained in the appropriate filing of Columbia Energy Group.
- 26 By-Laws of Hawg Hauling & Disposal, Inc. dated March 17, 1993, filed as Exhibit 10-B to Form U5S (1997). The items identified above are contained in the appropriate filing of Columbia Energy Group.
- 27 Certificate of Incorporation of Columbia Energy Services Corporation (formerly The Inland Gas Company, Inc.) dated June 25, 1993, filed under cover of Form SE as Exhibit 1-B to Form U5S (1993). The items identified above are contained in the appropriate filing of Columbia Energy Group.
- 28 By-Laws of Columbia Energy Services Corporation dated May 28, 1993, filed as Exhibit 2-B to Form U5S (1993). The items identified above are contained in the appropriate filing of Columbia Energy Group.
- 29 Certificate of Incorporation of Columbia Accounts Receivable Corporation dated November 5, 1998, filed as Exhibit 8-A to Form U5S (1999). The items identified above are contained in the appropriate filing of Columbia Energy Group.
- 30 By-Laws of Columbia Accounts Receivable Corporation dated November 5, 1998, filed as Exhibit 3-B to Form U5S (1999). The items identified above are contained in the appropriate filing of Columbia Energy Group.
- 31 Articles of Incorporation, as amended to January 1, 1958, filed as Exhibit 2-A to Form U5S (1957); amendment dated December 21, 1981, filed as Exhibit 3-A to Form U5S (1981); amendment dated November 15, 1988, filed as Exhibit 2-A to Form U5S (1988); amendment dated March 13, 1995, filed as Exhibit 2-A to Form U5S (1995); amendment dated February 15, 1995, filed as Exhibit 3-A to Form U5S (1995); amendment dated January 12, 1996, filed as Exhibit 4-A to Form U5S (1995). The items identified above are contained in the appropriate filing of Columbia Energy Group.
- 32 By-Laws, as amended to September 1, 1968, filed as Exhibit 4-B to Form U5S (1968); amendment dated June 16, 1970, filed as Exhibit 4-B to Form U5S (1970); amendment dated September 24, 1975, filed as Exhibit 1-B to Form U5S (1975); amendment dated May 4, 1977, filed as Exhibit 3-B to Form U5S (1977); amendment dated May 1, 1985, filed as Exhibit 2-B to Form U5S (1985); amendment dated December 8, 1988, filed as Exhibit 3-B

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to Form U5S (1988); amendment dated June 15, 1989, filed as Exhibit 1-B to Form U5S (1989); amendment dated January 9, 1996 filed as Exhibit 2-B to Form U5S (1995); amendment dated November 1, 1997, filed as Exhibit 2-B to Form U5S (1997); amendment dated April 19, 2000, filed as Exhibit 3-B to Form U5S (2000). The items identified above are contained in the appropriate filing of Columbia Energy Group.

33 Certificate of Incorporation as adopted July 1, 1958, filed as Exhibit 1-A to Form U5S (1961); amendment dated January 17, 1980, filed as Exhibit 1-A to Form U5S (1979); amendment dated February 15, 1995 filed as Exhibit 5A to Form U5S (1995). The items identified above are contained in the appropriate filing of Columbia Energy Group.

34 By-Laws, as amended to May 2, 1972, filed as Exhibit 4-B to Form U5S (1972); amendment dated May 1, 1985, filed as Exhibit 3-B to Form U5S (1985); amendment dated December 8, 1988, filed as Exhibit 4-B to Form U5S (1988); amendment dated June 15, 1989, filed as Exhibit 2-B to Form U5S (1989); amendment dated January 9, 1996 filed as Exhibit 3-B to Form U5S (1995); amendment dated June 30, 1997, filed as Exhibit 3-B and amendment dated November 1, 1997, filed as Exhibit 4-B to Form U5S (1997). The items identified above are contained in the appropriate filing of Columbia Energy Group.

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ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (continued)

EXHIBIT B. INDEX TO CORPORATE ORGANIZATION AND BY-LAWS EXHIBITS FILED PURSUANT TO THE PUBLIC UTILITY HOLDING COMPANY ACT OF 1935. (CONTINUED)

NOTES:

35 Articles of Incorporation as adopted October 6, 1961, filed as Exhibit 1-A to Form U5S (1964); amendment dated December 27, 1963, filed as Exhibit 2-A to Form U5S (1964); amendment dated February 21, 1964, filed as Exhibit 3-A to Form U5S (1964); Certificate of Merger of Columbia Gas of Ohio, Inc. and The Ohio Valley Gas Company effective December 31, 1974, filed as Exhibit 5-A to Form U5S (1974); amendment dated January 8, 1982, filed as Exhibit 2-A to Form U5S (1982); amendment dated February 16, 1995, filed as exhibit 6-A to Form U5S (1995). The items identified above are contained in the appropriate filing of Columbia Energy Group.

36 Regulations as adopted October 16, 1961, filed as Exhibit 2-B to Form U5S (1964); amendment dated August 19, 1968, filed as Exhibit 5-B to Form U5S (1968); amendment dated May 1, 1985, filed as Exhibit 5-B to Form U5S (1985); amendment dated December 9, 1985, filed as Exhibit 6-B to Form U5S (1985); amendment dated December 8, 1988, filed as Exhibit 6-B to Form U5S (1988); amendment dated June 15, 1989, filed as Exhibit 4-B to Form U5S (1989); amendment dated January 9, 1996, filed as Exhibit 4-B to Form U5S (1995); amendment dated November 1, 1997, filed as Exhibit 5-B to Form U5S (1997). The items identified above are contained in the appropriate filing of Columbia Energy Group.

37 Articles of Incorporation as adopted during the year 1960, filed as Exhibit 1-A to Form U5S (1962); amendment dated December 21, 1981, filed as Exhibit 4-A to Form U5S (1981); amendment dated February 15, 1995, filed as Exhibit 7-A to Form U5S (1995). The items identified above are contained in the appropriate filing of Columbia Energy Group.

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- 38 By-Laws, as amended to May 2, 1972, filed as Exhibit 6-B to Form U5S (1972); amendment dated May 1, 1985, filed as Exhibit 7-B to Form U5S (1985); amendment dated December 8, 1988, filed as Exhibit 7-B to Form U5S (1988); amendment dated June 15, 1989, filed as Exhibit 5-B to Form U5S (1989); amendment dated January 9, 1996, filed as Exhibit 5-B to Form U5S (1995); amendment dated November 1, 1997, filed as Exhibit 6-B to Form U5S (1997). The items identified above are contained in the appropriate filing of Columbia Energy Group.
- 39 Certificate of Incorporation of Commonwealth Gas Services, Inc. as amended through December 19, 1958, and including the Certificate of Merger dated December 18, 1979, filed as Exhibit 8-A to Form U5S (1981); amendment dated December 30, 1987, filed as Exhibit B, page 17, to Form U5S (1987); amendment dated February 15, 1995, filed as Exhibit 8-A to Form U5S (1995); amendment dated January 16, 1998, filed as Exhibit 16-A to Form U5S (1997). The items identified above are contained in the appropriate filing of Columbia Energy Group.
- 40 By-Laws of Commonwealth Gas Services, Inc. as amended through March 5, 1985, filed as Exhibit 9-B to Form U5S (1985); amendment dated April 21, 1986, filed as Exhibit 6-B to Form U5S (1986); amendment dated April 20, 1987, filed as Exhibit B, page 18, to Form U5S (1987); amendment dated January 1, 1989, filed as Exhibit 9-B to Form U5S (1988); amendment dated June 15, 1989, filed as Exhibit 9-B to Form U5S (1989); amendment dated May 6, 1991, filed as Exhibit 3-B to Form U5S (1991); amendment dated December 7, 1992, filed as Exhibit 2-B to Form U5S (1992); amendment dated November 1, 1997, filed as Exhibit 13-B to Form U5S (1997). The items identified above are contained in the appropriate filing of Columbia Energy Group.
- 41 Restated Certificate of Incorporation of Columbia Gas Transmission Corporation dated March 3, 1982, filed as Exhibit 3-A to Form U5S (1982); amendment dated October 22, 1984, filed as Exhibit 3-A to Form U5S (1984); Certificate of Merger of Commonwealth Gas Pipeline Corp. into Columbia Gas Transmission Corp. dated October 26, 1990, filed as Exhibit 1-A to Form U5S (1990); amendment dated November 28, 1995, filed as Exhibit 6-A and amendment dated June 30, 1997, filed as Exhibit 7-A to Form U5S (1997). The items identified above are contained in the appropriate filing of Columbia Energy Group.

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ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (continued)

EXHIBIT B. INDEX TO CORPORATE ORGANIZATION AND BY-LAWS EXHIBITS FILED PURSUANT TO THE PUBLIC UTILITY HOLDING COMPANY ACT OF 1935. (CONTINUED)

NOTES:

- 42 By-Laws of Columbia Gas Transmission Corporation as amended through May 9, 1991, filed as Exhibit 1-B to Form U5S (1991); amendment dated January 17, 1996, file as Exhibit 3-B to Form U5S (1996). The items identified above are contained in the appropriate filing of Columbia Energy Group.
- 43 Certificate of Incorporation as adopted May 26, 1958, filed as Exhibit 3-A to Form U5S (1958); amendment dated November 10, 1981, filed as Exhibit 6-A to Form U5S (1981); amendment dated December 23, 1994, filed as Exhibit 2-A to Form U5S (1994); amendment dated June 30, 1997, filed as Exhibit 8-A to Form U5S (1997). The items identified above are

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- contained in the appropriate filing of Columbia Energy Group.
- 44 By-Laws of Columbia Gulf Transmission Company as amended through May 9, 1991, filed as Exhibit 2-B to Form U5S (1991); amendment dated January 17, 1996, file as Exhibit 4B to Form U5S (1996). The items identified above are contained in the appropriate filing of Columbia Energy Group.
- 45 Certificate of Incorporation of Columbia Network Services Corporation dated June 7, 1996, filed as Exhibit 3-A Form U5S (1996). The items identified above are contained in the appropriate filing of Columbia Energy Group.
- 46 By-Laws of Columbia Network Services Corporation as adopted August 29, 1996, filed as Exhibit 8-B to Form U5S (1996). The items identified above are contained in the appropriate filing of Columbia Energy Group. Amendment to the By-Laws dated May 1, 2001, filed as Exhibit B-9 to Form U5S (2001), and Amendment to the By-Laws dated June 4, 2001, filed as Exhibit B-10 to Form U5S (2001).
- 47 Certificate of Incorporation of CNS Microwave Inc., dated October 15, 1996, filed as Exhibit 4-A to Form U5S (1996). The items identified above are contained in the appropriate filing of Columbia Energy Group.
- 48 By-Laws of CNS Microwave, Inc. as adopted October 25, 1996, filed as Exhibit 9-B to Form U5S (1996). The items identified above are contained in the appropriate filing of Columbia Energy Group. Amendment to the By-Laws dated May 1, 2001, filed as Exhibit B-11 to Form U5S (2001) and Amendment to the By-Laws dated June 4, 2001, filed as Exhibit B-12 to Form U5S (2001).
- 49 Certificate of Incorporation of Columbia Petroleum Corporation dated March 12, 1999, filed as Exhibit 9-A to Form U5S (1999). The items identified above are contained in the appropriate filing of Columbia Energy Group.
- 50 By-Laws of Columbia Petroleum Corporation dated March 12, 1999, filed as Exhibit 4-B to Form U5S (1999). The items identified above are contained in the appropriate filing of Columbia Energy Group.
- 51 Certificate of Incorporation of Columbia Deep Water Services Company dated January 7, 1998, filed as Exhibit 5-A to Form U5S (1998). The items identified above are contained in the appropriate filing of Columbia Energy Group.
- 52 By-Laws of Columbia Deep Water Services Company dated January 8, 1998, filed as Exhibit 5-B to Form U5S (1998). The items identified above are contained in the appropriate filing of Columbia Energy Group. Amendment to the By-Laws dated May 1, 2001, filed as Exhibit B-15 to Form U5S (2001), and amendment to the By-Laws dated June 4, 2001, filed as Exhibit B-16 to Form U5S (2001).
- 53 Certificate of Incorporation of Columbia Electric Remainder Corporation dated October 23, 2000, filed as Exhibit 3-A to Form U5S (2000). The items identified above are contained in the appropriate filing of Columbia Energy Group.

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EXHIBIT B. INDEX TO CORPORATE ORGANIZATION AND BY-LAWS EXHIBITS FILED PURSUANT TO THE PUBLIC UTILITY HOLDING COMPANY ACT OF 1935. (CONTINUED)

NOTES:

- 54 By-Laws of Columbia Electric Remainder Corporation dated October 23, 2000, filed as Exhibit 5-B to Form U5S (2000). The items identified above are contained in the appropriate filing of Columbia Energy Group. Amendment to the By-Laws dated April 10, 2001, filed as Exhibit B-17 to Form U5S (2001).
- 55 Certificate of Incorporation of TVC Two Corporation dated December 28, 1989, filed as Exhibit 7-A to Form U5S (1989); amendment changing name to TriStar Binghamton General Corporation, dated May 8, 1990, filed as Exhibit 6-A to Form U5S (1990); amendment changing name to Columbia Electric Binghamton General Corporation, dated August 4, 1998, filed as Exhibit 16-A to Form U5S (1998). The items identified above are contained in the appropriate filing of Columbia Energy Group.
- 56 By-Laws of TVC Two Corporation (name later changed to TriStar Binghamton General Corporation) dated December 28, 1989, filed as Exhibit 17-B to Form U5S (1989). The items identified above are contained in the appropriate filing of Columbia Energy Group. Amendment to the By-Laws dated June 4, 2001, filed as Exhibit B-18 to Form U5S (2001).
- 57 Certificate of Incorporation of TVC Three Corporation dated December 28, 1989, filed as Exhibit 8-A to Form U5S (1989); amendment changing name to TriStar Binghamton Limited Corporation, dated May 8, 1990, filed as Exhibit 7-A to Form U5S (1990); amendment changing name to Columbia Electric Binghamton Limited Corporation, dated August 4, 1998, filed as Exhibit 17-A to Form U5S (1998). The items identified above are contained in the appropriate filing of Columbia Energy Group.
- 58 By-Laws of TVC Three Corporation (name later changed to TriStar Binghamton Limited Corporation) dated December 28, 1989, filed as Exhibit 19-B to Form U5S (1989). Amendment to the By-Laws dated June 4, 2001, filed as Exhibit B-18 to Form U5S (2001).
- 59 Haverstraw Bay, LLC Articles of Formation dated September 19, 1999, filed as Exhibit A-3 to Form U5S (2002).
- 60 Haverstraw Bay, LLC Operating Agreement is not currently available and would be filed in an amendment upon it becoming available.
- 61 Haverstraw Bay, LLC (see number 59 above).
- 62 Haverstraw Bay, LLC (see number 60 above).
- 63 Columbia Service Partners, Inc. Articles of Incorporation are currently not available and will be filed by amendment.
- 64 Columbia Service Partners, Inc. By-Laws are currently not available and will be filed by amendment. Amendments dated April 1, 2002, to be filed as Exhibit B-2 to Form U5S (2002).
- 65 Article of Incorporation of Columbia Assurance Agency, Inc., dated June 23, 1997, filed as Exhibit 2-A to Form U5S (1998); amendment dated May 3, 1999, filed as Exhibit 5-A to Form U5S (1999).
- 66 Code of Regulations of Columbia Assurance Agency, Inc., dated July 30, 1997, filed as Exhibit 3-B to Form U5S (1998).

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ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (continued)

EXHIBIT B. INDEX TO CORPORATE ORGANIZATION AND BY-LAWS EXHIBITS FILED PURSUANT TO THE PUBLIC UTILITY HOLDING COMPANY ACT OF 1935. (CONTINUED)

NOTES:

- 67 Columbia Service Partners of Virginia, Inc. Articles of Incorporation are currently not available and will be filed by amendment.
- 68 Columbia Service Partners of Virginia, Inc. By-Laws are currently not available and will be filed by amendment.
- 69 Certificate of Incorporation of Columbia Energy Telecommunications Company dated April 17, 1998 filed as Exhibit 10-A and amendment-changing name to Columbia Transmission Communications Corporation, dated September 24, 1997 filed as Exhibit 11-A to Form U5S (1998).
- 70 By-Laws of Columbia Energy Telecommunications Company dated May 11, 1998, filed as Exhibit 8-B to Form U5S (1998).
- 71 Certificate of Incorporation of Columbia Insurance Corporation, Ltd. dated November 1, 1996, filed as Exhibit 2-A to Form U5S (1996); amendment to Memorandum of Association of the Company dated August 12, 2000, filed as Exhibit 2-A to Form U5S (2000). The items identified above are contained in the appropriate filing of Columbia Energy Group.
- 72 By-laws of Columbia Insurance Corporation, Ltd. as adopted November 4, 1996, file as Exhibit 5-B to Form U5S (1996). The items identified above are contained in the appropriate filing of Columbia Energy Group.
- 73 EnergyUSA, Inc. (IN) Certificate of Incorporation dated March 26, 1999, filed as Exhibit A-7 to Form U5S (2001).
- 74 EnergyUSA, Inc. (IN) Amended By-Laws dated May 1, 1999, filed as Exhibit B-21 to Form U5S (2001).
- 75 EnergyUSA Commercial Energy Services, Inc. Certificate of Incorporation of NESI Energy Services Company (n/k/a EnergyUSA Commercial Energy Services Inc.) dated January 31, 1997, filed as Exhibit A-20 to Form US (2001), Articles of Merger of Parkway Engineering and Distributing Company, Inc. into NESI Energy Services Company dated May 1, 1998. Surviving corporation's name is NESI Solutions, Inc., filed as Exhibit A-21 to Form U5S (2001), Articles of Amendment regarding name change to EnergyUSA Commercial, Inc. dated May 27, 1999, filed as Exhibit A-22 to Form U5S (2001), Articles of Amendment regarding name change to EnergyUSA Commercial Energy Services, Inc. dated February 15, 2000, files as Exhibit A-23 to Form U5S (2001).
- 76 EnergyUSA Commercial Energy Services, Inc. Amended and Restated By-Laws dated May 2, 1998, filed as Exhibit B-29 to Form U5S (2001), and amendment to the By-Laws dated April 11, 2001, filed as Exhibit B-30, to Form U5S (2001).
- 77 EnergyUSA Retail, Inc. Certificate of Incorporation of NESI Integrated Energy Resources, Inc. (n/k/a EnergyUSA Retail, Inc.) dated January 28,

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1997, filed as Exhibit A-24 on Form U5S (2001), Articles of Amendment regarding name change to EnergyUSA Retail, Inc. dated March 11, 1999, filed as Exhibit A-25 to Form U5S (2001).

- 78 EnergyUSA Retail, Inc. Amended and Restated By-Laws dated March 11, 1999, filed as Exhibit B-31 to Form U5S (2001).
- 79 EnergyUSA, Inc. (MA) Articles of Organization of Energy Asset Funding, Inc. (n/k/a EnergyUSA, Inc.) dated September 26, 1995, filed as Exhibit A-8 for Form U5S (2001), Articles of Amendment regarding name change to EnergyUSA, Inc. dated August 9, 1996, filed as Exhibit A-9 to Form U5S (2001), Certificate of Change of Fiscal Year End dated October 13, 1999, filed as Exhibit A-10 to Form U5S (2001).

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ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (continued)

EXHIBIT B. INDEX TO CORPORATE ORGANIZATION AND BY-LAWS EXHIBITS FILED PURSUANT TO THE PUBLIC UTILITY HOLDING COMPANY ACT OF 1935. (CONTINUED)

NOTES:

- 80 EnergyUSA, Inc. (MA) Amended By-Laws dated April 11, 2001, filed as Exhibit B-22 to Form U5S (2001).
- 81 Articles of Organization dated November 13, 1997, filed as Exhibit A-11 to Form U5S (2001).
- 82 EnergySPE, Inc. Amended By-Laws dated April 11, 2001, filed as Exhibit B-23 to Form U5S (2001).
- 83 EnergyUSA, Inc. (CT) Certificate of Incorporation of Savage-Alert, Inc. (n/k/a EnergyUSA, Inc. (CT)) dated December 20, 1993, filed as Exhibit A-12 to Form U5S (2001), Certificate of Amendment regarding name change to Savage Alert, Inc. dated July 1, 1998, identified as Exhibit A-13 to Form U5S (2001) but not currently available. This exhibit will be filed by amendment. Certificate of Amendment regarding name change to EnergyUSA, Inc. dated January 22, 2001, filed as Exhibit A-14 to Form U5S (2001).
- 84 EnergyUSA, Inc. (CT) By-Laws dated December 30, 1993, filed as Exhibit B-24 to Form U5S (2001) and amended By-Laws dated April 11, 2001, filed as Exhibit B-25 to Form U5S (2001).
- 85 EnergyUSA Engineering, Inc. Certificate of Incorporation of Savage Engineering, Inc. (n/k/a Energy USA Engineering, Inc.) dated March 1, 1982, filed as Exhibit A-16 to Form U5S (2001), Certificate of Amendment regarding name change to EnergyUSA Engineering, Inc. dated May 18, 2001, filed as Exhibit A-17 to Form U5S (2001).
- 86 EnergyUSA Engineering, Inc. By-Laws dated March 1, 1982, filed as Exhibit B-27 to Form U5S (2001).
- 87 EnergyUSA Mechanical, Inc. Certificate of Incorporation of Alert, Inc. (n/k/a EnergyUSA Mechanical, Inc.) dated July 29, 1982, filed as Exhibit A-18 to Form U5S (2001), Certificate of Amendment regarding name change to EnergyUSA Mechanical, Inc. dated may 18, 2001, filed as Exhibit A-19 to Form U5S (2001).

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- 88 EnergyUSA Mechanical, Inc. By-Laws dated May 2, 1998, filed as Exhibit B-28 to Form U5S (2001).
- 89 EnergyUSA-TPC Corp Certificate of Incorporation of EnergyUSA Gas Marketing Co. (n/k/a EnergyUSA-TPC Corp.) dated August 10, 2000, filed as Exhibit A-27 for Form U5S (2001), Articles of Amendment regarding name change to EnergyUSA-TPC Corp dated September 19, 2000, filed as Exhibit A-28 to Form U5S (2001).
- 90 EnergyUSA-TPC Corp. Amended and Restated By-Laws dated September 19, 2000 filed as Exhibit B-33 to Form U5S (2001).
- 91 EnergyUSA Appalachian Corp. Articles of Incorporation dated February 9, 2001 filed as Exhibit A-5 to Form U5S (2002).
- 92 EnergyUSA-Appalachian Corp. By-Laws dated February 19, 2001, filed as Exhibit B-34 to Form U5S (2001).
- 93 NI Energy Services Transportation, Inc. Articles of Incorporation dated June 18, 1998, filed as Exhibit A-33 to Form U5S (2001).
- 94 NI Energy Services Transportation, Inc. By-Laws dated June 18, 1998 filed as Exhibit B-36 to Form U5S (2001), and amendment to the By-Laws dated April 11, 2001, filed as Exhibit B-37 to Form U5S (2001).

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ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (continued)

EXHIBIT B. INDEX TO CORPORATE ORGANIZATION AND BY-LAWS EXHIBITS FILED PURSUANT TO THE PUBLIC UTILITY HOLDING COMPANY ACT OF 1935. (CONTINUED)

NOTES:

- 95 NI Fuel Company, Inc. Certificate of Incorporation of NIPSCO Fuel Company, Inc. (n/k/a NI Fuel Company, Inc.) dated December 23, 1974, filed as Exhibit A-34 on Form U5S (2001), Articles of Amendment regarding name change to NI Fuel Company, Inc dated April 20, 1999, filed as Exhibit A-35 to Form U5S (2001).
- 96 NI Fuel Company, Inc. Amended and Restated By-Laws dated April 10, 1991 filed as Exhibit B-38 to Form U5S (2001).
- 97 NI-TEX, Inc. Certificate of Incorporation dated August 26, 1988, filed as Exhibit A-36 to Form U5S (2001).
- 98 NI-TEX, Inc. Amended and Restated By-Laws dated April 11, 2001, as Exhibit B-39 to Form U5S (2001).
- 99 NI-Tex Gas Services, Inc. Certificate of Incorporation dated March 30, 1989, filed as Exhibit A-6 to Form U5S (2002); Amended Certificate of Incorporation dated October 13, 1992, filed as Exhibit A-7 to Form U5S (2002); Amended and Restated Certificate of Incorporation dated November 17, 1998, filed as Exhibit A-8 to Form U5S (2002).
- 100 NI-Tex Gas Services, Inc. By-Laws dated November 18, 1998, as Exhibit B-40 to Form U5S (2001).
- 101 IWC Resources Corporation Articles of Incorporation are currently not available and will be filed by amendment.

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- 102 IWC Resources Corporation By-Laws are currently not available and will be filed by amendment.
- 103 Harbor Water Company Articles of Incorporation are not available and will be filed by amendment.
- 104 Harbor Water Company By-Laws not available and will be filed by amendment.
- 105 Indianapolis Water Company Articles of Incorporation are currently not available and will be filed by amendment.
- 106 Indianapolis Water Company By-Laws are currently not available and will be filed by amendment.
- 107 White River Environmental Partnership, Inc. documents are currently not available and will be filed by amendment.
- 108 White River Environmental Partnership, Inc. documents are currently not available and will be filed by amendment.
- 109 Irishman's Run Acquisition Company Certificate of Incorporation and Articles of Incorporation dated November 22, 1999 filed as Exhibit A-9 to Form U5S (2002).
- 110 Irishman's Run Acquisition Company By-Laws not available and will be filed by amendment.

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ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (continued)

EXHIBIT B. INDEX TO CORPORATE ORGANIZATION AND BY-LAWS EXHIBITS FILED PURSUANT TO THE PUBLIC UTILITY HOLDING COMPANY ACT OF 1935. (CONTINUED)

NOTES:

- 111 IWC Morgan Water Corporation Certificate of Incorporation and Articles of Incorporation dated February 12, 1999, filed as Exhibit A-10 to Form U5S (2002).
- 112 IWC Morgan Water Corporation By-Laws are currently not available and will be filed by amendment.
- 113 Lawrence Water Company, Inc. Certificate of Incorporation and Articles of Incorporation dated December 8, 1998, filed as Exhibit A-11 to Form U5S (2002).
- 114 Lawrence Water Company, Inc. By-Laws, are currently not available and will be filed by amendment.
- 115 Liberty Water Corporation Articles of Incorporation are currently not available and will be filed by amendment.
- 116 Liberty Water Corporation By-Laws are currently not available and will be filed by amendment.
- 117 The Darlington Water Works Company Articles of Association dated September 4, 1906, filed as Exhibit A-12 to Form U5S (2002);

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Certificate of Amendment and Articles of Amendment of Articles of Incorporation, dated December 20, 1976, filed as Exhibit A-13 to Form U5S (2002).

- 118 The Darlington Water Works Company By-Laws are currently not available and will be filed by amendment.
- 119 Kokomo Gas and Fuel Company Restatement of Articles of Incorporation, filed as Exhibit A-37 to Form U5S (2001).
- 120 Kokomo Gas and Fuel Company Amended and Restated By-Laws dated February 28, 2002, filed as Exhibit B-41 to Form U5S (2001).
- 121 KGF Trading Company certificate of Incorporation dated July 31, 1992, filed as Exhibit A-39 to Form U5S (2001).
- 122 KGF Trading Company By-Laws dated July 31, 1992, filed as Exhibit B-42 to Form U5S (2001); amendment dated March 13, 2002 filed as Exhibit B-3 to Form U5S (2002).
- 123 NI Energy Services, Inc. Certificate of Incorporation of NIPSCO Energy Services, Inc. (n/k/a NI Energy Services, Inc.) dated November 12, 1985, filed as Exhibit A-39 to Form U5S (2001), Articles of Amendment regarding name change to NI Energy Services, Inc. dated February 27, 1998, filed as Exhibit A-40 to Form U5S (2001).
- 124 NI Energy Services, Inc. By-Laws dated July 1, 1996, filed as Exhibit B-43 to Form U5S (2001), and amendment to the By-Laws dated April 11, 2001, as filed to Form U5S (2001).
- 125 Crossroads Pipeline Company Certificate of Incorporation of NI Pipeline Company (n/k/a Crossroads Pipeline Company) dated April 5, 1993, filed as Exhibit A-41 on Form U5S (2001), Articles of Amendment regarding name change to Crossroads Pipeline Company dated April 15, 1993, filed as Exhibit A-42 on Form U5S (2001).
- 126 Crossroads Pipeline Company Amended and Restated By-Laws dated May 1, 2001 filed as Exhibit B-45 to Form U5S (2001).

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ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (continued)

EXHIBIT B. INDEX TO CORPORATE ORGANIZATION AND BY-LAWS EXHIBITS FILED PURSUANT TO THE PUBLIC UTILITY HOLDING COMPANY ACT OF 1935. (CONTINUED)

NOTES:

- 127 NESI Power Marketing, Inc. Certificate of Incorporation on Customer Information Services, Inc. (n/k/a NESI Power Marketing, Inc.) dated July 18, 1996, filed as Exhibit A-44 on Form U5S (2001), Articles of Amendment regarding name change to NESI Power Marketing, Inc. dated December 11, 1996, filed as Exhibit A-45 on Form U5S (2001).
- 128 NESI Power Marketing, Inc. By-Laws dated November 15, 1996, filed as Exhibit B-46 to Form U5S (2001).
- 129 NiSource Energy Services Canada, Ltd. organizational documents are currently not available and will be filed by amendment.

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- 130 NiSource Energy Services Canada, Ltd. By-Laws are currently not available and will be filed by amendment.
- 131 NESI Energy Marketing Canada, Ltd. organizational documents are not available.
- 132 NESI Energy Marketing Canada, Ltd. By-Laws are not available.
- 133 NiSource Capital Markets, Inc. Articles of Incorporation of NIPSCO Capital Markets, Inc. (n/k/a NiSource Capital Markets, Inc.) dated March 10, 1989, filed as Exhibit A-46 on Form U5S (2001), Articles of Amendment regarding name change to NiSource Capital Markets, Inc. dated April 21, 1999, filed as Exhibit A-47 on Form U5S (2001).
- 134 NiSource Capital Markets, Inc. Amended and Restated By-Laws dated April 21, 1999, filed as Exhibit B-47 to Form U5S (2001).
- 135 NiSource Capital Trust I Certificate of Trust of NIPSCO Capital Trust I (n/k/a NiSource Capital Trust I) dated December 17, 1998, filed as Exhibit A-48 to Form U5S (2001), Certificate of Amendment of Certificate of Trust regarding name change to NiSource Capital Trust I dated December 19, 2001, filed as Exhibit A-49 on Form U5S (2001).
- 136 NiSource Capital Trust I By-Laws are not available for trust.
- 137 Certificate of Incorporation, as amended through May 17, 1991, filed as Exhibit 3-A to Form U5S (1991); amendment dated June 30, 1997, filed as Exhibit 5-A to Form U5S (1997); amendment dated January 16, 1998, filed as Exhibit 3-A to Form U5S (1998); Certificate of Merger of NiSource Corporate Services Company and Columbia Energy Group Service Corporation dated December 22, 2001, filed as Exhibit 1-A to Form U5S (2000). Certificate of Merger of NiSource Corporate Services Company into Columbia Energy Group Service Corporation. Surviving corporation's name is NiSource Corporate Services Company, filed as Exhibit A-50 on Form U5S (2001).
- 138 By-Laws, as amended February 10, 1988, filed as Exhibit 8-B to Form U5S (1988); amendment dated December 29, 1997, filed as Exhibit 7-B to Form U5S (1997); By-Laws dated November 1, 2000, filed as Exhibit 4-B to Form U5S (2000). Amended and Restated By-Laws dated January 1, 2001, filed as Exhibit B-48 to Form U5S (2001).
- 139 NiSource Development Company, Inc. Certificate of Incorporation of NIPSCO Development Company, Inc. (n/k/a NiSource Development Company, Inc.) dated August 17, 1987, filed as form U5S (2001), Articles of Amendment regarding name change to NiSource Development Company, Inc. dated April 20, 1999, filed as Exhibit A-52 on Form U5S (2001).

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ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (continued)

EXHIBIT B. INDEX TO CORPORATE ORGANIZATION AND BY-LAWS EXHIBITS FILED PURSUANT TO THE PUBLIC UTILITY HOLDING COMPANY ACT OF 1935. (CONTINUED)

NOTES:

- 140 NiSource Development Company, Inc. Amended and Restated By-Laws dated July 1, 1996, filed as Exhibit B-49 to Form U5S (2001), amendment to the By-Laws dated April 11, 2001, filed as Exhibit B-50 to Form U5S

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(2001).

- 141 Cardinal Property Management, Inc. Certificate of Incorporation dated November 14, 1990, filed as Exhibit A-57 on Form U5S (2001).
- 142 Cardinal Property Management, Inc. By-Laws dated December 20, 1990, filed as Exhibit B-51 to Form U5S (2001), amendment to the By-Laws dated April 14, 1999, filed as Exhibit B-52 to Form U5S (2001).
- 143 JOF Transportation Company Certificate of Incorporation dated December 8, 1989, filed as Exhibit A-60 on Form U5S (2001)
- 144 JOF Transportation Company By-Laws dated December 11, 1989, filed as Exhibit B-53 to Form U5S (2001), amendment to the By-Laws dated April 11, 2001, filed as Exhibit B-54 to Form U5S (2001).
- 145 Lake Erie Land Company Certificate of Incorporation dated October 12, 1989, filed as Exhibit A-62 on From U5S (2001).
- 146 Lake Erie Land Company By-Laws dated April 4, 1990, filed as Exhibit B-55 to Form U5S (2001).
- 147 SCC Services, Inc. Certificate of Incorporation dated January 23, 1992, filed as Exhibit A-64 on Form U5S (2001).
- 148 SCC Services, Inc. By-Laws dated January 24, 1992, filed as Exhibit B-56 to Form U5S (2001), amendment to the By-Laws dated April 11, 2001, filed as Exhibit B-57 to Form U5S (2001).
- 149 DC Douglas Properties, Inc. Certificate of Incorporation dated March 19, 1992, filed as Exhibit A-64 on From U5S (2001).
- 150 NDC Douglas Properties, Inc. By-Laws dated March 24, 1992, filed as Exhibit B-58 to Form U5S (2001).
- 151 South Works Power Company Certificate of Incorporation dated June 10, 1999, filed as Exhibit A-68 on Form U5S (2001).
- 152 South Works Power Company By-Laws dated June 10, 1999, filed as Exhibit B-61 to Form U5S (2001).
- 153 NiSource Energy Technologies, Inc. Certificate of Incorporation dated October 27, 2000, filed as Exhibit A-69 on Form U5S (2001).
- 154 NiSource Energy Technologies, Inc. By-Laws dated October 27, 2000, filed as Exhibit B-62 to Form U5S (2001).
- 155 NiSource Finance Corp. Certificate of Incorporation dated March 31, 2000, filed as Exhibit A-70 on From U5S (2001).
- 156 NiSource Finance Corp. By-Laws dated March 31, 2000, filed as Exhibit B-63 to Form U5S (2001).
- 157 Granite State Gas Transmission, Inc. Articles of Organization are currently not available and will be filed by amendment.

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EXHIBIT B. INDEX TO CORPORATE ORGANIZATION AND BY-LAWS EXHIBITS FILED PURSUANT TO THE PUBLIC UTILITY HOLDING COMPANY ACT OF 1935. (CONTINUED)

NOTES:

- 158 Granite State Gas Transmission, Inc. Amended and Restated By-Laws dated June 14, 2001, filed as Exhibit B-65 to Form U5S (2001).
- 159 Bay State Energy Enterprises, Inc. Articles of Organization dated June 5, 1995, filed as Exhibit A-72 on Form U5S (2001).
- 160 Bay State Energy Enterprises, Inc. Amended and Restated By-Laws dated June 4, 2001, filed as Exhibit B-66 to Form U5S (2001).
- 161 Northern Indiana Fuel & Light Company, Inc. Articles of Incorporation are currently not available and will be filed by amendment.
- 162 Northern Indiana Fuel & Light Company, Inc. Amended and Restate By-Laws dated April 13, 1971, filed as Exhibit B-69 to Form U5S (2001); amendment dated April 9, 2002, filed as Exhibit B-4 to Form U5S (2002).
- 163 Northern Indiana Trading Company, Inc. Certificate of Incorporation dated February 10, 1988, filed as Exhibit A-76 on Form U5S (2001).
- 164 Northern Indiana Trading Company, Inc. By-Laws dated February 17, 1988, filed as Exhibit B-70 to Form U5S (2001); amendment dated March 20, 2002, filed as Exhibit B-5 to Form U5S (2002).
- 165 Northern Indiana Public Service Company Amended Articles of Incorporation dated April 14, 1982, filed as Exhibit A-77 on Form U5S (2001), Articles of Amendment regarding director dated may 5, 1982, filed as Exhibit A-78 on Form U5S (2001), Articles of Amendment regarding directors dated November 9, 2000, filed as Exhibit A-79 on Form U5S (2001).
- 166 Northern Indiana Public Service Company Amended and Restated By-Laws dated October 24, 2000, filed as Exhibit B-71 to Form U5S (2001); Amendment dated April 10, 2002, filed as Exhibit B-6 to Form U5S (2002).
- 167 Primary Energy, Inc. Certificate of Incorporation dated November 27, 1995, filed as Exhibit A-81 on Form U5S (2001).
- 168 Primary Energy, Inc. By-Laws dated December 1, 2001, filed as Exhibit B-72 to Form U5S (2001).
- 169 Cokenergy, Inc. Certificate of Incorporation dated October 17, 1996, filed as Exhibit A-82 on Form U5S (2001).
- 170 Cokenergy, Inc. Amended and Restated By-Laws dated April 8, 1998, filed as Exhibit B-73 to Form U5S (2001).
- 171 Harbor Coal Company Articles of Incorporation are currently not available and will be filed by amendment.
- 172 Harbor Coal Company By-Laws dated July 21, 1992, filed as Exhibit B-74 to Form U5S (2001).
- 173 Ironside Energy LLC Certificate of Organization dated November 9, 1999, filed as Exhibit A-84 on Form U5S (2001).
- 174 Ironside Energy LLC By-Laws are currently not available and will be

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filed by amendment.

175 Lakeside Energy Corporation Certificate of Incorporation dated May 13, 1994, filed as Exhibit A-85 on Form U5S (2001).

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ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (continued)

EXHIBIT B. INDEX TO CORPORATE ORGANIZATION AND BY-LAWS EXHIBITS FILED PURSUANT TO THE PUBLIC UTILITY HOLDING COMPANY ACT OF 1935. (CONTINUED)

NOTES:

176 Lakeside Energy Corporation By-Laws dated may 13, 1994, filed as Exhibit B-75 to Form U5S (2001), amendment to the By-Laws dated April 11, 2001, filed as Exhibit B-76 to Form U5S (2001).

177 North Lake Energy Corporation Certificate of Incorporation dated November 21, 1994, filed as Exhibit A-86 on Form U5S (2001).

178 North Lake Energy Corporation Amended and Restated By-Laws dated April 11, 2001, filed as Exhibit B-77 to Form U5S (2001).

179 Portside Energy Corporation Certificate of Incorporation dated September 14, 1995, filed as Exhibit A-87 on Form U5S (2001).

180 Portside Energy Corporation By-Laws dated September 14, 1995, filed as Exhibit B-78 to Form U5S (2001), amendment to the By-Laws dated April 11, 2001, filed as Exhibit B-70 to Form U5S (2001).

181 Whiting Clean Energy, Inc. Certificate of Incorporation of Oilside, Inc. (n/k/a Whiting Clean Energy, Inc.) dated November 12, 1998, filed as Exhibit A-88 on Form U5S (2001), Articles of Amendment regarding name change to Whiting Clean Energy, Inc. dated March 11, 1999, filed as Exhibit A-89 on Form U5S (2001).

182 Whiting Clean Energy, Inc. Amended and Restated By-Laws dated March 11, 1999, filed as Exhibit B-80 to Form U5S (2001); amendment to the By-Laws dated April 11, 2001, filed as Exhibit B-81 to Form U5S (2001).

EXHIBIT C. INDENTURES AND CONTRACTS.

The indentures and other fundamental documents defining the rights of security holders are incorporated herein by reference made to NiSource Inc.'s 2002 Form 10-K, Columbia Energy Group's 2002 Form 10-K and Northern Indiana Public Service Company's 2002 Form 10-K as shown in Exhibit A filed herewith.

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ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (continued)

EXHIBIT D. TAX ALLOCATION AGREEMENT FOR 2002.

September 30, 2002

NISOURCE INC. AND SUBSIDIARY COMPANIES
INTERCOMPANY INCOME TAX ALLOCATION AGREEMENT

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WHEREAS, NiSource Inc., a corporation organized under the laws of the State of Delaware ("NiSource") and a registered holding company under the Public Utility Holding Company Act of 1935 ("Act"), together with its subsidiary companies, direct and indirect, listed as parties hereto, comprise the members of the NiSource consolidated group which will join annually in the filing of a consolidated Federal income tax return, and it is now the intention of NiSource and its subsidiaries, direct and indirect, (hereinafter collectively referred to as the "NiSource Group"), to enter into an agreement for the allocation of current federal income taxes; and

WHEREAS, certain members of the NiSource Group will join annually in the filing of certain consolidated state income tax returns (to the extent permitted or required under applicable state income tax laws), and it is now the intention of the NiSource Group to enter into an agreement for the allocation of current state income taxes; and

WHEREAS, by order dated September 12, 2002, the Securities and Exchange Commission has authorized NiSource and its subsidiaries to enter into this agreement as of January 1, 2001 and to allocate consolidated income taxes in the manner herein provided; and

NOW, THEREFORE, each member ("Member") of the NiSource Group does hereby covenant and agree with one another that the current consolidated income tax liabilities of the NiSource Group shall be allocated as follows:

DEFINITIONS AND INTERPRETATION

Section 1.1 Definitions. For all purposes of this Agreement, except as otherwise expressly provided, the following terms shall have the following respective meanings:

"Acquisition Indebtedness" means indebtedness incurred by NiSource or NiSource Finance Corp. ("Finance") to finance the acquisition (including related costs) by NiSource of all of the issued and outstanding stock of Columbia Energy Group and any renewals or extensions thereof. Acquisition Indebtedness also includes indebtedness incurred by NiSource or Finance for the purpose of refinancing the indebtedness relating to the acquisition (including related costs) of all of the issued and outstanding stock of Columbia Energy Group.

"Code" means the Internal Revenue Code of 1986, as amended.

"Consolidated Group" means NiSource and all of its subsidiaries which, from time to time, may be included in any (i) federal income tax return filed by NiSource in accordance with sections 1501 and 1502 of the Code or (ii) Other Return.

"Consolidated Return" means any consolidated federal income tax return or Other Return filed by NiSource whether before or after the date hereof, which includes one or more Members of the NiSource Group in a consolidated, combined or unitary group of which NiSource is the common parent.

"Consolidated Return Year" means any period during which NiSource files a consolidated federal income tax return or Other Return that includes one or more Members of the NiSource Group in a consolidated, combined or unitary group of which NiSource is a common parent.

"Consolidated Taxable Income" is the taxable income of the Consolidated Group as computed for federal or state income tax purposes.

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ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (continued)

EXHIBIT D. TAX ALLOCATION AGREEMENT FOR 2002. (CONTINUED)

"Consolidated Tax Liability" means, with reference to any taxable period, the consolidated, combined or unitary tax liability (including any interest, additions to tax and penalties) of the Consolidated Group for such taxable period (including the consolidated federal income tax liability and other consolidated, combined or unitary liability for Other Taxes).

"Corporate Taxable Income" means the income or loss of an associate company for a tax year computed as though such company had filed a separate return on the same basis as used in the Consolidated Return, except that dividend income from associate companies shall be disregarded, and other intercompany transactions eliminated in the Consolidated Return shall be given appropriate effect.

"Designated Official" means the Vice President, Corporate Tax of NiSource Corporate Services Company or such other official assigned the responsibilities of Vice President, Corporate Tax of NiSource Corporate Services Company.

"Other Return" means any consolidated, combined or unitary return of Other Taxes filed by NiSource or another Member of the NiSource Group, whether before or after the date hereof, which covers the operations of one or more Members of the NiSource Group.

"Other Taxes" means any taxes (including any interest and penalties) payable by NiSource or another Member of the NiSource Group to the government of any state, municipal or other political subdivision, including all agencies and instrumentalities of such government.

"Person" means any individual, partnership, firm, corporation, limited liability company, joint stock company, unincorporated association, joint venture, trust or other entity or enterprise, or any government or political subdivision or agency, department or instrumentality thereof.

"Regulations" means the Treasury Regulations promulgated under the Code.

"Separate Return Tax" means the tax on the Corporate Taxable Income of a corporation which is a Member computed for purposes of this Agreement as though such company were not a Member of a consolidated group.

Section 1.2 References, Etc. The words "hereof", "herein" and "hereunder" and words of similar import when used in this Agreement shall refer to this Agreement as a whole and not to any particular provision of this Agreement. All terms defined herein in the singular shall have the same meanings in the plural and vice versa. All References herein to any Person includes such Person's successors and assigns. All references herein to Articles and Sections shall, unless the context requires a different construction, be deemed to be references to the Articles and Sections of this Agreement. For purposes of this Agreement, Finance will not be treated as a Member of the NiSource Group and all items of income, deduction, loss, credit or any other tax attribute of Finance shall be treated as an item of income, deduction, loss, credit or tax attribute of NiSource. In this Agreement, unless a clear contrary intention appears the word "including" (and with correlative meaning "include") means "including but not limited to".

PREPARATION AND FILING OF TAX RETURNS; ALLOCATION OF TAXES

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Section 2.1 Federal Returns.

(a) A U.S. consolidated federal income tax return shall be prepared and filed by NiSource for each taxable year in respect of which this Agreement is in effect and for which the Consolidated Group is required or permitted to file a consolidated federal income tax return. NiSource and all its subsidiaries shall execute and file such consents, elections and other documents that may be required or appropriate for the proper filing of such returns.

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ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (continued)

EXHIBIT D. TAX ALLOCATION AGREEMENT FOR 2002. (CONTINUED)

(b) (i) The Consolidated Group will elect, on a timely basis, in accordance with Code Section 1552(b) and Section 1.1552-1(c)(2) of the Regulations to allocate its consolidated tax liability (other than alternative minimum tax ("AMT") and its related credits) among its Members under the method described in Sections 1.1502-33(d)(3) and 1.1552-1(a)(2) commencing with the consolidated taxable year ended December 31, 2001. The fixed percentage to be used for purposes of Regulations section 1.1502-33(d)(3)(i) is 100%. The general effect of such method is to first allocate the consolidated tax liability among the Members of the Consolidated Group on the basis of the percentage of the total consolidated tax which the tax of such Member (other than AMT and its related credits) if computed on a separate return basis would bear to the total amount of the taxes (other than AMT and its related credits) for all Members of the group so computed. Then such method allocates an additional amount (the "Tax Benefit Amount") to each Member up to, but not greater than, the excess, if any, of its Separate Return Tax liability (other than AMT and its related credits) over the amount allocated to such Member in the previous sentence. The total of the Tax Benefit Amounts allocated to Members shall result in payments to, and an increase in the earnings and profits of, the Members who had items of deduction, loss or credits to which such Tax Benefit Amount is attributable. This election is intended to comply with Rule 45(c)(5) under the Act, as modified by Section 2(d) below.

(ii) The allocation of the alternative minimum tax liability incurred by the NiSource Group and the resulting minimum tax credit shall be allocated in the manner set forth in Proposed and Temporary Treasury Regulation Sections 1.1502-55. This method generally allocates (i) any AMT paid by the NiSource Group based on the relative separate adjusted AMT of each Member and (ii) the minimum tax credit (AMTC) on the basis of the AMT previously assigned to such Member and assuming that AMTC is utilized on a "first in/first out" methodology, and that to the extent that AMTC arising in one year is not fully utilized, such AMTC is utilized proportionately by the Members previously assigned AMT for that year.

(c) Each Member's allocable share of the consolidated income tax liability as determined in Section 2.1(b) hereby shall be used in both (i) the determination of each Member's earnings and profits and (ii) determining the amounts to be paid (as provided in Section 3.4 of this Agreement) by Members to NiSource with respect to each Member's share of the Consolidated Group's Tax liability and payments from NiSource to Members with respect to the use of a Member's tax attributes.

(d) (i) The aggregate of all amounts paid by Members of the Consolidated Group (the "Paying Members") as a result of the excess of each Members' Separate Return Tax liability (as determined under Section

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1.1552-1(a)(2)(ii) of the Regulations) over the amount allocated to such Member as its share of the Consolidated Tax Liability under Code Section 1552 (i.e., the Tax Benefit Amount) shall be paid by NiSource to the other Members (the "Loss Members") which had tax deductions, losses and credits to which such payments by the Paying Members are attributable. The apportionment of such payments among Loss Members shall be in a manner that reflects the Consolidated Group's absorption of such tax attributes in the manner described in Section 2.1(e) below. The payments to the Loss Members for their tax attributes shall be pursuant to a consistent method which reasonably reflects such items of loss or credit (such consistency and reasonableness to be determined by the Designated Official).

(ii) Notwithstanding the provisions of section 2.1(d)(i), the Tax Benefit Amount allocated to NiSource and paid to NiSource as a result of its being a Loss Member shall be limited to its Tax Benefit Amount determined without regard to this section 2.1(b)(ii) multiplied by a fraction, the numerator of which is NiSource's interest deduction attributable to Acquisition Indebtedness, and the denominator of which is the sum of all of NiSource's deductions. The portion of NiSource's Tax Benefit Amount which cannot be allocated and paid to NiSource due to the operation of this Section shall be reallocated to Paying Members of the Consolidated Group other than NiSource in accordance with the principles contained in section 2.1(b)(i).

(e) In apportioning the payments to Loss Members for the Tax Benefit Amount pursuant to Section 2.1(d) hereof:

(i) any consolidated net operating loss ("NOL") shall be allocated among the group Members pursuant to Regulations Section 1.1502-21(b). To the extent the consolidated NOL is carried back, any Member's individually allocable NOL shall be deemed carried back and utilized in proportion to the amount that the Member's NOL bears to the consolidated NOL. Analogous principles shall apply in the case of NOL carryforwards;

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ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (continued)

EXHIBIT D. TAX ALLOCATION AGREEMENT FOR 2002. (CONTINUED)

(ii) with respect to each type of credit used to offset all or a portion of the Consolidated Tax Liability otherwise payable, such credit shall be allocated among the Members by crediting to each Member an amount of credit which that Member would have available to utilize on a separate return basis in a manner consistent with the method set forth in Section 2.1(e)(i) above.

(iii) the cost of any credit recapture which results in the payment of tax shall be specifically allocated to the Member whose credit is recaptured determined in a manner consistent with the provisions of Section 2.1(e)(i) above.

(f) The allocation of tax shall be subject to further adjustment from time to time on account of the payment of additional tax or the receipt of a refund attributable to either the filing of an amended return or on account of the results of an audit conducted by the Internal Revenue Service or other relevant taxing authority.

Section 2.2 Other Taxes. (a) NiSource will prepare and file (or cause to be prepared and filed) all returns of Other Taxes which are required to be filed with respect to the operations of NiSource and its

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subsidiaries. In the event any taxing authority requires or permits that a combined, consolidated or unitary return be filed for Other Taxes, which return includes both NiSource and a subsidiary, NiSource may elect to file such return and shall have the right to require any Member to be included in such return. NiSource will advise each of its subsidiaries included in each Other Return and each governmental office in which any Other Return is filed. Other Taxes shall be allocated among the NiSource Group in a manner that is consistent with the method set forth in Article 2 hereof. Furthermore, amounts due to NiSource or from NiSource, with respect to Other Taxes, shall be determined in a manner consistent with Sections 2.1(b) and 2.1(d).

(b) Each Member of the NiSource Group that does not file an Other Return together with any other Member of the NiSource Group shall be solely responsible and obligated to pay the tax liability with respect to such return from its own funds. Such returns shall be prepared and filed by NiSource or the Member filing the Other Return.

(c) If any Member of the NiSource Group is required to file a combined, consolidated or unitary return for Other Taxes with another Member of the NiSource Group, but not with NiSource (an "Other Taxes Subgroup"), then NiSource shall have the rights, powers and obligations to file such tax returns and apportion among and, collect and remit from, the applicable Members such Other Taxes as the rights, powers and obligations given to NiSource under this Agreement with respect to the Consolidated Tax Liability. Such returns shall be prepared and filed by NiSource. If the right to file a combined, consolidated or unitary return for Other Taxes is optional, then NiSource shall decide which of its subsidiaries should, to the extent permitted by law, join in filing of such return.

Section 2.3 Member Tax Information. The Members of the Consolidated Group shall submit the tax information requested by the Designated Official of NiSource in the manner and by the date requested, in order to enable the Designated Official to calculate the amounts payable by the Members pursuant to Article 3 hereof.

RESPONSIBILITY FOR TAX; INTERCOMPANY PAYMENTS

Section 3.1 Responsibility. Assuming the Members of the Consolidated Group have fulfilled their obligations pursuant to this Article III, then NiSource will be solely responsible for, and will indemnify and hold each Member of the Consolidated Group harmless with respect to, the payment of: (a) the Consolidated Tax Liability for each taxable period for which, as determined under Section 2.1 hereof, NiSource filed a Consolidated Return or should have been filed; and (b) any and all Other Taxes due or payable with respect to any Other Return which is filed by NiSource or should have been filed.

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ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (continued)

EXHIBIT D. TAX ALLOCATION AGREEMENT FOR 2002. (CONTINUED)

Section 3.2 Federal Tax Payments. (a) With respect to each Consolidated Return Year, the Designated Official of NiSource shall estimate and assess or pay to Members of the Consolidated Group their share of estimated tax payments to be made on a projected consolidated federal income tax return for each year. In making this determination, NiSource shall elect a method for determining estimated tax and each Member shall follow that method; provided, however, under no circumstances shall a Loss Member be paid any amount described

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in Section 2.1(d) until a date after which NiSource has filed the Consolidated

Consolidated Return for such Consolidated Return Year. Such Members will pay, to NiSource or be paid by NiSource, such estimates not later than the 15th day of the 4th, 6th, 9th and 12th months of such Consolidated Return Year. With respect to any extension payment, the Designated Official of NiSource shall estimate and assess or pay to Members of the Consolidated Group their share of such extension payment. The difference between (1) a Member's estimated tax payments used for computation of the quarterly estimated payments plus their extension payments and (2) such Member's actual Tax Liability for any Consolidated Return Year as determined under Section 2.1(b) hereof, shall be paid to NiSource or by NiSource within sixty (60) days after the filing of the consolidated federal income tax return.

(b) NiSource shall have sole authority, to the exclusion of all other Members of the Consolidated Group, to agree to any adjustment proposed by the Internal Revenue Service or any other taxing authority with respect to items of income, deductions or credits, as well as interest or penalties, attributable to any Member of the Consolidated Group during any Consolidated Return Year in which such Member was a Member of the Consolidated Group notwithstanding that such adjustment may increase the amounts payable by Members of the Consolidated Group under this Section 3.2 or Section 3.3 hereof. In the event of any adjustment to the Consolidated Tax Liability relating to items of income, deductions or credit, as well as interest or penalties, attributable to any Member of the Consolidated Group by reason of an amended return, claim for refund or audit by the Internal Revenue Service or any other taxing authority, the liability of all other Members of the Consolidated Group under paragraphs (a) of this Section 3.2 or Section 3.3 hereof shall be redetermined to give effect to such adjustment as if such adjustment had been made as a part of the original computation of such liability, and payment from a Member to NiSource or by NiSource to a Member, as the case may be, shall be promptly made after any payments are made to the Internal Revenue Service or any other taxing authority, refunds received or final determination of the matter in the case of contested proceedings. In such event, any payments between the parties shall bear interest at the then prevailing rate or rates on deficiencies assessed by the Internal Revenue Service or any other relevant taxing authority, during the period from the due date of the Consolidated Return (determined without regard to extensions of time for the filing thereof) for the Consolidated Return Year to which the adjustments were made to the date of payment.

Section 3.3 Other Tax Payments. Payments by a Member with respect to Other Taxes and required estimates thereof for which any other Member has joint and several liability shall be calculated and made by or to such Member in the same manner as that provided in Section 3.2. The principles set forth in Section 3.2 governing the determination and adjustment of payments as well as the method of payment to or from such Member with respect to federal income taxes shall be equally applicable in determining and adjusting the amount of and due date of payments to be made to or from such subsidiary with respect to Other Taxes and estimates thereof. Each Member shall pay, directly to the appropriate taxing authority, all taxes for which such Member is liable and for which no other Member has joint or several liability.

Section 3.4 Payment Mechanics. (a) Any payments to be made by a subsidiary of NiSource pursuant to Section 2.1, 2.2, 3.2 or 3.3 hereof shall be made by such subsidiary to NiSource by either promptly crediting as an offset against amounts owed to such Member by NiSource or to the extent no amounts are owed to such Member by NiSource, by cash payments to NiSource. To the extent any payments are to be made to a subsidiary with respect to the use of such subsidiary's tax attributes by the Consolidated Group pursuant to Section 2.1, 2.2, 3.2 or 3.3 hereof, NiSource shall make such payment to such subsidiary by either promptly crediting as an offset against amounts owned by such Member to

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NiSource, or to the extent no amounts are owed to NiSource by such Member, by cash payments to the Member.

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ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (continued)

EXHIBIT D. TAX ALLOCATION AGREEMENT FOR 2002. (CONTINUED)

(b) Tax payments by NiSource with respect to any Consolidated Tax Liability shall be paid by NiSource and shall be debited to the Member of the Consolidated Group for their respective shares of such Consolidated Tax Liability as determined pursuant to Article II hereof. Tax Refunds received by NiSource with respect to any Consolidated Tax Liability, shall be paid by NiSource to the Member of the Consolidated Group entitled to such Tax Refund, as determined.

(c) NiSource shall be responsible for maintaining the books and records reflecting the intercompany accounts reflecting the amounts owned, collected and paid with respect to Taxes pursuant to this Agreement.

(d) NiSource may delegate to other Members of the Consolidated Group responsibilities for the collection and disbursement of monies as required under this Agreement as well as responsibilities for maintaining books and records as required under this Agreement.

Section 3.5 Administration. The provisions of this Agreement shall be administered by the Designated Official of NiSource. The interpretations of this Agreement by the Designated Official of NiSource shall be conclusive.

ARTICLE IV. MISCELLANEOUS PROVISIONS

Section 4.1 Effect. The provisions hereof shall fix the rights and obligations of the parties as to the matters covered hereby whether or not such are followed for federal income tax or other purposes by the Consolidated Group, including the computation of earnings and profits for federal income tax purposes.

Section 4.2 Effective Date and Termination of Affiliation. This Agreement shall be effective with respect to all taxable years ending on or after January 1, 2001, in which any subsidiary of NiSource is a Member of the Consolidated Group for any portion of the tax year. In the event that a party to this Agreement ceases to be a Member of the Consolidated Group, the rights and obligations of such party and each other party to this Agreement shall survive, but only with respect to taxable years including or ending before the date such party ceases to be a Member of the Consolidated Group.

Section 4.3 Notices. Any and all notices, requests or other communications hereunder shall be given in writing (a) if to NiSource to Attention: Vice President, Tax, Facsimile Number: 219-647-6177 and (b) if to any other person, at such other address as shall be furnished by such person by like notice to the other parties.

Section 4.4 Expenses. Each party hereto shall pay its own expenses incident to this Agreement and the transactions contemplated hereby, including all legal and accounting fees and disbursements.

Section 4.5 Benefit and Burden. This Agreement shall inure

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to the benefit of, and shall be binding upon, the parties hereto and their respective successors.

Section 4.6 Amendments and Waiver. No amendment, modification, change or cancellation of this Agreement shall be valid unless the same is in writing and signed by the parties hereto. No waiver of any provision of this Agreement shall be valid unless in writing and signed by the person against whom that waiver is sought to be enforced. The failure of any party at any time to insist upon strict performance of any condition, promise, agreement or understanding set forth herein shall not be construed as a waiver or relinquishment of the right to insist upon strict performance of the same or any other condition, promise, agreement or understanding at a future time.

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ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (continued)

EXHIBIT D. TAX ALLOCATION AGREEMENT FOR 2002. (CONTINUED)

Section 4.7 Assignments. Neither this Agreement nor any right, interest or obligation hereunder may be assigned by any party hereto and any attempt to do so shall be null and void.

Section 4.8 Severability. The invalidity or unenforceability of any particular provision of this Agreement shall not affect the other provisions hereof, and this Agreement shall be construed in all respects as if such invalid or unenforceable provision were omitted.

Section 4.9 Entire Agreement. THIS AGREEMENT SETS FORTH ALL OF THE PROMISES, AGREEMENTS, CONDITIONS, UNDERSTANDINGS, WARRANTIES AND REPRESENTATIONS AMONG THE PARTIES WITH RESPECT TO THE TRANSACTIONS CONTEMPLATED HEREBY, AND SUPERSEDES ALL PRIOR AGREEMENTS, ARRANGEMENTS AND UNDERSTANDINGS BETWEEN THE PARTIES HERETO, WHETHER WRITTEN, ORAL OR OTHERWISE. THERE ARE NO PROMISES, AGREEMENTS, CONDITIONS, UNDERSTANDINGS, WARRANTIES OR REPRESENTATIONS, ORAL OR WRITTEN, EXPRESS OR IMPLIED, AMONG THE PARTIES EXCEPT AS SET FORTH HEREIN.

Section 4.10 Applicable Law. THIS AGREEMENT SHALL BE GOVERNED BY AND CONSTRUED IN ACCORDANCE WITH THE LAWS OF THE STATE OF INDIANA.

Section 4.11 Counterparts. This Agreement may be executed in one or more counterparts, each of which shall constitute an original and together which shall constitute one instrument. The parties hereto specifically recognize that from time to time other corporations may become Members of the Consolidated Group and hereby agree that such new Members may become Members to this Agreement by executing a copy of this Agreement and it will be effective as if all the Members had re-signed.

Section 4.12 Attorneys' Fees. If any Member or former Member hereto commences an action against another party to enforce any of the terms, covenants, conditions or provisions of this Agreement, or because of a default by a party under this Agreement, the prevailing party in any such action shall be entitled to recover its costs, expenses and losses, including attorneys' fees, incurred in connection with the prosecution or defense of such action from the losing party.

Section 4.13 No Third Party Rights. Nothing in this Agreement shall be deemed to create any right in any creditor or other person or entity not a party hereto and this Agreement shall not be construed in any respect to be a contract in whole or in part for the benefit of any third party.

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Section 4.14 Further Documents. The parties agree to execute any and all documents, and to perform any and all other acts, reasonably necessary to accomplish the purposes of this Agreement.

Section 4.15 Headings and Captions. The headings and captions contained in this Agreement are inserted and included solely for convenience and shall not be considered or given any effect in construing the provisions hereof if any question of intent should arise.

Section 4.16 Departing Members

(a) In the event that any Member of the NiSource Group at any time leaves the NiSource Group and, under any applicable statutory provision or regulation, that Member is assigned and deemed to take with it all or a portion of any of the tax attributes of the NiSource Group (including but not limited to NOL, credit carry forwards, and AMTC carry forwards), then to the extent that the amount of tax attributes so assigned differs from the amount of such attributes previously allocated to such Member under this agreement, the departing Member shall appropriately settle with the NiSource Group. Such settlement shall consist of payment (1) on a dollar for dollar basis for all differences in credits, and, (2) in the case of NOL differences (or other differences related to other deductions), in a dollar amount computed by reference to the amount of NOL multiplied by the applicable tax rate relating to such NOL. The settlement payment

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ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (continued)

EXHIBIT D. TAX ALLOCATION AGREEMENT FOR 2002. (CONTINUED)

shall be paid to NiSource within sixty days after the Member leaves the NiSource Group. The settlement amounts shall be allocated among the remaining Members of the NiSource Group in proportion to the relative level of attributes possessed by each Member and the attributes of each Member shall be adjusted accordingly.

(b) Upon the departure of any Member from the NiSource Group, such Member shall allocate its items of income, deduction, loss and credit between the period that it was a Member of the NiSource Group and the period thereafter based upon a closing of the books methodology allowed under Treasury Regulation Section 1.1502-76(b)(2). The difference between (1) its prior estimated taxes or payments of Tax Benefit and (2) the amount of taxes due or payments of Tax Benefit due to that Member, shall be appropriately settled on the day such Member leaves the NiSource Group or on an alternative date mutually agreeable in writing to the NiSource Group and the departing Member.

EXECUTED as of the date and year first above written.

By: /s/ J. W. Grossman

Printed Name: Jeffrey W. Grossman
Title: Vice President and Controller
NiSource Inc.

By: /s/ J. W. Grossman

Printed Name: Jeffrey W. Grossman
Title: Vice President
[List of companies attached as Exhibit A]

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By: /s/ J. W. Grossman

Printed Name: Jeffrey W. Grossman
Title: President
Columbia Insurance Corporation, Ltd.

By: /s/ H. Phillip Conrad

Printed Name: H. Phillip Conrad
Title: President
Northern Indiana Trading Company, Inc.

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ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (continued)

EXHIBIT D. TAX ALLOCATION AGREEMENT FOR 2002. (CONTINUED)

Exhibit A

Bay State Gas Company
Bay State GPE, Inc.
Northern Utilities, Inc.
Columbia Energy Group
Columbia Atlantic Trading Corporation
Columbia Energy Group Capital Corporation
TriStar Gas Technologies, Inc.
Columbia Energy Resources, Inc.
Alamco-Delaware, Inc.
Columbia Natural Resources, Inc.
Columbia Natural Resources Canada, Ltd.
Hawg Hauling and Disposal, Inc.
Columbia Energy Services Corporation
Columbia Energy Marketing Corporation
Columbia Energy Power Marketing Corporation
Columbia Energy Retail Corporation
Columbia Accounts Receivable Corporation
Columbia Gas of Kentucky, Inc.
Columbia Gas of Maryland, Inc.
Columbia Gas of Ohio, Inc.
Columbia Gas of Pennsylvania, Inc.
Columbia Gas of Virginia, Inc.
Columbia Gas Transmission Corporation
Columbia Gulf Transmission Company
Columbia Network Services Corporation
CNS Microwave, Inc.
Columbia Petroleum Corporation
Columbia Pipeline Corporation
Columbia Deep Water Services Company
Columbia Remainder Corporation
Columbia Electric Binghamton General Corporation
Columbia Electric Binghamton Limited Corporation
Columbia Electric Haverstraw Corporation
Columbia Service Partners, Inc.
Columbia Assurance Agency, Inc.
Columbia Service Partners of Virginia, Inc.
Columbia Transmission Communications Corporation
EnergyUSA, Inc. (IN)
EnergyUSA, Inc. (MA)

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EnergySPE, Inc.

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ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (continued)

EXHIBIT D. TAX ALLOCATION AGREEMENT FOR 2002. (CONTINUED)

EnergyUSA (Connecticut), Inc.
EnergyUSA Engineering, Inc.
EnergyUSA Mechanical, Inc.
EnergyUSA Commercial Energy Services, Inc.
EnergyUSA Retail, Inc.
EnergyUSA-TPC Corp.
EnergyUSA-Appalachian Corp.
NI Energy Services Transportation, Inc.
NI Fuel Company, Inc.
NI-TEX, Inc.
NI-TEX Gas Services, Inc.
IWC Resources Corporation
Harbour Water Corporation
Indianapolis Water Company
Irishman's Run Acquisition Corporation
IWC Morgan Water Corporation
Lawrence Water Company, Inc.
Liberty Water Corporation
The Darlington Water Works Company
Kokomo Gas and Fuel Company
NI Energy Services, Inc.
Crossroads Pipeline Company
NESI Power Marketing, Inc.
NiSource Capital Markets, Inc.
NiSource Corporate Services Company (DE)
NiSource Development Company, Inc.
Cardinal Property Management, Inc.
JOF Transportation Company
Lake Erie Land Company
SCC Services, Inc.
NDC Douglas Properties, Inc.
South Works Power Company
NiSource Energy Technologies, Inc.
NiSource Finance Corp.
NiSource Pipeline Group, Inc.
Granite State Gas Transmission, Inc.
Bay State Energy Enterprises, Inc.
Northern Indiana Fuel and Light Company, Inc.
Northern Indiana Public Service Company
Primary Energy, Inc.
Cokenergy, Inc.
Harbor Coal Company
Lakeside Energy Corporation

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ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (continued)

EXHIBIT D. TAX ALLOCATION AGREEMENT FOR 2002. (CONTINUED)

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North Lake Energy Corporation
Portside Energy Corporation
Whiting Clean Energy, Inc.

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ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (continued)

EXHIBIT E. OTHER DOCUMENTS PRESCRIBED BY RULE OR ORDER.

None.

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ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (continued)

EXHIBIT F. REPORT OF INDEPENDENT PUBLIC ACCOUNTANTS.

NiSource Inc.:

INDEPENDENT AUDITORS' REPORT

TO THE BOARD OF DIRECTORS OF NISOURCE INC.:

We have audited the accompanying consolidated balance sheets and statements of consolidated capitalization and long-term debt of NiSource Inc. and subsidiaries as of December 31, 2002 and 2001, and the related statements of consolidated income, common stockholders' equity and cash flows for each of the three years in the period ended December 31, 2002. Our audits also included the financial statement schedules listed in the index at Item 8. These financial statements and financial statement schedules are the responsibility of NiSource's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. 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 audits provide a reasonable basis for our opinion.

In our opinion, such consolidated financial statements referred to above present fairly, in all material respects, the financial position of NiSource Inc. and subsidiaries as of December 31, 2002 and 2001, and the results of their operations and their cash flows for each of the three years in the period ended December 31, 2002, in conformity with accounting principles generally accepted in the United States of America. Also, in our opinion, such financial statement schedules, when considered in relation to the basic consolidated financial statements taken as a whole, present fairly in all material respects the information set forth therein.

As explained in Note 2Q to the financial statements, effective January 1, 2001, NiSource Inc. adopted Statement of Financial Accounting Standards No. 133, "Accounting for Derivatives Instruments and Hedging Activities," as amended. As explained in Note 2I to the financial statements, effective January 1, 2002,

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NiSource adopted SFAS 142, "Goodwill and Other Intangible Assets."

Deloitte & Touche LLP
Chicago, Illinois
February 13, 2003

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ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (continued)

EXHIBIT F. REPORT OF INDEPENDENT PUBLIC ACCOUNTANTS. (CONTINUED)

Columbia Energy Group:

INDEPENDENT AUDITORS' REPORT

TO THE SHAREHOLDER OF COLUMBIA ENERGY GROUP:

We have audited the accompanying consolidated balance sheets of Columbia Energy Group (a Delaware corporation, the "Corporation" and a wholly owned subsidiary of NiSource Inc.) and subsidiaries as of December 31, 2002 and 2001, and the related statements of consolidated income, cash flows and common stock equity for each of the three years in the period ended December 31, 2002. Our audits also included the financial statement schedules listed in the index at Item 8. These financial statements and financial statement schedules are the responsibility of the Corporation's management. Our responsibility is to express an opinion on the financial statements and financial statement schedules based on our audits.

We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. 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 audits provide a reasonable basis for our opinion.

In our opinion, such financial statements present fairly, in all material respects, the financial position of the Corporation and subsidiaries as of December 31, 2002, and 2001, and the results of their operations and their cash flows for each of the three years in the period ended December 31, 2002 in conformity with accounting principles generally accepted in the United States of America. Also, in our opinion, such financial statement schedules, when considered in relation to the basic consolidated financial statements taken as a whole, present fairly in all material respects the information set forth therein.

As explained in Note 1L to the financial statements, effective January 1, 2001, the Corporation adopted Statement of Financial Accounting Standards No. 133, "Accounting for Derivatives Instruments and Hedging Activities," as amended.

Deloitte & Touche LLP
Columbus, Ohio
February 13, 2003

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ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (continued)

EXHIBIT G. SYSTEM ORGANIZATION CHART.

ORGANIZATION CHART - BAY STATE GPE, INC.

NiSource Inc.
100% Owned
Bay State Gas Company
100% Owned
Bay State GPE, Inc.

ORGANIZATION CHART - WHITING CLEAN ENERGY, INC.

NiSource Inc.
100% Owned
Primary Energy, Inc.
100% Owned
Whiting Clean Energy, Inc.

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ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (continued)

EXHIBIT H. FINANCIAL STATEMENTS OF EWG OR FOREIGN UTILITY COMPANY.

Confidential treatment requested.

EXHIBIT L. DEBT ACQUISITION SCHEDULE.

Confidential treatment requested.

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NISOURCE INC.
FORM U5S ANNUAL REPORT
FOR THE FISCAL YEAR ENDED DECEMBER 31, 2002

EXHIBITS

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Exhibit

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Number -----	Description -----
Exhibit A-1	Acquisition Gas Company, Inc. Articles of Organization dated November 10, 1999.
Exhibit A-2	Acquisition Gas Company, Inc. Articles of Merger of Acquisition Gas Company and State Gas Company dated February 11, 1999.
Exhibit A-3	Haverstraw Bay, LLC Certificate of Formation of Limited Liability Company dated September 14, 1999.
Exhibit A-4	Columbia Insurance Corporation, Ltd. Certificate of Incorporation On Change of Name dated October 21, 2002.
Exhibit A-5	EnergyUSA - Appalachian Corp. Certificate of Incorporation dated February 12, 1999. Articles of Incorporation of EnergyUSA - Appalachian Corp. dated February 12, 1999.
Exhibit A-6	Triumph Natural Gas, Inc. Certificate of Incorporation dated March 13, 1989.
Exhibit A-7	Triumph Natural Gas, Inc. Restated Certificate of Incorporation of Triumph Natural Gas, Inc. dated March 30, 1989.
Exhibit A-8	Triumph Natural Gas, Inc. Restated Certificate of Incorporation of Triumph Natural Gas, Inc. dated November 17, 1998.
Exhibit A-9	Irishman's Run Acquisition Corp. Certificate of Incorporation dated November 18, 1999. Articles of Incorporation dated November 18, 1999.
Exhibit A-10	IWC Morgan Water Corporation Certificate of Incorporation dated February 12, 1999. Articles of Incorporation dated February 12, 1999.
Exhibit A-11	Lawrence Water Company, Inc. Certificate of Incorporation dated December 8, 1999. Articles of Incorporation of Lawrence Water Company, Inc. dated December 8, 1999.
Exhibit A-12	The Darlington Water Works Company Articles of Association dated September 15, 1976.
Exhibit A-13	The Darlington Water Works Company Certificate of Amendment of The Darlington Water Works Company dated December 22, 1976 and Articles of Amendment of the Articles of Incorporation of The Darlington Water Works Company dated December 20, 1976.
Exhibit B-1	Bay State Gas Company Resolution amending By-Laws dated May 22, 2002.
Exhibit B-2	Columbia Service Partners, Inc. Resolutions Amending By-Laws dated April 1, 2002.

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EXHIBITS (continued)

Exhibit Number -----	Description -----
Exhibit B-3	KGF Trading Company Resolutions Amending By-Laws dated March 13, 2002.

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Exhibit B-4 Northern Indiana Fuel and Light Company, Inc. Resolutions Amending By-Laws
2002.

Exhibit B-5 Northern Indiana Trading Company, Inc. Resolutions Amending By-Laws dated M

Exhibit B-6 Northern Indiana Public Service Company Resolutions Amending By-Laws dated