

NISOURCE INC/DE
Form 11-K
June 26, 2013
UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 11-K
p ANNUAL REPORT PURSUANT TO SECTION 15(d)
OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended December 31, 2012

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

For the transition period from to
Commission file number 001-16189

NISOURCE INC.
RETIREMENT SAVINGS PLAN
(Full title of plan)

NISOURCE INC.
(Issuer of the Securities)

801 East 86th Avenue, Merrillville, Indiana 46410
(Address of Principal Executive Office)

NiSource Inc.
Retirement Savings Plan
Employer ID No: 35-2108964
Plan Number: 005

Financial Statements as of December 31, 2012 and 2011 and for the Year Ended December 31, 2012,
Supplemental Schedule as of December 31, 2012, and Report of Independent Registered Public Accounting Firm

NISOURCE INC.
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NOTE: Schedules not filed herewith are omitted because of the absence of the conditions under which they are required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974

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REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Participants and Benefits Committee of the NiSource Inc. Retirement Savings Plan
Merrillville, Indiana

We have audited the accompanying statements of net assets available for benefits of the NiSource Inc. Retirement Savings Plan (the "Plan") as of December 31, 2012 and 2011, and the related statement of changes in net assets available for benefits for the year ended December 31, 2012. These financial statements are the responsibility of the Plan's management. Our responsibility is to express an opinion on these financial statements based on our audits. We conducted our audits in accordance with standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. The Plan is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. Our audits included consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Plan's internal control over financial reporting. Accordingly, we express no such opinion. An audit also includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, such financial statements present fairly, in all material respects, the net assets available for benefits of the Plan as of December 31, 2012 and 2011, and the changes in net assets available for benefits for the year ended December 31, 2012 in conformity with accounting principles generally accepted in the United States of America. Our audits were conducted for the purpose of forming an opinion on the basic financial statements taken as a whole. The supplemental schedule of assets (held at end of year) as of December 31, 2012, is presented for the purpose of additional analysis and is not a required part of the basic financial statements, but is supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. This schedule is the responsibility of the Plan's management. Such schedule has been subjected to the auditing procedures applied in our audit of the basic 2012 financial statements and, in our opinion, is fairly stated in all material respects when considered in relation to the basic financial statements taken as a whole.

/s/ DELOITTE & TOUCHE LLP
Chicago, Illinois
June 26, 2013

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Statements of Net Assets Available for Benefits

As of December 31,	2012	2011
Assets		
Investments - at fair value:		
Mutual funds	\$696,017,054	\$606,930,725
Money market fund	119,248,262	124,164,245
NiSource Inc. Common Stock Fund	264,874,301	242,905,900
Common collective trust	21,207,717	20,549,783
Total investments	1,101,347,334	994,550,653
Notes receivable from participants	24,180,176	22,175,668
Net Assets Available for Benefits	\$1,125,527,510	\$1,016,726,321

See accompanying notes to financial statements.

Statement of Changes in Net Assets Available for Benefits

Year Ended December 31,	2012
Additions	
Contributions:	
Participant	\$50,273,366
Employer	30,425,211
Total contributions	80,698,577
Investment Income:	
Net appreciation in fair value of investments	74,790,844
Dividends and interest	34,857,318
Net investment income	109,648,162
Interest on notes receivable from participants	802,401
Total additions	191,149,140
Deductions	
Benefits paid to participants	82,146,202
Administrative expenses	123,808
Other	77,941
Total deductions	82,347,951
Increase in Net Assets	108,801,189
Net Assets Available for Benefits - Beginning of year	1,016,726,321
Net Assets Available for Benefits - End of year	\$1,125,527,510

See accompanying notes to financial statements.

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Notes to Financial Statements

1. Description of the Plan

NiSource Inc. (the "Company" or "NiSource") is a holding company whose major subsidiary companies are Northern Indiana Public Service Company ("NIPSCO"), Columbia Energy Group, and Bay State Gas Company. On July 1, 2011, subsidiaries Northern Indiana Fuel and Light ("NIFL") and Kokomo Gas and Fuel ("Kokomo") were merged into NIPSCO. The following description of the NiSource Inc. Retirement Savings Plan (the "Plan") provides general information regarding the Plan. Participants should refer to the Plan document for a more complete description of the Plan's provisions.

General - The Plan is a defined contribution plan available to each eligible employee who works for the Company or one of its subsidiary companies as defined above. It is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA"), as amended.

Plan Administration - The Company serves as sponsor of the Plan. The Company maintains the NiSource Benefits Committee (the "Committee"), an administrative committee appointed by the Chief Executive Officer of the Company, which has the responsibility to assist the Company in administering the Plan. Fidelity Management Trust Company (the "Trustee") holds all of the Plan's assets and executes all investment transactions. The Plan investments include twenty-five mutual funds, one money market fund, one collective trust and one common stock fund as investment options for participants.

Contributions - Each year, participants may contribute up to 50% of compensation (as defined in the Plan) on a combined pre-tax and Roth basis, and up to 25% on an after-tax basis, up to 75% in total (including catch-up contributions), subject to Internal Revenue Code limitations. Participants who are at least 50 years old or will be 50 years old in the Plan year can make catch-up contributions to the Plan. Participants can direct the investment of their contributions into the various investment options offered by the Plan. NiSource does not match on pre-tax catch up or Roth after-tax catch up contributions. Some groups are not matched on after-tax contributions, as noted below. The Company contribution (match) formulas are as follows:

For the accounts of all participants who participate in the Final Pay Option of the Columbia Energy Group Pension Plan, or any successor plan (as defined therein):

during the first 120 months of participation, the match is equal to 50% for each \$1 contributed as an elective (1) deferral contribution (pre-tax or Roth) and/or after-tax contribution (a combined total) up to the first 6% of the participant's contribution;

from the 121st through the 240th month of participation, the match is equal to 75% for each \$1 contributed as an (2) elective deferral contribution (pre-tax or Roth) and/or after-tax contribution (a combined total) up to the first 6% of the participant's contribution;

from the 241st month onward of participation, the match is equal to \$1 for each \$1 contributed as an elective (3) deferral contribution (pre-tax or Roth) and/or after-tax contribution (a combined total) up to the first 6% of the participant's contribution.

For the accounts of all participants who participate in the Final Pay Option of the NiSource Salaried Pension Plan and NIPSCO (formerly Kokomo) nonunion employees who participate in the Final Pay Option of the NiSource b. Subsidiary Pension Plan and NIPSCO (formerly Kokomo) union employees who participate in the Final Pay Option of the Kokomo Union Pension Plan, or any successor plans (as defined therein), the match is equal to 11.1% of a combined total of pre-tax and Roth after-tax contributions made by the participant to the Plan.

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For the accounts of all nonunion participants who participate in the Final Pay Option of the Bay State Gas Company Pension Plan, or any successor plan (as defined therein), the match is 50 cents for each \$1 contributed on the first 5% of compensation.

For accounts of all employees of NIPSCO (formerly NIFL) who participate in the Final Pay Option of the NiSource d. Subsidiary Pension Plan or any successor plan (as defined therein), the match is equal to 50 cents for each \$1 contributed as an elective deferral contribution (pre-tax or Roth) up to the first 6% of compensation.

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For the accounts of all participants who participate in the Account Balance I (AB I) option of the Columbia Energy Group Pension Plan, the NiSource Salaried Pension Plan, the NiSource Subsidiary Pension Plan, or the Bay State e. Gas Company Pension Plan, or any successor plans (as defined therein), the Company match is 75 cents for each \$1 contributed as an elective deferral contribution (pre-tax or Roth) and/or after-tax contribution (a combined total) up to the first 6% of compensation.

On January 1, 2006, a new Account Balance option was created (AB II). Exempt employees were given the opportunity to elect this new account balance pension design or stay in the old Account Balance option (AB I). Under the new retirement income program, exempt new hires since January 1, 2006 are automatically placed into the new retirement income program plan design (AB II), as are all nonunion nonexempt hires since January 1, 2008. Effective January 1, 2008 new hires into the NIPSCO (formerly NIFL) Union within the NiSource Subsidiary Pension Plan and new hires in certain union groups within The Bay State Union Pension Plan are automatically placed into the new retirement income program plan design (AB II). Effective March 1, 2009, new hires in the Kokomo Union Pension Plan are automatically placed into the new retirement income program plan design (AB II). As of January 1, 2011 all current exempt employees who had not already elected the new account balance design were automatically converted. The Company match for the 401(k) under this new pension design (AB II) is equal to \$1 for each \$1 contributed as an elective deferral contribution (pre-tax or Roth) and/or after-tax contribution (a combined total) up to the first 6% of compensation.

Effective January 1, 2005, all NIPSCO active union employees were given a choice between Account Balance (AB I) and Final Average Pay defined benefit plan. For employees who choose the Account Balance (AB I) pension plan, the Company match is 75 cents for each \$1 contributed as an elective deferral contribution (pre-tax or Roth) and/or f. after-tax contribution (a combined total) up to the first 6% of compensation. For employees who choose the Final Average Pay defined benefit plan, the Company match is equal to 11.1% of a combined total of pre-tax and Roth after-tax contributions made by the participant to the Plan.

For certain union employees in The Bay State Union Pension Plan, Bay State Gas Company makes contributions g. from 2.5% to 6% of eligible compensation. Such contributions are allocated according to the participant's direct accounts.

Effective January 1, 2010, in lieu of a pension plan, employees who are hired or rehired on or after January 1, 2010 and classified by the Company as an "exempt employee," are eligible for the Exempt Employee Employer Contribution. Each pay period, the Company makes an Exempt Employee Employer Contribution in the amount of h. 3% of compensation to the account of each exempt employee eligible for this contribution. Employees will receive this contribution each pay period whether or not they make contributions to the Plan. If an employee wishes to participate in the 401(k) plan, the Company match is 50 cents for each \$1 contributed as an elective deferral contribution (pre-tax or Roth) and/or after-tax contribution (a combined total) up to the first 6% of compensation.

For all employees other than those referenced in item 1(g) above, the matching contribution is invested directly into the NiSource Inc. Common Stock Fund. Employees may subsequently redirect matching contributions among any of the remaining funds available in the Plan.

The Plan allows the Company to make additional discretionary profit sharing contributions to the Plan. These contributions may be up to 1.5% of each participant's compensation. Such discretionary contributions are determined and credited in the year following the Plan year. Discretionary contributions of \$4,399,264 were authorized on February 28, 2013. Such amounts will be reported as contributions to the Plan in the year authorized and funded. Discretionary contributions of \$6,100,919 were authorized in 2012 and reported as contributions in the statement of

changes in net assets for the year ended December 31, 2012.

Automatic Enrollment - Certain new hires are automatically enrolled into the Plan at a 3% contribution level after 30 days of hire. The new hire has the option to stop or change the contribution percentage at any time.

Rollovers from Other Qualified Employer Plans - The Plan allows for employees to transfer certain of their other qualified employer retirement plan assets to the Plan. These amounts are reflected in participant contributions in the accompanying statement of changes in net assets available for benefits.

Participant Accounts - Individual accounts are maintained for each participant of the Plan. Each participant's account is credited with the participant's contribution and allocations of the Company's contribution and Plan earnings and charged with withdrawals

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Notes to Financial Statements

and an allocation of Plan losses and certain administrative expenses. Allocations are based on participant account balances. The benefit to which a participant is entitled is the benefit that can be provided from the participant's account.

Vesting - Participants are fully vested in their accounts at all times.

Notes Receivable from Participants - Participants may borrow from their accounts a minimum of \$1,000 up to a maximum of \$50,000 or 50% of their account balance, whichever is less. The loans are secured by the balance in the participant's account and bear interest at prime rate on the last day of the month prior to loan initiation. Interest rates on outstanding loans range from 3.25% to 9.50% at December 31, 2012 and 3.25% to 11% at December 31, 2011.

Participants may have a maximum of two loans outstanding at any given time. Principal and interest are paid ratably through payroll deductions over a period not to exceed five years, unless the loan is to purchase the participant's primary residence which allows repayment up to 15 years (30 years prior to January 1, 2002). Participants who terminate employment on or after July 1, 2005 with an outstanding Plan loan may make loan repayments through direct payments from their bank accounts. If no arrangements are made with Fidelity after termination/retirement, the participant is subject to having their loan defaulted and could face tax consequences.

Participant Withdrawals - Withdrawals from the Plan are generally permitted when the participant terminates employment, retires, or becomes permanently disabled. The Plan offers the following options for withdrawals while still employed:

- Age 59½ withdrawals;
- Voluntary withdrawals from after-tax, rollover and matching contributions; and
- Hardship withdrawals, subject to the Plan rules.

A hardship withdrawal may result in the suspension of the participant's deferral and Company matching contributions for six months.

Payment of Benefits - If the amount payable under the Plan to any participant or beneficiary is \$1,000 or less, the Plan administrator will direct that such amount be paid in a lump sum. If the participant's balance exceeds \$1,000, but does not exceed \$5,000 and the participant does not elect to have such distribution paid to another qualified plan or does not elect to receive a distribution directly, then the Plan administrator will pay the distribution as a direct rollover to an individual retirement plan designated by the Plan administrator.

2. Summary of Significant Accounting Policies

Basis of Accounting - The financial statements of the Plan were prepared in accordance with accounting principles generally accepted in the United States of America ("GAAP") using the accrual basis of accounting.

Use of Estimates - The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, and changes therein, and disclosure of contingent assets and liabilities. Actual results could differ from those estimates.

Payment of Benefits - Benefits are recorded when paid. There were no participants who have elected to withdraw from the Plan, but have not yet been paid, at December 31, 2012 and 2011.

Investments - The investments of the Plan are reported at fair value. The fair value of a financial instrument is the amount that would be received to sell that asset (or paid to transfer a liability) in an orderly transaction between market participants at the measurement date (the exit price). See Note 4 for discussion of fair value measurements.

Purchases and sales of the investments are reflected on a trade-date basis.

Dividend income is recorded on the ex-dividend date. Interest income is recorded on the accrual basis.

Management fees and other operating expenses charged to the Plan for investments in the mutual funds are deducted from income earned on a daily basis and are not separately reflected. Consequently, management fees and operating expenses are reflected as a reduction of investment return for such investments.

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Risks and Uncertainties - The Plan provides various investment options to its participants. Investment securities, in general, are exposed to various risks, such as interest rate risk, credit risk, and overall market volatility. Due to the level of risk associated with certain investment securities, it is reasonably possible that changes in the values of investment securities will occur in the near term and that such change could materially affect the value of the participants' account balances and the amounts reported in the financial statements.

Notes Receivable from Participants - Loans to participants are recorded at the unpaid principal balance plus any accrued but unpaid interest. Delinquent participant loans are recorded as distributions based on the terms of the Plan document.

NiSource Inc. Common Stock Fund

Employee Stock Ownership Plan - The NiSource Inc. Common Stock Fund operates as an Employee Stock Ownership Plan ("ESOP"). As an ESOP, under the terms of this Plan, participants may diversify their investment attributable to employer match at any time. Participants may also elect to have dividends paid to them in cash or reinvested in the fund.

Voting and Tending Rights of NiSource Inc. Common Stock Fund Participants - Each participant in the NiSource Inc. Common Stock Fund is entitled to direct the Trustee as to the manner of voting at each meeting of shareholders. A participant's interest is represented by the value of the participant's interest in the NiSource Inc. Common Stock Fund.

Payment of Benefits - Any distribution consisting of units in the NiSource Inc. Common Stock Fund may be paid in cash or in whole shares of common stock represented by such units plus a cash amount equal to the fair market value of any fraction of a share of the NiSource Inc. Common Stock Fund.

Administrative Expenses - Most administrative expenses of the Plan are paid by the Company. Certain other expenses of the Plan such as investment manager and broker fees are paid by the Plan. Certain loan administration fees are paid from the individual participant accounts.

Subsequent Events - Subsequent events have been evaluated through June 26, 2013 which is the date the financial statements were available to be issued. As of January 1, 2013, the following employees, not already participating in the new retirement income program plan design (AB II), were automatically converted: union and non-exempt non-union employees in the Columbia Energy Group Pension Plan, non-exempt non-union and Brockton Clerical Technical Union employees in the Bay State Gas Company Pension Plan, non-exempt non-union employees in the NiSource Salaried Pension Plan, and certain union employees in The Bay State Union Pension Plan.

New Accounting Pronouncement- In May 2011, the Financial Accounting Standards Board (FASB) issued Accounting Standards Update (ASU) No. 2011-04, Amendments to Achieve Common Fair Value Measurement and Disclosure Requirements in U.S. GAAP and IFRS, which amends ASC 820. ASU 2011-04 also requires the categorization by level for items that are only required to be disclosed at fair value and information about transfers between Level 1 and Level 2. In addition, the ASU provides guidance on measuring the fair value of financial instruments managed within a portfolio and the application of premiums and discounts on fair value measurements. The ASU requires additional disclosure for Level 3 measurements regarding the sensitivity of fair value to changes in unobservable inputs and any interrelationships between those inputs. The new guidance is effective for reporting periods beginning after December 15, 2011. Adoption of this guidance did not have an impact on the Plan's financial statements.

3. Investments

The following identifies investments that represent 5% or more of the Plan's net assets.

As of December 31,	2012	2011
NiSource Inc. Common Stock Fund ²	\$264,874,301	\$242,905,900

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Fidelity Institutional Money Market Fund ¹	119,248,262	124,164,245
Fidelity Contrafund Class K ¹	67,609,355	63,392,994
Spartan 500 Index - Institutional	74,514,690	65,660,157
Fidelity Growth Company Fund Class K ¹	103,005,011	93,140,663

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¹Includes parties-in-interest to the Plan.

²Includes nonparticipant-directed investments and represents a party-in-interest to the Plan.

The Plan provides for investments that, in general, are exposed to various risks, such as interest rate, credit and overall market volatility risks. Due to the level of risk associated with certain investment securities, it is reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect the amounts reported in the accompanying statements of net assets available for benefits.

During the year ended December 31, 2012, the Plan's investments (including gains and losses on investments bought and sold, as well as held during the year) appreciated in value as follows:

	Appreciation
Mutual Funds ¹	
U.S. equities	\$41,788,488
International equities	8,805,824
Balanced fund	4,354,102
Target date funds	7,514,960
Fixed income	682,091
Common collective trust	100,071
NiSource Inc. Common Stock Fund ²	11,545,308
Net appreciation in fair value of investments	\$74,790,844

¹Includes parties-in-interest to the Plan.

²Includes nonparticipant-directed investments and represents a party-in-interest to the Plan.

4. Fair Value Measurements

The Fair Value Measurements and Disclosures Topic of the FASB ASC established a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). The three levels of the fair value hierarchy are described below. As required, assets and liabilities are classified in their entirety based on the lowest level of input that is significant to the fair value measurement.

Basis of Fair Value Measurement

Level 1 - Unadjusted quoted prices in active markets that are accessible at the measurement date for identical, unrestricted assets or liabilities.

Level 2 - Quoted prices in markets that are not considered to be active or financial instruments for which all significant inputs are observable, either directly or indirectly.

Level 3 - Prices or valuations that require inputs that are both significant to the fair value measurement and unobservable.

The methods used to measure fair value may produce an amount that may not be indicative of net realizable value or reflective of future fair values. Furthermore, although the Plan believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

The Plan's policy is to recognize significant transfers at the actual date of the event. During the year ended December 31, 2012 the Plan had no transfers in or out of Levels 1, 2, or 3.

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Notes to Financial Statements

Asset Valuation Techniques

Level 1 Measurements - The investments in mutual funds are valued at quoted market prices that represent the net asset value of shares held by the Plan at year-end. The shares held in mutual funds are traded on national securities exchanges.

The money market fund is stated at amortized cost, which approximates fair value.

Level 2 Measurements - The investment in the common collective trust ("CCT") is valued at the unit value as reported by the investment manager as of December 31, 2012 and 2011. Unit values are determined by the financial institution sponsoring such CCT, by dividing the trust's net assets (which are primarily short-term investments and guaranteed investment contracts) at fair value (calculated by the fair value of the underlying investments held by the trust) by its units outstanding at the valuation dates. Redemptions are normally available on a daily basis without notice, but may be temporarily suspended due to liquidity concerns.

The investment in the NiSource Inc. Common Stock Fund is reported at net asset value and includes money market funds which are valued at cost (which approximates fair value) and NiSource Inc. Common Stock which is stated at fair value measured by quoted market prices in an active market. Redemptions are available on a daily basis without notice.

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Notes to Financial Statements

The following tables set forth, by level within the fair value hierarchy, the Plan's investment assets at fair value as of December 31, 2012 and 2011.

	Total	Fair Value Measurements at December 31, 2012		
		Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Mutual funds				
U.S. equities	\$348,240,341	\$348,240,341	\$—	