

NISOURCE INC/DE  
Form U5S/A  
May 31, 2002

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CONFIDENTIAL  
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MEMBER OF NISOURCE'S SENIOR MANAGEMENT.

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SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C.

FORM U5S/A

ANNUAL REPORT

For the Year Ended December 31, 2001

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, 2001

Item 1. is hereby amended and restated in its entirety:

TIER	NAME OF COMPANY (COMPANY ABBREVIATION)	NUMBER OF COMMON SHARES HELD	% OF VOTING POWER OR INTEREST HELD
	NiSource Inc. (NI)		
1	Bay State Gas Company (BSG)	100	100.0
	Unsecured Debt	--	--
	Subsidiaries:		
2	Bay State GPE, Inc. (BSGPE)	1,000	100.0
2	Northern Utilities, Inc. (NU)	100	100.0
	Unsecured Debt	--	--
1	Columbia Energy Group (CG)	3,000	100.0

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	Unsecured Debt	--	--
	Subsidiaries:		
2	Columbia Atlantic Trading Corporation (CAT)	308	100.0
2	Columbia Energy Group Capital Corporation (CCC)	1	100.0
	Subsidiary:		
3	TriStar Gas Technologies, Inc. (TGT)*	20,000	100.0
2	Columbia Energy Resources, Inc. (CER)	1	100.0
	Subsidiaries:		
3	Alamco-Delaware, Inc. (AD)	100	100.0
3	Columbia Natural Resources, Inc. (CNR)	2	100.0
3	Columbia Natural Resources Canada, Ltd. (CNRCL)	1	100.0
3	Hawg Hauling & Disposal, Inc. (HH)	900	100.0
2	Columbia Energy Services Corporation (CES)	2,500	100.0
	Subsidiaries:		
3	Columbia Energy Marketing Corporation (CEM)*	101	100.0
3	Columbia Energy Power Marketing Corporation (CPM)*	1	100.0
3	Columbia Energy Retail Corporation (CERC)*	2,000	100.0
2	Columbia Finance Corporation (CFC)	10	100.0
	Subsidiary:		
3	Columbia Accounts Receivable Corporation (CAR)	10	100.0

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ITEM 1. SYSTEM COMPANIES AND INVESTMENT THEREIN AS OF DECEMBER 31, 2001  
(continued)

TIER	NAME OF COMPANY (COMPANY ABBREVIATION)	NUMBER OF COMMON SHARES HELD	% OF VOTING POWER INTEREST HELD
2	Columbia Gas of Kentucky, Inc. (CKY)	952,248	100.0
	Unsecured Debt	--	--
2	Columbia Gas of Maryland, Inc. (CMD)	2,883	100.0
	Unsecured Debt	--	--
2	Columbia Gas of Ohio, Inc. (COH)	4,769,585	100.0
	Unsecured Debt	--	--
2	Columbia Gas of Pennsylvania, Inc. (CPA)	1,805,112	100.0
	Unsecured Debt	--	--
2	Columbia Gas of Virginia, Inc. (CGV)	1,306,106	100.0
	Unsecured Debt	--	--
2	Columbia Gas Transmission Corporation (TCO)	1,934	100.0
	Secured Debt	--	--
2	Columbia Gulf Transmission Company (CGT)	1,933	100.0
	Unsecured Debt	--	--
2	Columbia Insurance Corporation, Ltd. (CICL)	14,800	100.0
2	Columbia LNG Corporation (CLNG)	3,519	92.1
	Subsidiary:		
3	CLNG Corporation (CLNGCO)*	155	100.0
2	Columbia Network Services Corporation (CNS)	900	100.0
	Subsidiary:		
3	CNS Microwave, Inc. (CMC)	110	100.0
2	Columbia Petroleum Corporation (PET)*	1,001	100.0
2	Columbia Pipeline Corporation (CPL)	1	100.0

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	Subsidiary:		
3	Columbia Deep Water Services Company (CDW)	1	100.0
2	Columbia Remainder Corporation (CRC)	100	100.0
	Subsidiaries:		
3	Columbia Electric Binghamton General Corporation (CEB)*	118	100.0

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ITEM 1. SYSTEM COMPANIES AND INVESTMENT THEREIN AS OF DECEMBER 31, 2001  
(continued)

TIER	NAME OF COMPANY (COMPANY ABBREVIATION)	NUMBER OF COMMON SHARES HELD	% O INTER
3	Columbia Electric Binghamton Limited Corporation (CEBL)*	142	
3	Columbia Electric Haverstraw Corporation (CHC)*	1	
3	Haverstraw Bay, LLC (HBL)* (a)	--	
2	Columbia Service Partners, Inc. (CSP)	2,940	
	Subsidiaries:		
3	Columbia Assurance Agency, Inc. (CAA)	850	
3	Columbia Service Partners of Virginia, Inc.	100	
2	Columbia Transmission Communications Corporation (CTC)	1	
1	EnergyUSA, Inc. (IN) (EUII)	1,000	
	Unsecured Debt	--	
	Subsidiaries:		
2	EnergyUSA, Inc. (MA) (EUM)	10,000	
	Unsecured Debt	--	
	Subsidiaries:		
3	EnergySPE, Inc. (ESPE)	10,000	
3	EnergyUSA (Connecticut), Inc. (EUIC)	6,955	
	Unsecured Debt	--	
	Subsidiaries:		
4	Brayer Energy Solutions, Inc. (BES)*	100	
4	EnergyUSA Engineering, Inc. (EUE)	919	
4	EnergyUSA Mechanical, Inc. (EUM)	400	
2	EnergyUSA-TPC Corp. (TPC)	100	
	Unsecured Debt	--	
	Subsidiary:		
3	EnergyUSA Appalachian Corp. (EUA)	100	
2	NESI Energy Marketing L.L.C. (NEML) (b)	--	
2	NI Energy Services Transportation, Inc. (NEST)	1,000	
2	MS-1 Distribution & Storage Corporation (MS1)*	250	
2	NI Fuel Company, Inc. (NIFC)	1,000	

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ITEM 1. SYSTEM COMPANIES AND INVESTMENT THEREIN AS OF DECEMBER 31, 2001  
(continued)

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TIER	NAME OF COMPANY (COMPANY ABBREVIATION)	NUMBER OF COMMON SHARES HELD	% OF VOTING POWER INTEREST HELD
2	NI-TEX, Inc. (NITEX)	1,000	100.
	Unsecured Debt	--	--
2	NI-TEX Gas Services Inc. (NGS)	920	100.
2	EnergyUSA Commercial Energy Services Inc. (EUC)	1,000	100.
2	EnergyUSA Retail, Inc. (EUR)	1,000	100.
	Unsecured Debt	--	--
	Subsidiary:		
3	EnergyUSA Consumer Products Group, Inc. (EUP)*	10,000	100.
1	Kokomo Gas and Fuel Company (KOKO)	478,248	100.
	Unsecured Debt	--	--
	Subsidiary:		
2	KGF Trading Company (KGF)*	100	100.
1	NI Energy Services, Inc. (NESI)	1,000	100.
	Unsecured Debt	--	--
	Subsidiaries:		
2	Crossroads Pipeline Company (CROSS)	1,000	100.
	Unsecured Debt	--	--
2	Green Fuels, Inc. (GREEN)*	1,000	100.
	Unsecured Debt	--	--
1	NESI Power Marketing, Inc. (NPM)	1,000	100.
	Unsecured Debt	--	--
2	NiSource Energy Services Canada, Ltd. (NESCL)*	--	100.
	Subsidiary:		
3	NESI Energy Marketing Canada Ltd. (NEMCL)*	--	70.
1	NiSource Capital Markets, Inc. (NCM)	1,000	100.
	Unsecured Debt	--	--
1	NiSource Capital Trust I (NCT) (c)	--	100.
1	NiSource Corporate Services Company (NCS)	1,000	100.
	Unsecured Debt	--	--

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ITEM 1. SYSTEM COMPANIES AND INVESTMENT THEREIN AS OF DECEMBER 31, 2001  
(continued)

TIER	NAME OF COMPANY (COMPANY ABBREVIATION)	NUMBER OF COMMON SHARES HELD	% OF VOTING POWER INTEREST HELD
1	NiSource Development Company, Inc. (NDEV)	1,000	
	Unsecured Debt	--	
	Subsidiaries:		
2	Analytic Systems Laboratories, Inc. (ASL)*	1,167	
2	Cardinal Property Management, Inc. (CARD)	1,000	

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2	Customer Information Services, Inc. (CIS)	1,000
2	JOF Transportation Company (JOF)	1,000
	Unsecured Debt	--
2	KOGAF Enterprises, Inc. (KOGF)	100
2	Lake Erie Land Company (LEL)	1,000
	Subsidiary:	
3	SCC Services, Inc. (SCC)	1,000
2	NDC Douglas Properties, Inc. (NDC)	1,000
	Unsecured Debt	--
2	Progeni, Inc. (PRO)*	1,000
	Unsecured Debt	--
2	Protonics Research, Inc. (PRI)*	900
2	South Works Power Company (SWP)	1,000

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ITEM 1. SYSTEM COMPANIES AND INVESTMENT THEREIN AS OF DECEMBER 31, 2001  
(continued)

TIER	NAME OF COMPANY (COMPANY ABBREVIATION)	NUMBER OF COMMON SHARES HELD	% OF VO POWE INTEREST
1	NiSource Energy Technologies, Inc. (NET)	100	1
	Unsecured Debt	--	
1	NiSource Finance Corp. (NFC)	100	1
	Unsecured Debt	--	
1	NiSource Pipeline Group, Inc. (NPG)	1,000	1
	Subsidiaries:		
2	Granite State Gas Transmission, Inc. (GSGT)	29,900	1
	Unsecured Debt	--	
	Subsidiaries:		
3	Bay State Energy Enterprises, Inc. (BSEE)	10,000	1
3	Natural Gas Development, Inc. (NGD)	10,000	1
2	PNTGS Holding Corp. (PNTGS)	1,000	1
1	Northern Indiana Fuel and Light Company, Inc. (NIFL)	275,000	1
	Unsecured Debt	--	
	Subsidiary:		
2	Northern Indiana Trading Company, Inc. (NITC)	1,000	1
1	Northern Indiana Public Service Company (NIP)	73,282,258	1
	Secured Debt	--	
	Unsecured Debt	--	
	Subsidiary:		
2	NIPSCO Exploration Company, Inc. (NEXCO)	1,000	1

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ITEM 1. SYSTEM COMPANIES AND INVESTMENT THEREIN AS OF DECEMBER 31, 2001  
(continued)

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TIER	NAME OF COMPANY (COMPANY ABBREVIATION)	NUMBER OF COMMON SHARES HELD	% OF VOTING POWER OR INTEREST HELD
1	Primary Energy, Inc. (PEI)	1,000	100.0
	Unsecured Debt	--	--
	Subsidiaries:		
2	Cokenergy, Inc. (CEI)	1,000	100.0
2	Harbor Coal Company (HCC)	1,000	100.0
2	Ironside Energy LLC (IEL) (d)	--	100.0
	Unsecured Debt	--	--
2	Lakeside Energy Corporation (LEC)	1,000	100.0
	Unsecured Debt	--	--
2	North Lake Energy Corporation (NLEC)	1,000	100.0
2	Portside Energy Corporation (PORT)	1,000	100.0
2	Whiting Clean Energy, Inc. (WCE)	1,000	100.0
	Unsecured Debt	--	--
1	SM&P Utility Resources, Inc. (SMP) (e)	100	100.0
	Subsidiary:		
2	Colcom Incorporated (CI) (e)	1,000	100.0

Note: All debt amounts exclude the current portion of long-term debt and money pool transactions and include intercompany notes payable.

\* Company was inactive at December 31, 2001.

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ITEM 1. SYSTEM COMPANIES AND INVESTMENT THEREIN AS OF DECEMBER 31, 2001  
(continued)

- (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) owns 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.

ITEM 2. ACQUISITIONS OR SALES OF UTILITY ASSETS

None.

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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 2001

NAME OF ISSUER AND TYPE OF ISSUE	NAME OF COMPANY ACQUIRING, REDEEMING OR RETIRING SECURITIES	NUMBER OF SHARES	PRINCIPAL AMOUNT (\$000)	CONSI
-----				
BSG				
Unsecured Debt	BSG	-	15,000	35
Medium Term Note - 7.25% Due 08/05/02	BSG	-	20,000	20
Subsidiary:				
NU				
Medium Term Note - 6.93%				
Due 09/01/31	NU	-	1,667	1
CGV				
Unsecured Debt	CGV	-	12,835	12
CKY				
Unsecured Debt	CKY	-	5,829	5
COH				
Unsecured Debt	COH	-	139	
CMD				
Unsecured Debt	CMD	-	2,495	2
CPA				
Unsecured Debt	CPA	-	17,843	17
EUIM				
Medium Term Note - 6.50% Due 11/17/01	EUIM	-	470	
Medium Term Note - 6.00% Due 11/17/06	EUIM	-	1,016	1
Medium Term Note - 6.00% Due 11/17/06	EUIM	-	943	
Medium Term Note - 6.00% Due 11/17/06	EUIM	-	452	
NDC				
Unsecured Debt	NDC	-	6,504	6
NIP				
Preferred Stock	NIP	-	1,155	1
Secured Debt	NIP	-	500	
Unsecured Debt	NIP	-	18,500	18
TCO				
Secured Debt	TCO	-	128,515	128
-----				



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ITEM 5. INVESTMENTS IN SECURITIES OF NON SYSTEM COMPANIES

INVESTOR	INVESTEES	TYPE OF INVESTMENT	% P INT
AD	Phoenix-Alamco Ventures, L.L.C.	LLC Membership	
CEB	Binghamton Cogeneration Limited Partnership	Limited Partnership	
CEBL	Binghamton Cogeneration Limited Partnership	Limited Partnership	
CER	Clarksburg Gas Limited Partnership	Limited Partnership	
CHC	Haverstraw Bay, LLC	LLC Membership	
HCC	PCI Associates	Limited Partnership	
JOF	Chicago South Shore & South Bend Railroad Co.	General Partnership	
JOF	Illinois Indiana Development Company, L.L.C.	LLC Membership	
NDC	Bittersweet Pointe, L.P.	Limited Partnership	
NDC	Douglas Pointe, L.P.	Limited Partnership	
NDC	Douglas Pointe II, L.P.	Limited Partnership	
NDC	Douglas Pointe III, L.P.	Limited Partnership	
NDC	Dunedin, L.L.C.	LLC Membership	
NDC	Dunedin II, L.L.C.	LLC Membership	
NDC	Hebron Pointe, L.L.C.	LLC Membership	
NDC	House Investments, L.P.	Limited Partnership	
NDC	House Investments II, L.P.	Limited Partnership	
NDC	Kingsmill	Limited Partnership	
NDC	Prestwick Square, L.P.	Limited Partnership	
NDC	Robertson, L.L.C.	LLC Membership	
NDC	Woodland Crossing, L.L.C.	LLC Membership	
NDEV	N Squared Aviation, L.L.C.	LLC Membership	
NET	Acumentrics Corporation	Common Shares	
NET	Capstone Turbine Corporation	Common Shares	
NET	CID Equity Capital III, L.P.	Limited Partnership	
NET	Corning Incorporated	Common Shares	
NET	Covance, Inc.	Common Shares	
NET	Evergreen Solar, Inc.	Common Shares	
NET	MOSAIC Energy, L.L.C.	LLC Membership	
NET	Nth Power Technologies Fund II, L.P.	Limited Partnership	
NET	Nth Power Technologies Fund II-A, L.P.	Limited Partnership	
NET	Quest Diagnostics Incorporated	Common Shares	
NET	SunPower Corporation	Preferred Shares	
NET	Utech Climate Challenge Fund, L.P.	Limited Partnership	
NGS	MidTex Gas Storage Company, L.L.P.	Limited Partnership	
NIFC	Bristol Resources Production Company, L.L.C.	LLC Membership	
NITEX	Laredo Nueces Pipeline Company	Common Shares	
TCO	Millenium Pipeline Company, L.P.	Limited Partnership	
TCO	Millenium Pipeline Management Company, L.L.C.(a)	LLC Membership	
TGT	EnerTek Partners, LP	Limited Partnership	

\* CONFIDENTIAL TREATMENT REQUESTED.

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

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ITEM 6. OFFICERS AND DIRECTORS

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### PART I. NAMES, PRINCIPAL BUSINESS ADDRESS AND POSITIONS HELD AS OF DECEMBER 31, 2001

The names, principal address and positions held as of December 31, 2001 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 (27). 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. 1220 Waterway Blvd, Indianapolis, Indiana 46206
  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 Edision 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. 1700 South Mt. Prospect Road, DesPlaines, Illinois 60018
  24. 280 Park Avenue, West Building 3th Fl, New York, New York
  25. 801 - 7th Avenue S.W., Calgary, Alberta, Canada T2P 3P7
  26. City Place I, 185 Asylum Street, 32nd Fl. Hartford, CT 06103
  27. 50 Keil Drive North, Chatham, Ontario Canada N7M 5M1

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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                 |
| GME | - | General Manager Electric Supply |

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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

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ITEM 6. OFFICERS AND DIRECTORS (continued)

NAME	NI	CG	CAR	NCM	NCT	
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					
James T. Morris (4)	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					
Michael W. O'Donnell (1)	EVP, CFO	D, P	D, P	D, P	TR	D,
S. LaNette Zimmerman (1)	EVP					
Peter V. Fazio Jr. (1)	EVP, GC					
Catherine G. Abbott (3)	GP					
Patrick J. Mulchay (1)	GP					
Jeffrey W. Yundt (1)	GP					
James M. Clarke (1)	SVP					
Arthur E. Smith (1)	SVP					
Maria P. Hibbs (1)	VP					
Jeffrey W. Grossman (1)	VP, C, CAO	VP	VP	VP	TR	VP,
Dennis W. McFarland (1)	VP, T	VP, T	VP, T	VP, T	TR	VP,
Dennis E. Senchak (1)	VP					
Arthur A. Paquin (1)	VP					
David A. Kelly (4)	VP					
Gary W. Pottorff (1)	S	S	S	S		S
Vincent H. DeVito (2)		C	C	C		C

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ITEM 6. OFFICERS AND DIRECTORS (continued)

NAME	NCS	CICL	CAT	CES	CEM	CPM
------	-----	------	-----	-----	-----	-----

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Stephen P. Adik (1)	D, VC		D			
Gary L. Neale (1)	D, COB, CEO					
Jeffrey W. Grossman (1)	VP	D, P	VP	D, VP	VP	VP
Dennis W. McFarland (1)	VP, T	VP, T	VP, T	T	VP, T	VP, T
Barbara S. McKay (1)	VP					
Stephen P. Smith (2)	P, COO					
James M. Clarke (1)	SVP			D		
Michael W. O'Donnell (1)	EVP, CFO	D	D	D, P	D	D, P
S. LaNette Zimmerman (1)	EVP					
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					
Jerry L. Godwin (1)	VP					
Gail W. Harowski (1)	VP					
Dorothy M. Hawkins (1)	VP					
Joel L. Hoelzer (1)	VP					
Peggy Landini (1)	VP					
Mark T. Maassel (1)	VP					
Scott C. MacDonald (1)	VP					
John M. O'Brien (2)	VP					
Rebecca T. Sczudlo (5)	VP					
David J. Vajda (1)	VP					
Theresa A. Balog (2)	VP					
Robert D. Stuart (2)	CIO					
Gary W. Pottorff (1)	S		S	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	C	C

ITEM 6. OFFICERS AND DIRECTORS (continued)

NAME	NIP	CSP	CAA	NET	BES
-----	-----	-----	-----	-----	-----
Stephen P. Adik (1)	D				D, P
Patrick J. Mulchay (1)	D				
Jeffrey W. Yundt (1)	D, COB	D	D		
Barrett Hatches (1)	P, CEO				
Robert J. Schacht (1)	EVP, COO				
Jerry L. Godwin (1)	VP, GME				
Timothy Taylor (1)	VP				
Karen J. Lenzo (1)	VP				
Daniel D. Gavito (1)	VP				
Timothy A. Dehring (1)	VP				
James J. Hallar, Jr. (1)	VP				
Jeffrey W. Grossman (1)	VP	VP	VP	VP	VP
Dennis W. McFarland (1)	T	T	T	T	T
Robert G. Kriner (2)	C	C	C		
Gary W. Pottorff (1)	S	S	S	S	S

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Barbara S. McKay (1)	P, CEO	P, CEO	
William J. Thomas (9)	VP	VP	
Donald K. Eldert (1)			VP
Steven P. Milne (22)			VP
Carrie t. Lally (22)			VP
Mark D. Wyckoff (1)		D, P	
Peter T. Disser (1)		VP	
Michael Zdyb (1)		VP	
Robert Kramer (1)		VP	
Vincent H. Devito (2)		C	
June M. Konold (2)			C

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ITEM 6. OFFICERS AND DIRECTORS (continued)

NAME	KOKO	KGF	KOGF	NIFL	NITC
Stephen P. Adik (1)	D	D	D	D	
Jeffrey W. Yundt (1)	D, COB	D, COB	COB	D, COB	
Jeffrey W. Grossman (1)	VP	VP	VP	VP	
Dennis W. McFarland (1)			T		
Robert G. Kriner (2)	C	C		C	
Gary W. Pottorff (1)	S	S	S	S	
Barrett Hatches (1)	D, CEO	D	D	D, CEO	
David W. Fox (11)	T	T			
Vincent H. Devito (2)			C		
H. P. Conrad, Jr. (12)				D, P, T	D, P, T, S
N. Reed Silliman (12)				D	
E. F. Hemingway, III (12)				VP	

NAME	BSG	BSGPE	NU	PRO
Stephen P. Adik (1)	D		D	D, P
Jack E. McGregor (10)	D		D	
Daniel J. Murphy III (10)	D		D	
Gary L Neale (1)	D		D	
Thomas C. Norton (10)	D		D	
Thomas W. Sherman (10)	D		D	
Robert C. Skaggs, Jr. (2)	D, P, CEO		D, P, CEO	
Roger A. Young (1)	D, COB		D	
Jeffrey W. Yundt (1)	D		D, COB	
Kenneth M. Margossian (10)	EVP, COO	D, P, CEO	EVP	
Pamela A. Bellino (10)	VP		VP	
Stephen H. Bryant (10)	VP		VP	
Danny G. Cote (10)	VP	D, VP	VP	
Jeffrey W. Grossman (1)	VP		VP	VP
Dennis W. McFarland (1)	T	T	T	T
Robert G. Kriner (2)	C	C	C	
Gary W. Pottorff (1)	S	S	S	
Vincent H. DeVito				C
John M. O'Brien (2)			VP	

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ITEM 6. OFFICERS AND DIRECTORS (continued)

NAME	CKY	CMD	COH	CPA	CGV	N
Stephen P. Adik (1)	D	D	D	D	D	D
Joseph W. Kelly (13)	D, EVP, COO					
Robert C. Skaggs, Jr. (2)	D, P, CEO	D, P, CEO	D, P, CEO	D, P, CEO	D, P, CEO	
Jeffrey W. Yundt (1)	D	D	D	D	D	D,
Lawrence D. Smore (15)		D, COO		D, COO	VP	
Peggy H. Landini (1)					D, EVP, COO	
Terrence J. Murphy (15)		VP		VP	VP	
Edward A. Santry (14)		VP		VP		
Roger D. Vari (15)		VP, T		VP		
Douglas G. Borrer (2)			D			
Charlotte P. Kessler (2)			D			
William E. Kirwan (2)			D			
Gary L. Neale (1)			D			
Richard F. James (16)	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			
Genevieve A Tuchow (2)			VP			
John W. Partridge, Jr. (2)	VP		VP			
Timothy J. Tokish, Jr. (2)	T		VP, T			
Janis L. Hannuksela (19)					T	
June M. Konold (2)						C
Jeffrey W. Grossman (1)						VP
Dennis W. McFarland (1)						T

NAME	CER	AD	CNR	CNRCL	HH
Catherine G. Abbott (3)	D, CEO	D, CEO	D, CEO	D, CEO	D, CEO
Michael W. O'Donnell (1)	D				
Stephen M. Warnick (17)	D, P	D, P	D, P	D, P	D, P
Thomas H. Blake (17)	SVP	D, SVP	D, SVP	D, SVP	D, SVP
Sharon O. Flanery (17)	VP	D, VP	D, VP	D, VP	D, VP
Jeffrey W. Grossman (1)	VP	VP	VP	VP	VP
Kathleen O'Leary (3)	VP	VP	VP	VP	VP
R. Neal Pierce (17)	VP, GC	D, GC	D, GC	D, GC	D, GC
Dennis W. McFarland (1)	T	T	T	T	T
June Konold (2)	C	C	C	C	C
Gary W. Pottorff (1)	S	S	S	S	S

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ITEM 6. OFFICERS AND DIRECTORS (continued)

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NAME	TCO	CGT	CPL	CDW	CROSS
Catherine G. Abbott (3)	D, CEO	D, CEO	D	D, COB	D, COB
Glen L. Kettering (3)	D, P	D, P	D, P	D, P	D, P
Michael W. O'Donnell (1)	D	D	D	D	D
Rene P. Dartez (16)		SVP			
James W Hart (16)		SVP		VP	
W. Harris Marple (18)	SVP	SVP			
Kathleen O'Leary (3)	SVP	SVP			
Stephen M. Warnick (18)	SVP	SVP	VP		VP
Alan D. Burns (18)	VP	VP			
B. Wayne Crocker (16)		VP			
Sheree L. Parks Downey (18)	VP	VP			VP
Victor M. Gaglio (18)	VP				
Jeffrey W. Grossman (1)	VP	VP	VP	VP	VP
Carl W. Levander (3)	VP	VP			VP
Dennis W. McFarland (1)	VP, T	VP, T	VP, T	VP, T	VP, T
David C. Pentzien (3)	VP		VP		VP
Jeffrey S. Rich (3)	VP				
Reed D. Robinson (18)	VP				VP
Michael D. Watson (3)	VP				VP
Stephen M. Wilner (2)	VP	VP			
Deanna J. Farmer (2)	C	C	C		C
Gary W. Pottorff (1)	S	S	S	S	S

NAME	MPMCL
David C. Pentzien (3)	CMC
John D. Wolnik (27)	MMC
Robert E. Jones (25)	MMC
Robert E. Jones	MMC
Kevin McCrackin (26)	MMC

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NAME	NPG	BSEE	NGD	PNGTS	GSGT
Catherine G. Abbott (3)	D, COB	D, COB	D, COB	D, COB	D, COB
Glen L. Kettering (3)	D, P	D, P	D, P	D, P	D, P
Michael W. O'Donnell (1)	D	D	D	D	D
Stephen M. Warnick (18)	VP	VP	VP	VP	VP
Jeffrey W. Grossman (1)	VP	VP	VP	VP	VP
Carl W. Levander (3)					VP
Dennis W. McFarland (1)	VP, T	VP, T	VP, T	VP, T	VP, T
David C. Pentzien (3)			VP	VP	VP
Reed D. Robinson (18)					VP
Michael D. Watson (3)					VP
Deanna J. Farmer (2)	C	C	C	C	C

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Gary W. Pottorff (1) S S S S S

NAME	CNS	CMC	CTC
Catherine G. Abbott (3)	D, COB	D	D
Glen L. Kettering (3)	D	D	D
Michael W. O'Donnell (1)	D	D	D
Rene P. Dartez (16)			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
Stephen T. MacQueen (3)		VP	VP
Kathleen R. O'Leary (3)			VP
Jeffrey S. Rich (3)			VP
Stephen M. Wilner (2)			VP
Deanna J. Farmer (2)	C	C	C
Gary W. Pottorff (1)	S	S	S

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ITEM 6. OFFICERS AND DIRECTORS (continued)

NAME	TPC	EUA	NEML	SWP	PEI	CEI
Stephen P. Adik (1)	D			D, VC	D	
Patrick J. Mulchay (1)	D, P	D, P		D, P		
David J. Vajda (1)	D					
James M. Clarke (1)	VP		VP			
Michael Calderone (16)	SVP, COO	VP	VP, COO			
Peter I. Tumminello (16)	VP	VP	VP			
June M. Konold (2)	C	C	C	C		
Jeffrey W. Grossman (1)	VP	VP	VP	VP	VP	VP
Dennis W. McFarland (1)	T	T	T	T	T	T
Gary W. Pottorff (1)	S	S	S	S	S	S
Joseph L. Turner, Jr. (1)					D, COB, CEO	D
Mark d. Wyckoff (1)					P, COO	P
Dean H. Hall (1)					SVP	SVP
V. Michael Alverson (1)					VP	VP
Kenneth P. Foley (1)					VP	VP
Richard L. Hoover (1)					VP	VP
Gregory A. Martinsen (1)					VP	VP
Vincent H. DeVito (2)					C	C

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



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Dean H. Hall (1)	SVP	SVP	SVP	SVP	SVP	SVP
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)	T	T	T	T	T	T
Gary W. Pottorff (1)	S	S	S	S	S	S

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ITEM 6. OFFICERS AND DIRECTORS (continued)

NAME	CERC	PET	CRC	CEB	CEBL	CHC
Stephen P. Adik (1)		D	D	D	D	D
Michael W. O'Donnell (1)	D, P	D, P, CEO	D, P	D, P	D, P	D, P
Jeffrey W. Grossman (1)	VP	VP	VP	VP	VP	VP
Dennis W. McFarland (1)	VP, T	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

NAME	EUII	EUIM	ESPE	EUIC	EUE	EUC
Stephen P. Adik (1)	D, P	D	D, P	D, P	D, P	D, P
Mark A. Cleaves (19)		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)	T	T	T	T	T	T
June M. Konold (2)	C	C	C	C	C	C
Gary W. Pottorff (1)	S	S	S	S	S	S

NAME	EUM	EUR	NIFC	NITEX	NGS	NESI
Stephen P. Adik (1)	D, P	D, P	D	D, P	D, P	D
Jeffrey W. Yundt (1)						D, P
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		C	C	C
Gary W. Pottorff (1)	S	S	S	S	S	S
Vincent H. DeVito (2)			C			

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ITEM 6. OFFICERS AND DIRECTORS (continued)

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NAME	NPM	NESCL	NDEV	CARD	LEL	SCC
Stephen P. Adik (1)	D		D, P	D, P	D, VC	D, C
Gary L. Neale (1)	D		D		D, COB	
Jeffrey W. Yundt (1)	D, P	D, P				
James W. Surbey (21)		D, S				
Jeffrey W. Grossman (1)	VP	VP	VP	VP		VP
Dennis W. McFarland (1)	T	T	T	T		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		
Arthur A. Paquin (1)					C	
Jerry D. Mobley (14)					P	P

NAME	JOF	NSAL	NDC	SMP	CI	ASL
Stephen P. Adik (1)	D, P		D, P	D, P	D, COB	D, P
William E. McDonough (20)		P				
Thomas J. Aruffo (1)		VP, T				
Jeffrey W. Grossman (1)	VP		VP	VP	VP	VP
Dennis W. McFarland (1)	T		T	T	T	T
Patricia K. Locascio (1)			GM			
Gary W. Pottorff (1)	S	S	S	S	S	S
Vincent H. DeVito (2)	C		C	C	C	C

NAME	CIS	EUP	GREEN	MS1	NEXCO	PRI
Stephen P. Adik (1)	D, P	D, P	D, P	D, P	D	D, P
Gary L. Neale (1)					COB	
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
Gary W. Pottorff (1)	S	S	S	S	S	S
Vincent H. DeVito (2)	C		C		C	C
June M. Konold (2)		C		C		

ITEM 6. OFFICERS AND DIRECTORS (continued)

PART II. FINANCIAL CONNECTIONS AS OF DECEMBER 31, 2001\*

NAME OF OFFICER OR DIRECTOR	NAME AND LOCATION OF FINANCIAL INSTITUTION	POSITION
William Krivan, Director of Columbia Gas of Ohio	Bank One of OH	FINANCIAL
Jack E. McGregor, Director	People's Bank - Bridgeport, CT	

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of Bay State Gas Company and  
Northern Utilities

James T. Morris, Director of  
NiSource Inc. and Chairman of  
IWC Resources Corporation

National City Bank - Indianapolis, IN

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

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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, incentive bonus and long-term stock-based compensation) to corporate performance. This policy applies to all executive officers, including the Chief Executive Officer of NiSource and the four other most highly compensated executive officers, which collectively constitute the "Named Officers." In 2001, the Named Officers were the Chief Executive Officer, Mr. Neale, and Messrs. Adik, Mulchay, O'Donnell and Yundt. The Committee has implemented a "pay-for-performance" program which is designed to position the Company executive compensation competitively and to reward performance that creates additional stockholder value. 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 accepted all of the Committee's recommendations in 2001.

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 similarly sized 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 group of similarly sized companies in general industry. Each of these 2001 executive compensation comparative groups consisted 34 companies 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

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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 group is not the same as the corporations that make up the Dow Jones Utilities Index in the Stock Price Performance Graph included in this proxy statement.

The Committee considers the surveys provided by Hewitt in determining base salary, incentive bonus and long-term stock-based compensation. The Committee's philosophy is to set conservative base salaries at or near the medians of the utility and energy comparative group, which are similar, while providing performance-based variable compensation through the bonus and incentive plans described below to allow total compensation to fluctuate according to the Company's financial performance. Long-term incentive awards are stock-based (for example, stock options, restricted stock awards or performance-based contingent stock awards) to emphasize long-term stock price appreciation and the concomitant increased stockholder value. In 2001, total compensation of the executive officers, including the Chief Executive Officer, was targeted between the 50th and the 75th percentile of the relevant comparative compensation group. Total compensation would reach this level only if the Company met the applicable performance targets under the bonus incentive plans. For those executive officers with significant responsibilities for certain business units, total compensation is dependent on the Company's financial performance and on business unit operating income or on other measures unique to the respective business unit.

In establishing Mr. Neale's base salary for 2001, 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. The result of the Committee's determination as to Mr. Neale's total compensation package was that, as of the time of the grant, approximately 75% of Mr. Neale's total target compensation was performance-based and at risk, dependent upon the Company's earnings per share and stock price performance.

ITEM 6. OFFICERS AND DIRECTORS (continued)

The Committee determines annual incentive awards for all executive officers in accordance with the Senior Management Incentive Plan. This Plan sets forth a formula established at the beginning of each fiscal year by the Committee for awarding incentive bonuses, based upon the Company's financial performance. Bonuses awarded to each of the Named Officers (including the Chief Executive Officer) are based on overall corporate performance. The bonus formula is based upon attaining targets for the Company's earnings per share. The Incentive Plan establishes a threshold level of financial performance (below which no bonus is paid), a target level, and a maximum level (above which no additional bonus 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 Met
-----	-----

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Chief Executive Officer	40.0% to 120.0%	80.0%
Vice Chairman	35.0% to 105.0%	70.0%
Group Presidents	32.5% to 97.5%	65.0%
Executive and Senior Vice Presidents	20.0% to 97.5%	40.0% to 65.0%
Other Vice Presidents	17.5% to 75.0%	35.0% to 50.0%

In 2001, the Company's actual earnings per share were lower than the threshold. None of the Named Officers (including Mr. Neale) received a bonus in 2001.

Executive officers are also eligible to receive awards under the Company's Long-Term Incentive Plan. Under the Long-Term Incentive Plan, stock options, stock appreciation rights, performance units, restricted stock awards, contingent stock awards and dividend equivalents may be awarded. 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. 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 for purposes of determining the number of options and/or shares to be granted to reach total target compensation. In 2001, stock options, restricted stock and contingent stock were awarded to Messrs. Neale, Adik, Mulchay, Yundt and O'Donnell. The number of options, restricted stock awards and contingent stock awards granted to the Chief Executive Officer and other executive officers (including Messrs. Adik, Mulchay, Yundt and O'Donnell) was based on these considerations. The compensation value of stock options, restricted stock awards and/or contingent stock awards depends on actual stock price appreciation. In addition, the contingent stock awards are subject to performance vesting criteria as established by the Committee. Historically, the restricted stock awards were also subject to performance vesting criteria as established by the Committee; however, in order to avoid certain variable accounting issues associated with the performance objectives, in 2001, the Company offered to exchange restricted stock awards made in 2000 and 2001 to the Named Officers (including Mr. Neale) for replacement restricted stock awards without performance objectives. Details of the exchange are set forth in note (1) to the Long-Term Stock Incentive Plans Table.

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 four other most highly compensated executive officers employed at year-end, other than compensation meeting the definition of "performance based compensation," will not be deductible by a corporation for federal income tax purposes. The Committee believes that, except as identified in the preceding paragraph and except for options granted at less than market value, the Company's long-term stock-based incentive awards constitute performance-based compensation for purposes of Section 162(m) of the Internal Revenue Code. In light of its emphasis on such performance-based compensation, the Committee does not anticipate that the limits of Section 162(m) will materially affect the deductibility of compensation paid by the Company in 2001. However, the Committee will continue to review the deductibility of compensation under Section 162(m) and related regulations.

### ITEM 6. OFFICERS AND DIRECTORS (continued)

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

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performance from the executive officers, which creates additional stockholder value.

NOMINATING AND COMPENSATION COMMITTEE  
March 25, 2002

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 2001, 2000 and 1999 awarded to, earned by or paid to each of the Named Officers.

Name and Principal Position	Year	Annual Compensation			Long-Term Awards Securities Underlying Options /SARS
		Salary (\$)	Bonus (\$) (2)	Other Annual Compensation (\$ (3)	
Gary L. Neale Chairman, President and Chief Executive Officer	2001	950,000	--	9,774	160
	2000	800,000	1,060,000	9,985	250
	1999	689,583	--	6,436	50
Stephen P. Adik Vice Chairman	2001	500,000	--	4,337	56
	2000	425,000	526,250	15,258	90
	1999	343,749	--	2,980	30
Patrick J. Mulchay (6) Group President, Merchant Energy	2001	392,821	--	8,064	34
	2000	375,000	253,125	3,253	75
	1999	294,166	104,670	2,800	25
Jeffrey W. Yundt (6) Group President, Energy Distribution	2001	400,000	--	194,467	34
	2000	350,000	218,050	5,545	75
	1999	294,166	62,130	149,415	25
Michael W. O'Donnell Executive Vice President and Chief Financial Officer	2001	400,000	--	2,385,937 (8)	25
	2000	325,000	273,000	--	
	1999	--	--	--	

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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 Senior Management Incentive Plan, except for the bonus paid to Mr. O'Donnell in 2000, which was paid pursuant to the Columbia Annual Incentive Plan and a portion of the bonuses to Messrs. Mulchay and Yundt, which are described in note (6).

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The incentive plan is designed to supplement a conservative base salary with incentive bonus payments if targeted financial performance is attained. No bonuses were paid pursuant to the Senior Management Incentive Plan in 2001. 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.

- (3) 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 (8). The 1999 amount for Mr. Yundt also included a relocation allowance of \$85,305 and a related tax allowance of \$60,412.
- (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 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, 2001 (based on the average of the high and low sale prices 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 \$10,310,496; Mr. Adik, 161,581 shares valued at \$3,772,916; Mr. Mulchay 98,966 shares valued at \$2,310,856; Mr. Yundt, 97,466 shares valued at \$2,275,831 and Mr. O'Donnell, 55,836 shares valued at \$1,303,770. 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-\$1,155 401(k) Plan, \$17,782 premium value and \$3,336 term insurance cost; Mr. Adik-\$1,155 401(k) Plan, \$2,350 premium value and \$1,291 term insurance cost; Mr. Mulchay-\$1,155 401 (k) Plan, \$3,685 premium value and \$1,043 term insurance cost, and Mr. Yundt-\$1,155 401 (k) Plan, \$2,175 premium value and \$892 term insurance cost. 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 2001 for Mr. O'Donnell includes \$11,050 paid by Columbia Energy Group to its Employee Savings Plan and \$13,800 paid by Columbia Energy Group to its Employee Savings Restoration Plan.
- (6) Mr. Mulchay was President of Northern Indiana Public Service Company and Mr. Yundt was President of Bay State Gas Company and 50% of their 1999 and 2000 annual incentive compensation was determined based on the financial performance of the business units for which they were responsible.
- (7) 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

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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.

- (8) 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

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ITEM 6. OFFICERS AND DIRECTORS (continued)

equivalents with respect to the units in either cash or additional units. Upon termination of employment, Mr. O'Donnell (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.

OPTION GRANTS IN 2001. The following table sets forth information concerning the grants of options to purchase common stock made during 2001 to the Named Officers. No stock appreciation rights were awarded during 2001.

OPTION/SAR GRANTS IN LAST FISCAL YEAR  
INDIVIDUAL GRANTS

Name	Number of Securities Underlying Options/SARS Granted (#) (1)	Percent of Total Options/SARS Granted to Employees in Fiscal Year (2)	Exercise or Base Price (\$/SH) (3)	Market Price Date of (\$/S
Gary L. Neale	160,377	9.30	25.94	
Stephen P. Adik	56,604	3.28	25.94	
Patrick J. Mulchay	34,198	1.98	25.94	
Jeffrey W. Yundt	34,198	1.98	25.94	
Michael W. O'Donnell	25,472	1.48	25.94	

- (1) All options granted in 2001 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



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exercise price and tax withholding obligation related to exercise may be paid by delivery of already owned shares of common stock or by reducing the number of shares of common stock received on exercise, subject to certain conditions.

- (2) Based on an aggregate of 1,725,105 options granted to all employees in 2001.
- (3) The options were granted at the average of high and low sale prices of the common stock on December 1, 2000, as reported on the New York Stock Exchange Composite Transactions Tape.
- (4) Based on the average of high and low sale prices of the common stock on January 2, 2001, as reported on the New York Stock Exchange Composite Transactions Tape.
- (5) 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 1, 2001 grants (expiring December 31, 2010) were as follows: expected volatility - 20% (estimated stock price volatility for the term of the grant); risk-free rate of return - 5.9% (the rate for a ten-year U.S. treasury); risk of forfeiture - 10%; estimated annual dividend - \$1.19; option term - ten years; vesting - 100% one year after date of grant; and an expected option term of 5.4 years. 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.

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ITEM 6. OFFICERS AND DIRECTORS (continued)

OPTION EXERCISES IN 2001. The following table sets forth certain information concerning the exercise of options or stock appreciation rights during 2001 by each of the Named Officers and the number and value of unexercised options and stock appreciation rights at December 31, 2001.

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		V Opt
			Options/SARS at Fiscal Year-End (#) Exercisable	Unexercisable	
Gary L. Neale	--	--	610,000	160,377	
Stephen P. Adik	18,000	346,682	244,000	56,604	
Patrick J. Mulchay	18,000	349,412	244,000	34,198	
Jeffrey W. Yundt	18,000	324,074	244,000	34,198	
Michael W. O'Donnell	--	--	--	25,472	

- (1) Represents the difference between the option exercise price and \$23.35, the average of high and low sale prices of the common shares on December 31, 2001, as reported on the New York Stock Exchange Composite Transactions Tape.

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LONG-TERM INCENTIVE PLAN AWARDS IN 2001. The following table sets forth information concerning the shares of restricted stock and shares of contingent stock awarded pursuant to the Long-Term Incentive Plan during 2001 to each of the Named Officers.

### LONG-TERM STOCK INCENTIVE PLANS -- AWARDS IN LAST FISCAL YEAR

Name	Number of Shares, Units or Other Rights (#)	Performance or Other Other Period Until Maturation or Payout	Estimated Future Non-Stock Price Threshold (#)	Estimated Future Non-Stock Price Target
Gary L. Neale	171,562 (1)	Variable	171,562	171,
	114,375 (2)	4-5 yrs	--	114,
Stephen P. Adik	49,081 (1)	Variable	49,081	49,
	32,271 (2)	4-5 yrs	--	32,
Patrick J. Mulchay	26,966 (1)	Variable	26,966	26,
	17,977 (2)	4-5 yrs	--	17,
Jeffrey W. Yundt	29,966 (1)	Variable	29,966	29,
	19,977 (2)	4-5 yrs	--	19,
Michael W. O'Donnell	55,836 (1)	Variable	55,836	55,
	37,224 (2)	4-5 yrs	--	37,

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#### ITEM 6. OFFICERS AND DIRECTORS (continued)

(1) On December 31, 2001, Messrs. Neale, Adik, Mulchay, Yundt and O'Donnell exchanged restricted stock awards made in 2000 and 2001 for replacement restricted stock awards. The original 2000 and 2001 awards were scheduled to vest on December 31, 2002 at percentages varying from 0% to 200% related to specific financial performance objectives, including earnings per share targets, stock price targets and total shareholder return. Based on performance up to the time of the exchange, Messrs. Neale, Adik, Mulchay, Yundt and O'Donnell would have been eligible to receive approximately 160% of the restricted stock awards made in 2000 and 2001. The award holders exchanged the original awards for replacement awards equal to 150% of the shares subject to the original awards. The replacement awards will be subject to a holding period which will require that any shares representing the replacement awards shall not be disposed of until December 31, 2004, except in the case of death, disability, termination without cause, change of control or retirement, in which case the shares are not subject to the holding period. The terms of the awards issued in exchange for the 2001 awards are shown in the table above. The numbers of restricted shares issued in exchange for the 2000 awards are as follows: Mr. Neale, 270,000; Mr. Adik, 112,500; Mr. Mulchay, 72,000; and Mr. Yundt, 67,500. The awards for Mr. Neale will vest only following the end of the year of death, disability, termination without cause, change of control or retirement. In the case of each of the other Named Officers, the awards will vest, commencing in 2003, only to the extent that the value of shares vested in any calendar year, when added to other non-performance based compensation for that year, does not exceed \$999,999; in addition, awards will vest following the end of the year of death, disability, termination without cause, change of control or retirement.

(2) Represents contingent stock awards granted to each Named Officer in 2001. The restrictions on 50% of the contingent stock awarded during

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2001 lapse on December 31, 2004. The restrictions on the remaining 50% lapse on December 31, 2005. The vesting of the contingent stock varies from 0% to 200% of the number awarded, based upon meeting certain specific financial performance objectives, including earnings per share targets, stock price targets and total shareholder return. There is a one-year holding period after the restrictions lapse for the first 50% of the shares of contingent stock awarded. The remaining shares of contingent stock awarded are not subject to a holding period.

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ITEM 6. OFFICERS AND DIRECTORS (continued)

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.

LONG-TERM STOCK INCENTIVE PLANS -- AWARDS IN LAST FISCAL YEAR

Remuneration	Years of Service				
	15	20	25	30	35
300,000	121,200	161,000	169,100	176,600	176,600
400,000	166,200	221,600	231,600	241,600	241,600
500,000	211,200	281,600	294,100	306,600	306,600
600,000	256,200	341,600	256,600	371,600	371,600
700,000	301,200	401,600	419,100	436,600	436,600
800,000	346,200	461,600	481,600	501,600	501,600
900,000	391,200	521,600	544,100	566,600	566,600
1,000,000	436,200	581,600	606,600	631,600	631,600
1,100,000	481,200	641,600	669,100	696,600	696,600
1,200,000	526,200	701,600	731,600	761,600	761,600
1,300,000	571,200	761,600	794,100	826,600	826,600
1,400,000	616,200	821,600	856,660	891,600	891,600
1,500,000	661,200	881,600	919,100	956,600	956,600
1,600,000	706,200	941,600	981,600	1,021,600	1,021,600
1,700,000	751,200	1,001,600	1,044,100	1,086,600	1,086,600
1,800,000	796,200	1,061,600	1,106,600	1,151,600	1,151,600
1,900,000	841,200	1,121,600	1,169,100	1,216,600	1,216,600
2,000,000	886,200	1,181,600	1,231,600	1,281,600	1,281,600

The credited years of service for each of the Named Officers (other than Michael W. O'Donnell), pursuant to the Pension Plan and Supplemental Executive Retirement Plan, are as follows: Gary L. Neale -- 27 years; Stephen P. Adik -- 23 years; Patrick J. Mulchay -- 39 years; and Jeffrey W. Yundt -- 22 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

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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.

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### ITEM 6. OFFICERS AND DIRECTORS (continued)

Pension benefits are determined separately 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 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 for officers. Participants in the supplemental plan are selected by the board of directors. 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 less Primary Social Security Benefits per year for participants with between 20 and 30 years of service, 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.

Michael W. 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 half 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 half 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.

### 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 control. Each of these agreements also provides for payment of these benefits if the executive voluntarily terminates employment for any reason during a

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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 shares awarded 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.

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### ITEM 6. OFFICERS AND DIRECTORS (continued)

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.

### COMPENSATION OF THE COMPANY'S DIRECTORS

The Company pays each director who is not receiving a salary from the Company \$30,000 per year, \$3,000 annually per 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.

The Company's Nonemployee Director Retirement Plan provides a retirement benefit for each nonemployee director currently serving on the board who has completed at least five years of service on the board. The benefit under the plan is an annual amount equal to the annual retainer for board service in effect at the time of the director's retirement from the board and will be paid for ten years, or the number of years of service the individual served as a nonemployee director of the Company, whichever is less. Directors first elected after 2001 will not participate in the retirement plan, but instead will receive, on the date of each election or re-election, restricted shares of common stock and restricted stock unit grants with a value equivalent to the retirement benefit earned by the directors serving prior to 2001.

The Company's Nonemployee Director Stock Incentive Plan provides for a grant of 2,600 (previously 2,000) 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

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award. In 2001, Drs. Beering and Woo and Mr. Foster each received a grant of 2,000 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 6,000 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 Company's Nonemployee Director Restricted Stock Unit Plan is a phantom stock plan that provides for grants to nonemployee directors of restricted stock units that have a value related to the Company's common stock. Each nonemployee director received an initial grant of 500 units in April 1999. Beginning in 2002, grants of 600 units will be made to nonemployee directors upon election or re-election to the Board. The grants of units vest in 20% annual increments, with all of a director's units vesting five years after the date of award. 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 cash. In 2001, Drs. Beering and Woo and Mr. Foster each received a grant of 500 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.

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	16,074,880	
PUTNAM INVESTMENT MANAGEMENT, LLC The Putnam Advisory Company, LLC One Post Office Square Boston, Massachusetts 02109	11,568,237	

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- (1) As reported on statements made on Schedule 13G filed with the Securities and Exchange Commission on February 11, 2002 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.
- (2) As reported on statements made on Schedule 13G filed with the Securities and Exchange Commission on February 15, 2002 on behalf of Marsh & McLennan Companies, Inc., Putnam Investments, LLC., Putnam Investment Management, LLC. and The Putnam Advisory Company, LLC. as a group. According to the report, the amount shown represents shares beneficially owned by Putnam Investment Management, LLC (10,311,017) and The Putnam Advisory Company, LLC. (1,257,220).

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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, 2002, 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	555,312
Steven C. Beering	10,030
Arthur J. Decio	10,500
Dennis E. Foster	9,305
Gary L. Neale	1,349,118
Ian M. Rolland (3)	24,177
John W. Thompson	12,708
Robert J. Welsh	14,000
Carolyn Y. Woo	4,000
Roger A. Young	72,745
Patrick J. Mulchay	409,690
Michael W. O'Donnell	87,008
Jeffrey W. Yundt	421,909
All directors and executive officers as a group	3,427,120

- (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 1.65 percent of the common stock outstanding as of March 1, 2002.
- (2) The totals include shares for which the following executive officers have a right to acquire beneficial ownership, within 60 days after March 1, 2002, by exercising stock options granted under the Incentive

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Plan: Stephen P. Adik - 300,604 shares; Gary L. Neale - 770,377 shares; Roger A. Young - 43,242 shares; Patrick J. Mulchay - 258,198 shares; Michael W. O'Donnell - 25,472 shares; Jeffrey W. Yundt - 258,198 shares; and all executive officers as a group - 1,867,986 shares.

- (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.

In 2001, the Company's subsidiary NiSource Development Company, Inc. purchased approximately three acres of land and an approximately 16,030 square foot office building located in Merrillville, Indiana adjacent to the Company's corporate headquarters from Keystone Investment Company, an Indiana general partnership owned by the adult children of Robert J. Welsh, a director of the Company, for \$2,000,000. The purchase price was based on appraisals performed by independent third-party commercial real estate appraisers. The transaction was part of a series of transactions resulting in the sale of substantially all of the assets of Welsh, Inc., the company of which Mr. Welsh was Chairman and Chief Executive Officer

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.

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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	Account
-----	-----	-----	-----
CKY	Employee Political Action Fund	Legal, accounting and solicitation services rendered by employees for Employees Political Action Fund registered with the Federal Election Committee	General and
CMD			
COH			
CPA			
CVA			
NIP			
TCO			



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ITEM 7. CONTRIBUTIONS AND PUBLIC RELATIONS (continued)

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

Calendar Year 2001

Name of Company and Name or Number of Recipients or Beneficiaries -----	Purpose -----	Ac ---
BSG 9 Various Chambers of Commerce	Economic Development	Genera
CGT Galleria Chamber of Commerce	Economic Development	Genera
CGV 24 Various Chambers of Commerce	Economic Development	Genera
CKY Chamber of Commerce	Economic Development	Genera
CMD 5 Various Chambers of Commerce	Economic Development	Genera
COH 63 Various Chambers of Commerce	Economic Development	Genera
Ohio Chamber of Commerce	Economic Development	Genera
Better Business Bureau	Economic Development	Genera
CPA 26 Various Chambers of Commerce	Economic Development	Genera
York Chamber of Commerce	Economic Development	Genera
Business Organization	Economic Development	Genera
Pittsburgh Regional Alliance	Economic Development	Genera
Pennsylvania Chamber of Commerce	Economic Development	Genera
NIP 40 Various Chambers of Commerce	Economic Development	Genera
Better Business Bureau of Northwest Indiana	Economic Development	Genera

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Northwest Indiana Regional Development	Economic Development	General
Indiana Northeast Development	Economic Development	General
TCO		
5 Various Chambers of Commerce	Information and Education	General

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ITEM 8. SERVICE, SALES AND CONSTRUCTION CONTRACTS

PART I. INTERCOMPANY CONTRACTS.

For the year ended December 31, 2001:

Transaction -----	Serving Company -----	Receiving Company -----	Compensation (\$) -----	Date of -----
Management & Business Services	BSG	NU	3,862,542	
Management & Business Services	BSG	GSGT	317,513	
Operations & Maintenance Services	BSG	EUII	74,340	
Management Fee	BSG	GSGT	317,513	
Office Space Lease - Gary Airport	CARD	NIP	65,792	
Fixed Fee Billings for O&M Agreements	CGT	TCO	40,536	07/
Land Lease for Radio Towers	CGT	CMC	2,264	
Office Space Lease	CMC	TCO	108,620	
Office Space Lease	CMC	CGT	32,583	
Bill Insert Services	COH	CSP	27,761	
Office Space Lease	NDEV	NIP	7,025,061	
St. Clairsville Pipeline Lease	NESI	COH	364,980	
Office Space Lease - Merrillville, IN	NIP	NCS	4,073,376	
Office Space Lease - Hammond, IN	NIP	TPC	37,866	
Substation Services	NIP	PEI	166,974	
Construction Services	NIP	PEI	914,209	
Aircraft Support Personnel	NIP	NCS	675,960	
Helicopter Usage Time Billed	NIP	NCS	179,311	
Maintenance Services on Pipeline	NITCO	CROSS	625,276	
Power Marketing Intense Computer System Fees	NPM	NIP	329,683	
Sale of Pipeline Points of Delivery	TCO	CGV	64,408	
Lease of Operating Center Building in Lexington, VA	TCO	CVA	108,216	
Land Lease for Radio Towers	TCO	CMC	12,167	
Office Space Lease - Washington DC Building	TCO	NCS	26,393	
Administrative Services	TCO	CGT	2,921,280	
Construction of Wheeler Interconnect	TCO	CROSS	222,037	
Various Services During Installation of Fiber Optic Network	TCO	CTC	623,709	
Access to TCO's Network for Telemetry Information	TCO	VARIOUS	92,880	
Chart Processing	TCO	CNR	243,000	
Sale of Capacity	TCO	CVA	110,880	
Install EM/SCADA at Various Stations	TCO	CROSS	76,719	
Software for IHRI	TCO	CGT	33,677	
Sale of Gathering Line	TCO	CNR	293,836	
Lease of Operating Center Building in Gainesville, VA	TCO	CVA	364,286	

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Fixed Fee Billings for One Call

TCO

CTC

14,000

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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. 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 \$320 million.

(c) Ratio of debt to common equity and earnings of the company for the year ended December 31, 2001.

As of December 31, 2001, BSGPE had no debt outstanding and for the calendar year 2001, the turbo expander did not operate and did not generate revenue. BSGPE had a net loss of \$29,000 for 2001.

WCE had \$15.9 million in notes payable outstanding at December 31, 2001 to NiSource Finance Corp. The debt to equity ratio for WCE at December 31, 2001 is not meaningful since the company's equity capitalization is effectively zero. For 2001, WCE had no net earnings or net loss.

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

Bay State Gas and BSGPE have entered into a maintenance and service agreement for performance of the operation, maintenance and accounting needs of BSGPE by Bay State Gas personnel.

WCE has no service sales or construction contracts with system companies.

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.

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 \$320 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 0.012% based on the current book values of the utility subsidiaries.

ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS

Item 10. is hereby amended and restated in its entirety:

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
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

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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
Columbia Finance Corporation (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 Insurance Corporation, Ltd. (CICL)	F-1B	F-2B
Columbia LNG Corporation (CLNG)	F-1B	F-2B
Columbia Network Services Corporation (CNS)	F-1B, F-1F	F-2B, F-2F
Subsidiary:		
CNS Microwave, Inc. (CMC)	F-1F	F-2F

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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 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
Columbia Service Partners, Inc. (CSP)	F-1B, F-1H	F-2B, F-2H
Subsidiaries:		
Columbia Assurance Agency, Inc. (CAA)	F-1H	F-2H
Columbia Transmission Communications Corporation (CTC)	F-1B	F-2B
EnergyUSA, Inc. (IN) (EUII)	F-1, F-1I	F-2, F-2I
Subsidiaries:		
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

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Subsidiary:		
EnergyUSA Appalachian Corp. (EUA)	F-1L	F-2L
NESI Energy Marketing L.L.C. (NEML)	F-1I	F-2I
NI Energy Services Transportation, Inc. (NEST)	F-1I	F-2I
MS-1 Distribution & Storage Corporation (MS1) *	F-1I	F-2I
NI Fuel Company, Inc. (NIFC)	F-1I	F-2I
NI-TEX, Inc. (NITEX)	F-1I	F-2I
NI-TEX Gas Services Inc. (NGS)	F-1I	F-2I
EnergyUSA Commercial Energy Services, Inc. (EUC)	F-1I	F-2I
EnergyUSA Retail, Inc. (EUR)	F-1I	F-2I
Kokomo Gas and Fuel Company (KOKO)	F-1, F-1M	F-2, F-2M
NI Energy Services, Inc. (NESI)	F-1, F-1N	F-2, F-2N
Subsidiaries:		
Crossroads Pipeline Company (CROSS)	F-1N	F-2N
Green Fuels, Inc. (GREEN) *	F-1N	F-2N
NESI Power Marketing, Inc. (NPM)	F-1N	F-2N
NiSource Energy Services Canada, Ltd. (NESCL) *	F-1N	F-2N

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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
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-1O	F-2, F-2O
Subsidiaries:		
Analytic Sytems Laboratories, Inc. (ASL) *	F-1O	F-2O
Cardinal Property Management, Inc. (CARD)	F-1O	F-2O
Customer Information Services, Inc. (CIS)	F-1O	F-2O
JOF Transportation Company (JOF)	F-1O	F-2O
KOGAF Enterprises, Inc. (KOGF)	F-1O	F-2O
Lake Erie Land Company (LEL)	F-1O, F-1P	F-2O, F-2P
Subsidiary:		
SCC Services, Inc. (SCC)	F-1P	F-2P
NDC Douglas Properties, Inc. (NDC)	F-1O	F-2O
Progeni, Inc. (PRO) *	F-1O	F-2O
Protonics Research, Inc. (PRI) *	F-1O	F-2O
South Works Power Company (SWP) *	F-1O	F-2O
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-1Q	F-2, F-2Q
Subsidiaries:		
Granite State Gas Transmission, Inc. (GSGT)	F-1Q, F-1R	F-2Q, F-2R
Subsidiaries:		
Bay State Energy Enterprises, Inc. (BSEE)	F-1R	F-2R
Natural Gas Development, Inc. (NGD)	F-1R	F-2R
PNTGS Holding Corp. (PNTGS)	F-1Q	F-2Q

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Northern Indiana Fuel and Light Company, Inc. (NIFL)	F-1, F-1S	F-2, F-2S
Subsidiary:		
Northern Indiana Trading Company, Inc. (NITC)	F-1S	F-2S
Northern Indiana Public Service Company (NIP)	F-1, F-1T	F-2, F-2T
Subsidiary:		
NIPSCO Exploration Company, Inc. (NEXCO)	F-1T	F-2T

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ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (continued)

NAME OF COMPANY (COMPANY ABBREVIATION)	CONSOLIDATED BALANCE SHEET	CONSOLIDATED STATEMENT OF INCOME
-----	-----	-----
Primary Energy, Inc. (PEI)	F-1, F-1U	F-2, F-2U
Subsidiaries:		
Cokenergy, Inc. (CEI)	F-1U	F-2U
Harbor Coal Company (HCC)	F-1U	F-2U
Ironside Energy LLC (IEL)	F-1U	F-2U
Lakeside Energy Corporation (LEC)	F-1U	F-2U
North Lake Energy Corporation (NLEC)	F-1U	F-2U
Portside Energy Corporation (PORT)	F-1U	F-2U
Whiting Clean Energy, Inc. (WCE)	F-1U	F-2U
SM&P Utility Resources, Inc. (SMP)	F-1, F-1V	F-2, F-2V
Subsidiary:		
Colcom Incorporated (CI)	F-1V	F-2V

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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)	F-1 Page 3	F-1 Page 5	F-1 Page 7	Combi
-----	-----	-----	-----	-----
ASSETS				
PROPERTY, PLANT AND EQUIPMENT				
Utility plant	*	*	*	*

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Accumulated depreciation and amortization

Net utility plant

Gas and oil producing properties, full cost 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  
Net assets of discontinued operations  
Unconsolidated affiliates  
Assets held for sale  
Other investments

Total Investments and Other Assets

CURRENT ASSETS

Cash and cash equivalents  
Accounts receivable (less reserve)  
Other receivables  
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  
Intangible assets, less accumulated amortization  
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	Combine
<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 benefits				
Other noncurrent liabilities				
<hr/>				
Total Other Liabilities and Deferred Credits				
<hr/>				
COMMITMENTS AND CONTINGENCIES				

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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	EU
-----				
ASSETS				
PROPERTY, PLANT AND EQUIPMENT				
Utility plant	*	*	8,267,023	
Accumulated depreciation and amortization			(3,879,156)	
-----				
Net utility plant			4,387,867	
-----				
Gas and oil producing properties, full cost method				
United States cost center			660,658	
Canadian cost center			22,361	
Accumulated depletion			(141,971)	
-----				
Net gas and oil producing properties			541,048	
-----				
Other property, at cost, less accumulated depreciation			--	
-----				
Net Property, Plant, and Equipment			4,928,915	
-----				
INVESTMENTS AND OTHER ASSETS				
Equity in undistributed earnings of subsidiaries			--	
Net assets of discontinued operations			29,976	
Unconsolidated affiliates			32,982	
Assets held for sale			--	
Other investments			14,772	
-----				
Total Investments and Other Assets			77,730	
-----				
CURRENT ASSETS				
Cash and cash equivalents			53,935	
Accounts receivable (less reserve)			713,553	
Other receivables			1	
Gas inventory			195,707	
Underrecovered gas and fuel costs			60,115	

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Materials and supplies, at average cost	14,544
Electric production fuel, at average cost	--
Price risk management assets	65,770
Exchange gas receivable	186,761
Prepayments and other	376,603
-----	
Total Current Assets	1,666,989
-----	
OTHER ASSETS	
Price risk management assets	91
Regulatory assets	363,663
Intangible assets, less accumulated amortization	1,681
Deferred charges and other	35,037
-----	
Total Other Assets	400,472
-----	
TOTAL ASSETS	7,074,106
=====	

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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	EUI
-----				
CAPITALIZATION AND LIABILITIES				
CAPITALIZATION				
Common Stock Equity	*	*	2,177,174	*
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			1,357,434	
-----				
Total Capitalization			3,534,608	
-----				
CURRENT LIABILITIES				
Current redeemable preferred stock subject to				

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mandatory redemption	--
Current portion of long-term debt	281,708
Short-term borrowings	72,686
Accounts payable	359,102
Dividends declared on common and preferred stocks	--
Customer deposits	--
Taxes accrued	232,825
Interest accrued	28,581
Overrecovered gas and fuel costs	45,652
Price risk management liabilities	4,811
Exchange gas payable	282,252
Current deferred revenue	89,020
Other accruals	533,765
<hr/>	
Total Current Liabilities	1,930,402
<hr/>	
OTHER LIABILITIES AND DEFERRED CREDITS	
Price risk management liabilities	--
Deferred income taxes	759,856
Deferred investment tax credits	29,755
Deferred credits	246,830
Noncurrent deferred revenue	435,440
Accrued liability for postretirement benefits	104,909
Other noncurrent liabilities	32,306
<hr/>	
Total Other Liabilities and Deferred Credits	1,609,096
<hr/>	
COMMITMENTS AND CONTINGENCIES	
--	
<hr/>	
TOTAL CAPITALIZATION AND LIABILITIES	7,074,106
<hr/>	

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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)	NCM	NCT	NCS	NDEV
<hr/>				
ASSETS				
PROPERTY, PLANT AND EQUIPMENT				
Utility plant	*	*	87,728	*
Accumulated depreciation and amortization			(31,224)	

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Net utility plant	56,504
Gas and oil producing properties, full cost 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	56,504
INVESTMENTS AND OTHER ASSETS	
Equity in undistributed earnings of subsidiaries	--
Net assets of discontinued operations	--
Unconsolidated affiliates	--
Assets held for sale	--
Other investments	--
Total Investments and Other Assets	--
CURRENT ASSETS	
Cash and cash equivalents	43
Accounts receivable (less reserve)	164,977
Other receivables	--
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	2,465
Total Current Assets	167,485
OTHER ASSETS	
Price risk management assets	--
Regulatory assets	--
Intangible assets, less accumulated amortization	--
Deferred charges and other	84,330
Total Other Assets	84,330
TOTAL ASSETS	308,319

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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)	NCM	NCT	NCS	NDEV
CAPITALIZATION AND LIABILITIES				
CAPITALIZATION				
Common Stock Equity	*	*	400	*
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			23,930	
Total Capitalization			24,330	
CURRENT LIABILITIES				
Current redeemable preferred stock subject to mandatory redemption			--	
Current portion of long-term debt			--	
Short-term borrowings			21,479	
Accounts payable			82,969	
Dividends declared on common and preferred stocks			--	
Customer deposits			--	
Taxes accrued			(4,172)	
Interest accrued			1	
Overrecovered gas and fuel costs			--	
Price risk management liabilities			--	
Exchange gas payable			--	
Current deferred revenue			--	
Other accruals			168,017	
Total Current Liabilities			268,294	
OTHER LIABILITIES AND DEFERRED CREDITS				
Price risk management liabilities			--	
Deferred income taxes			6,366	
Deferred investment tax credits			--	
Deferred credits			7,381	
Noncurrent deferred revenue			--	
Accrued liability for postretirement benefits			1,948	
Other noncurrent liabilities			--	
Total Other Liabilities and Deferred Credits			15,695	
COMMITMENTS AND CONTINGENCIES				
			--	

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-----  
TOTAL CAPITALIZATION AND LIABILITIES 308,319  
=====

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ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (continued) F-1 (7 of 8)

NISOURCE INC. AND SUBSIDIARIES  
CONSOLIDATED BALANCE SHEET

(Not covered by Report of Independent Public Accountants)

As of December 31, (\$ in thousands)	NPG	NIFL	NIP
<b>ASSETS</b>			
<b>PROPERTY, PLANT AND EQUIPMENT</b>			
Utility plant	*	*	6,218,991
Accumulated depreciation and amortization			(3,357,201)
Net utility plant			2,861,790
Gas and oil producing properties, full cost method			
United States cost center			--
Canadian cost center			--
Accumulated depletion			--
Net gas and oil producing properties			--
Other property, at cost, less accumulated depreciation			2,498
<b>Net Property, Plant, and Equipment</b>			<b>2,864,288</b>
<b>INVESTMENTS AND OTHER ASSETS</b>			
Equity in undistributed earnings of subsidiaries			--
Net assets of discontinued operations			--
Unconsolidated affiliates			5,646
Assets held for sale			--
Other investments			--
<b>Total Investments and Other Assets</b>			<b>5,646</b>
<b>CURRENT ASSETS</b>			
Cash and cash equivalents			15,945
Accounts receivable (less reserve)			116,433

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Other receivables	--
Gas inventory	104,706
Underrecovered gas and fuel costs	28,217
Materials and supplies, at average cost	44,674
Electric production fuel, at average cost	29,152
Price risk management assets	--
Exchange gas receivable	--
Prepayments and other	40,339
<hr/>	
Total Current Assets	379,466
<hr/>	
OTHER ASSETS	
Price risk management assets	--
Regulatory assets	165,519
Intangible assets, less accumulated amortization	--
Deferred charges and other	194,288
<hr/>	
Total Other Assets	359,807
<hr/>	
TOTAL ASSETS	3,609,207
<hr/>	

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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)	NPG	NIFL	NIP
<hr/>			
CAPITALIZATION AND LIABILITIES			
CAPITALIZATION			
Common Stock Equity	*	*	1,036,314
Preferred Stocks--			
Subsidiary Companies			--
Series without mandatory redemption provisions			81,114
Series with mandatory redemption provisions			4,969
Company-obligated mandatorily redeemable preferred securities of subsidiary trust holding solely Company debentures			--
Long-term debt, excluding amounts due within one year			843,064
<hr/>			
Total Capitalization			1,965,461



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CURRENT LIABILITIES

Current redeemable preferred stock subject to mandatory redemption	43,000
Current portion of long-term debt	59,000
Short-term borrowings	335,415
Accounts payable	145,836
Dividends declared on common and preferred stocks	1,748
Customer deposits	31,830
Taxes accrued	195,395
Interest accrued	7,825
Overrecovered gas and fuel costs	3,665
Price risk management liabilities	5,609
Exchange gas payable	--
Current deferred revenue	--
Other accruals	58,730

Total Current Liabilities 888,053

OTHER LIABILITIES AND DEFERRED CREDITS

Price risk management liabilities	--
Deferred income taxes	464,656
Deferred investment tax credits	71,392
Deferred credits	48,963
Noncurrent deferred revenue	--
Accrued liability for postretirement benefits	160,768
Other noncurrent liabilities	9,914

Total Other Liabilities and Deferred Credits 755,693

COMMITMENTS AND CONTINGENCIES

--

TOTAL CAPITALIZATION AND LIABILITIES 3,609,207

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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

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ASSETS

PROPERTY, PLANT AND EQUIPMENT

Utility plant	1,132,875	*	252,240
Accumulated depreciation and amortization	(256,832)		(48,681)
<hr/>			
Net utility plant	876,043		203,559
<hr/>			
Gas and oil producing properties, full cost 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	74		2,486
<hr/>			
Net Property, Plant, and Equipment	876,117		206,045
<hr/>			

INVESTMENTS AND OTHER ASSETS

Equity in undistributed earnings of subsidiaries	111,228		--
Net assets of discontinued operations	--		--
Unconsolidated affiliates	32		2
Assets held for sale	--		--
Other investments	--		--
<hr/>			
Total Investments and Other Assets	111,260		2
<hr/>			

CURRENT ASSETS

Cash and cash equivalents	1,412		58
Accounts receivable (less reserve)	101,570		37,759
Other receivables	--		--
Gas inventory	22,459		18,336
Underrecovered gas and fuel costs	28,039		10,788
Materials and supplies, at average cost	4,299		818
Electric production fuel, at average cost	--		--
Price risk management assets	--		--
Exchange gas receivable	--		--
Prepayments and other	3,858		3,106
<hr/>			
Total Current Assets	161,637		70,865
<hr/>			

OTHER ASSETS

Price risk management assets	-		-
Regulatory assets	7,740		8,674
Intangible assets, less accumulated amortization	2,030		1,071
Deferred charges and other	33,131		2,943
<hr/>			
Total Other Assets	42,901		12,688
<hr/>			
TOTAL ASSETS	1,191,915		289,600
<hr/>			

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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
<b>CAPITALIZATION AND LIABILITIES</b>			
<b>CAPITALIZATION</b>			
Common Stock Equity	534,381	*	111,095
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	95,500		18,833
<b>Total Capitalization</b>	<b>629,881</b>		<b>129,928</b>
<b>CURRENT LIABILITIES</b>			
Current redeemable preferred stock subject to mandatory redemption	--		--
Current portion of long-term debt	53,000		833
Short-term borrowings	140,585		60,000
Accounts payable	43,705		20,975
Dividends declared on common and preferred stocks	--		--
Customer deposits	3,002		--
Taxes accrued	4,821		3,968
Interest accrued	3,069		1,157
Overrecovered gas and fuel costs	--		--
Price risk management liabilities	--		--
Exchange gas payable	--		--
Current deferred revenue	--		--
Other accruals	57,389		19,635
<b>Total Current Liabilities</b>	<b>305,571</b>		<b>106,568</b>
<b>OTHER LIABILITIES AND DEFERRED CREDITS</b>			
Price risk management liabilities	--		--

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Deferred income taxes	244,910	49,753
Deferred investment tax credits	2,987	288
Deferred credits	--	--
Noncurrent deferred revenue	--	--
Accrued liability for postretirement benefits	--	--
Other noncurrent liabilities	8,566	3,063
-----		
Total Other Liabilities and Deferred Credits	256,463	53,104
-----		
COMMITMENTS AND CONTINGENCIES	--	--
-----		
TOTAL CAPITALIZATION AND LIABILITIES	1,191,915	289,600
=====		

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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
-----				
ASSETS				
PROPERTY, PLANT AND EQUIPMENT				
Utility plant	*	*	*	*
Accumulated depreciation and amortization				
-----				
Net utility plant				
-----				
Gas and oil producing properties, full cost 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				
Net assets of discontinued operations				

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Unconsolidated affiliates  
Assets held for sale  
Other investments

-----  
Total Investments and Other Assets  
-----

CURRENT ASSETS

Cash and cash equivalents  
Accounts receivable (less reserve)  
Other receivables  
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  
Intangible assets, less accumulated amortization  
Deferred charges and other

-----  
Total Other Assets  
-----

TOTAL ASSETS  
=====

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ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (continued)

F-1B(2 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 4 F-1B  
Page 6 F-1B  
Page 8 F-1B  
Page 10  
-----

CAPITALIZATION AND LIABILITIES

CAPITALIZATION

Common Stock Equity \*                   \*                   \*                   \*

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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 benefits  
Other noncurrent liabilities

-----  
Total Other Liabilities and Deferred Credits  
-----

COMMITMENTS AND CONTINGENCIES

-----  
TOTAL CAPITALIZATION AND LIABILITIES  
=====

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As of December 31, (\$ in thousands)	CG	CAT	CCC
<b>ASSETS</b>			
<b>PROPERTY, PLANT AND EQUIPMENT</b>			
Utility plant	*	*	*
Accumulated depreciation and amortization			
Net utility plant			
Gas and oil producing properties, full cost method			
United States cost center			
Canadian cost center			
Accumulated depletion			
Net gas and oil producing properties			
Other property, at cost, less accumulated depreciation			
<b>Net Property, Plant, and Equipment</b>			
<b>INVESTMENTS AND OTHER ASSETS</b>			
Equity in undistributed earnings of subsidiaries			
Net assets of discontinued operations			
Unconsolidated affiliates			
Assets held for sale			
Other investments			
<b>Total Investments and Other Assets</b>			
<b>CURRENT ASSETS</b>			
Cash and cash equivalents			
Accounts receivable (less reserve)			
Other receivables			
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			
<b>Total Current Assets</b>			
<b>OTHER ASSETS</b>			
Price risk management assets			
Regulatory assets			
Intangible assets, less accumulated amortization			
Deferred charges and other			
<b>Total Other Assets</b>			
<b>TOTAL ASSETS</b>			

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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
-----			
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			



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Deferred investment tax credits  
 Deferred credits  
 Noncurrent deferred revenue  
 Accrued liability for postretirement benefits  
 Other noncurrent liabilities

-----  
 Total Other Liabilities and Deferred Credits  
 -----

COMMITMENTS AND CONTINGENCIES  
 -----

TOTAL CAPITALIZATION AND LIABILITIES  
 =====

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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)	CFC	CKY	CMD	COH
<b>ASSETS</b>				
<b>PROPERTY, PLANT AND EQUIPMENT</b>				
Utility plant	*	224,479	82,485	1,493,42
Accumulated depreciation and amortization		(98,377)	(34,007)	(644,749)
Net utility plant		126,102	48,478	848,671
Gas and oil producing properties, full cost 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		126,102	48,478	848,671

INVESTMENTS AND OTHER ASSETS

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Equity in undistributed earnings of subsidiaries	--	--	--
Net assets of discontinued operations	--	--	--
Unconsolidated affiliates	--	--	--
Assets held for sale	--	--	--
Other investments	--	--	--
-----			
Total Investments and Other Assets	--	--	--
-----			
CURRENT ASSETS			
Cash and cash equivalents	1,107	268	8,027
Accounts receivable (less reserve)	27,508	16,594	204,933
Other receivables	--	--	--
Gas inventory	19,289	4,310	96,817
Underrecovered gas and fuel costs	12,146	--	35,443
Materials and supplies, at average cost	--	124	--
Electric production fuel, at average cost	--	--	--
Price risk management assets	--	--	--
Exchange gas receivable	104	1	37,702
Prepayments and other	2,625	3,618	106,769
-----			
Total Current Assets	62,779	24,915	489,691
-----			
OTHER ASSETS			
Price risk management assets	--	--	--
Regulatory assets	5,628	2,207	181,149
Intangible assets, less accumulated amortization	--	--	--
Deferred charges and other	1,393	312	32,159
-----			
Total Other Assets	7,021	2,519	213,308
-----			
TOTAL ASSETS	195,902	75,912	1,551,670
=====			

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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) CFC CKY CMD COH

CAPITALIZATION AND LIABILITIES

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CAPITALIZATION				
Common Stock Equity	*	80,048	27,181	372,535
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		42,209	18,975	207,232
-----				
Total Capitalization		122,257	46,156	579,767
-----				
CURRENT LIABILITIES				
Current redeemable preferred stock subject to mandatory redemption				
		--	--	--
Current portion of long-term debt		5,829	2,495	139
Short-term borrowings		--	--	--
Accounts payable		16,707	5,216	154,301
Dividends declared on common and preferred stocks		--	--	--
Customer deposits		--	--	--
Taxes accrued		3,163	2,554	55,742
Interest accrued		512	15	2,005
Overrecovered gas and fuel costs		--	4,653	--
Price risk management liabilities		239	74	2,986
Exchange gas payable		6,473	978	79,208
Current deferred revenue		--	--	--
Other accruals		22,532	4,305	433,650
-----				
Total Current Liabilities		55,455	20,290	728,031
-----				
OTHER LIABILITIES AND DEFERRED CREDITS				
Price risk management liabilities				
		--	--	--
Deferred income taxes		9,667	4,718	117,708
Deferred investment tax credits		1,405	801	16,472
Deferred credits		2,119	1,889	48,273
Noncurrent deferred revenue		--	--	--
Accrued liability for postretirement benefits		1,082	1,572	52,135
Other noncurrent liabilities		3,917	486	9,284
-----				
Total Other Liabilities and Deferred Credits		18,190	9,466	243,872
-----				
COMMITMENTS AND CONTINGENCIES				
		--	--	--
-----				
TOTAL CAPITALIZATION AND LIABILITIES		195,902	75,912	1,551,67
=====				

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(Not covered by Report of Independent Public Accountants)

As of December 31, (\$ in thousands)	TCO	CGT	CICL	C
<hr/>				
ASSETS				
PROPERTY, PLANT AND EQUIPMENT				
Utility plant	3,654,287	1,352,238		*
Accumulated depreciation and amortization	(1,579,071)	(1,068,533)		
<hr/>				
Net utility plant	2,075,216	283,705		
<hr/>				
Gas and oil producing properties, full cost 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	2,075,216	283,705		
<hr/>				
INVESTMENTS AND OTHER ASSETS				
Equity in undistributed earnings of subsidiaries	--	--		
Net assets of discontinued operations	--	--		
Unconsolidated affiliates	29,713	--		
Assets held for sale	--	--		
Other investments	14,491	--		
<hr/>				
Total Investments and Other Assets	44,204	--		
<hr/>				
CURRENT ASSETS				
Cash and cash equivalents	49	3		
Accounts receivable (less reserve)	120,619	16,661		
Other receivables	--	--		
Gas inventory	--	--		
Underrecovered gas and fuel costs	--	--		
Materials and supplies, at average cost	7,253	6,558		
Electric production fuel, at average cost	--	--		
Price risk management assets	--	--		
Exchange gas receivable	115,787	14,086		
Prepayments and other	98,217	7,759		
<hr/>				
Total Current Assets	341,925	45,067		
<hr/>				
OTHER ASSETS				
Price risk management assets	--	--		
Regulatory assets	90,412	5,380		
Intangible assets, less accumulated amortization	--	--		
Deferred charges and other	9,486	649		
<hr/>				
Total Other Assets	99,898	6,029		
<hr/>				
TOTAL ASSETS	2,561,243	334,801		
<hr/>				

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ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (continued)

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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)	TCO	CGT	CICL
<b>CAPITALIZATION AND LIABILITIES</b>			
<b>CAPITALIZATION</b>			
Common Stock Equity	1,088,297	124,214	*
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	385,925	77,468	
<b>Total Capitalization</b>	<b>1,474,222</b>	<b>201,682</b>	
<b>CURRENT LIABILITIES</b>			
Current redeemable preferred stock subject to mandatory redemption	--	--	
Current portion of long-term debt	128,515	--	
Short-term borrowings	--	--	
Accounts payable	67,758	28,553	
Dividends declared on common and preferred stocks	--	--	
Customer deposits	--	--	
Taxes accrued	113,056	11,159	
Interest accrued	(132)	61	
Overrecovered gas and fuel costs	--	--	
Price risk management liabilities	--	--	
Exchange gas payable	154,822	14,375	
Current deferred revenue	--	--	
Other accruals	164,620	41,447	
<b>Total Current Liabilities</b>	<b>628,639</b>	<b>95,595</b>	
<b>OTHER LIABILITIES AND DEFERRED CREDITS</b>			
Price risk management liabilities	--	--	
Deferred income taxes	317,525	31,526	
Deferred investment tax credits	764	225	
Deferred credits	108,205	1,848	
Noncurrent deferred revenue	--	--	
Accrued liability for postretirement benefits	19,716	3,925	
Other noncurrent liabilities	12,172	--	

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Total Other Liabilities and Deferred Credits	458,382	37,524
COMMITMENTS AND CONTINGENCIES	--	--
TOTAL CAPITALIZATION AND LIABILITIES	2,561,243	334,801

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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)	CRC	CSP	CTC
<b>ASSETS</b>			
<b>PROPERTY, PLANT AND EQUIPMENT</b>			
Utility plant	*	*	*
Accumulated depreciation and amortization			
Net utility plant			
Gas and oil producing properties, full cost method			
United States cost center			
Canadian cost center			
Accumulated depletion			
Net gas and oil producing properties			
Other property, at cost, less accumulated depreciation			
<b>Net Property, Plant, and Equipment</b>			
<b>INVESTMENTS AND OTHER ASSETS</b>			
Equity in undistributed earnings of subsidiaries			
Net assets of discontinued operations			
Unconsolidated affiliates			
Assets held for sale			
Other investments			
<b>Total Investments and Other Assets</b>			
<b>CURRENT ASSETS</b>			
Cash and cash equivalents			
Accounts receivable (less reserve)			

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Other receivables  
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  
Intangible assets, less accumulated amortization  
Deferred charges and other

-----  
Total Other Assets  
-----

TOTAL ASSETS  
=====

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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)

CRC

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

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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 benefits  
 Other noncurrent liabilities

-----  
 Total Other Liabilities and Deferred Credits  
 -----

COMMITMENTS AND CONTINGENCIES

-----  
 TOTAL CAPITALIZATION AND LIABILITIES  
 =====

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ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (continued)

F-1C (1 of 2)

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
ASSETS			
PROPERTY, PLANT AND EQUIPMENT			
Utility plant	*	*	*
Accumulated depreciation and amortization			
-----			
Net utility plant			
-----			
Gas and oil producing properties, full cost method			
United States cost center			
Canadian cost center			
Accumulated depletion			
-----			
Net gas and oil producing properties			



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-----  
Other property, at cost, less accumulated depreciation  
-----  
Net Property, Plant, and Equipment  
-----

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

Total Investments and Other Assets  
-----

CURRENT ASSETS  
Cash and cash equivalents  
Accounts receivable (less reserve)  
Other receivables  
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  
Intangible assets, less accumulated amortization  
Deferred charges and other  
-----

Total Other Assets  
-----

TOTAL ASSETS  
=====

\*CONFIDENTIAL TREATMENT REQUESTED

ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (continued)

F-1C (2 of 2)

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

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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 benefits  
Other noncurrent liabilities

-----  
Total Other Liabilities and Deferred Credits  
-----

COMMITMENTS AND CONTINGENCIES

-----  
TOTAL CAPITALIZATION AND LIABILITIES  
=====

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As of December 31, (\$ in thousands)	F-1D Page 3	CER	AD	Co
<b>ASSETS</b>				
<b>PROPERTY, PLANT AND EQUIPMENT</b>				
Utility plant	*	*	*	
Accumulated depreciation and amortization				
<hr/>				
Net utility plant				
<hr/>				
Gas and oil producing properties, full cost 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/>				
<b>INVESTMENTS AND OTHER ASSETS</b>				
Equity in undistributed earnings of subsidiaries				
Net assets of discontinued operations				
Unconsolidated affiliates				
Assets held for sale				
Other investments				
<hr/>				
Total Investments and Other Assets				
<hr/>				
<b>CURRENT ASSETS</b>				
Cash and cash equivalents				
Accounts receivable (less reserve)				
Other receivables				
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/>				
<b>OTHER ASSETS</b>				
Price risk management assets				
Regulatory assets				
Intangible assets, less accumulated amortization				
Deferred charges and other				
<hr/>				
Total Other Assets				
<hr/>				
<b>TOTAL ASSETS</b>				
<hr/>				

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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	Combined
<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 benefits				
Other noncurrent liabilities				
<hr/>				
Total Other Liabilities and Deferred Credits				

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-----  
 COMMITMENTS AND CONTINGENCIES  
 -----

TOTAL CAPITALIZATION AND LIABILITIES  
 =====

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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
=====			
ASSETS			
PROPERTY, PLANT AND EQUIPMENT			
Utility plant	*	*	*
Accumulated depreciation and amortization			
-----			
Net utility plant			
-----			
Gas and oil producing properties, full cost 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			
Net assets of discontinued operations			
Unconsolidated affiliates			
Assets held for sale			
Other investments			
-----			
Total Investments and Other Assets			
-----			
CURRENT ASSETS			
Cash and cash equivalents			
Accounts receivable (less reserve)			
Other receivables			
Gas inventory			
Underrecovered gas and fuel costs			

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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  
 Intangible assets, less accumulated amortization  
 Deferred charges and other

-----  
 Total Other Assets  
 -----

TOTAL ASSETS  
 =====

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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

=====

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 benefits  
 Other noncurrent liabilities

-----  
 Total Other Liabilities and Deferred Credits  
 -----

COMMITMENTS AND CONTINGENCIES

-----  
 TOTAL CAPITALIZATION AND LIABILITIES  
 =====

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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
=====			
ASSETS			
PROPERTY, PLANT AND EQUIPMENT			
Utility plant	*	*	*
Accumulated depreciation and amortization			
-----			
Net utility plant			
-----			
Gas and oil producing properties, full cost method			
United States cost center			
Canadian cost center			
Accumulated depletion			
-----			
Net gas and oil producing properties			

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-----  
Other property, at cost, less accumulated depreciation  
-----

Net Property, Plant, and Equipment  
-----

INVESTMENTS AND OTHER ASSETS

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

Total Investments and Other Assets  
-----

CURRENT ASSETS

Cash and cash equivalents  
Accounts receivable (less reserve)  
Other receivables  
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  
Intangible assets, less accumulated amortization  
Deferred charges and other  
-----

Total Other Assets  
-----

TOTAL ASSETS  
=====

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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  
=====

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 benefits
- Other noncurrent liabilities

-----  
Total Other Liabilities and Deferred Credits  
-----

COMMITMENTS AND CONTINGENCIES

-----  
TOTAL CAPITALIZATION AND LIABILITIES  
=====

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As of December 31, (\$ in thousands)	CNS	CMC	Combined
<b>ASSETS</b>			
<b>PROPERTY, PLANT AND EQUIPMENT</b>			
Utility plant	*	*	*
Accumulated depreciation and amortization			
-----			
Net utility plant			
-----			
Gas and oil producing properties, full cost 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			
-----			
<b>INVESTMENTS AND OTHER ASSETS</b>			
Equity in undistributed earnings of subsidiaries			
Net assets of discontinued operations			
Unconsolidated affiliates			
Assets held for sale			
Other investments			
-----			
Total Investments and Other Assets			
-----			
<b>CURRENT ASSETS</b>			
Cash and cash equivalents			
Accounts receivable (less reserve)			
Other receivables			
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			
-----			
<b>OTHER ASSETS</b>			
Price risk management assets			
Regulatory assets			
Intangible assets, less accumulated amortization			
Deferred charges and other			
-----			
Total Other Assets			
-----			
<b>TOTAL ASSETS</b>			
=====			

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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
<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 benefits			
Other noncurrent liabilities			
<hr/>			
Total Other Liabilities and Deferred Credits			
<hr/>			

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COMMITMENTS AND CONTINGENCIES

TOTAL CAPITALIZATION AND LIABILITIES

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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
<b>ASSETS</b>			
<b>PROPERTY, PLANT AND EQUIPMENT</b>			
Utility plant	*	*	*
Accumulated depreciation and amortization			
Net utility plant			
Gas and oil producing properties, full cost 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			
<b>INVESTMENTS AND OTHER ASSETS</b>			
Equity in undistributed earnings of subsidiaries			
Net assets of discontinued operations			
Unconsolidated affiliates			
Assets held for sale			
Other investments			
Total Investments and Other Assets			
<b>CURRENT ASSETS</b>			
Cash and cash equivalents			
Accounts receivable (less reserve)			
Other receivables			
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  
 Intangible assets, less accumulated amortization  
 Deferred charges and other

-----  
 Total Other Assets  
 -----

TOTAL ASSETS  
 =====

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ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (continued)

F-1G (2 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  
 =====

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

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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 benefits  
 Other noncurrent liabilities

-----  
 Total Other Liabilities and Deferred Credits  
 -----

-----  
 COMMITMENTS AND CONTINGENCIES  
 -----

-----  
 TOTAL CAPITALIZATION AND LIABILITIES  
 =====

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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
=====			
ASSETS			
PROPERTY, PLANT AND EQUIPMENT			
Utility plant	*	*	*
Accumulated depreciation and amortization			
-----			
Net utility plant			
-----			
Gas and oil producing properties, full cost 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  
 -----

INVESTMENTS AND OTHER ASSETS

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

Total Investments and Other Assets  
 -----

CURRENT ASSETS

Cash and cash equivalents  
 Accounts receivable (less reserve)  
 Other receivables  
 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  
 Intangible assets, less accumulated amortization  
 Deferred charges and other  
 -----

Total Other Assets  
 -----

TOTAL ASSETS  
 =====

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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  
 =====

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 benefits  
Other noncurrent liabilities

-----  
Total Other Liabilities and Deferred Credits  
-----

COMMITMENTS AND CONTINGENCIES

-----  
TOTAL CAPITALIZATION AND LIABILITIES  
=====

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As of December 31, (\$ in thousands)	F-1I Page 3	F-1I Page 5	EUUI	Com
<b>ASSETS</b>				
<b>PROPERTY, PLANT AND EQUIPMENT</b>				
Utility plant	*	*	*	
Accumulated depreciation and amortization				
<hr/>				
Net utility plant				
<hr/>				
Gas and oil producing properties, full cost 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/>				
<b>INVESTMENTS AND OTHER ASSETS</b>				
Equity in undistributed earnings of subsidiaries				
Net assets of discontinued operations				
Unconsolidated affiliates				
Assets held for sale				
Other investments				
<hr/>				
Total Investments and Other Assets				
<hr/>				
<b>CURRENT ASSETS</b>				
Cash and cash equivalents				
Accounts receivable (less reserve)				
Other receivables				
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/>				
<b>OTHER ASSETS</b>				
Price risk management assets				
Regulatory assets				
Intangible assets, less accumulated amortization				
Deferred charges and other				
<hr/>				
Total Other Assets				
<hr/>				
<b>TOTAL ASSETS</b>				

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ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (continued)

F-1I (2 of 6)

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

As of December 31, (\$ in thousands)	F-1I Page 4	F-1I Page 6	EUII	Com
<b>CAPITALIZATION AND LIABILITIES</b>				
<b>CAPITALIZATION</b>				
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				
<b>Total Capitalization</b>				
<b>CURRENT LIABILITIES</b>				
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				
<b>Total Current Liabilities</b>				
<b>OTHER LIABILITIES AND DEFERRED CREDITS</b>				
Price risk management liabilities				
Deferred income taxes				
Deferred investment tax credits				
Deferred credits				
Noncurrent deferred revenue				
Accrued liability for postretirement benefits				
Other noncurrent liabilities				
<b>Total Other Liabilities and Deferred Credits</b>				
<b>COMMITMENTS AND CONTINGENCIES</b>				
<b>TOTAL CAPITALIZATION AND LIABILITIES</b>				

\*CONFIDENTIAL TREATMENT REQUESTED

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ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (continued)

F-1I (3 of 6)

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

As of December 31, (\$ in thousands)	EUIM	TPC	NEML
<b>ASSETS</b>			
<b>PROPERTY, PLANT AND EQUIPMENT</b>			
Utility plant	*	*	*
Accumulated depreciation and amortization			
<hr/>			
Net utility plant			
<hr/>			
Gas and oil producing properties, full cost 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/>			
<b>Net Property, Plant, and Equipment</b>			
<hr/>			
<b>INVESTMENTS AND OTHER ASSETS</b>			
Equity in undistributed earnings of subsidiaries			
Net assets of discontinued operations			
Unconsolidated affiliates			
Assets held for sale			
Other investments			
<hr/>			
<b>Total Investments and Other Assets</b>			
<hr/>			
<b>CURRENT ASSETS</b>			
Cash and cash equivalents			
Accounts receivable (less reserve)			
Other receivables			
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  
 Intangible assets, less accumulated amortization  
 Deferred charges and other  
 -----

Total Other Assets  
 -----

TOTAL ASSETS  
 =====

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ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (continued)

F-1I (4 of 6)

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

As of December 31, (\$ in thousands)

EUIM

TPC

NEML  
 =====

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 benefits  
 Other noncurrent liabilities

-----  
 Total Other Liabilities and Deferred Credits  
 -----

COMMITMENTS AND CONTINGENCIES

TOTAL CAPITALIZATION AND LIABILITIES  
 =====

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ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (continued)

F-1I (5 of 6)

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

As of December 31, (\$ in thousands)	NIFC	NITEX	NGS
=====			
ASSETS			
PROPERTY, PLANT AND EQUIPMENT			
Utility plant	*	*	*
Accumulated depreciation and amortization			
-----			
Net utility plant			
-----			
Gas and oil producing properties, full cost 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  
Net assets of discontinued operations  
Unconsolidated affiliates  
Assets held for sale  
Other investments

-----  
Total Investments and Other Assets  
-----

CURRENT ASSETS

Cash and cash equivalents  
Accounts receivable (less reserve)  
Other receivables  
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  
Intangible assets, less accumulated amortization  
Deferred charges and other

-----  
Total Other Assets  
-----

TOTAL ASSETS  
=====

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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)

NIFC

NITEX

NGS  
=====

CAPITALIZATION AND LIABILITIES

CAPITALIZATION

Common Stock Equity

\*

\*

\*

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

-----  
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 benefits  
Other noncurrent liabilities

-----  
Total Other Liabilities and Deferred Credits  
-----

COMMITMENTS AND CONTINGENCIES

-----  
TOTAL CAPITALIZATION AND LIABILITIES  
=====

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As of December 31, (\$ in thousands)	EUIM	ESPE	EUIC	Co
<b>ASSETS</b>				
<b>PROPERTY, PLANT AND EQUIPMENT</b>				
Utility plant	*	*	*	
Accumulated depreciation and amortization				
-----				
Net utility plant				
-----				
Gas and oil producing properties, full cost 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				
<b>INVESTMENTS AND OTHER ASSETS</b>				
Equity in undistributed earnings of subsidiaries				
Net assets of discontinued operations				
Unconsolidated affiliates				
Assets held for sale				
Other investments				
-----				
Total Investments and Other Assets				
<b>CURRENT ASSETS</b>				
Cash and cash equivalents				
Accounts receivable (less reserve)				
Other receivables				
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				
<b>OTHER ASSETS</b>				
Price risk management assets				
Regulatory assets				
Intangible assets, less accumulated amortization				
Deferred charges and other				
-----				
Total Other Assets				
-----				
<b>TOTAL ASSETS</b>				
=====				

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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)

As of December 31, (\$ in thousands)	EUIM	ESPE	EUIC	Com
<b>CAPITALIZATION AND LIABILITIES</b>				
<b>CAPITALIZATION</b>				
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				
<b>Total Capitalization</b>				
<b>CURRENT LIABILITIES</b>				
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				
<b>Total Current Liabilities</b>				
<b>OTHER LIABILITIES AND DEFERRED CREDITS</b>				
Price risk management liabilities				
Deferred income taxes				
Deferred investment tax credits				
Deferred credits				
Noncurrent deferred revenue				
Accrued liability for postretirement benefits				
Other noncurrent liabilities				
<b>Total Other Liabilities and Deferred Credits</b>				
<b>COMMITMENTS AND CONTINGENCIES</b>				
<b>TOTAL CAPITALIZATION AND LIABILITIES</b>				

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ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (continued)

F-1K (1 of 4)

NISOURCE INC. AND SUBSIDIARIES  
 ENERGY USA (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
<b>ASSETS</b>				
<b>PROPERTY, PLANT AND EQUIPMENT</b>				
Utility plant	*	*	*	
Accumulated depreciation and amortization				
<hr/>				
Net utility plant				
<hr/>				
Gas and oil producing properties, full cost 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/>				
<b>Net Property, Plant, and Equipment</b>				
<hr/>				
<b>INVESTMENTS AND OTHER ASSETS</b>				
Equity in undistributed earnings of subsidiaries				
Net assets of discontinued operations				
Unconsolidated affiliates				
Assets held for sale				
Other investments				
<hr/>				
<b>Total Investments and Other Assets</b>				
<hr/>				
<b>CURRENT ASSETS</b>				
Cash and cash equivalents				
Accounts receivable (less reserve)				
Other receivables				
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  
Intangible assets, less accumulated amortization  
Deferred charges and other

-----  
Total Other Assets

-----  
TOTAL ASSETS  
=====

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ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (continued)

F-1K (2 of 4)

NISOURCE INC. AND SUBSIDIARIES  
ENERGY USA (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				

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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 benefits  
Other noncurrent liabilities

-----  
Total Other Liabilities and Deferred Credits  
-----

-----  
COMMITMENTS AND CONTINGENCIES  
-----

-----  
TOTAL CAPITALIZATION AND LIABILITIES  
=====

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ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (continued)

F-1K (3 of 4)

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

As of December 31, (\$ in thousands)

EUE

=====

ASSETS

PROPERTY, PLANT AND EQUIPMENT

Utility plant \*  
Accumulated depreciation and amortization

-----  
Net utility plant  
-----

Gas and oil producing properties, full cost 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  
Net assets of discontinued operations

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Unconsolidated affiliates  
 Assets held for sale  
 Other investments

-----  
 Total Investments and Other Assets  
 -----

CURRENT ASSETS

Cash and cash equivalents  
 Accounts receivable (less reserve)  
 Other receivables  
 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  
 Intangible assets, less accumulated amortization  
 Deferred charges and other

-----  
 Total Other Assets  
 -----

TOTAL ASSETS  
 =====

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ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (continued)

F-1K (4 of 4)

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

As of December 31, (\$ in thousands)

EUE

E

-----  
 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 benefits  
 Other noncurrent liabilities

Total Other Liabilities and Deferred Credits

COMMITMENTS AND CONTINGENCIES

TOTAL CAPITALIZATION AND LIABILITIES

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ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (continued)

F-1L (1 of 2)

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

As of December 31, (\$ in thousands)

TPC

EUA

Combin

ASSETS

PROPERTY, PLANT AND EQUIPMENT

Utility plant

\*

\*

Accumulated depreciation and amortization

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Net utility plant
-----
Gas and oil producing properties, full cost 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
Net assets of discontinued operations
Unconsolidated affiliates
Assets held for sale
Other investments
-----
Total Investments and Other Assets
-----
CURRENT ASSETS
Cash and cash equivalents
Accounts receivable (less reserve)
Other receivables
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
Intangible assets, less accumulated amortization
Deferred charges and other
-----
Total Other Assets
-----
TOTAL ASSETS
=====

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As of December 31, (\$ in thousands)	TPC	EUA	Combin
<b>CAPITALIZATION AND LIABILITIES</b>			
<b>CAPITALIZATION</b>			
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/>			
<b>CURRENT LIABILITIES</b>			
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/>			
<b>OTHER LIABILITIES AND DEFERRED CREDITS</b>			
Price risk management liabilities			
Deferred income taxes			
Deferred investment tax credits			
Deferred credits			
Noncurrent deferred revenue			
Accrued liability for postretirement benefits			
Other noncurrent liabilities			
<hr/>			
Total Other Liabilities and Deferred Credits			
<hr/>			
<b>COMMITMENTS AND CONTINGENCIES</b>			
<hr/>			
<b>TOTAL CAPITALIZATION AND LIABILITIES</b>			
<hr/>			

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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	Combined
<hr/>			
ASSETS			
PROPERTY, PLANT AND EQUIPMENT			
Utility plant	78,308	*	*
Accumulated depreciation and amortization	(36,732)		
<hr/>			
Net utility plant	41,576		
<hr/>			
Gas and oil producing properties, full cost 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	41,576		
<hr/>			
INVESTMENTS AND OTHER ASSETS			
Equity in undistributed earnings of subsidiaries	--		
Net assets of discontinued operations	--		
Unconsolidated affiliates	5		
Assets held for sale	--		
Other investments	--		
<hr/>			
Total Investments and Other Assets	5		
<hr/>			
CURRENT ASSETS			
Cash and cash equivalents	1,508		
Accounts receivable (less reserve)	3,853		
Other receivables	--		
Gas inventory	773		
Underrecovered gas and fuel costs	--		
Materials and supplies, at average cost	403		
Electric production fuel, at average cost	--		
Price risk management assets	--		
Exchange gas receivable	--		
Prepayments and other	32		
<hr/>			
Total Current Assets	6,569		
<hr/>			
OTHER ASSETS			
Price risk management assets	--		
Regulatory assets	--		
Intangible assets, less accumulated amortization	--		
Deferred charges and other	68		
<hr/>			
Total Other Assets	68		
<hr/>			
TOTAL ASSETS	48,218		
<hr/>			

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ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (continued)

F-1M (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	Combined
<hr/>			
CAPITALIZATION AND LIABILITIES			
CAPITALIZATION			
Common Stock Equity	34,418	*	*
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	34,418		
<hr/>			
CURRENT LIABILITIES			
Current redeemable preferred stock subject to mandatory redemption	--		
Current portion of long-term debt	--		
Short-term borrowings	1,015		
Accounts payable	5,657		
Dividends declared on common and preferred stocks	--		
Customer deposits	493		
Taxes accrued	(134)		
Interest accrued	130		
Overrecovered gas and fuel costs	(2,298)		
Price risk management liabilities	--		
Exchange gas payable	--		
Current deferred revenue	--		
Other accruals	1,295		
<hr/>			
Total Current Liabilities	6,158		
<hr/>			
OTHER LIABILITIES AND DEFERRED CREDITS			
Price risk management liabilities	--		
Deferred income taxes	4,158		
Deferred investment tax credits	501		
Deferred credits	--		
Noncurrent deferred revenue	--		
Accrued liability for postretirement benefits	386		
Other noncurrent liabilities	2,597		
<hr/>			
Total Other Liabilities and Deferred Credits	7,642		

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COMMITMENTS AND CONTINGENCIES	--
TOTAL CAPITALIZATION AND LIABILITIES	48,218

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ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (continued) F-1N (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-1N Page 3	NESI	CROSS	Co
<b>ASSETS</b>				
<b>PROPERTY, PLANT AND EQUIPMENT</b>				
Utility plant	*	*	35,232	
Accumulated depreciation and amortization			(6,630)	
Net utility plant			28,602	
Gas and oil producing properties, full cost method				
United States cost center				--
Canadian cost center				--
Accumulated depletion				--
Net gas and oil producing properties				--
Other property, at cost, less accumulated depreciation				(40)
Net Property, Plant, and Equipment			28,562	
<b>INVESTMENTS AND OTHER ASSETS</b>				
Equity in undistributed earnings of subsidiaries				--
Net assets of discontinued operations				--
Unconsolidated affiliates				--
Assets held for sale				--
Other investments				--
Total Investments and Other Assets				--
<b>CURRENT ASSETS</b>				
Cash and cash equivalents				1
Accounts receivable (less reserve)				757
Other receivables				--
Gas inventory				--
Underrecovered gas and fuel costs				--
Materials and supplies, at average cost				--
Electric production fuel, at average cost				--
Price risk management assets				--

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Exchange gas receivable	--
Prepayments and other	1
-----	
Total Current Assets	759
-----	
OTHER ASSETS	
Price risk management assets	--
Regulatory assets	66
Intangible assets, less accumulated amortization	--
Deferred charges and other	727
-----	
Total Other Assets	793
-----	
TOTAL ASSETS	30,114
=====	

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ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (continued) F-1N (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-1N Page 4	NESI	CROSS	Co
=====				
CAPITALIZATION AND LIABILITIES				
CAPITALIZATION				
Common Stock Equity	*	*	(8,696)	
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			(8,696)	
-----				
CURRENT LIABILITIES				
Current redeemable preferred stock subject to mandatory redemption			--	
Current portion of long-term debt			--	
Short-term borrowings			30,393	
Accounts payable			3,975	
Dividends declared on common and preferred stocks			--	
Customer deposits			--	
Taxes accrued			393	
Interest accrued			--	
Overrecovered gas and fuel costs			--	
Price risk management liabilities			--	

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Exchange gas payable	--
Current deferred revenue	--
Other accruals	800
<hr/>	
Total Current Liabilities	35,561
<hr/>	
OTHER LIABILITIES AND DEFERRED CREDITS	
Price risk management liabilities	--
Deferred income taxes	3,210
Deferred investment tax credits	--
Deferred credits	39
Noncurrent deferred revenue	--
Accrued liability for postretirement benefits	--
Other noncurrent liabilities	--
<hr/>	
Total Other Liabilities and Deferred Credits	3,249
<hr/>	
COMMITMENTS AND CONTINGENCIES	--
<hr/>	
TOTAL CAPITALIZATION AND LIABILITIES	30,114
<hr/>	

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ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (continued) F-1N (3 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	F-1
<hr/>				
ASSETS				
PROPERTY, PLANT AND EQUIPMENT				
Utility plant	*	*	*	
Accumulated depreciation and amortization				
<hr/>				
Net utility plant				
<hr/>				
Gas and oil producing properties, full cost 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				

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

-----  
 Total Investments and Other Assets  
 -----

CURRENT ASSETS

Cash and cash equivalents  
 Accounts receivable (less reserve)  
 Other receivables  
 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  
 Intangible assets, less accumulated amortization  
 Deferred charges and other

-----  
 Total Other Assets  
 -----

TOTAL ASSETS  
 =====

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ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (continued)

F-1N (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

F-1

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			

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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 benefits  
 Other noncurrent liabilities

-----  
 Total Other Liabilities and Deferred Credits  
 -----

COMMITMENTS AND CONTINGENCIES

-----  
 TOTAL CAPITALIZATION AND LIABILITIES  
 =====

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ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (continued)

F-10 (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-10 Page 3	F-10 Page 5	NDEV	ASL	Com
ASSETS					
PROPERTY, PLANT AND EQUIPMENT					
Utility plant	*	*	*	*	
Accumulated depreciation and amortization					

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-----  
Net utility plant  
-----  
Gas and oil producing properties, full cost 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  
    Net assets of discontinued operations  
    Unconsolidated affiliates  
    Assets held for sale  
    Other investments  
-----

Total Investments and Other Assets

-----  
CURRENT ASSETS  
    Cash and cash equivalents  
    Accounts receivable (less reserve)  
    Other receivables  
    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  
    Intangible assets, less accumulated amortization  
    Deferred charges and other  
-----

Total Other Assets

TOTAL ASSETS  
=====

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As of December 31, (\$ in thousands)	F-10 Page 4	F-10 Page 6	NDEV	ASL	Com
<b>CAPITALIZATION AND LIABILITIES</b>					
<b>CAPITALIZATION</b>					
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/>					
<b>CURRENT LIABILITIES</b>					
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/>					
<b>OTHER LIABILITIES AND DEFERRED CREDITS</b>					
Price risk management liabilities					
Deferred income taxes					
Deferred investment tax credits					
Deferred credits					
Noncurrent deferred revenue					
Accrued liability for postretirement benefits					
Other noncurrent liabilities					
<hr/>					
Total Other Liabilities and Deferred Credits					
<hr/>					
<b>COMMITMENTS AND CONTINGENCIES</b>					
<hr/>					
<b>TOTAL CAPITALIZATION AND LIABILITIES</b>					
<hr/>					

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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      KOGF

=====

ASSETS

PROPERTY, PLANT AND EQUIPMENT

Utility plant	*	*	*	*
Accumulated depreciation and amortization				

-----

Net utility plant

-----

Gas and oil producing properties, full cost 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

Net assets of discontinued operations

Unconsolidated affiliates

Assets held for sale

Other investments

-----

Total Investments and Other Assets

-----

CURRENT ASSETS

Cash and cash equivalents

Accounts receivable (less reserve)

Other receivables

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

Intangible assets, less accumulated amortization

Deferred charges and other

-----

Total Other Assets

-----

TOTAL ASSETS

=====

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ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (continued)

F-10 (4 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	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				
-----				
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 benefits				

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Other noncurrent liabilities

-----  
Total Other Liabilities and Deferred Credits

-----  
COMMITMENTS AND CONTINGENCIES

-----  
TOTAL CAPITALIZATION AND LIABILITIES  
=====

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ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (continued)

F-10 (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)	NDC	PRO	PRI	SWP
=====				
ASSETS				
PROPERTY, PLANT AND EQUIPMENT				
Utility plant	*	*	*	*
Accumulated depreciation and amortization				
-----				
Net utility plant				
-----				
Gas and oil producing properties, full cost 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				
Net assets of discontinued operations				
Unconsolidated affiliates				
Assets held for sale				
Other investments				
-----				
Total Investments and Other Assets				
-----				
CURRENT ASSETS				
Cash and cash equivalents				
Accounts receivable (less reserve)				
Other receivables				
Gas inventory				
Underrecovered gas and fuel costs				

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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  
 Intangible assets, less accumulated amortization  
 Deferred charges and other

-----  
 Total Other Assets  
 -----

TOTAL ASSETS  
 =====

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ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (continued)

F-10 (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)

NDC

PRO

PRI

SWP

=====

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

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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 benefits  
 Other noncurrent liabilities

-----  
 Total Other Liabilities and Deferred Credits

-----  
 COMMITMENTS AND CONTINGENCIES

-----  
 TOTAL CAPITALIZATION AND LIABILITIES  
 =====

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ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (continued)

F-1P (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      Combined  
 =====

ASSETS

PROPERTY, PLANT AND EQUIPMENT

Utility plant	*	*	*
Accumulated depreciation and amortization			

-----  
 Net utility plant

-----  
 Gas and oil producing properties, full cost 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

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

-----  
 Total Investments and Other Assets  
 -----

CURRENT ASSETS

Cash and cash equivalents  
 Accounts receivable (less reserve)  
 Other receivables  
 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  
 Intangible assets, less accumulated amortization  
 Deferred charges and other

-----  
 Total Other Assets  
 -----

TOTAL ASSETS  
 =====

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

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debtentures  
 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 benefits  
 Other noncurrent liabilities

-----  
 Total Other Liabilities and Deferred Credits  
 -----

COMMITMENTS AND CONTINGENCIES

-----  
 TOTAL CAPITALIZATION AND LIABILITIES  
 =====

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ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (continued)

F-1Q (1 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 Combined

ASSETS

PROPERTY, PLANT AND EQUIPMENT

Utility plant	*	*	*	*
Accumulated depreciation and amortization				



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-----  
Net utility plant  
-----  
Gas and oil producing properties, full cost 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  
    Net assets of discontinued operations  
    Unconsolidated affiliates  
    Assets held for sale  
    Other investments  
-----

Total Investments and Other Assets

-----  
CURRENT ASSETS  
    Cash and cash equivalents  
    Accounts receivable (less reserve)  
    Other receivables  
    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  
    Intangible assets, less accumulated amortization  
    Deferred charges and other  
-----

Total Other Assets

TOTAL ASSETS  
=====

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As of December 31, (\$ in thousands)	NPG	GSGT	PNGTS	Combined
<b>CAPITALIZATION AND LIABILITIES</b>				
<b>CAPITALIZATION</b>				
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				
<b>Total Capitalization</b>				
<b>CURRENT LIABILITIES</b>				
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				
<b>Total Current Liabilities</b>				
<b>OTHER LIABILITIES AND DEFERRED CREDITS</b>				
Price risk management liabilities				
Deferred income taxes				
Deferred investment tax credits				
Deferred credits				
Noncurrent deferred revenue				
Accrued liability for postretirement benefits				
Other noncurrent liabilities				
<b>Total Other Liabilities and Deferred Credits</b>				
<b>COMMITMENTS AND CONTINGENCIES</b>				
<b>TOTAL CAPITALIZATION AND LIABILITIES</b>				

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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	Combined
<b>ASSETS</b>				
<b>PROPERTY, PLANT AND EQUIPMENT</b>				
Utility plant	22,536	*	*	*
Accumulated depreciation and amortization	(6,139)			
Net utility plant	16,397			
<b>Gas and oil producing properties, full cost method</b>				
United States cost center	-			
Canadian cost center	-			
Accumulated depletion	-			
Net gas and oil producing properties	-			
Other property, at cost, less accumulated depreciation	600			
<b>Net Property, Plant, and Equipment</b>	<b>16,997</b>			
<b>INVESTMENTS AND OTHER ASSETS</b>				
Equity in undistributed earnings of subsidiaries	753			
Net assets of discontinued operations	-			
Unconsolidated affiliates	-			
Assets held for sale	-			
Other investments	-			
<b>Total Investments and Other Assets</b>	<b>753</b>			
<b>CURRENT ASSETS</b>				
Cash and cash equivalents	(291)			
Accounts receivable (less reserve)	12,928			
Other receivables	-			
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	110			
<b>Total Current Assets</b>	<b>12,747</b>			
<b>OTHER ASSETS</b>				
Price risk management assets	-			
Regulatory assets	3,897			
Intangible assets, less accumulated amortization	4			
Deferred charges and other	184			
<b>Total Other Assets</b>	<b>4,085</b>			

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-----  
TOTAL ASSETS 34,582  
=====

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ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (continued) F-1R (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 Combin

-----  
CAPITALIZATION AND LIABILITIES

CAPITALIZATION

Common Stock Equity	8,869	*	*
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	8,869		

-----  
CURRENT LIABILITIES

Current redeemable preferred stock subject to mandatory redemption	-
Current portion of long-term debt	-
Short-term borrowings	18,969
Accounts payable	4,107
Dividends declared on common and preferred stocks	-
Customer deposits	-
Taxes accrued	(3,526)
Interest accrued	-
Overrecovered gas and fuel costs	-
Price risk management liabilities	-
Exchange gas payable	-
Current deferred revenue	-
Other accruals	32
Total Current Liabilities	19,582

-----  
OTHER LIABILITIES AND DEFERRED CREDITS

Price risk management liabilities	-
Deferred income taxes	6,033
Deferred investment tax credits	20
Deferred credits	-

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Noncurrent deferred revenue	-
Accrued liability for postretirement benefits	-
Other noncurrent liabilities	78
-----	
Total Other Liabilities and Deferred Credits	6,131
-----	
COMMITMENTS AND CONTINGENCIES	-
-----	
TOTAL CAPITALIZATION AND LIABILITIES	34,582
=====	

\* CONFIDENTIAL TREATMENT REQUESTED

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ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (continued) F-1S (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	Combined	Cons
-----				
ASSETS				
PROPERTY, PLANT AND EQUIPMENT				
Utility plant	71,542	*	*	
Accumulated depreciation and amortization	(25,042)			
-----				
Net utility plant	46,500			
-----				
Gas and oil producing properties, full cost 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	46,500			
-----				
INVESTMENTS AND OTHER ASSETS				
Equity in undistributed earnings of subsidiaries	-			
Net assets of discontinued operations	-			
Unconsolidated affiliates	-			
Assets held for sale	-			
Other investments	4,043			
-----				
Total Investments and Other Assets	4,043			
-----				
CURRENT ASSETS				
Cash and cash equivalents	590			
Accounts receivable (less reserve)	6,406			

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Other receivables	-
Gas inventory	5,587
Underrecovered gas and fuel costs	5,169
Materials and supplies, at average cost	409
Electric production fuel, at average cost	-
Price risk management assets	-
Exchange gas receivable	-
Prepayments and other	82
-----	
Total Current Assets	18,243
-----	
OTHER ASSETS	
Price risk management assets	-
Regulatory assets	132
Intangible assets, less accumulated amortization	-
Deferred charges and other	20
Total Other Assets	152
-----	
TOTAL ASSETS	68,938
=====	

\* CONFIDENTIAL TREATMENT REQUESTED

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

As of December 31, (\$ in thousands)	NIFL	NITC	Combined	Cons
-----				
CAPITALIZATION AND LIABILITIES				
CAPITALIZATION				
Common Stock Equity	45,390	*	*	
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	45,390			
-----				
CURRENT LIABILITIES				
Current redeemable preferred stock subject to mandatory redemption	-			
Current portion of long-term debt	-			
Short-term borrowings	4,000			
Accounts payable	6,367			

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Dividends declared on common and preferred stocks	157
Customer deposits	-
Taxes accrued	499
Interest accrued	31
Overrecovered gas and fuel costs	-
Price risk management liabilities	-
Exchange gas payable	-
Current deferred revenue	-
Other accruals	1,513
-----	
Total Current Liabilities	12,567
-----	
OTHER LIABILITIES AND DEFERRED CREDITS	
Price risk management liabilities	-
Deferred income taxes	4,494
Deferred investment tax credits	302
Deferred credits	4,294
Noncurrent deferred revenue	-
Accrued liability for postretirement benefits	-
Other noncurrent liabilities	1,891
-----	
Total Other Liabilities and Deferred Credits	10,981
-----	
COMMITMENTS AND CONTINGENCIES	-
-----	
TOTAL CAPITALIZATION AND LIABILITIES	68,938
=====	

\* 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 PUBLIC SERVICE COMPANY AND SUBSIDIARIES  
 CONSOLIDATED BALANCE SHEET  
 (Not covered by Report of Independent Public Accountants)

As of December 31, (\$ in thousands)	NIP	NEXCO	Combined
-----			
ASSETS			
PROPERTY, PLANT AND EQUIPMENT			
Utility plant	6,218,991	*	*
Accumulated depreciation and amortization	(3,357,201)		
-----			
Net utility plant	2,861,790		
-----			
Gas and oil producing properties, full cost method			
United States cost center	-		
Canadian cost center	-		
Accumulated depletion	-		
-----			
Net gas and oil producing properties	-		
-----			

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Other property, at cost, less accumulated depreciation	2,498
<hr/>	
Net Property, Plant, and Equipment	2,864,288
<hr/>	
INVESTMENTS AND OTHER ASSETS	
Equity in undistributed earnings of subsidiaries	-
Net assets of discontinued operations	-
Unconsolidated affiliates	7,907
Assets held for sale	-
Other investments	-
<hr/>	
Total Investments and Other Assets	7,907
<hr/>	
CURRENT ASSETS	
Cash and cash equivalents	15,925
Accounts receivable (less reserve)	139,083
Other receivables	-
Gas inventory	104,706
Underrecovered gas and fuel costs	-
Materials and supplies, at average cost	44,501
Electric production fuel, at average cost	29,152
Price risk management assets	-
Exchange gas receivable	-
Prepayments and other	199,709
<hr/>	
Total Current Assets	533,076
<hr/>	
OTHER ASSETS	
Price risk management assets	-
Regulatory assets	225,377
Intangible assets, less accumulated amortization	-
Deferred charges and other	265,145
<hr/>	
Total Other Assets	490,522
<hr/>	
TOTAL ASSETS	3,895,793
<hr/>	

\* 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 PUBLIC SERVICE COMPANY AND SUBSIDIARIES  
 CONSOLIDATED BALANCE SHEET  
 (Not covered by Report of Independent Public Accountants)

As of December 31, (\$ in thousands)	NIP	NEXCO	Combined
<hr/>			

CAPITALIZATION AND LIABILITIES  
 CAPITALIZATION



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Common Stock Equity	1,036,314	*	*
Preferred Stocks--			
Subsidiary Companies	-		
Series without mandatory redemption provisions	81,114		
Series with mandatory redemption provisions	5,547		
Company-obligated mandatorily redeemable preferred securities of subsidiary trust holding solely Company debentures	-		
Long-term debt, excluding amounts due within one year	902,064		
-----			
Total Capitalization	2,025,039		
-----			
CURRENT LIABILITIES			
Current redeemable preferred stock subject to mandatory redemption	43,000		
Current portion of long-term debt	-		
Short-term borrowings	335,415		
Accounts payable	146,177		
Dividends declared on common and preferred stocks	1,748		
Customer deposits	27,675		
Taxes accrued	168,120		
Interest accrued	11,980		
Overrecovered gas and fuel costs	-		
Price risk management liabilities	5,609		
Exchange gas payable	-		
Current deferred revenue	-		
Other accruals	32,649		
-----			
Total Current Liabilities	772,373		
-----			
OTHER LIABILITIES AND DEFERRED CREDITS			
Price risk management liabilities	-		
Deferred income taxes	739,536		
Deferred investment tax credits	71,392		
Deferred credits	229,419		
Noncurrent deferred revenue	-		
Accrued liability for postretirement benefits	-		
Other noncurrent liabilities	58,034		
-----			
Total Other Liabilities and Deferred Credits	1,098,381		
-----			
COMMITMENTS AND CONTINGENCIES	-		
-----			
TOTAL CAPITALIZATION AND LIABILITIES	3,895,793		
=====			

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As of December 31, (\$ in thousands)	F-1U Page 3	PEI	CEI	Combine
<b>ASSETS</b>				
<b>PROPERTY, PLANT AND EQUIPMENT</b>				
Utility plant	*	*	*	
Accumulated depreciation and amortization				
<hr/>				
Net utility plant				
<hr/>				
Gas and oil producing properties, full cost 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/>				
<b>INVESTMENTS AND OTHER ASSETS</b>				
Equity in undistributed earnings of subsidiaries				
Net assets of discontinued operations				
Unconsolidated affiliates				
Assets held for sale				
Other investments				
<hr/>				
Total Investments and Other Assets				
<hr/>				
<b>CURRENT ASSETS</b>				
Cash and cash equivalents				
Accounts receivable (less reserve)				
Other receivables				
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/>				
<b>OTHER ASSETS</b>				
Price risk management assets				
Regulatory assets				
Intangible assets, less accumulated amortization				
Deferred charges and other				
<hr/>				
Total Other Assets				
<hr/>				
<b>TOTAL ASSETS</b>				
<hr/>				

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ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (continued)

F-1U (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-1U Page 4	PEI	CEI	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 benefits				
Other noncurrent liabilities				
<hr/>				
Total Other Liabilities and Deferred Credits				
<hr/>				

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COMMITMENTS AND CONTINGENCIES

TOTAL CAPITALIZATION AND LIABILITIES

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ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (continued)

F-1U (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)	HCC	IEL	LEC	NLEC
<b>ASSETS</b>				
<b>PROPERTY, PLANT AND EQUIPMENT</b>				
Utility plant	*	*	*	*
Accumulated depreciation and amortization				
Net utility plant				
Gas and oil producing properties, full cost method				
United States cost center				
Canadian cost center				
Accumulated depletion				
Net gas and oil producing properties				
Other property, at cost, less accumulated depreciation				
<b>Net Property, Plant, and Equipment</b>				
<b>INVESTMENTS AND OTHER ASSETS</b>				
Equity in undistributed earnings of subsidiaries				
Net assets of discontinued operations				
Unconsolidated affiliates				
Assets held for sale				
Other investments				
<b>Total Investments and Other Assets</b>				
<b>CURRENT ASSETS</b>				
Cash and cash equivalents				
Accounts receivable (less reserve)				
Other receivables				
Gas inventory				
Underrecovered gas and fuel costs				
Materials and supplies, at average cost				
Electric production fuel, at average cost				
Price risk management assets				

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Exchange gas receivable  
Prepayments and other

-----  
Total Current Assets  
-----

OTHER ASSETS

Price risk management assets  
Regulatory assets  
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-1U (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)

HCC

IEL

LEC

NLEC

-----  
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 benefits  
 Other noncurrent liabilities

-----  
 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-1V (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	Combined
ASSETS			
PROPERTY, PLANT AND EQUIPMENT			
Utility plant	*	*	*
Accumulated depreciation and amortization			
-----			
Net utility plant			
-----			
Gas and oil producing properties, full cost 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  
 Net assets of discontinued operations  
 Unconsolidated affiliates  
 Assets held for sale  
 Other investments

-----  
 Total Investments and Other Assets  
 -----

CURRENT ASSETS

Cash and cash equivalents  
 Accounts receivable (less reserve)  
 Other receivables  
 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  
 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 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

Combined

-----  
 CAPITALIZATION AND LIABILITIES

CAPITALIZATION

Common Stock Equity

\*

\*

\*

Preferred Stocks--

Subsidiary Companies

Series without mandatory redemption provisions

Series with mandatory redemption provisions

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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 benefits
Other noncurrent liabilities

Total Other Liabilities and Deferred Credits

COMMITMENTS AND CONTINGENCIES

TOTAL CAPITALIZATION AND LIABILITIES

\* CONFIDENTIAL TREATMENT REQUESTED

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)

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NET REVENUES



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Gas Distribution	*	*	*
Gas Transmission and Storage			
Electric			
Exploration and Production			
Merchant Operations			
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 FROM CONTINUING OPERATIONS			
-----			
Income (Loss) from Discontinued Operations			
Change in Accounting - net of taxes			
Subsidiary Earnings			
-----			
NET INCOME (LOSS)			
=====			

\* CONFIDENTIAL TREATMENT REQUESTED

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

Year Ended December 31, (\$ in thousands)

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NET REVENUES				
Gas Distribution	*	*	3,063,097	*
Gas Transmission and Storage			576,409	
Electric			-	
Exploration and Production			-	
Merchant Operations			-	
Other			44,329	
-----				
Gross Revenues			3,683,835	
Cost of Sales			1,688,658	
-----				
Total Net Revenues			1,995,177	
-----				
OPERATING EXPENSES				
Operation and maintenance			955,592	
Depreciation, depletion and amortization			226,210	
Other taxes			179,171	
Loss on asset impairment			89,200	
-----				
Total Operating Expenses			1,450,173	
-----				
OPERATING INCOME (LOSS)			545,004	
-----				
OTHER INCOME (DEDUCTIONS)				
Interest expense, net			(170,071)	
Minority interest			(38)	
Dividend requirements on preferred stock of subsidiaries			-	
Other, net			14,308	
-----				
Total Other Income (Deductions)			(155,801)	
-----				
INCOME (LOSS) FROM CONTINUING OPERATIONS				
BEFORE INCOME TAXES			389,203	
INCOME TAXES			152,718	
-----				
INCOME FROM CONTINUING OPERATIONS			236,485	
-----				
Income (Loss) from Discontinued Operations			(50,602)	
Change in Accounting - net of taxes			4,018	
Subsidiary Earnings			-	
-----				
NET INCOME (LOSS)			189,901	
=====				

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Year Ended December 31, (\$ in thousands)	NCM	NCT	NCS	NDEV
<b>NET REVENUES</b>				
Gas Distribution	*	*	-	*
Gas Transmission and Storage			-	
Electric			-	
Exploration and Production			-	
Merchant Operations			-	
Other			339,527	
Gross Revenues			339,527	
Cost of Sales			-	
<b>Total Net Revenues</b>			<b>339,527</b>	
<b>OPERATING EXPENSES</b>				
Operation and maintenance			315,638	
Depreciation, depletion and amortization			8,288	
Other taxes			8,129	
Loss on asset impairment			-	
<b>Total Operating Expenses</b>			<b>332,055</b>	
<b>OPERATING INCOME (LOSS)</b>			<b>7,472</b>	
<b>OTHER INCOME (DEDUCTIONS)</b>				
Interest expense, net			(6,000)	
Minority interest			-	
Dividend requirements on preferred stock of subsidiaries			-	
Other, net			(976)	
<b>Total Other Income (Deductions)</b>			<b>(6,976)</b>	
<b>INCOME (LOSS) FROM CONTINUING OPERATIONS</b>				
BEFORE INCOME TAXES			496	
INCOME TAXES			496	
<b>INCOME FROM CONTINUING OPERATIONS</b>			<b>-</b>	
Income (Loss) from Discontinued Operations			-	
Change in Accounting - net of taxes			-	
Subsidiary Earnings			-	
<b>NET INCOME (LOSS)</b>			<b>-</b>	

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(Not covered by Report of Independent Public Accountants)

Year Ended December 31, (\$ in thousands)	NPG	NIFL	NIP	PEI
<hr/>				
NET REVENUES				
Gas Distribution	*	*	851,539	*
Gas Transmission and Storage			-	
Electric			1,013,339	
Exploration and Production			-	
Merchant Operations			851,848	
Other			3,321	
<hr/>				
Gross Revenues			2,720,047	
Cost of Sales			1,645,056	
<hr/>				
Total Net Revenues			1,074,991	
<hr/>				
OPERATING EXPENSES				
Operation and maintenance			336,317	
Depreciation, depletion and amortization			248,497	
Other taxes			80,641	
Loss on asset impairment			-	
<hr/>				
Total Operating Expenses			665,455	
<hr/>				
OPERATING INCOME (LOSS)			409,536	
<hr/>				
OTHER INCOME (DEDUCTIONS)				
Interest expense, net			(75,848)	
Minority interest			-	
Dividend requirements on preferred stock of subsidiaries			-	
Other, net			(8,265)	
<hr/>				
Total Other Income (Deductions)			(84,113)	
<hr/>				
INCOME (LOSS) FROM CONTINUING OPERATIONS				
BEFORE INCOME TAXES			325,423	
INCOME TAXES			117,859	
<hr/>				
INCOME FROM CONTINUING OPERATIONS			207,564	
<hr/>				
Income (Loss) from Discontinued Operations			-	
Change in Accounting - net of taxes			-	
Subsidiary Earnings			-	
<hr/>				
NET INCOME (LOSS)			207,564	
<hr/>				

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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	Co
<hr/>				
NET REVENUES				
Gas Distribution	416,954	*	104,076	
Gas Transmission and Storage	-		-	
Electric	-		-	
Exploration and Production	-		-	
Merchant Operations	800		-	
Other	854		930	
<hr/>				
Gross Revenues	418,608		105,006	
Cost of Sales	254,467		66,009	
<hr/>				
Total Net Revenues	164,141		38,997	
<hr/>				
OPERATING EXPENSES				
Operation and maintenance	78,453		16,336	
Depreciation, depletion and amortization	36,983		8,571	
Other taxes	11,160		3,210	
Loss on asset impairment	-		-	
<hr/>				
Total Operating Expenses	126,596		28,117	
<hr/>				
OPERATING INCOME (LOSS)	37,545		10,880	
<hr/>				
OTHER INCOME (DEDUCTIONS)				
Interest expense, net	(15,867)		(5,401)	
Minority interest	-		-	
Dividend requirements on preferred stock of subsidiaries	-		-	
Other, net	1,626		456	
<hr/>				
Total Other Income (Deductions)	(14,241)		(4,945)	
<hr/>				
INCOME (LOSS) FROM CONTINUING OPERATIONS				
BEFORE INCOME TAXES	23,304		5,935	
INCOME TAXES	8,535		3,372	
<hr/>				
INCOME FROM CONTINUING OPERATIONS	14,769		2,563	
<hr/>				
Income (Loss) from Discontinued Operations	-		-	
Change in Accounting - net of taxes	-		-	
Subsidiary Earnings	2,534		-	
<hr/>				
NET INCOME (LOSS)	17,303		2,563	
<hr/>				

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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	Co
<hr/>					
NET REVENUES					
Gas Distribution	*	*	*	*	
Gas Transmission and Storage					
Electric					
Exploration and Production					
Merchant Operations					
Other					
<hr/>					
Gross Revenues					
Cost of Sales					
<hr/>					
Total Net Revenues					
<hr/>					
OPERATING EXPENSES					
Operation and maintenance					
Depreciation, depletion and amortization					
Other taxes					
Loss on asset impairment					
<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 FROM CONTINUING OPERATIONS					
<hr/>					
Income (Loss) from Discontinued Operations					
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-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	C
NET REVENUES					
Gas Distribution	*	*	*	*	
Gas Transmission and Storage					
Electric					
Exploration and Production					
Merchant Operations					
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 FROM CONTINUING OPERATIONS					
-----					
Income (Loss) from Discontinued Operations					
Change in Accounting - net of taxes					

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Subsidiary Earnings

NET INCOME (LOSS)

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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)	CFC	CKY	CMD	COH
<b>NET REVENUES</b>				
Gas Distribution	*	226,716	61,283	1,654,804
Gas Transmission and Storage		-	-	-
Electric		-	-	-
Exploration and Production		-	-	-
Merchant Operations		-	-	-
Other		715	132	(18,092)
Gross Revenues		227,431	61,415	1,636,712
Cost of Sales		164,767	41,569	1,132,999
Total Net Revenues		62,664	19,846	503,713
<b>OPERATING EXPENSES</b>				
Operation and maintenance		29,267	8,956	246,972
Depreciation, depletion and amortization		8,484	2,383	12,701
Other taxes		1,988	2,186	93,706
Loss on asset impairment		-	-	-
Total Operating Expenses		39,739	13,525	353,379
OPERATING INCOME (LOSS)		22,925	6,321	150,334
<b>OTHER INCOME (DEDUCTIONS)</b>				
Interest expense, net		(7,042)	(1,705)	(32,408)
Minority interest		-	-	-
Dividend requirements on preferred stock of subsidiaries		-	-	-
Other, net		860	179	(8,281)
Total Other Income (Deductions)		(6,182)	(1,526)	(40,689)
INCOME (LOSS) FROM CONTINUING OPERATIONS				
BEFORE INCOME TAXES		16,743	4,795	109,645
INCOME TAXES		6,899	1,767	36,728



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INCOME FROM CONTINUING OPERATIONS	9,844	3,028	72,917
Income (Loss) from Discontinued Operations	-	-	-
Change in Accounting - net of taxes	(284)	(162)	-
Subsidiary Earnings	-	-	-
NET INCOME (LOSS)	9,560	2,866	72,917

\* CONFIDENTIAL TREATMENT REQUESTED

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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)	TCO	CGT	CICL
NET REVENUES			
Gas Distribution	-	436	*
Gas Transmission and Storage	700,341	146,387	
Electric	-	-	
Exploration and Production	-	-	
Merchant Operations	-	-	
Other	18,125	3,975	
Gross Revenues	718,466	150,798	
Cost of Sales	-	-	
Total Net Revenues	718,466	150,798	
OPERATING EXPENSES			
Operation and maintenance	282,711	64,148	
Depreciation, depletion and amortization	85,844	22,751	
Other taxes	43,275	8,572	
Loss on asset impairment	-	-	
Total Operating Expenses	411,830	95,471	
OPERATING INCOME (LOSS)	306,636	55,327	
OTHER INCOME (DEDUCTIONS)			
Interest expense, net	(39,759)	(6,151)	
Minority interest	-	-	
Dividend requirements on preferred stock of subsidiaries	-	-	
Other, net	2,744	(64)	
Total Other Income (Deductions)	(37,015)	(6,215)	

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INCOME (LOSS) FROM CONTINUING OPERATIONS		
BEFORE INCOME TAXES	269,621	49,112
INCOME TAXES	106,137	19,045
INCOME FROM CONTINUING OPERATIONS	163,484	30,067
Income (Loss) from Discontinued Operations	-	-
Change in Accounting - net of taxes	-	-
Subsidiary Earnings	-	-
NET INCOME (LOSS)	163,484	30,067

\* 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)	CRC	CSP	CTC	F-2B Pa T
NET REVENUES				
Gas Distribution	*	*	*	
Gas Transmission and Storage				
Electric				
Exploration and Production				
Merchant Operations				
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				

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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 FROM CONTINUING OPERATIONS  
-----

Income (Loss) from Discontinued Operations  
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
NET REVENUES			
Gas Distribution	*	*	*
Gas Transmission and Storage			
Electric			
Exploration and Production			
Merchant Operations			
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)			

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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 FROM CONTINUING OPERATIONS  
 -----

Income (Loss) from Discontinued Operations  
 Change in Accounting - net of taxes

-----  
 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	CER	AD	Combine
NET REVENUES				
Gas Distribution	*	*	*	
Gas Transmission and Storage				
Electric				
Exploration and Production				
Merchant Operations				
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				

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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 FROM CONTINUING OPERATIONS  
 -----

Income (Loss) from Discontinued Operations  
 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 (2 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)	CNR	CNRCL	HH	F-2D
NET REVENUES				
Gas Distribution	*	*	*	
Gas Transmission and Storage				
Electric				
Exploration and Production				
Merchant Operations				
Other				
Gross Revenues				
Cost of Sales				
Total Net Revenues				
OPERATING EXPENSES				
Operation and maintenance				
Depreciation, depletion and amortization				

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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 FROM CONTINUING OPERATIONS

---

Income (Loss) from Discontinued Operations  
 Change in Accounting - net of taxes  
 Subsidiary Earnings

---

NET INCOME (LOSS)

---

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

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
NET REVENUES			
Gas Distribution	*	*	*
Gas Transmission and Storage			
Electric			
Exploration and Production			
Merchant Operations			
Other			
Gross Revenues			
Cost of Sales			
Total Net Revenues			

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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 FROM CONTINUING OPERATIONS  
 -----

Income (Loss) from Discontinued Operations

Change in Accounting - net of taxes

-----  
 NET INCOME (LOSS)  
 =====

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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          Co

NET REVENUES

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

-----  
 Gross Revenues

Cost of Sales

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-----  
 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 FROM CONTINUING OPERATIONS  
 -----

Income (Loss) from Discontinued Operations  
 Change in Accounting - net of taxes

-----  
 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

-----  
 NET REVENUES

Gas Distribution  
 Gas Transmission and Storage  
 Electric  
 Exploration and Production  
 Merchant Operations  
 Other

\*

\*

\*



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-----  
 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 FROM CONTINUING OPERATIONS  
 -----

Income (Loss) from Discontinued Operations  
 Change in Accounting - net of taxes  
 -----

NET INCOME (LOSS)  
 =====

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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	Co
NET REVENUES				
Gas Distribution	*	*		*
Gas Transmission and Storage				
Electric				

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Exploration and Production  
Merchant Operations  
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 FROM CONTINUING OPERATIONS  
-----

Income (Loss) from Discontinued Operations  
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-2I  
Page 2

F-2I  
Page 3

EUII

Comb

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NET REVENUES  
Gas Distribution \* \* \*  
Gas Transmission and Storage  
Electric  
Exploration and Production  
Merchant Operations  
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 FROM CONTINUING OPERATIONS  
-----

Income (Loss) from Discontinued Operations  
Change in Accounting - net of taxes  
Subsidiary earnings  
-----

NET INCOME (LOSS)  
=====

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

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(Not covered by Report of Independent Public Accountants)

Year Ended December 31, (\$ in thousands)	NIFC	NITEX	NGS	EUC
<b>NET REVENUES</b>				
Gas Distribution	*	*	*	*
Gas Transmission and Storage				
Electric				
Exploration and Production				
Merchant Operations				
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;"/>				
<b>OPERATING EXPENSES</b>				
Operation and maintenance				
Depreciation, depletion and amortization				
Other taxes				
Loss on asset impairment				
<hr style="border-top: 1px dashed black;"/>				
Total Operating Expenses				
<hr style="border-top: 1px dashed black;"/>				
<b>OPERATING INCOME (LOSS)</b>				
<hr style="border-top: 1px dashed black;"/>				
<b>OTHER INCOME (DEDUCTIONS)</b>				
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;"/>				
<b>INCOME (LOSS) FROM CONTINUING OPERATIONS</b>				
BEFORE INCOME TAXES				
INCOME TAXES				
<hr style="border-top: 1px dashed black;"/>				
<b>INCOME FROM CONTINUING OPERATIONS</b>				
<hr style="border-top: 1px dashed black;"/>				
Income (Loss) from Discontinued Operations				
Change in Accounting - net of taxes				
Subsidiary earnings				
<hr style="border-top: 1px dashed black;"/>				
<b>NET INCOME (LOSS)</b>				
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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	Combi
NET REVENUES				
Gas Distribution	*	*	*	
Gas Transmission and Storage				
Electric				
Exploration and Production				
Merchant Operations				
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 FROM CONTINUING OPERATIONS				
-----				
Income (Loss) from Discontinued Operations				
Change in Accounting - net of taxes				
Subsidiary earnings				
-----				
NET INCOME (LOSS)				
=====				

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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	Comb
<hr/>				
NET REVENUES				
Gas Distribution	*	*	*	
Gas Transmission and Storage				
Electric				
Exploration and Production				
Merchant Operations				
Other				
<hr/>				
Gross Revenues				
Cost of Sales				
<hr/>				
Total Net Revenues				
<hr/>				
OPERATING EXPENSES				
Operation and maintenance				
Depreciation, depletion and amortization				
Other taxes				
Loss on asset impairment				
<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 FROM CONTINUING OPERATIONS				
<hr/>				
Income (Loss) from Discontinued Operations				
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-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)

Year Ended December 31, (\$ in thousands)	EUE	EUM	F-2K
-----			
NET REVENUES			
Gas Distribution	*	*	
Gas Transmission and Storage			
Electric			
Exploration and Production			
Merchant Operations			
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 FROM CONTINUING OPERATIONS			
-----			
Income (Loss) from Discontinued Operations			
Change in Accounting - net of taxes			



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Subsidiary earnings

NET INCOME (LOSS)

\* CONFIDENTIAL TREATMENT REQUESTED

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ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (continued)

F-2L (1 of 1)

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

Year Ended December 31, (\$ in thousands)	TPC	EUA	Combined	Con
NET REVENUES				
Gas Distribution	*	*	*	
Gas Transmission and Storage				
Electric				
Exploration and Production				
Merchant Operations				
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				

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INCOME FROM CONTINUING OPERATIONS

Income (Loss) from Discontinued Operations  
 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-2M (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	C
<b>NET REVENUES</b>			
Gas Distribution	54,568	*	
Gas Transmission and Storage	--		
Electric	--		
Exploration and Production	--		
Merchant Operations	--		
Other	--		
Gross Revenues	54,568		
Cost of Sales	42,780		
<b>Total Net Revenues</b>	<b>11,788</b>		
<b>OPERATING EXPENSES</b>			
Operation and maintenance	6,143		
Depreciation, depletion and amortization	2,241		
Other taxes	1,016		
Loss on asset impairment	--		
<b>Total Operating Expenses</b>	<b>9,400</b>		
<b>OPERATING INCOME (LOSS)</b>	<b>2,388</b>		
<b>OTHER INCOME (DEDUCTIONS)</b>			
Interest expense, net	(340)		
Minority interest	--		
Dividend requirements on preferred stock of subsidiaries	--		
Other, net	(13)		
<b>Total Other Income (Deductions)</b>	<b>(353)</b>		

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INCOME (LOSS) FROM CONTINUING OPERATIONS	
BEFORE INCOME TAXES	2,035
INCOME TAXES	1,086
-----	
INCOME FROM CONTINUING OPERATIONS	949
-----	
Income (Loss) from Discontinued Operations	--
Change in Accounting - net of taxes	--
-----	
NET INCOME (LOSS)	949
=====	

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ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (continued) F-2N (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-2N Page 2	NESI	CROSS	Combin
-----				
NET REVENUES				
Gas Distribution	*	*	5,042	*
Gas Transmission and Storage			--	
Electric			8	
Exploration and Production			--	
Merchant Operations			--	
Other			--	
-----				
Gross Revenues			5,050	
Cost of Sales			800	
-----				
Total Net Revenues			4,250	
-----				
OPERATING EXPENSES				
Operation and maintenance			1,977	
Depreciation, depletion and amortization			838	
Other taxes			(577)	
Loss on asset impairment			--	
-----				
Total Operating Expenses			2,238	
-----				
OPERATING INCOME (LOSS)			2,012	
-----				
OTHER INCOME (DEDUCTIONS)				
Interest expense, net			(2,306)	
Minority interest			--	

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Dividend requirements on preferred stock of subsidiaries	--
Other, net	--
-----	
Total Other Income (Deductions)	(2,306)
-----	
INCOME (LOSS) FROM CONTINUING OPERATIONS	
BEFORE INCOME TAXES	(294)
INCOME TAXES	(395)
-----	
INCOME FROM CONTINUING OPERATIONS	101
-----	
Income (Loss) from Discontinued Operations	--
Change in Accounting - net of taxes	--
Subsidiary earnings	--
-----	
NET INCOME (LOSS)	101
=====	

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ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (continued) F-2N (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	NPM	NESCL
-----			
NET REVENUES			
Gas Distribution	*	*	*
Gas Transmission and Storage			
Electric			
Exploration and Production			
Merchant Operations			
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)			
-----			

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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 FROM CONTINUING OPERATIONS  
 -----

Income (Loss) from Discontinued Operations  
 Change in Accounting - net of taxes  
 Subsidiary earnings

-----  
 NET INCOME (LOSS)  
 =====

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ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (continued) F-20 (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-20 Page 2	F-20 Page 3	NDEV	ASL	Com
NET REVENUES					
Gas Distribution	*	*	*	*	
Gas Transmission and Storage					
Electric					
Exploration and Production					
Merchant Operations					
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					

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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 FROM CONTINUING OPERATIONS  
 -----

Income (Loss) from Discontinued Operations  
 Change in Accounting - net of taxes  
 Subsidiary Earnings

-----  
 NET INCOME (LOSS)  
 =====

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ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (continued) F-20 (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	KOGF	L
NET REVENUES					
Gas Distribution	*	*	*	*	
Gas Transmission and Storage					
Electric					
Exploration and Production					
Merchant Operations					
Other					
Gross Revenues					
Cost of Sales					
Total Net Revenues					
OPERATING EXPENSES					
Operation and maintenance					

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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 FROM CONTINUING OPERATIONS  
 -----

Income (Loss) from Discontinued Operations  
 Change in Accounting - net of taxes  
 Subsidiary Earnings  
 -----

NET INCOME (LOSS)  
 =====

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ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (continued) F-20 (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)	NDC	PRO	PRI	SWP
NET REVENUES				
Gas Distribution	*	*	*	*
Gas Transmission and Storage				
Electric				
Exploration and Production				
Merchant Operations				
Other				
Gross Revenues				
Cost of Sales				
Total Net Revenues				

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-----  
 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 FROM CONTINUING OPERATIONS  
 -----

Income (Loss) from Discontinued Operations  
 Change in Accounting - net of taxes  
 Subsidiary Earnings  
 -----

NET INCOME (LOSS)  
 =====

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ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (continued)

F-2P (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

NET REVENUES

Gas Distribution  
 Gas Transmission and Storage  
 Electric  
 Exploration and Production  
 Merchant Operations  
 Other

\*

\*

-----  
 Gross Revenues



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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 FROM CONTINUING OPERATIONS  
 -----

Income (Loss) from Discontinued Operations  
 Change in Accounting - net of taxes  
 Subsidiary Earnings

-----  
 NET INCOME (LOSS)  
 =====

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

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

Year Ended December 31, (\$ in thousands)	NPG	GSGT	PNTGS	Combined
NET REVENUES				
Gas Distribution	*	*	*	*
Gas Transmission and Storage				
Electric				
Exploration and Production				

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Merchant Operations			
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 FROM CONTINUING OPERATIONS			
-----			
Income (Loss) from Discontinued Operations			
Change in Accounting - net of taxes			
Subsidiary Earnings			
-----			
NET INCOME (LOSS)			
=====			

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ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (continued) F-2R (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	Su
-----				
NET REVENUES				
Gas Distribution	82,653	*		*

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Gas Transmission and Storage	--
Electric	--
Exploration and Production	--
Merchant Operations	--
Other	--
-----	
Gross Revenues	82,653
Cost of Sales	79,665
-----	
Total Net Revenues	2,988
-----	
OPERATING EXPENSES	
Operation and maintenance	2,167
Depreciation, depletion and amortization	729
Other taxes	222
Loss on asset impairment	--
-----	
Total Operating Expenses	3,118
-----	
OPERATING INCOME (LOSS)	(130)
-----	
OTHER INCOME (DEDUCTIONS)	
Interest expense, net	(1,284)
Minority interest	--
Dividend requirements on preferred stock of subsidiaries	--
Other, net	169
-----	
Total Other Income (Deductions)	(1,115)
-----	
INCOME (LOSS) FROM CONTINUING OPERATIONS	
BEFORE INCOME TAXES	(1,245)
INCOME TAXES	(1,192)
-----	
INCOME FROM CONTINUING OPERATIONS	(53)
-----	
Income (Loss) from Discontinued Operations	--
Change in Accounting - net of taxes	--
Subsidiary Earnings	(5,787)
-----	
NET INCOME (LOSS)	(5,840)
=====	

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

Combin

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NET REVENUES			
Gas Distribution	63,408	*	*
Gas Transmission and Storage	--		
Electric	--		
Exploration and Production	--		
Merchant Operations	--		
Other	--		
-----			
Gross Revenues	63,408		
Cost of Sales	49,561		
-----			
Total Net Revenues	13,847		
-----			
OPERATING EXPENSES			
Operation and maintenance	8,184		
Depreciation, depletion and amortization	1,883		
Other taxes	881		
Loss on asset impairment	--		
-----			
Total Operating Expenses	10,948		
-----			
OPERATING INCOME (LOSS)	2,899		
-----			
OTHER INCOME (DEDUCTIONS)			
Interest expense, net	(132)		
Minority interest	--		
Dividend requirements on preferred stock of subsidiaries	--		
Other, net	93		
-----			
Total Other Income (Deductions)	(39)		
-----			
INCOME (LOSS) FROM CONTINUING OPERATIONS			
BEFORE INCOME TAXES	2,860		
INCOME TAXES	1,140		
-----			
INCOME FROM CONTINUING OPERATIONS	1,720		
-----			
Income (Loss) from Discontinued Operations	--		
Change in Accounting - net of taxes	--		
Subsidiary Earnings	606		
-----			
NET INCOME (LOSS)	2,326		
=====			

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

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Year Ended December 31, (\$ in thousands)	NIP	NEXCO	Combine
<b>NET REVENUES</b>			
Gas Distribution	851,539	*	*
Gas Transmission and Storage	--		
Electric	1,063,042		
Exploration and Production	--		
Merchant Operations	--		
Other	--		
Gross Revenues	1,914,581		
Cost of Sales	854,435		
<b>Total Net Revenues</b>	<b>1,060,146</b>		
<b>OPERATING EXPENSES</b>			
Operation and maintenance	333,408		
Depreciation, depletion and amortization	248,497		
Other taxes	80,641		
Loss on asset impairment	--		
<b>Total Operating Expenses</b>	<b>662,546</b>		
<b>OPERATING INCOME (LOSS)</b>	<b>397,600</b>		
<b>OTHER INCOME (DEDUCTIONS)</b>			
Interest expense, net	(75,848)		
Minority interest	--		
Dividend requirements on preferred stock of subsidiaries	--		
Other, net	4,753		
<b>Total Other Income (Deductions)</b>	<b>(71,095)</b>		
<b>INCOME (LOSS) FROM CONTINUING OPERATIONS BEFORE INCOME TAXES</b>	<b>326,505</b>		
<b>INCOME TAXES</b>	<b>118,941</b>		
<b>INCOME FROM CONTINUING OPERATIONS</b>	<b>207,564</b>		
Income (Loss) from Discontinued Operations	--		
Change in Accounting - net of taxes	--		
<b>NET INCOME (LOSS)</b>	<b>207,564</b>		

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

Year Ended December 31, (\$ in thousands)	F-2U Page 2	PEI	CEI	Combined
<hr/>				
NET REVENUES				
Gas Distribution	*	*	*	*
Gas Transmission and Storage				
Electric				
Exploration and Production				
Merchant Operations				
Other				
<hr/>				
Gross Revenues				
Cost of Sales				
<hr/>				
Total Net Revenues				
<hr/>				
OPERATING EXPENSES				
Operation and maintenance				
Depreciation, depletion and amortization				
Other taxes				
Loss on asset impairment				
<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 FROM CONTINUING OPERATIONS				
<hr/>				
Income (Loss) from Discontinued Operations				
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-2U (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)	HCC	IEL	LEC	NLEC	PORT
<b>NET REVENUES</b>					
Gas Distribution	*	*	*	*	*
Gas Transmission and Storage					
Electric					
Exploration and Production					
Merchant Operations					
Other					
<b>Gross Revenues</b>					
<b>Cost of Sales</b>					
<b>Total Net Revenues</b>					
<b>OPERATING EXPENSES</b>					
Operation and maintenance					
Depreciation, depletion and amortization					
Other taxes					
Loss on asset impairment					
<b>Total Operating Expenses</b>					
<b>OPERATING INCOME (LOSS)</b>					
<b>OTHER INCOME (DEDUCTIONS)</b>					
Interest expense, net					
Minority interest					
Dividend requirements on preferred stock of subsidiaries					
Other, net					
<b>Total Other Income (Deductions)</b>					
<b>INCOME (LOSS) FROM CONTINUING OPERATIONS</b>					
<b>BEFORE INCOME TAXES</b>					
<b>INCOME TAXES</b>					
<b>INCOME FROM CONTINUING OPERATIONS</b>					
<b>Income (Loss) from Discontinued Operations</b>					
<b>Change in Accounting - net of taxes</b>					
<b>Subsidiary Earnings</b>					
<b>NET INCOME (LOSS)</b>					

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ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (continued)

F-2V (1 of 1)

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

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



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NET INCOME (LOSS)

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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, 2001 (\$ in thousands)	F-3 Page 2	F-3 Page 3	F-3 Page 4	Combined
<b>COMMON STOCK</b>				
Balance at beginning of year	*	*	*	*
Common stock issued -				
Long-term incentive plan				
Employee Stock Purchase Plan				
Balance at end of year				
<b>ADDITIONAL PAID IN CAPITAL</b>				
Balance at beginning of year				
Common stock issued -				
Employee Stock Purchase Plan				
Long-term incentive plan				
Recapitalization -				
Capital contributions				
Other				
Balance at end of year				
<b>RETAINED EARNINGS</b>				
Balance at beginning of year				
Net income (loss)				
Cash dividends -				
NI				
Subsidiaries (to parent)				
Other				
Balance at end of year				
<b>OTHER</b>				
Balance at beginning of year				
Long-term Incentive Plan				
Amortization of Unearned Compensation				
Balance at end of year				
<b>ACCUMULATED OTHER COMPREHENSIVE INCOME</b>				
Balance at beginning of year				

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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

-----  
 Balance at end of year  
 -----

TOTAL COMMON STOCK EQUITY  
 =====

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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, 2001 (\$ in thousands)	NI	BSG	CG	EUII	KO
COMMON STOCK					
Balance at beginning of year	*	*	--	*	
Common stock issued -					
Long-term incentive plan			--		
Employee Stock Purchase Plan			--		
-----					
Balance at end of year			--		
-----					
ADDITIONAL PAID IN CAPITAL					
Balance at beginning of year			1,910,272		
Common stock issued -					
Employee Stock Purchase Plan			--		
Long-term incentive plan			(135)		
Recapitalization -					
Capital contributions			768		
Other			--		
-----					
Balance at end of year			1,910,905		
-----					
RETAINED EARNINGS					
Balance at beginning of year			128,817		
Net income (loss)			189,901		
Cash dividends -					
NI			--		
Subsidiaries (to parent)			(300)		
Other			(103,570)		
-----					
Balance at end of year			214,848		
-----					

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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	(370)
Other Comprehensive Income, net of tax	
Unrealized	--
Realized	--
Gain/Loss on foreign currency translation	
Unrealized	(575)
Net unrealized gains on derivatives qualifying as cash flow hedges	52,368
-----	
Balance at end of year	51,423
-----	
TOTAL COMMON STOCK EQUITY	2,177,174
=====	

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

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

Year Ended December 31, 2001 (\$ in thousands)	NCM	NCT	NCS	NDEV	N
-----					
COMMON STOCK					
Balance at beginning of year	*	*	400	*	
Common stock issued -					
Long-term incentive plan			--		
Employee Stock Purchase Plan			--		
-----					
Balance at end of year			400		
-----					
ADDITIONAL PAID IN CAPITAL					
Balance at beginning of year			--		
Common stock issued -					
Employee Stock Purchase Plan			--		
Long-term incentive plan			--		
Recapitalization -					
Capital contributions			--		
Other			--		
-----					
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		--
-----		
Balance at end of year		--
-----		
TOTAL COMMON STOCK EQUITY		400
=====		

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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, 2001 (\$ in thousands)	NPG	NIFL	NIP	PEI
-----				
COMMON STOCK				
Balance at beginning of year	*	*	859,488	*
Common stock issued -				
Long-term incentive plan			--	
Employee Stock Purchase Plan			--	
-----				
Balance at end of year			859,488	
-----				

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ADDITIONAL PAID IN CAPITAL	
Balance at beginning of year	12,525
Common stock issued -	
Employee Stock Purchase Plan	--
Long-term incentive plan	--
Recapitalization -	
Capital contributions	6,573
Other	--
-----	
Balance at end of year	19,098
-----	
RETAINED EARNINGS	
Balance at beginning of year	186,829
Net income (loss)	207,564
Cash dividends -	
NI	
Subsidiaries (to parent)	(233,943)
Other	--
-----	
Balance at end of year	160,450
-----	
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	(2,722)
-----	
Balance at end of year	(2,722)
-----	
TOTAL COMMON STOCK EQUITY	1,036,314
=====	

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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)

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Year Ended December 31, 2001 (\$ in thousands)	BSG	BSGPE	NU	Combi
<b>COMMON STOCK</b>				
Balance at beginning of year	--	*	1	
Common stock issued -				
Long-term incentive plan	--		--	
Employee Stock Purchase Plan	--		--	
Balance at end of year	--		1	
<b>ADDITIONAL PAID IN CAPITAL</b>				
Balance at beginning of year	523,772		109,062	
Common stock issued -				
Employee Stock Purchase Plan	--		--	
Long-term incentive plan	--		--	
Recapitalization -				
Capital contributions	209		31	
Balance at end of year	523,981		109,093	
<b>RETAINED EARNINGS</b>				
Balance at beginning of year	5,096		(562)	
Net income (loss)	17,303		2,563	
Cash dividends -				
NI	--		--	
Subsidiaries (to NI)	(12,000)		--	
Other	--		--	
Balance at end of year	10,399		2,001	
<b>OTHER</b>				
Balance at beginning of year	--		--	
Long-term Incentive Plan	--		--	
Amortization of Unearned Compensation	--		--	
Balance at end of year	--		--	
<b>ACCUMULATED OTHER COMPREHENSIVE INCOME</b>				
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	--		--	
Balance at end of year	--		--	
<b>TOTAL COMMON STOCK EQUITY</b>	<b>534,381</b>		<b>111,095</b>	

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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, 2001 (\$ in thousands)	F-3B Page 2	F-3B Page 3	F-3B Page 4	F-3B Page 5	Combine
<b>COMMON STOCK</b>					
Balance at beginning of year	*	*	*	*	*
Common stock issued					
Long-term incentive plan					
Employee Stock Purchase Plan					
Balance at end of year					
<b>ADDITIONAL PAID IN CAPITAL</b>					
Balance at beginning of year					
Common stock issued					
Employee Stock Purchase Plan					
Long-term incentive plan					
Recapitalization -					
Capital contributions					
Balance at end of year					
<b>RETAINED EARNINGS</b>					
Balance at beginning of year					
Net income (loss)					
Cash dividends -					
NI					
Subsidiaries (to parent)					
Other					
Balance at end of year					
<b>OTHER</b>					
Balance at beginning of year					
Long-term Incentive Plan					
Amortization of Unearned Compensation					
Balance at end of year					
<b>ACCUMULATED OTHER COMPREHENSIVE INCOME</b>					
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					

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qualifying as cash flow hedges

-----  
 Balance at end of year  
 -----

TOTAL COMMON STOCK EQUITY  
 =====

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ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (continued) F-3B (2 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, 2001 (\$ in thousands)	CG	CAT	CCC	CER	CES
--	----	-----	-----	-----	-----

-----

COMMON STOCK

Balance at beginning of year	*	*	*	*	*
Common stock issued					
Long-term incentive plan					
Employee Stock Purchase Plan					

-----

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					



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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

-----  
 Balance at end of year  
 -----

TOTAL COMMON STOCK EQUITY  
 =====

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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, 2001 (\$ in thousands)	CFC	CKY	CMD	COH	
<b>COMMON STOCK</b>					
Balance at beginning of year	*	23,806	72	119,240	4
Common stock issued -		--	--	--	
Long-term incentive plan		--	--	--	
Employee Stock Purchase Plan		--	--	--	
Balance at end of year		23,806	72	119,240	4
<b>ADDITIONAL PAID IN CAPITAL</b>					
Balance at beginning of year		174	10,020	--	
Common stock issued -		--	--	--	
Employee Stock Purchase Plan		--	--	--	
Long-term incentive plan		--	--	--	
Recapitalization -					
Capital contributions		2,986	903	11,316	
Balance at end of year		3,160	10,923	11,316	
<b>RETAINED EARNINGS</b>					
Balance at beginning of year		59,148	14,460	249,143	14
Net income (loss)		9,560	2,866	72,917	2

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Cash dividends -				
NI	--	--	--	
Subsidiaries (to parent)	(15,626)	(1,140)	(80,081)	(1)
Other	--	--	--	
-----				
Balance at end of year	53,082	16,186	241,979	14
-----				
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	--	--	--	
-----				
Balance at end of year	--	--	--	
-----				
TOTAL COMMON STOCK EQUITY	80,048	27,181	372,535	19
=====				

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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, 2001 (\$ in thousands)	TCO	CGT	CICL	CLN
-----				
COMMON STOCK				
Balance at beginning of year	48	20	*	*
Common stock issued -	--	--		
Long-term incentive plan	--	--		
Employee Stock Purchase Plan	--	--		
-----				
Balance at end of year	48	20		
-----				
ADDITIONAL PAID IN CAPITAL				
Balance at beginning of year	987,456	106,554		
Common stock issued -	--	--		

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Employee Stock Purchase Plan	--	--
Long-term incentive plan	--	--
Recapitalization -		
Capital contributions	39,584	10,681
-----		
Balance at end of year	1,027,040	117,235
-----		
RETAINED EARNINGS		
Balance at beginning of year	41,900	1,981
Net income (loss)	163,484	30,067
Cash dividends -		
NI	--	--
Subsidiaries (to parent)	(144,175)	(25,089)
Other	--	--
-----		
Balance at end of year	61,209	6,959
-----		
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	--	--
-----		
Balance at end of year	--	--
-----		
TOTAL COMMON STOCK EQUITY	1,088,297	124,214
=====		

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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, 2001 (\$ in thousands)                      CRC              CSP              CTC

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COMMON STOCK

Balance at beginning of year \* \* \*  
 Common stock issued -  
     Long-term incentive plan  
     Employee Stock Purchase Plan

-----  
 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

-----  
 Balance at end of year  
 -----

TOTAL COMMON STOCK EQUITY  
 =====

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

Year Ended December 31, 2001 (\$ in thousands)	CCC	TGT	Combined
<b>COMMON STOCK</b>			
Balance at beginning of year	*	*	*
Common stock issued -			
Long-term incentive plan			
Employee Stock Purchase Plan			
Balance at end of year			
<b>ADDITIONAL PAID IN CAPITAL</b>			
Balance at beginning of year			
Common stock issued -			
Employee Stock Purchase Plan			
Long-term incentive plan			
Recapitalization -			
Capital contributions			
Balance at end of year			
<b>RETAINED EARNINGS</b>			
Balance at beginning of year			
Net income (loss)			
Cash dividends -			
NI			
Subsidiaries (to NI)			
Other			
Balance at end of year			
<b>OTHER</b>			
Balance at beginning of year			
Long-term Incentive Plan			
Amortization of Unearned Compensation			
Balance at end of year			
<b>ACCUMULATED OTHER COMPREHENSIVE INCOME</b>			
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			

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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-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, 2001 (\$ in thousands)	F-3D Page 2	CER	AD	Combine
--	----------------	-----	----	---------

-----

COMMON STOCK

Balance at beginning of year	*	*	*	
Common stock issued -				
Long-term incentive plan				
Employee Stock Purchase Plan				

-----

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				

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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

-----  
 Balance at end of year  
 -----

TOTAL COMMON STOCK EQUITY  
 =====

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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, 2001 (\$ in thousands) CNR CNRCL

COMMON STOCK

Balance at beginning of year	*	*
Common stock issued -		
Long-term incentive plan		
Employee Stock Purchase Plan		

-----  
 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)

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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

-----  
 Balance at end of year  
 -----

TOTAL COMMON STOCK EQUITY  
 =====

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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, 2001 (\$ in thousands)                      CFC                      CAR                      Combined

COMMON STOCK

Balance at beginning of year	*	*	*
Common stock issued -			
Long-term incentive plan			
Employee Stock Purchase Plan			

-----  
 Balance at end of year  
 -----

ADDITIONAL PAID IN CAPITAL



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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

-----  
Balance at end of year  
-----

TOTAL COMMON STOCK EQUITY  
=====

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Year Ended December 31, 2001 (\$ in thousands)	CNS	CMC	Combined
<b>COMMON STOCK</b>			
Balance at beginning of year	*	*	*
Common stock issued -			
Long-term incentive plan			
Employee Stock Purchase Plan			
-----			
Balance at end of year			
<b>ADDITIONAL PAID IN CAPITAL</b>			
Balance at beginning of year			
Common stock issued -			
Employee Stock Purchase Plan			
Long-term incentive plan			
Recapitalization -			
Capital contributions			
-----			
Balance at end of year			
<b>RETAINED EARNINGS</b>			
Balance at beginning of year			
Net income (loss)			
Cash dividends -			
NI			
Subsidiaries (to NI)			
Other			
-----			
Balance at end of year			
<b>OTHER</b>			
Balance at beginning of year			
Long-term Incentive Plan			
Amortization of Unearned Compensation			
-----			
Balance at end of year			
<b>ACCUMULATED OTHER COMPREHENSIVE INCOME</b>			
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			
-----			
Balance at end of year			
=====			
<b>TOTAL COMMON STOCK EQUITY</b>			

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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, 2001 (\$ in thousands)	CPL	CDW	Combined
<b>COMMON STOCK</b>			
Balance at beginning of year	*	*	*
Common stock issued -			
Long-term incentive plan			
Employee Stock Purchase Plan			
Balance at end of year			
<b>ADDITIONAL PAID IN CAPITAL</b>			
Balance at beginning of year			
Common stock issued -			
Employee Stock Purchase Plan			
Long-term incentive plan			
Recapitalization -			
Capital contributions			
Balance at end of year			
<b>RETAINED EARNINGS</b>			
Balance at beginning of year			
Net income (loss)			
Cash dividends -			
NI			
Subsidiaries (to NI)			
Other			
Balance at end of year			
<b>OTHER</b>			
Balance at beginning of year			
Long-term Incentive Plan			
Amortization of Unearned Compensation			
Balance at end of year			
<b>ACCUMULATED OTHER COMPREHENSIVE INCOME</b>			
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

-----  
 Balance at end of year  
 -----

TOTAL COMMON STOCK EQUITY  
 =====

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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, 2001 (\$ in thousands) CSP CAA Combined

COMMON STOCK

Balance at beginning of year	*	*	*
Common stock issued			
Long-term incentive plan			
Employee Stock Purchase Plan			

-----  
 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

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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

-----  
 Balance at end of year  
 -----

TOTAL COMMON STOCK EQUITY  
 =====

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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, 2001 (\$ in thousands)	F-3I Page 2	F-3I Page 3	EUII	Combi
--	----------------	----------------	------	-------

-----

COMMON STOCK

Balance at beginning of year	*	*	*	
Common stock issued -				
Long-term incentive plan				
Employee Stock Purchase Plan				

-----  
 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  
 -----

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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

-----  
 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, 2001 (\$ in thousands)

EUIM

TPC

NEML

N

COMMON STOCK

Balance at beginning of year  
 Common stock issued -  
     Long-term incentive plan  
     Employee Stock Purchase Plan

\*

\*

\*

-----  
 Balance at end of year

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-----  
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

-----  
Balance at end of year  
-----

TOTAL COMMON STOCK EQUITY  
=====

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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)

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Year Ended December 31, 2001 (\$ in thousands)	NIFC	NITEX	NGS	EUO
<b>COMMON STOCK</b>				
Balance at beginning of year	*	*	*	*
Common stock issued -				
Long-term incentive plan				
Employee Stock Purchase Plan				
Balance at end of year				
<b>ADDITIONAL PAID IN CAPITAL</b>				
Balance at beginning of year				
Common stock issued -				
Employee Stock Purchase Plan				
Long-term incentive plan				
Recapitalization -				
Capital contributions				
Balance at end of year				
<b>RETAINED EARNINGS</b>				
Balance at beginning of year				
Net income (loss)				
Cash dividends -				
NI				
Subsidiaries (to NI)				
Other				
Balance at end of year				
<b>OTHER</b>				
Balance at beginning of year				
Long-term Incentive Plan				
Amortization of Unearned Compensation				
Balance at end of year				
<b>ACCUMULATED OTHER COMPREHENSIVE INCOME</b>				
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				
Balance at end of year				
<b>TOTAL COMMON STOCK EQUITY</b>				

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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, 2001 (\$ in thousands)	EUIM	ESPE	EUIC	Combin
<b>COMMON STOCK</b>				
Balance at beginning of year	*	*	*	
Common stock issued -				
Long-term incentive plan				
Employee Stock Purchase Plan				
Balance at end of year				
<b>ADDITIONAL PAID IN CAPITAL</b>				
Balance at beginning of year				
Common stock issued -				
Employee Stock Purchase Plan				
Long-term incentive plan				
Recapitalization -				
Capital contributions				
Balance at end of year				
<b>RETAINED EARNINGS</b>				
Balance at beginning of year				
Net income (loss)				
Cash dividends -				
NI				
Subsidiaries (to NI)				
Other				
Balance at end of year				
<b>OTHER</b>				
Balance at beginning of year				
Long-term Incentive Plan				
Amortization of Unearned Compensation				
Balance at end of year				
<b>ACCUMULATED OTHER COMPREHENSIVE INCOME</b>				
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

-----  
 Balance at end of year  
 -----

TOTAL COMMON STOCK EQUITY  
 =====

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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, 2001 (\$ in thousands)	F-3K Page 2	EUIC	BES	Combin
-----				
COMMON STOCK				
Balance at beginning of year	*	*	*	
Common stock issued -				
Long-term incentive plan				
Employee Stock Purchase Plan				
-----				
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				



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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

-----  
 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, 2001 (\$ in thousands)	TPC	EUA	Combined
COMMON STOCK			
Balance at beginning of year	*	*	*
Common stock issued -			
Long-term incentive plan			
Employee Stock Purchase Plan			
-----			
Balance at end of year			
-----			

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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

-----  
Balance at end of year  
-----

TOTAL COMMON STOCK EQUITY  
=====

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Year Ended December 31, 2001 (\$ in thousands)	KOKO	KGF	Combined
<b>COMMON STOCK</b>			
Balance at beginning of year	46,170	*	*
Common stock issued -			
Long-term incentive plan	-		
Employee Stock Purchase Plan	-		
Balance at end of year	46,170		
<b>ADDITIONAL PAID IN CAPITAL</b>			
Balance at beginning of year	-		
Common stock issued -			
Employee Stock Purchase Plan	-		
Long-term incentive plan	-		
Recapitalization -			
Capital contributions	30		
Balance at end of year	30		
<b>RETAINED EARNINGS</b>			
Balance at beginning of year	(10,331)		
Net income (loss)	949		
Cash dividends -			
NI	-		
Subsidiaries (to NI)	(2,400)		
Other	-		
Balance at end of year	(11,782)		
<b>OTHER</b>			
Balance at beginning of year	-		
Long-term Incentive Plan	-		
Amortization of Unearned Compensation	-		
Balance at end of year	-		
<b>ACCUMULATED OTHER COMPREHENSIVE INCOME</b>			
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	-		
Balance at end of year	-		
<b>TOTAL COMMON STOCK EQUITY</b>	<b>34,418</b>		

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ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (continued)

F-3N (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, 2001 (\$ in thousands)	F-3N Page 2	NESI	CROSS	Combin
<b>COMMON STOCK</b>				
Balance at beginning of year	*	*	1	
Common stock issued -				
Long-term incentive plan			-	
Employee Stock Purchase Plan			-	
Balance at end of year			1	
<b>ADDITIONAL PAID IN CAPITAL</b>				
Balance at beginning of year			-	
Common stock issued -				
Employee Stock Purchase Plan			-	
Long-term incentive plan			-	
Recapitalization -				
Capital contributions			-	
Balance at end of year			-	
<b>RETAINED EARNINGS</b>				
Balance at beginning of year			(8,798)	
Net income (loss)			101	
Cash dividends -				
NI			-	
Subsidiaries (to NI)			-	
Other			-	
Balance at end of year			(8,697)	
<b>OTHER</b>				
Balance at beginning of year			-	
Long-term Incentive Plan			-	
Amortization of Unearned Compensation			-	
Balance at end of year			-	
<b>ACCUMULATED OTHER COMPREHENSIVE INCOME</b>				

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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	-
-----	
Balance at end of year	-
-----	
TOTAL COMMON STOCK EQUITY	(8,696)
=====	

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ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (continued) F-3N (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, 2001 (\$ in thousands)	GREEN	NPM
=====		
COMMON STOCK		
Balance at beginning of year	*	*
Common stock issued -		
Long-term incentive plan		
Employee Stock Purchase Plan		
-----		
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		



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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

-----  
 Balance at end of year  
 -----

TOTAL COMMON STOCK EQUITY  
 =====

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ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (continued) F-30 (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, 2001 (\$ in thousands)	F-30 Page 2	F-30 Page 3	NDEV	ASL	Com
<hr/>					
COMMON STOCK					
Balance at beginning of year	*	*	*	*	
Common stock issued -					
Long-term incentive plan					
Employee Stock Purchase Plan					
<hr/>					
Balance at end of year					
<hr/>					
ADDITIONAL PAID IN CAPITAL					
Balance at beginning of year					
Common stock issued -					
Employee Stock Purchase Plan					

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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				
-----				
Balance at end of year				
-----				
TOTAL COMMON STOCK EQUITY				
=====				

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

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COMMON STOCK

Balance at beginning of year \* \* \*

Common stock issued -

Long-term incentive plan

Employee Stock Purchase Plan

-----

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

-----

Balance at end of year

-----

TOTAL COMMON STOCK EQUITY

=====

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ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (continued)

F-30 (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, 2001 (\$ in thousands)	NDC	PRO	PRI
<b>COMMON STOCK</b>			
Balance at beginning of year	*	*	*
Common stock issued -			
Long-term incentive plan			
Employee Stock Purchase Plan			
-----			
Balance at end of year			
<b>ADDITIONAL PAID IN CAPITAL</b>			
Balance at beginning of year			
Common stock issued -			
Employee Stock Purchase Plan			
Long-term incentive plan			
Recapitalization -			
Capital contributions			
-----			
Balance at end of year			
<b>RETAINED EARNINGS</b>			
Balance at beginning of year			
Net income (loss)			
Cash dividends -			
NI			
Subsidiaries (to NI)			
Other			
-----			
Balance at end of year			
<b>OTHER</b>			
Balance at beginning of year			
Long-term Incentive Plan			
Amortization of Unearned Compensation			
-----			
Balance at end of year			
<b>ACCUMULATED OTHER COMPREHENSIVE INCOME</b>			
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			

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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-3P (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, 2001 (\$ in thousands) LEL SCC Combined  
 =====

COMMON STOCK

Balance at beginning of year	*	*	*
Common stock issued -			
Long-term incentive plan			
Employee Stock Purchase Plan			

-----  
 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

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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

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

Year Ended December 31, 2001 (\$ in thousands)	NPG	GSGT	PNGTS	Com
=====				
<b>COMMON STOCK</b>				
Balance at beginning of year	*	*	*	
Common stock issued -				
Long-term incentive plan				
Employee Stock Purchase Plan				
-----				
Balance at end of year				
-----				
<b>ADDITIONAL PAID IN CAPITAL</b>				
Balance at beginning of year				
Common stock issued -				
Employee Stock Purchase Plan				
Long-term incentive plan				
Recapitalization/Dissolution -				
Capital contributions				
-----				
Balance at end of year				
-----				
<b>RETAINED EARNINGS</b>				
Balance at beginning of year				

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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

-----  
 Balance at end of year  
 -----

TOTAL COMMON STOCK EQUITY  
 =====

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ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (continued) F-3R (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, 2001 (\$ in thousands)	GSGT	BSEE	NGD	Combin
=====				
COMMON STOCK				
Balance at beginning of year	30	*	*	
Common stock issued -				
Long-term incentive plan	-			
Employee Stock Purchase Plan	-			
-----				
Balance at end of year	30			
-----				

ADDITIONAL PAID IN CAPITAL

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Balance at beginning of year	15,300
Common stock issued -	
Employee Stock Purchase Plan	-
Long-term incentive plan	-
Recapitalization/Dissolution -	
Capital contributions	2

---

Balance at end of year 15,302

---

RETAINED EARNINGS

Balance at beginning of year	(623)
Net income (loss)	(5,840)
Cash dividends -	
NI	-
Subsidiaries (to NI)	-
Other	-

---

Balance at end of year (6,463)

---

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	-

---

Balance at end of year -

---

TOTAL COMMON STOCK EQUITY 8,869

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Year Ended December 31, 2001 (\$ in thousands)	NIFL	NITC	Combined
<b>COMMON STOCK</b>			
Balance at beginning of year	30,674	*	*
Common stock issued -			
Long-term incentive plan	-		
Employee Stock Purchase Plan	-		
Balance at end of year	30,674		
<b>ADDITIONAL PAID IN CAPITAL</b>			
Balance at beginning of year	71		
Common stock issued -			
Employee Stock Purchase Plan	-		
Long-term incentive plan	-		
Recapitalization -			
Capital contributions	-		
Balance at end of year	71		
<b>RETAINED EARNINGS</b>			
Balance at beginning of year	12,319		
Net income (loss)	2,326		
Cash dividends -			
NI	-		
Subsidiaries (to NI)	-		
Other	-		
Balance at end of year	14,645		
<b>OTHER</b>			
Balance at beginning of year	-		
Long-term Incentive Plan	-		
Amortization of Unearned Compensation	-		
Balance at end of year	-		
<b>ACCUMULATED OTHER COMPREHENSIVE INCOME</b>			
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	-		
Balance at end of year	-		
<b>TOTAL COMMON STOCK EQUITY</b>	<b>45,390</b>		

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ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (continued)

F-3T (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, 2001 (\$ in thousands)	NIP	NEXCO	Combined
<b>COMMON STOCK</b>			
Balance at beginning of year	859,561	*	*
Common stock issued -			
Long-term incentive plan	(73)		
Employee Stock Purchase Plan	-		
Balance at end of year	859,488		
<b>ADDITIONAL PAID IN CAPITAL</b>			
Balance at beginning of year	12,545		
Common stock issued -			
Employee Stock Purchase Plan	-		
Long-term incentive plan	-		
Recapitalization -			
Capital contributions	6,573		
Balance at end of year	19,118		
<b>RETAINED EARNINGS</b>			
Balance at beginning of year	186,810		
Net income (loss)	207,564		
Cash dividends -			
NI	(233,943)		
Subsidiaries (to NI)	-		
Other	-		
Balance at end of year	160,431		
<b>OTHER</b>			
Balance at beginning of year	-		
Long-term Incentive Plan	-		
Amortization of Unearned Compensation	-		
Balance at end of year	-		
<b>ACCUMULATED OTHER COMPREHENSIVE INCOME</b>			
Balance at beginning of year	-		
Other Comprehensive Income, net of tax			
Unrealized	-		
Realized	-		
Gain/Loss on foreign currency translation			
Unrealized	-		

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Net unrealized gains on derivatives qualifying as cash flow hedges	(2,723)
-----	
Balance at end of year	(2,723)
-----	
TOTAL COMMON STOCK EQUITY	1,036,314
=====	

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ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (continued) F-3U (1 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, 2001 (\$ in thousands)	F-3U Page 2	PEI	CEI	Combined
=====				
COMMON STOCK				
Balance at beginning of year	*	*	*	*
Common stock issued -				
Long-term incentive plan				
Employee Stock Purchase Plan				
-----				
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				

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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

-----  
 Balance at end of year  
 -----

TOTAL COMMON STOCK EQUITY  
 =====

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ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (continued)

F-3U (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, 2001 (\$ in thousands)                      HCC                      IEL                      LEC                      NLEC  
 =====

COMMON STOCK

Balance at beginning of year	*	*	*	*
Common stock issued -				
Long-term incentive plan				
Employee Stock Purchase Plan				

-----  
 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  
 -----

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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

-----  
 Balance at end of year  
 -----

TOTAL COMMON STOCK EQUITY  
 =====

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

NISOURCE INC. AND SUBSIDIARIES  
 SM&P UTILITY RESOURCES, INC. AND SUBSIDIARIES  
 CONSOLIDATED STATEMENT OF COMMON STOCK EQUITY  
 (Not covered by Report of Independent Public Accountants)

Year Ended December 31, 2001 (\$ in thousands)	SMP	CI	Combined
=====			
COMMON STOCK			
Balance at beginning of year	*	*	*
Common stock issued -			
Long-term incentive plan			
Employee Stock Purchase Plan			
-----			
Balance at end of year			

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-----  
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

-----  
Balance at end of year  
-----

TOTAL COMMON STOCK EQUITY  
=====

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Year Ended December 31, (\$ in thousands)	F-4 Page 2	F-4 Page 3	F-4 Page 4	Com
<b>OPERATING ACTIVITIES</b>				
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				
Amortization of unearned compensation				
Gain on sale of assets				
Income from change in accounting				
Income from discontinued operations				
Other, net				
<hr/>				
Changes in components of working capital, 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 working capital				
<hr/>				
Net Cash from Continuing Operations				
Net Cash from Discontinued Operations				
<hr/>				
Net Cash from Operating Activities				
<hr/>				
<b>INVESTING ACTIVITIES</b>				
Capital expenditures				
Acquisition of businesses				
Proceeds from disposition of assets				
Other investing activities, net				
<hr/>				
Net Investing Activities				
<hr/>				
<b>FINANCING ACTIVITIES</b>				
Issuance of long-term debt				
Retirement of long-term debt				
Change in short-term debt				
Retirement of preferred shares				
Proceeds from Corporate Premium Income Equity Securities, net				
Issuance of common stock				
Acquisition of treasury stock				
Dividends paid - common shares				
<hr/>				
Net Financing Activities				
<hr/>				
Increase (decrease) in cash and cash equivalents				
Cash and cash equivalents at beginning of year				
<hr/>				

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CASH AND CASH EQUIVALENTS AT END OF PERIOD

SUPPLEMENTAL DISCLOSURES FOR CASH FLOW INFORMATION

Cash paid for interest, net of amounts capitalized  
Cash paid for income taxes

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ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (continued)

F-4 (2 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)	NI	BSG	CG
<b>OPERATING ACTIVITIES</b>			
Net income	*	*	189,901
Adjustments to reconcile net income to net cash from continuing operations:			
Depreciation, depletion and amortization			226,210
Net changes in price risk management activities			-
Asset impairment			89,200
Deferred income taxes and investment tax credits			(51,100)
Deferred revenue			(362,500)
Amortization of unearned compensation			-
Gain on sale of assets			-
Income from change in accounting			-
Income from discontinued operations			50,602
Other, net			95,800
<b>Changes in components of working capital, net of effect from acquisitions of businesses:</b>			
Accounts receivable, net			155,800
Inventories			(48,300)
Accounts payable			(87,800)
Taxes accrued			55,700
(Under) Overrecovered gas and fuel costs			108,900
Exchange gas receivable/payable			355,700
Other accruals			(60,000)
Other working capital			25,800
Net Cash from Continuing Operations			743,900
Net Cash from Discontinued Operations			154,200
Net Cash from Operating Activities			898,100
<b>INVESTING ACTIVITIES</b>			
Capital expenditures			(371,100)



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Acquisition of businesses	-
Proceeds from disposition of assets	12,400
Other investing activities, net	(38)
<hr/>	
Net Investing Activities	(358,738)
<hr/>	
FINANCING ACTIVITIES	
Issuance of long-term debt	(38,100)
Retirement of long-term debt	-
Change in short-term debt	(521,000)
Retirement of preferred shares	-
Proceeds from Corporate Premium Income Equity Securities, net	-
Issuance of common stock	-
Acquisition of treasury stock	-
Dividends paid - common shares	-
<hr/>	
Net Financing Activities	(559,100)
<hr/>	
Increase (decrease) in cash and cash equivalents	(19,738)
Cash and cash equivalents at beginning of year	73,500
<hr/>	
CASH AND CASH EQUIVALENTS AT END OF PERIOD	53,762
<hr/>	

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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)	NCM	NCT	NCS
<hr/>			
OPERATING ACTIVITIES			
Net income	*	*	-
Adjustments to reconcile net income to net cash from continuing operations:			
Depreciation, depletion and amortization			8,288
Net changes in price risk management activities			-
Asset impairment			-
Deferred income taxes and investment tax credits			1,004
Deferred revenue			-
Amortization of unearned compensation			-
Gain on sale of assets			-
Income from change in accounting			-
Income from discontinued operations			-
Other, net			1,240
<hr/>			
Changes in components of working capital, net of effect from acquisitions of businesses:			

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Accounts receivable, net	132,812
Inventories	-
Accounts payable	(67,515)
Taxes accrued	5,043
(Under) Overrecovered gas and fuel costs	-
Exchange gas receivable/payable	-
Other accruals	(53,758)
Other working capital	(3,142)
-----	
Net Cash from Continuing Operations	23,972
Net Cash from Discontinued Operations	-
-----	
Net Cash from Operating Activities	23,972
-----	
INVESTING ACTIVITIES	
Capital expenditures	-
Acquisition of businesses	-
Proceeds from disposition of assets	-
Other investing activities, net	-
-----	
Net Investing Activities	-
-----	
FINANCING ACTIVITIES	
Issuance of long-term debt	(23,930)
Retirement of long-term debt	-
Change in short-term debt	-
Retirement of preferred shares	-
Proceeds from Corporate Premium Income Equity Securities, net	-
Issuance of common stock	-
Acquisition of treasury stock	-
Dividends paid - common shares	-
-----	
Net Financing Activities	(23,930)
-----	
Increase (decrease) in cash and cash equivalents	42
Cash and cash equivalents at beginning of year	1
-----	
CASH AND CASH EQUIVALENTS AT END OF PERIOD	43
=====	

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

Year Ended December 31, (\$ in thousands)	NPG	NIFL	NIP
=====			
OPERATING ACTIVITIES			
Net income	*	*	207,564
Adjustments to reconcile net income to net cash from			

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continuing operations:	
Depreciation, depletion and amortization	248,497
Net changes in price risk management activities	(6,114)
Asset impairment	-
Deferred income taxes and investment tax credits	(82,069)
Deferred revenue	-
Amortization of unearned compensation	-
Gain on sale of assets	-
Income from change in accounting	-
Income from discontinued operations	-
Other, net	(5,317)
-----	
Changes in components of working capital, net of effect from acquisitions of businesses:	
Accounts receivable, net	143,210
Inventories	(6,195)
Accounts payable	(213,764)
Taxes accrued	138,335
(Under) Overrecovered gas and fuel costs	121,501
Exchange gas receivable/payable	-
Other accruals	(24,674)
Other working capital	10,256
-----	
Net Cash from Continuing Operations	531,230
Net Cash from Discontinued Operations	-
-----	
Net Cash from Operating Activities	531,230
-----	
INVESTING ACTIVITIES	
Capital expenditures	(188,531)
Acquisition of businesses	-
Proceeds from disposition of assets	-
Other investing activities, net	(19,165)
-----	
Net Investing Activities	(207,696)
-----	
FINANCING ACTIVITIES	
Issuance of long-term debt	-
Retirement of long-term debt	(59,000)
Change in short-term debt	(32,185)
Retirement of preferred shares	(1,100)
Proceeds from Corporate Premium Income Equity Securities, net	-
Issuance of common stock	-
Acquisition of treasury stock	-
Dividends paid - common shares	(233,200)
-----	
Net Financing Activities	(325,485)
-----	
Increase (decrease) in cash and cash equivalents	(1,951)
Cash and cash equivalents at beginning of year	17,896
-----	
CASH AND CASH EQUIVALENTS AT END OF PERIOD	15,945
=====	

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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
<b>OPERATING ACTIVITIES</b>			
Net income	17,303	*	2,563
Adjustments to reconcile net income to net cash from continuing operations:			
Depreciation, depletion and amortization	36,983		8,571
Net changes in price risk management activities	-		-
Asset impairment	-		-
Deferred income taxes and investment tax credits	3,809		(2,008)
Deferred revenue	-		-
Amortization of unearned compensation	-		-
Gain on sale of assets	-		-
Income from change in accounting	-		-
Income from discontinued operations	-		-
Other, net	(11,999)		(1)
<b>Changes in components of working capital, net of effect from acquisitions of businesses:</b>			
Accounts receivable, net	(766)		(15,662)
Inventories	8,563		796
Accounts payable	(15,376)		4,831
Taxes accrued	943		3,898
(Under) Overrecovered gas and fuel costs	34,139		778
Exchange gas receivable/payable	-		-
Other accruals	-		-
Other working capital	(8,277)		31,152
Net Cash from Continuing Operations	65,322		34,918
Net Cash from Discontinued Operations	-		-
Net Cash from Operating Activities	65,322		34,918
<b>INVESTING ACTIVITIES</b>			
Capital expenditures	(30,346)		(8,047)
Acquisition of businesses	-		-
Proceeds from disposition of assets	-		-
Other investing activities, net	-		1
Net Investing Activities	(30,346)		(8,046)
<b>FINANCING ACTIVITIES</b>			
Issuance of long-term debt	-		-
Retirement of long-term debt	(35,000)		(834)
Change in short-term debt	-		(27,000)
Retirement of preferred shares	-		-
Proceeds from Corporate Premium Income Equity Securities, net	-		-

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Issuance of common stock	-	-
Acquisition of treasury stock	-	-
Dividends paid - common shares	-	-
-----	-----	-----
Net Financing Activities	(35,000)	(27,834)
-----	-----	-----
Increase (decrease) in cash and cash equivalents	(24)	(962)
Cash and cash equivalents at beginning of year	1,436	1,020
-----	-----	-----
CASH AND CASH EQUIVALENTS AT END OF PERIOD	1,412	58
=====	=====	=====

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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)

Year Ended December 31, (\$ in thousands)	F-4B Page 2	F-4B Page 3	F-4B Page 4	F-4B Page 5	Combine
=====	=====	=====	=====	=====	=====
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					
Amortization of unearned compensation					
Gain on sale of assets					
Income from change in accounting					
Income from discontinued operations					
Other, net					
-----	-----	-----	-----	-----	-----
Changes in components of working capital, 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 working capital

-----  
 Net Cash from Continuing Operations  
 Net Cash from Discontinued Operations

-----  
 Net Cash from Operating Activities

-----  
 INVESTING ACTIVITIES  
 Capital expenditures  
 Acquisition of businesses  
 Proceeds from disposition of assets  
 Other investing activities, net

-----  
 Net Investing Activities

-----  
 FINANCING ACTIVITIES  
 Issuance of long-term debt  
 Retirement of long-term debt  
 Change in short-term debt  
 Retirement of preferred shares  
 Proceeds from Corporate Premium  
 Income Equity Securities, net  
 Issuance of common stock  
 Acquisition of treasury stock  
 Dividends paid - common shares

-----  
 Net 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  
 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 CER  
 =====

OPERATING ACTIVITIES

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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				
Amortization of unearned compensation				
Gain on sale of assets				
Income from change in accounting				
Income from discontinued operations				
Other, net				
-----				
Changes in components of working capital, 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 working capital				
-----				
Net Cash from Continuing Operations				
Net Cash from Discontinued Operations				
-----				
Net Cash from Operating Activities				
-----				
INVESTING ACTIVITIES				
Capital expenditures				
Acquisition of businesses				
Proceeds from disposition of assets				
Other investing activities, net				
-----				
Net Investing Activities				
-----				
FINANCING ACTIVITIES				
Issuance of long-term debt				
Retirement of long-term debt				
Change in short-term debt				
Retirement of preferred shares				
Proceeds from Corporate Premium				
Income Equity Securities, net				
Issuance of common stock				
Acquisition of treasury stock				
Dividends paid - common shares				
-----				
Net 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)	CFC	CKY	CMD	COH
<b>OPERATING ACTIVITIES</b>				
Net income	*	9,560	2,866	72,917
Adjustments to reconcile net income to net cash from continuing operations:				
Depreciation, depletion and amortization		8,484	2,383	12,701
Net changes in price risk management activities		-	-	-
Asset impairment		-	-	-
Deferred income taxes and investment tax credits		1,169	(3,411)	21,216
Deferred revenue		-	-	-
Amortization of unearned compensation		-	-	-
Gain on sale of assets		-	-	-
Income from change in accounting		-	-	-
Income from discontinued operations		-	-	-
Other, net		(3,668)	(43)	(189,338)
<b>Changes in components of working capital, net of effect from acquisitions of businesses:</b>				
Accounts receivable, net		16,888	11,402	4,985
Inventories		(3,916)	(1,380)	(20,218)
Accounts payable		(18,232)	(6,080)	(131,592)
Taxes accrued		(191)	1,715	(3,405)
(Under) Overrecovered gas and fuel costs		3,549	8,725	44,490
Exchange gas receivable/payable		54,581	1,638	239,518
Other accruals		(9)	1,236	(4,327)
Other working capital		(54,721)	(7,889)	(203,211)
Net Cash from Continuing Operations		13,494	11,162	(156,264)
Net Cash from Discontinued Operations		-	-	-
Net Cash from Operating Activities		13,494	11,162	(156,264)
<b>INVESTING ACTIVITIES</b>				
Capital expenditures		(10,545)	(3,027)	(30,373)
Acquisition of businesses		-	-	-
Proceeds from disposition of assets		-	-	-



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Other investing activities, net	-	-	-	
Net Investing Activities	(10,545)	(3,027)	(30,373)	(
FINANCING ACTIVITIES				
Issuance of long-term debt	-	-	-	
Retirement of long-term debt	-	(2,495)	-	
Change in short-term debt	(2,801)	(5,494)	187,175	(
Retirement of preferred shares	-	-	-	
Proceeds from Corporate Premium				
Income Equity Securities, net	-	-	-	
Issuance of common stock	-	-	-	
Acquisition of treasury stock	-	-	-	
Dividends paid - common shares				
Net Financing Activities	(2,801)	(7,989)	187,175	(
Increase (decrease) in cash and cash equivalents	148	146	538	
Cash and cash equivalents at beginning of year	959	122	7,489	
CASH AND CASH EQUIVALENTS AT END OF PERIOD	1,107	268	8,027	

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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)

Year Ended December 31, (\$ in thousands)	TCO	CGT	CICL	CLNG
OPERATING ACTIVITIES				
Net income	163,484	30,067	*	*
Adjustments to reconcile net income to net cash from continuing operations:				
Depreciation, depletion and amortization	85,844	22,751		
Net changes in price risk management activities	-	-		
Asset impairment	-	-		
Deferred income taxes and investment tax credits	3,367	3,367		
Deferred revenue	-	-		
Amortization of unearned compensation	-	-		
Gain on sale of assets	-	-		
Income from change in accounting	-	-		

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Income from discontinued operations	-	-
Other, net	(72,818)	(24,325)
-----		
Changes in components of working capital, net of effect from acquisitions of businesses:		
Accounts receivable, net	986	57
Inventories	(448)	-
Accounts payable	(11,348)	(4,098)
Taxes accrued	7,336	409
(Under) Overrecovered gas and fuel costs	-	-
Exchange gas receivable/payable	4,529	-
Other accruals	(13,080)	980
Other working capital	(138,942)	(298)
-----		
Net Cash from Continuing Operations	28,910	28,910
Net Cash from Discontinued Operations	-	-
-----		
Net Cash from Operating Activities	28,910	28,910
-----		
INVESTING ACTIVITIES		
Capital expenditures	(34,831)	(34,831)
Acquisition of businesses	-	-
Proceeds from disposition of assets	-	-
Other investing activities, net	-	-
-----		
Net Investing Activities	(34,831)	(34,831)
-----		
FINANCING ACTIVITIES		
Issuance of long-term debt	-	-
Retirement of long-term debt	-	-
Change in short-term debt	5,931	5,885
Retirement of preferred shares	-	-
Proceeds from Corporate Premium Income Equity Securities, net	-	-
Issuance of common stock	-	-
Acquisition of treasury stock	-	-
Dividends paid - common shares	-	-
-----		
Net Financing Activities	5,931	5,885
-----		
Increase (decrease) in cash and cash equivalents	10	(36)
Cash and cash equivalents at beginning of year	39	39
-----		
CASH AND CASH EQUIVALENTS AT END OF PERIOD	49	3
=====		

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COLUMBIA ENERGY GROUP AND SUBSIDIARIES  
 CONSOLIDATED STATEMENT OF CASH FLOWS  
 (Not covered by Report of Independent Public Accountants)

Year Ended December 31, (\$ in thousands)	CRC	CSP	CTC	F-4B Pa T
<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				
Amortization of unearned compensation				
Gain on sale of assets				
Income from change in accounting				
Income from discontinued operations				
Other, net				
<hr/>				
Changes in components of working capital, 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 working capital				
<hr/>				
Net Cash from Continuing Operations				
Net Cash from Discontinued Operations				
<hr/>				
Net Cash from Operating Activities				
<hr/>				
INVESTING ACTIVITIES				
Capital expenditures				
Acquisition of businesses				
Proceeds from disposition of assets				
Other investing activities, net				
<hr/>				
Net 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  
 Proceeds from Corporate Premium  
 Income Equity Securities, net  
 Issuance of common stock  
 Acquisition of treasury stock  
 Dividends paid - common shares

-----  
 Net Financing Activities  
 -----

Increase (decrease) in cash and cash equivalents  
 Cash and cash equivalents at beginning of year  
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CASH AND CASH EQUIVALENTS AT END OF PERIOD  
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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)	CCC	TGT	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			
Amortization of unearned compensation			
Gain on sale of assets			
Income from change in accounting			
Income from discontinued operations			
Other, net			
-----			
Changes in components of working capital, 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 working capital

-----  
Net Cash from Continuing Operations  
Net Cash from Discontinued Operations

-----  
Net Cash from Operating Activities

-----  
INVESTING ACTIVITIES  
Capital expenditures  
Acquisition of businesses  
Proceeds from disposition of assets  
Other investing activities, net

-----  
Net Investing Activities

-----  
FINANCING ACTIVITIES  
Issuance of long-term debt  
Retirement of long-term debt  
Change in short-term debt  
Retirement of preferred shares  
Proceeds from Corporate Premium  
Income Equity Securities, net  
Issuance of common stock  
Acquisition of treasury stock  
Dividends paid - common shares

-----  
Net 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-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)

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Page 2

CER

AD

Combined

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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				
Amortization of unearned compensation				
Gain on sale of assets				
Income from change in accounting				
Income from discontinued operations				
Other, net				

---

Changes in components of working capital,  
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 working capital

---

Net Cash from Continuing Operations  
Net Cash from Discontinued Operations

---

Net Cash from Operating Activities

### INVESTING ACTIVITIES

- Capital expenditures
- Acquisition of businesses
- Proceeds from disposition of assets
- Other investing activities, net

---

Net Investing Activities

### FINANCING ACTIVITIES

- Issuance of long-term debt
- Retirement of long-term debt
- Change in short-term debt
- Retirement of preferred shares
- Proceeds from Corporate Premium  
Income Equity Securities, net
- Issuance of common stock
- Acquisition of treasury stock
- Dividends paid - common shares

---

Net Financing Activities

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Increase (decrease) in cash and cash equivalents  
Cash and cash equivalents at beginning of year

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CASH AND CASH EQUIVALENTS AT END OF PERIOD

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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)	CNR	CNRCL	HH
<b>OPERATING ACTIVITIES</b>			
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			
Amortization of unearned compensation			
Gain on sale of assets			
Income from change in accounting			
Income from discontinued operations			
Other, net			
-----			
Changes in components of working capital, 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 working capital			
-----			
Net Cash from Continuing Operations			
Net Cash from Discontinued Operations			

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-----  
 Net Cash from Operating Activities  
 -----

INVESTING ACTIVITIES

Capital expenditures  
 Acquisition of businesses  
 Proceeds from disposition of assets  
 Other investing activities, net

-----  
 Net Investing Activities  
 -----

FINANCING ACTIVITIES

Issuance of long-term debt  
 Retirement of long-term debt  
 Change in short-term debt  
 Retirement of preferred shares  
 Proceeds from Corporate Premium  
 Income Equity Securities, net  
 Issuance of common stock  
 Acquisition of treasury stock  
 Dividends paid - common shares

-----  
 Net 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 COMPANY AND SUBSIDIARIES  
 CONSOLIDATED STATEMENT OF CASH FLOWS  
 (Not covered by Report of Independent Public Accountants)

Year Ended December 31, (\$ in thousands)	CFC	CAR	Combined	Cons
OPERATING ACTIVITIES				
Net income	*	*	*	
Adjustments to reconcile net income to net cash from continuing operations:				
Depreciation, depletion and amortization				



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Net changes in price risk  
management activities  
Asset impairment  
Deferred income taxes and  
investment tax credits  
Deferred revenue  
Amortization of unearned compensation  
Gain on sale of assets  
Income from change in accounting  
Income from discontinued operations  
Other, net

-----  
Changes in components of working capital,  
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 working capital

-----  
Net Cash from Continuing Operations  
Net Cash from Discontinued Operations

-----  
Net Cash from Operating Activities

-----  
INVESTING ACTIVITIES

Capital expenditures  
Acquisition of businesses  
Proceeds from disposition of assets  
Other investing activities, net

-----  
Net Investing Activities

-----  
FINANCING ACTIVITIES

Issuance of long-term debt  
Retirement of long-term debt  
Change in short-term debt  
Retirement of preferred shares  
Proceeds from Corporate Premium  
Income Equity Securities, net  
Issuance of common stock  
Acquisition of treasury stock  
Dividends paid - common shares

-----  
Net Financing Activities

-----  
Increase (decrease) in cash and cash equivalents  
Cash and cash equivalents at beginning of year

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CASH AND CASH EQUIVALENTS AT END OF PERIOD  
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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	CMS	Combined
<b>OPERATING ACTIVITIES</b>			
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			
Amortization of unearned compensation			
Gain on sale of assets			
Income from change in accounting			
Income from discontinued operations			
Other, net			
<b>Changes in components of working capital, net of effect from acquisitions of businesses:</b>			
Accounts receivable, net			
Inventories			
Accounts payable			
Taxes accrued			
(Under) Overrecovered gas and fuel costs			
Exchange gas receivable/payable			
Other accruals			
Other working capital			
Net Cash from Continuing Operations			
Net Cash from Discontinued Operations			
Net Cash from Operating Activities			
<b>INVESTING ACTIVITIES</b>			
Capital expenditures			
Acquisition of businesses			
Proceeds from disposition of assets			
Other investing activities, net			
Net Investing Activities			
<b>FINANCING ACTIVITIES</b>			
Issuance of long-term debt			

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Retirement of long-term debt  
 Change in short-term debt  
 Retirement of preferred shares  
 Proceeds from Corporate Premium Income Equity Securities, net  
 Issuance of common stock  
 Acquisition of treasury stock  
 Dividends paid - common shares

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 Net Financing Activities  
 -----

Increase (decrease) in cash and cash equivalents  
 Cash and cash equivalents at beginning of year

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 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)	CPL	CDW	Combined	Cons
=====				
<b>OPERATING ACTIVITIES</b>				
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				
Amortization of unearned compensation				
Gain on sale of assets				
Income from change in accounting				
Income from discontinued operations				
Other, net				
-----				
Changes in components of working capital, net of effect from acquisitions of businesses:				
Accounts receivable, net				
Inventories				
Accounts payable				

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Taxes accrued  
 (Under) Overrecovered gas and fuel costs  
 Exchange gas receivable/payable  
 Other accruals  
 Other working capital

---

Net Cash from Continuing Operations  
 Net Cash from Discontinued Operations

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Net Cash from Operating Activities

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INVESTING ACTIVITIES  
 Capital expenditures  
 Acquisition of businesses  
 Proceeds from disposition of assets  
 Other investing activities, net

---

Net 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  
 Proceeds from Corporate Premium Income Equity  
 Securities, net  
 Issuance of common stock  
 Acquisition of treasury stock  
 Dividends paid - common shares

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Net Financing Activities

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Increase (decrease) in cash and cash equivalents  
 Cash and cash equivalents at beginning of year

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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)	CSP	CAA	Combin
<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  
Amortization of unearned compensation  
Gain on sale of assets  
Income from change in accounting  
Income from discontinued operations  
Other, net

-----  
-----  
Changes in components of working capital, 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 working capital

-----  
-----  
Net Cash from Continuing Operations  
Net Cash from Discontinued Operations

-----  
Net Cash from Operating Activities

-----  
INVESTING ACTIVITIES

Capital expenditures  
Acquisition of businesses  
Proceeds from disposition of assets  
Other investing activities, net

-----  
Net Investing Activities

-----  
FINANCING ACTIVITIES

Issuance of long-term debt  
Retirement of long-term debt  
Change in short-term debt  
Retirement of preferred shares  
Proceeds from Corporate Premium Income Equity Securities, net  
Issuance of common stock  
Acquisition of treasury stock  
Dividends paid - common shares

-----  
Net 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  
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 Page 2	F-4I Page 3	EUII	Co
<hr/>				
<b>OPERATING ACTIVITIES</b>				
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				
Amortization of unearned compensation				
Gain on sale of assets				
Income from change in accounting				
Income from discontinued operations				
Other, net				
<hr/>				
Changes in components of working capital, 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 working capital				
<hr/>				
Net Cash from Continuing Operations				
Net Cash from Discontinued Operations				
<hr/>				
Net Cash from Operating Activities				
<hr/>				
<b>INVESTING ACTIVITIES</b>				
Capital expenditures				
Acquisition of businesses				
Proceeds from disposition of assets				
Other investing activities, net				
<hr/>				
Net Investing Activities				
<hr/>				
<b>FINANCING ACTIVITIES</b>				
Issuance of long-term debt				
Retirement of long-term debt				
Change in short-term debt				
Retirement of preferred shares				
Proceeds from Corporate Premium				
Income Equity Securities, net				
Issuance of common stock				
Acquisition of treasury stock				
Dividends paid - common shares				

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-----  
 Net 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)

Year Ended December 31, (\$ in thousands) EUIM      TPC      NEML      NE

-----

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 Amortization of unearned compensation				
Gain on sale of assets				
Income from change in accounting				
Income from discontinued operations				
Other, net				

-----

Changes in components of working capital, 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 working capital

-----

Net Cash from Continuing Operations  
 Net Cash from Discontinued Operations  
 -----

Net Cash from Operating Activities  
 -----

INVESTING ACTIVITIES

  Capital expenditures  
   Acquisition of businesses

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Proceeds from disposition of assets  
Other investing activities, net

-----  
Net Investing Activities  
-----

FINANCING ACTIVITIES

Issuance of long-term debt  
Retirement of long-term debt  
Change in short-term debt  
Retirement of preferred shares  
Proceeds from Corporate Premium  
Income Equity Securities, net  
Issuance of common stock  
Acquisition of treasury stock  
Dividends paid - common shares

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Net Financing Activities  
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Increase (decrease) in cash and cash equivalents  
Cash and cash equivalents at beginning of year

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CASH AND CASH EQUIVALENTS AT END OF PERIOD  
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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

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  
Amortization of unearned compensation  
Gain on sale of assets  
Income from change in accounting  
Income from discontinued operations  
Other, net

-----  
Changes in components of working capital, net of  
effect from acquisitions of businesses:  
Accounts receivable, net



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Inventories  
 Accounts payable  
 Taxes accrued  
 (Under) Overrecovered gas and fuel costs  
 Exchange gas receivable/payable  
 Other accruals  
 Other working capital

-----  
 Net Cash from Continuing Operations  
 Net Cash from Discontinued Operations  
 -----

Net Cash from Operating Activities  
 -----

INVESTING ACTIVITIES  
 Capital expenditures  
 Acquisition of businesses  
 Proceeds from disposition of assets  
 Other investing activities, net

-----  
 Net Investing Activities  
 -----

FINANCING ACTIVITIES  
 Issuance of long-term debt  
 Retirement of long-term debt  
 Change in short-term debt  
 Retirement of preferred shares  
 Proceeds from Corporate Premium  
 Income Equity Securities, net  
 Issuance of common stock  
 Acquisition of treasury stock  
 Dividends paid - common shares

-----  
 NET FINANCING ACTIVITIES  
 -----

Increase (decrease) in cash and cash equivalents  
 Cash and cash equivalents at beginning of year  
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CASH AND CASH EQUIVALENTS AT END OF PERIOD  
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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) EUM ESPE EUIC Co

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 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  
Amortization of unearned compensation  
Gain on sale of assets  
Income from change in accounting  
Income from discontinued operations  
Other, net

---

Changes in components of working capital, 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 working capital

---

Net Cash from Continuing Operations  
Net Cash from Discontinued Operations

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Net Cash from Operating Activities

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INVESTING ACTIVITIES  
Capital expenditures  
Acquisition of businesses  
Proceeds from disposition of assets  
Other investing activities, net

---

Net 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  
Proceeds from Corporate Premium  
Income Equity Securities, net  
Issuance of common stock  
Acquisition of treasury stock  
Dividends paid - common shares

---

NET FINANCING ACTIVITIES

---

Increase (decrease) in cash and cash equivalents  
Cash and cash equivalents at beginning of year

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CASH AND CASH EQUIVALENTS AT END OF PERIOD

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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	Com
<hr/>				
<b>OPERATING ACTIVITIES</b>				
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				
Amortization of unearned compensation				
Gain on sale of assets				
Income from change in accounting				
Income from discontinued operations				
Other, net				
<hr/>				
Changes in components of working capital, 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 working capital				
<hr/>				
Net Cash from Continuing Operations				
Net Cash from Discontinued Operations				
<hr/>				
Net Cash from Operating Activities				
<hr/>				
<b>Investing Activities</b>				
Capital expenditures				
Acquisition of businesses				
Proceeds from disposition of assets				
Other investing activities, net				
<hr/>				
Net Investing Activities				
<hr/>				
<b>Financing Activities</b>				
Issuance of long-term debt				
Retirement of long-term debt				
Change in short-term debt				
Retirement of preferred shares				
Proceeds from Corporate Premium Income				
Equity Securities, net				
Issuance of common stock				

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Acquisition of treasury stock  
Dividends paid - common shares

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Net Financing Activities

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Increase (decrease) in cash and cash equivalents  
Cash and cash equivalents at beginning of year

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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

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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  
Amortization of unearned compensation  
Gain on sale of assets  
Income from change in accounting  
Income from discontinued operations  
Other, net

---

Changes in components of working capital, 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 working capital

---

Net Cash from Continuing Operations  
Net Cash from Discontinued Operations

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Net Cash from Operating Activities

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 INVESTING ACTIVITIES

Capital expenditures  
 Acquisition of businesses  
 Proceeds from disposition of assets  
 Other investing activities, net

-----  
 Net Investing Activities

-----  
 FINANCING ACTIVITIES

Issuance of long-term debt  
 Retirement of long-term debt  
 Change in short-term debt  
 Retirement of preferred shares  
 Proceeds from Corporate Premium Income Equity Securities, net  
 Issuance of common stock  
 Acquisition of treasury stock  
 Dividends paid - common shares

-----  
 Net Financing Activities

-----  
 Increase (decrease) in cash and cash equivalents  
 Cash and cash equivalents at beginning of year

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 CASH AND CASH EQUIVALENTS AT END OF PERIOD  
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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	Co
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			
Amortization of unearned compensation			
Gain on sale of assets			
Income from change in accounting			
Income from discontinued operations			
Other, net			

-----  
Changes in components of working capital, 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 working capital  
-----

Net Cash from Continuing Operations  
Net Cash from Discontinued Operations  
-----

Net Cash from Operating Activities  
-----

INVESTING ACTIVITIES

Capital expenditures  
Acquisition of businesses  
Proceeds from disposition of assets  
Other investing activities, net  
-----

Net Investing Activities  
-----

FINANCING ACTIVITIES

Issuance of long-term debt  
Retirement of long-term debt  
Change in short-term debt  
Retirement of preferred shares  
Proceeds from Corporate Premium  
Income Equity Securities, net  
Issuance of common stock  
Acquisition of treasury stock  
Dividends paid - common shares  
-----

Net Financing Activities  
-----

Increase (decrease) in cash and cash equivalents  
Cash and cash equivalents at beginning of year  
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CASH AND CASH EQUIVALENTS AT END OF PERIOD  
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ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (continued)

F-4M (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

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OPERATING ACTIVITIES		
Net income	949	*
Adjustments to reconcile net income to net cash from continuing operations:		
Depreciation, depletion and amortization	2,241	
Net changes in price risk management activities	--	
Asset impairment	--	
Deferred income taxes and investment tax credits	(36)	
Deferred revenue	--	
Amortization of unearned compensation	--	
Gain on sale of assets	--	
Income from change in accounting	--	
Income from discontinued operations	--	
Other, net	2	
Changes in components of working capital, net of effect from acquisitions of businesses:		
Accounts receivable, net	(3,165)	
Inventories	(111)	
Accounts payable	--	
Taxes accrued	--	
(Under) Overrecovered gas and fuel costs	2,298	
Exchange gas receivable/payable	--	
Other accruals	104	
Other working capital	(51)	
Net Cash from Continuing Operations	2,231	
Net Cash from Discontinued Operations	--	
Net Cash from Operating Activities	2,231	
INVESTING ACTIVITIES		
Capital expenditures	(1,265)	
Acquisition of businesses	--	
Proceeds from disposition of assets	--	
Other investing activities, net	--	
Net Investing Activities	(1,265)	
FINANCING ACTIVITIES		
Issuance of long-term debt	--	
Retirement of long-term debt	--	
Change in short-term debt	(487)	
Retirement of preferred shares	--	
Proceeds from Corporate Premium Income		
Equity Securities, net	--	
Issuance of common stock	--	
Acquisition of treasury stock	--	
Dividends paid - common shares	--	
Net Financing Activities	(487)	
Increase (decrease) in cash and cash equivalents	479	
Cash and cash equivalents at beginning of year	1,029	
CASH AND CASH EQUIVALENTS AT END OF PERIOD	1,508	

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ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (continued)

F-4N (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-4N Page 2	NESI	CROSS
<hr/>			
OPERATING ACTIVITIES			
Net income	*	*	101
Adjustments to reconcile net income to net cash from continuing operations:			
Depreciation, depletion and amortization			838
Net changes in price risk management activities			--
Asset impairment			--
Deferred income taxes and investment tax credits			23
Deferred revenue			--
Amortization of unearned compensation			--
Gain on sale of assets			--
Income from change in accounting			--
Income from discontinued operations			--
Other, net			(22)
<hr/>			
Changes in components of working capital, net of effect from acquisitions of businesses:			
Accounts receivable, net			4,622
Inventories			--
Accounts payable			343
Taxes accrued			(736)
(Under) Overrecovered gas and fuel costs			--
Exchange gas receivable/payable			--
Other accruals			--
Other working capital			(65)
<hr/>			
Net Cash from Continuing Operations			5,104
Net Cash from Discontinued Operations			--
<hr/>			
Net Cash from Operating Activities			5,104
<hr/>			
INVESTING ACTIVITIES			
Capital expenditures			(213)
Acquisition of businesses			--
Proceeds from disposition of assets			--
Other investing activities, net			--
<hr/>			
Net Investing Activities			(213)
<hr/>			
FINANCING ACTIVITIES			
Issuance of long-term debt			--



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Retirement of long-term debt	(4,893)
Change in short-term debt	--
Retirement of preferred shares	--
Proceeds from Corporate Premium Income	
Equity Securities, net	--
Issuance of common stock	--
Acquisition of treasury stock	--
Dividends paid - common shares	--
-----	
Net Financing Activities	(4,893)
-----	
Increase (decrease) in cash and cash equivalents	(2)
Cash and cash equivalents at beginning of year	3
-----	
CASH AND CASH EQUIVALENTS AT END OF PERIOD	1
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ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (continued)

F-4N (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		
Amortization of unearned compensation		
Gain on sale of assets		
Income from change in accounting		
Income from discontinued operations		
Other, net		
-----		
Changes in components of working capital, 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 working capital		

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 Net Cash from Continuing Operations  
 Net Cash from Discontinued Operations  
 -----

Net Cash from Operating Activities  
 -----

INVESTING ACTIVITIES  
     Capital expenditures  
     Acquisition of businesses  
     Proceeds from disposition of assets  
     Other investing activities, net  
 -----

Net Investing Activities  
 -----

FINANCING ACTIVITIES  
     Issuance of long-term debt  
     Retirement of long-term debt  
     Change in short-term debt  
     Retirement of preferred shares  
     Proceeds from Corporate Premium Income Equity Securities, net  
     Issuance of common stock  
     Acquisition of treasury stock  
     Dividends paid - common shares  
 -----

Net 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 (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-40 Page 2	F-40 Page 3	NDEV	ASL
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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				
Amortization of unearned compensation				
Gain on sale of assets				

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Income from change in accounting  
Income from discontinued operations  
Other, net

-----  
-----  
Changes in components of working capital, 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 working capital

-----  
-----  
Net Cash from Continuing Operations  
Net Cash from Discontinued Operations

-----  
Net Cash from Operating Activities

-----  
INVESTING ACTIVITIES

Capital expenditures  
Acquisition of businesses  
Proceeds from disposition of assets  
Other investing activities, net

-----  
Net Investing Activities

-----  
FINANCING ACTIVITIES

Issuance of long-term debt  
Retirement of long-term debt  
Change in short-term debt  
Retirement of preferred shares  
Proceeds from Corporate Premium Income Equity  
Securities, net  
Issuance of common stock  
Acquisition of treasury stock  
Dividends paid - common shares

-----  
Net Financing Activities

-----  
-----  
Increase (decrease) in cash and cash equivalents  
Cash and cash equivalents at beginning of year

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CASH AND CASH EQUIVALENTS AT END OF PERIOD  
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Year Ended December 31, (\$ in thousands)	CARD	CIS	JOE
<b>OPERATING ACTIVITIES</b>			
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			
Amortization of unearned compensation			
Gain on sale of assets			
Income from change in accounting			
Income from discontinued operations			
Other, net			
<b>Changes in components of working capital, net of effect from acquisitions of businesses:</b>			
Accounts receivable, net			
Inventories			
Accounts payable			
Taxes accrued			
(Under) Overrecovered gas and fuel costs			
Exchange gas receivable/payable			
Other accruals			
Other working capital			
Net Cash from Continuing Operations			
Net Cash from Discontinued Operations			
Net Cash from Operating Activities			
<b>INVESTING ACTIVITIES</b>			
Capital expenditures			
Acquisition of businesses			
Proceeds from disposition of assets			
Other investing activities, net			
Net Investing Activities			
<b>FINANCING ACTIVITIES</b>			
Issuance of long-term debt			
Retirement of long-term debt			
Change in short-term debt			
Retirement of preferred shares			
Proceeds from Corporate Premium Income Equity Securities, net			
Issuance of common stock			
Acquisition of treasury stock			
Dividends paid - common shares			
Net Financing Activities			
Increase (decrease) in cash and cash equivalents			
Cash and cash equivalents at beginning of year			

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 CASH AND CASH EQUIVALENTS AT END OF PERIOD  
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ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (continued)

F-40 (3 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) NDC      PRO      PRI

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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			
Amortization of unearned compensation			
Gain on sale of assets			
Income from change in accounting			
Income from discontinued operations			
Other, net			

-----

Changes in components of working capital, 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 working capital	

-----

Net Cash from Continuing Operations  
 Net Cash from Discontinued Operations  
 -----  
 Net Cash from Operating Activities  
 -----

INVESTING ACTIVITIES

Capital expenditures	
Acquisition of businesses	
Proceeds from disposition of assets	
Other investing activities, net	

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Net 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  
 Proceeds from Corporate Premium Income Equity Securities, net  
 Issuance of common stock  
 Acquisition of treasury stock  
 Dividends paid - common shares

-----  
Net Financing Activities

-----  
Increase (decrease) in cash and cash equivalents  
 Cash and cash equivalents at beginning of year

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CASH AND CASH EQUIVALENTS AT END OF PERIOD  
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ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (continued)

F-4P (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)

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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  
 Amortization of unearned compensation  
 Gain on sale of assets  
 Income from change in accounting  
 Income from discontinued operations  
 Other, net

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Changes in components of working capital, 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 working capital

-----  
 Net Cash from Continuing Operations  
 Net Cash from Discontinued Operations

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 Net Cash from Operating Activities

-----  
 INVESTING ACTIVITIES  
     Capital expenditures  
     Acquisition of businesses  
     Proceeds from disposition of assets  
     Other investing activities, net

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 Net 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  
     Proceeds from Corporate Premium Income Equity Securities, net  
     Issuance of common stock  
     Acquisition of treasury stock  
     Dividends paid - common shares

-----  
 Net Financing Activities

-----  
 Increase (decrease) in cash and cash equivalents  
 Cash and cash equivalents at beginning of year

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 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 PIPELINE GROUP, INC. AND SUBSIDIARIES  
 CONSOLIDATED STATEMENT OF CASH FLOWS  
 (Not covered by Report of Independent Public Accountants)

Year Ended December 31, (\$ in thousands)	NPG	GSGT	PNGTS	Combi
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				

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Deferred income taxes and investment tax credits  
Deferred revenue  
Amortization of unearned compensation  
Gain on sale of assets  
Income from change in accounting  
Income from discontinued operations  
Other, net

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-----  
Changes in components of working capital, 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 working capital

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-----  
Net Cash from Continuing Operations  
Net Cash from Discontinued Operations

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-----  
Net Cash from Operating Activities

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-----  
INVESTING ACTIVITIES

Capital expenditures  
Acquisition of businesses  
Proceeds from disposition of assets  
Other investing activities, net

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Net 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  
Proceeds from Corporate Premium Income Equity Securities, net  
Issuance of common stock  
Acquisition of treasury stock  
Dividends paid - common shares

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Net Financing Activities

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-----  
Increase (decrease) in cash and cash equivalents  
Cash and cash equivalents at beginning of year

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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)	GSGT	BSEE	NGD	C
<hr/>				
<b>OPERATING ACTIVITIES</b>				
Net income	(5,840)	*		*
Adjustments to reconcile net income to net cash from continuing operations:				
Depreciation, depletion and amortization	729			
Net changes in price risk management activities	-			
Asset impairment	-			
Deferred income taxes and investment tax credits	2,207			
Deferred revenue	-			
Amortization of unearned compensation	-			
Gain on sale of assets	-			
Income from change in accounting	-			
Income from discontinued operations	-			
Other, net	(17)			
<hr/>				
Changes in components of working capital, net of effect from acquisitions of businesses:				
Accounts receivable, net	3,157			
Inventories	-			
Accounts payable	(4,409)			
Taxes accrued	(4,419)			
(Under) Overrecovered gas and fuel costs	-			
Exchange gas receivable/payable	-			
Other accruals	109			
Other working capital	857			
<hr/>				
Net Cash from Continuing Operations	(7,626)			
Net Cash from Discontinued Operations	-			
<hr/>				
Net Cash from Operating Activities	(7,626)			
<hr/>				
<b>INVESTING ACTIVITIES</b>				
Capital expenditures	15,118			
Acquisition of businesses	-			
Proceeds from disposition of assets	-			
Other investing activities, net	-			
<hr/>				
Net Investing Activities	15,118			
<hr/>				
<b>FINANCING ACTIVITIES</b>				
Issuance of long-term debt	-			
Retirement of long-term debt	-			
Change in short-term debt	(7,981)			
Retirement of preferred shares	-			
Proceeds from Corporate Premium Income Equity Securities, net	-			
Issuance of common stock	-			
Acquisition of treasury stock	-			
Dividends paid - common shares	-			
<hr/>				
Net Financing Activities	(7,981)			

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Increase (decrease) in cash and cash equivalents	(489)
Cash and cash equivalents at beginning of year	198
<b>CASH AND CASH EQUIVALENTS AT END OF PERIOD</b>	<b>(291)</b>

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ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (continued) F-4S (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)	NIFL	NITC	Combi
<b>OPERATING ACTIVITIES</b>			
Net income	2,326	*	
Adjustments to reconcile net income to net cash from continuing operations:			
Depreciation, depletion and amortization	1,883		
Net changes in price risk management activities	-		
Asset impairment	-		
Deferred income taxes and investment tax credits	93		
Deferred revenue	-		
Amortization of unearned compensation	-		
Gain on sale of assets	-		
Income from change in accounting	-		
Income from discontinued operations	-		
Other, net	-		
<b>Changes in components of working capital, net of effect from acquisitions of businesses:</b>			
Accounts receivable, net	(3,831)		
Inventories	2,427		
Accounts payable	4,682		
Taxes accrued	-		
(Under) Overrecovered gas and fuel costs	1,127		
Exchange gas receivable/payable	-		
Other accruals	26		
Other working capital	(390)		
<b>Net Cash from Continuing Operations</b>	<b>8,343</b>		
<b>Net Cash from Discontinued Operations</b>	<b>-</b>		
<b>Net Cash from Operating Activities</b>	<b>8,343</b>		
<b>INVESTING ACTIVITIES</b>			
Capital expenditures	(10,655)		
Acquisition of businesses	-		

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Proceeds from disposition of assets	-
Other investing activities, net	2
<hr/>	
Net Investing Activities	(10,653)
<hr/>	
FINANCING ACTIVITIES	
Issuance of long-term debt	2,000
Retirement of long-term debt	-
Change in short-term debt	-
Retirement of preferred shares	-
Proceeds from Corporate Premium Income Equity Securities, net	-
Issuance of common stock	-
Acquisition of treasury stock	-
Dividends paid - common shares	-
<hr/>	
Net Financing Activities	2,000
<hr/>	
Increase (decrease) in cash and cash equivalents	(310)
Cash and cash equivalents at beginning of year	900
<hr/>	
CASH AND CASH EQUIVALENTS AT END OF PERIOD	590
<hr/>	

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

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

Year Ended December 31, (\$ in thousands)	NIP	NEXCO	Combi
<hr/>			
OPERATING ACTIVITIES			
Net income	207,564		*
Adjustments to reconcile net income to net cash from continuing operations:			
Depreciation, depletion and amortization	248,497		
Net changes in price risk management activities	(6,114)		
Asset impairment	-		
Deferred income taxes and investment tax credits	(82,069)		
Deferred revenue	-		
Amortization of unearned compensation	-		
Gain on sale of assets	-		
Income from change in accounting	-		
Income from discontinued operations	-		
Other, net	(5,315)		
<hr/>			
Changes in components of working capital, net of effect from acquisitions of businesses:			
Accounts receivable, net		143,230	

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Inventories	(6,195)
Accounts payable	(213,788)
Taxes accrued	138,335
(Under) Overrecovered gas and fuel costs	121,501
Exchange gas receivable/payable	-
Other accruals	(24,674)
Other working capital	10,245
-----	
Net Cash from Continuing Operations	531,217
Net Cash from Discontinued Operations	-
-----	
Net Cash from Operating Activities	531,217
-----	
INVESTING ACTIVITIES	
Capital expenditures	(188,531)
Acquisition of businesses	-
Proceeds from disposition of assets	-
Other investing activities, net	(19,165)
-----	
Net Investing Activities	(207,696)
-----	
FINANCING ACTIVITIES	
Issuance of long-term debt	-
Retirement of long-term debt	(59,000)
Change in short-term debt	(32,185)
Retirement of preferred shares	(1,100)
Proceeds from Corporate Premium Income Equity Securities, net	-
Issuance of common stock	-
Acquisition of treasury stock	-
Dividends paid - common shares	(233,200)
-----	
Net Financing Activities	(325,485)
-----	
Increase (decrease) in cash and cash equivalents	(1,964)
Cash and cash equivalents at beginning of year	17,889
-----	
CASH AND CASH EQUIVALENTS AT END OF PERIOD	15,925
=====	

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ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (continued) F-4U (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-2U Page 2	PEI	CEI	Co
-----				
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  
Amortization of unearned compensation  
Gain on sale of assets  
Income from change in accounting  
Income from discontinued operations  
Other, net

-----  
-----  
Changes in components of working capital, 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 working capital

-----  
-----  
Net Cash from Continuing Operations  
Net Cash from Discontinued Operations

-----  
Net Cash from Operating Activities

-----  
INVESTING ACTIVITIES

Capital expenditures  
Acquisition of businesses  
Proceeds from disposition of assets  
Other investing activities, net

-----  
Net Investing Activities

-----  
FINANCING ACTIVITIES

Issuance of long-term debt  
Retirement of long-term debt  
Change in short-term debt  
Retirement of preferred shares  
Proceeds from Corporate Premium Income Equity Securities, net  
Issuance of common stock  
Acquisition of treasury stock  
Dividends paid - common shares

-----  
Net 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  
 PRIMARY ENERGY, INC. AND SUBSIDIARIES  
 CONSOLIDATED STATEMENT OF CASH FLOWS  
 (Not covered by Report of Independent Public Accountants)

Year Ended December 31, (\$ in thousands) HCC    IEL    LEC    NLEC

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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				
Amortization of unearned compensation				
Gain on sale of assets				
Income from change in accounting				
Income from discontinued operations				
Other, net				

---

Changes in components of working capital, 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 working capital

---

Net Cash from Continuing Operations  
 Net Cash from Discontinued Operations

---

Net Cash from Operating Activities

---

INVESTING ACTIVITIES

- Capital expenditures
- Acquisition of businesses
- Proceeds from disposition of assets
- Other investing activities, net

---

Net Investing Activities

---

FINANCING ACTIVITIES

- Issuance of long-term debt
- Retirement of long-term debt
- Change in short-term debt
- Retirement of preferred shares
- Proceeds from Corporate Premium Income Equity Securities, net
- Issuance of common stock
- Acquisition of treasury stock
- Dividends paid - common shares

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-----  
 Net 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-4V (1 of 1)

NISOURCE INC. AND SUBSIDIARIES  
 SM&P UTILITY RESOURCES, INC. AND SUBSIDIARIES  
 CONSOLIDATED STATEMENT OF CASH FLOWS  
 (Not covered by Report of Independent Public Accountants)

Year Ended December 31, (\$ in thousands)

SMP

CI

Combine

-----  
 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  
 Amortization of unearned compensation  
 Gain on sale of assets  
 Income from change in accounting  
 Income from discontinued operations  
 Other, net

-----  
 Changes in components of working capital, 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 working capital

-----  
 Net Cash from Continuing Operations  
 Net Cash from Discontinued Operations  
 -----

Net Cash from Operating Activities  
 -----

INVESTING ACTIVITIES

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Capital expenditures  
Acquisition of businesses  
Proceeds from disposition of assets  
Other investing activities, net

-----  
Net Investing Activities  
-----

FINANCING ACTIVITIES

Issuance of long-term debt  
Retirement of long-term debt  
Change in short-term debt  
Retirement of preferred shares  
Proceeds from Corporate Premium Income Equity Securities, net  
Issuance of common stock  
Acquisition of treasury stock  
Dividends paid - common shares

-----  
Net 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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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, 2002

By: /s/ Jeffrey W. Grossman

-----  
Jeffrey W. Grossman  
Vice President and  
Controller (Principal  
Accounting Officer)

COLUMBIA ENERGY GROUP

-----  
(Registrant)

Dated: May 1, 2002

By: /s/ Jeffrey W. Grossman

-----  
Jeffrey W. Grossman  
Vice President



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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 2001.
- 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.

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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	File Number
NiSource Inc.	February 22, 2002	001-16189
Columbia Energy Group	March 26, 2002	001-01098
Northern Indiana Public Service Company	March 25, 2002	001-04125

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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.

EXHIBIT B NOTES

NAME OF COMPANY	Articles of Incorporation	By-Laws
-----------------	---------------------------	---------

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NiSource Inc.	A-1, A-2, A-3, A-4	(1)	B
Bay State Gas Company		(3)	B
Bay State GPE, Inc.	A-5	(5)	B
Northern Utilities, Inc.	A-6	(7)	B
Columbia Energy Group		(9)	
Columbia Atlantic Trading Corporation		(11)	
Columbia Energy Group Capital Corporation		(13)	
TriStar Gas Technologies, Inc.		(15)	B-
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 Energy Marketing Corporation		(29)	B-
Columbia Energy Power Marketing Corporation		(31)	B-
Columbia Energy Retail Corporation		(33)	B-
Columbia Finance Corporation		(35)	
Columbia Accounts Receivable Corp.		(37)	
Columbia Gas of Kentucky, Inc.		(39)	
Columbia Gas of Maryland, Inc.		(41)	
Columbia Gas of Ohio, Inc.		(43)	
Columbia Gas of Pennsylvania, Inc.		(45)	
Columbia Gas of Virginia, Inc.		(47)	
Columbia Gas Transmission Corporation		(49)	
Columbia Gulf Transmission Company		(51)	
Columbia Insurance Corporation Ltd.		(53)	
Columbia LNG Corporation		(55)	
CLNG Corporation		(57)	
Columbia Network Services Corporation		(59)	B-9, B-1
CNS Microwave, Inc.		(61)	B-11, B-1
Columbia Petroleum Corporation		(63)	
Columbia Pipeline Corporation		(65)	B-13, B-1
Columbia Deep Water Services Company		(67)	B-15, B-1

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)

EXHIBIT B NOTES

NAME OF COMPANY	Articles of Incorporation	R
Columbia Remainder Corporation	(69)	
Columbia Electric Binghamton General Corporation	(71)	
Columbia Electric Binghamton Limited Corporation	(73)	
Columbia Electric Haverstraw Corporation	(75)	
Haverstraw Bay, L.L.C.	(77)	
Haverstraw Bay, L.L.C.	(79)	
Columbia Service Partners, Inc.	(81)	
Columbia Assurance Agency, Inc.	(83)	

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Columbia Transmission Communications Corporation	(85)	
EnergyUSA, Inc. (IN)	A-7 (87)	
EnergyUSA, Inc. (MA)	A-8, A-9, A-10 (89)	
EnergySPE, Inc.	A-11 (91)	
EnergyUSA Inc. (CT)	A-12, A-13, A-14 (93)	B-24,
Brayer Energy Solutions, Inc.	A-15 (95)	
EnergyUSA Engineering, Inc.	A-16, A-17 (97)	
EnergyUSA Mechanical, Inc.	(99)	
EnergyUSA Commercial Energy Services, Inc.	(101)	B-29,
EnergyUSA Retail, Inc.	(103)	
EnergyUSA Consumer Products Group, Inc.	(105)	
EnergyUSA-TPC Corp.	(107)	
EnergyUSA Appalachian Corp.	(109)	
MS-1 Distribution and Storage Corporation	(111)	
NESI Energy Marketing L.L.C.	(113)	
NI Energy Services Transportation, Inc.	(115)	B-36,
NI Fuel Company, Inc.	(117)	
NI-TEX, Inc.	(119)	
NI-TEX Gas Services Inc.	(121)	
Kokomo Gas and Fuel Company	(123)	
KGF Trading Company	(125)	
NI Energy Services Inc.	(127)	B-43,
Crossroads Pipeline Company	(129)	
Green Fuels, Inc.	(131)	
NESI Power Marketing, Inc.	(133)	
NiSource Energy Services Canada Ltd.	(135)	
NESI Energy Marketing Canada, Ltd.	(137)	

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)

		EXHIBIT B NOTES
NAME OF COMPANY	Articles of Incorporation	R
NiSource Capital Markets, Inc.	(139)	
NiSource Capital Trust I	(141)	
NiSource Corporate Services Company	(143)	
NiSource Development Company, Inc.	(145)	B-49,
Analytic Sytems Laboratories, Inc.	(147)	
Cardinal Property Management, Inc.	(149)	B-51,
Customer Information Services, Inc.	(151)	
JOF Transportation Company	(153)	B-53,
KOGAF Enterprises, Inc.	(155)	
Lake Erie Land Company	(157)	
SCC Services, Inc.	(159)	B-56,
NDC Douglas Properties, Inc.	(161)	
Progeni, Inc.	(163)	
Protonics Research, Inc.	(165)	
South Works Power Company	(167)	

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NiSource Energy Technologies, Inc.	(169)	
NiSource Finance Corp.	(171)	
NiSource Pipeline Group, Inc.	(173)	
Granite State Gas Transmission, Inc.	(175)	
Bay State Energy Enterprises, Inc.	(177)	
Natural Gas Development Inc.	(179)	
PNTGS Holding Corp.	(181)	
Northern Indiana Fuel and Light Company, Inc.	(183)	
Northern Indiana Trading Company, Inc.	(185)	
Northern Indiana Public Service Company	(187)	
NIPSCO Exploration Company, Inc.	(189)	
Primary Energy, Inc.	(191)	
Cokenergy, Inc.	(193)	
Harbor Coal Company	(195)	
Ironside Energy L.L.C.	(197)	
Lakeside Energy Corporation	(199)	B-75,
North Lake Energy Corporation	(201)	
Portside Energy Corporation	(203)	B-78,
Whiting Clean Energy, Inc.	(205)	B-80,
SM&P Utility Resources, Inc.	(207)	
Colcom, Inc.	(209)	

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 herewith 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 herewith 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 herewith 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 herewith 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 Sate Gas Company Articles of Organization are currently not available and will be filed by Amendment.
- 4 Bay State Gas Company Amended and Restated By-Laws dated March 3, 1999, filed as Exhibit B-2 to Form U5S (2001).
- 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).

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- 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

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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 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.
- 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.

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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:

- 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

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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 Energy Marketing Corporation dated August 3, 1995, filed as Exhibit 1-A to Form U5S (1995). The items identified above are contained in the appropriate filing of Columbia Energy Group.
- 30 By-Laws of Columbia Energy Marketing Corporation dated August 3, 1995, filed as Exhibit 1-B to Form U5S (1995). 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-6 to Form U5S (2001).
- 31 Certificate of Incorporation of Columbia Power Marketing Corporation dated June 19, 1997 filed as Exhibit 3-A and amendment changing name to Columbia Energy Power Marketing Corporation dated March 2, 1998, filed as Exhibit 4-A to Form U5S (1997); amendment dated January 16, 1998, filed as Exhibit 3-A to Form U5S (1999). The items identified above are contained in the appropriate filing of Columbia Energy Group.
- 32 By laws of Columbia Power Marketing Corporation as adopted June 23, 1997 filed as Exhibit 1-B to Form U5S (1997). The items identified above are contained in the appropriate filing of Columbia Energy Group. 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-7 to Form U5S (2001).
- 33 Certificate of Incorporation of Columbia Energy Retail Corporation dated October 28, 1998, filed as Exhibit 4-A to Form U5S (1999). 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-8 to Form U5S (2001).
- 34 By-Laws of Columbia Energy Retail Corporation dated December 1, 1998, filed as Exhibit 1-B to Form U5S (1999). The items identified above are contained in the appropriate filing of Columbia Energy Group.
- 35 Certificate of Incorporation of Columbia Finance Corporation dated November 5, 1998, filed as Exhibit 7-A to Form U5S (1999). The items identified above are contained in the appropriate filing of Columbia Energy Group.
- 36 By-Laws of Columbia Finance Corporation dated November 5, 1998, filed as Exhibit 2-B to Form U5S (1999). The items identified above are contained in the appropriate filing of Columbia Energy Group.
- 37 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.

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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:

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- 38 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.
- 39 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.
- 40 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 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.
- 41 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.
- 42 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.
- 43 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.
- 44 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



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of Columbia Energy Group.

- 45 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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### 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:

- 46 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.
- 47 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.
- 48 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.
- 49 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.
- 50 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.

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- 51 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 contained in the appropriate filing of Columbia Energy Group.
- 52 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.
- 53 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.
- 54 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.

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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:

- 55 Restated Certificate of Incorporation of Columbia LNG Corporation as amended to December 18, 1989, filed as Exhibit 18-A to Form U5S (1989); amendments dated January 31, 1992, November 2, 1992, June 13, 1994 and April 13, 1995 filed as Exhibits 3-A-1, 3-A-2, 3-A-3 and 3-A-4, respectively to Form U5S; amendment dated January 15, 1997, filed as Exhibit 9-A to Form U5S (1997; Unanimous Written Consent in Lieu of an Organizational Meeting of the Board of Directors dated July 10, 1998, filed as Exhibit 6-A to Form U5S (1999). The items identified above are contained in the appropriate filing of Columbia Energy Group.
- 56 By-Laws of Columbia LNG Corporation as amended through October 10, 1990, filed as Exhibit 1-B to Form U5S (1990); amendment dated July 27, 1992, filed as Exhibit 3-B to Form U5S (1992); amendment dated December 21, 1994 filed as Exhibit 1-B to Form U5S (1994); amendment dated October 17, 1995 and amendment dated June 1, 1996, filed as Exhibits 6B and 7B to Form U5S (1996). The items identified above are contained in the appropriate filing of Columbia Energy Group.
- 57 Certificate of Incorporation of CLNG Corporation as adopted January 21, 1994, filed as Exhibit 4-A to Form U5S (1994). The items identified above are contained in the appropriate filing of Columbia Energy Group.
- 58 By-Laws of CLNG Corporation as amended through December 21, 1994 filed as Exhibit -B to Form U5S (1994). The items identified above are contained in the appropriate filing of Columbia Energy Group.
- 59 Certificate of Incorporation of Columbia Network Services Corporation dated June 7, 1996, filed as Exhibit 3-A Form U5S (1996). The items identified

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above are contained in the appropriate filing of Columbia Energy Group.

- 60 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).
- 61 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.
- 62 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).
- 63 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.
- 64 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.
- 65 Certificate of Incorporation of Columbia Pipeline Corporation dated October 13, 1998, filed as Exhibit 4-A 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:

- 66 By-Laws of Columbia Pipeline Corporation dated November 1, 1998, filed as Exhibit 4-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-13 to Form U5S (2001), and Amendment to the By-Laws dated June 4, 2001, filed as Exhibit B-14 to Form U5S (2001).
- 67 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.
- 68 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).

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- 69 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.
- 70 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).
- 71 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.
- 72 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).
- 73 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.
- 74 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).
- 75 Certificate of Incorporation of Columbia Electric Haverstraw Corporation dated September 14, 1999, filed as Exhibit 21-A to Form U5S (1999). Amendment to the By-Laws dated June 4, 2001, filed as Exhibit B-20 to Form U5S (2001).
- 76 By-Laws of Columbia Electric Haverstraw Corporation dated September 14, 1999, filed as Exhibit 14-B to Form U5S (1999).

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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:

- 77 Haverstraw Bay, LLC Articles of Incorporation (See Number 79 below)
- 78 Haverstraw Bay, LLC By-Laws (See Number 80 below).
- 79 Haverstraw Bay, LLC Articles of Incorporation are currently not available. They will be filed by amendment.

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- 80 Haverstraw Bay, LLC By-Laws are currently not available. They will be filed by amendment
- 81 Columbia Service Partners, Inc. Articles of Incorporation are currently not available and will be filed by amendment.
- 82 Columbia Service Partners, Inc. By-Laws are currently not available and will be filed by amendment.
- 83 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).
- 84 Code of Regulations of Columbia Assurance Agency, Inc., dated July 30, 1997, filed as Exhibit 3-B to Form U5S (1998).
- 85 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).
- 86 By-Laws of Columbia Energy Telecommunications Company dated May 11, 1998, filed as Exhibit 8-B to Form U5S (1998).
- 87 EnergyUSA, Inc. (IN) Certificate of Incorporation dated March 26, 1999, filed as Exhibit A-7 to Form U5S (2001).
- 88 EnergyUSA, Inc. (IN) Amended By-Laws dated May 1, 1999, filed as Exhibit B-21 to Form U5S (2001).
- 89 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).
- 90 EnergyUSA, Inc. (MA) Amended By-Laws dated April 11, 2001, filed as Exhibit B-22 to Form U5S (2001).
- 91 Articles of Organization dated November 13, 1997, filed as Exhibit A-11 to Form U5S (2001).
- 92 EnergySPE, Inc. Amended By-Laws dated April 11, 2001, filed as Exhibit B-23 to Form U5S (2001).
- 93 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).

ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (continued)

EXHIBIT B. INDEX TO CORPORATE ORGANIZATION AND BY-LAWS EXHIBITS FILED PURSUANT

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TO THE PUBLIC UTILITY HOLDING COMPANY ACT OF 1935. (CONTINUED)

### NOTES:

- 94 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).
- 95 Brayer Energy Solutions, Inc Articles of Incorporation dated July 28, 1998, filed as Exhibit A-15 to Form U5S (2001).
- 96 Brayer Energy Solutions, Inc. By-Laws dated October 28, 1998, filed as Exhibit B-26 to Form U5S (2001).
- 97 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).
- 98 EnergyUSA Engineering, Inc. By-Laws dated March 1, 1982, filed as Exhibit B-27 to Form U5S (2001).
- 99 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).
- 100 EnergyUSA Mechanical, Inc. By-Laws dated May 2, 1998, filed as Exhibit B-28 to Form U5S (2001).
- 101 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).
- 102 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).
- 103 EnergyUSA Retail, Inc. Certificate of Incorporation of NESI Integrated Energy Resources, Inc. (n/k/a EnergyUSA Retail, Inc.) dated January 28, 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).
- 104 EnergyUSA Retail, Inc. Amended and Restated By-Laws dated March 11, 1999, filed as Exhibit B-31 to Form U5S (2001).
- 105 EnergyUSA Consumer Products Group, Inc. Articles of Organization dated December 14, 1999, filed as Exhibit A-26 for Form U5S (2001).
- 106 EnergyUSA Consumer Products Group, Inc. Amended and Restated By-Laws dated

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April 11, 2001, filed as Exhibit B-32 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:

- 107 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).
- 108 EnergyUSA-TPC Corp. Amended and Restated By-Laws dated September 19, 2000 filed as Exhibit B-33 to Form U5S (2001).
- 109 EnergyUSA Appalachian Corp. Articles of Incorporation are currently not available and will be filed by amendment.
- 110 EnergyUSA-Appalachian Corp. By-Laws dated February 19, 2001, filed as Exhibit B-34 to Form U5S (2001).
- 111 MS-1 Distribution & Storage Corporation Charter of Incorporation of Williamsville Water Company (n/k/a MS-1 Distribution & Storage Corporation) dated November 26, 1956, filed as Exhibit A-30 for Form U5S (2001), Amendment to the Articles of Incorporation regarding name change to MS-1 Distribution & Storage Corporation dated August 16, 1993, filed as Exhibit A-31 to Form U5S (2001).
- 112 MS-1 Distribution & Storage Corp. By-Laws dated September 15, 2000 filed as Exhibit B0-35 to Form U5S (2001).
- 113 NESI Energy Marketing, L.L.C. Certificate of Organization dated July 26, 1995, filed as Exhibit A-32 for Form U5S (2001).
- 114 NESI Energy Marketing, L.L.C By-Laws are currently not available and will be filed by amendment.
- 115 NI Energy Services Transportation, Inc. Articles of Incorporation dated June 18, 1998, filed as Exhibit A-33 to Form U5S (2001).
- 116 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).
- 117 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).
- 118 NI Fuel Company, Inc. Amended and Restated By-Laws dated April 10, 1991 filed as Exhibit B-38 to Form U5S (2001).
- 119 NI-TEX, Inc. Certificate of Incorporation dated August 26, 1988, filed as

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Exhibit A-36 to Form U5S (2001).

- 120 NI-TEX, Inc. Amended and Restated By-Laws dated April 11, 2001, as Exhibit B-39 to From U5S (2001).
- 121 NI-Tex Gas Services, Inc. Articles of Incorporation are currently not available and will be filed by amendment.
- 122 NI-Tex Gas Services, Inc. By-Laws dated November 18, 1998, as Exhibit B-40 to Form U5S (2001).
- 123 Kokomo Gas and Fuel Company Restatement of Articles of Incorporation, filed as Exhibit A-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:

- 124 Kokomo Gas and Fuel Company Amended and Restated By-Laws dated February 28, 2002, filed as Exhibit B-41 to Form U5S (2001).
- 125 KGF Trading Company certificate of Incorporation dated July 31, 1992, filed as Exhibit A-39 to Form U5S (2001).
- 126 KGF Trading Company By-Laws dated July 31, 1992, filed as Exhibit B-42 to Form U5S (2001).
- 127 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 From U5S (2001).
- 128 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).
- 129 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).
- 130 Crossroads Pipeline Company Amended and Restated By-Laws dated May 1, 2001 filed as Exhibit B-45 to Form U5S (2001).
- 131 Green Fuels, Inc. Certificate of Incorporation dated February 23, 1995, filed as Exhibit A-43 to Form U5S (2001).
- 132 Green Fuels, Inc. By-Laws are not available and the business entity was dissolved on February 1, 2002 and is no longer a system company.
- 133 NESI Power Marketing, Inc. Certificate of Incorporation on Customer



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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).

- 134 NESI Power Marketing, Inc. By-Laws dated November 15, 1996, filed as Exhibit B-46 to Form U5S (2001).
- 135 NiSource Energy Services Canada, Ltd. organizational documents are currently not available and will be filed by amendment.
- 136 NiSource Energy Services Canada, Ltd. By-Laws are currently not available and will be filed by amendment.
- 137 NESI Energy Services Canada, Ltd. organizational documents are currently not available and will be filed by amendment.
- 138 NESI Energy Services Canada, Ltd. By-Laws are currently not available and will be filed by amendment.
- 139 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).

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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 Capital Markets, Inc. Amended and Restated By-Laws dated April 21, 1999, filed as Exhibit B-47 to Form U5S (2001).
- 141 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).
- 142 NiSource Capital Trust I By-Laws are not available for trust.
- 143 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).
- 144 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

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(2000). Amended and Restated By-Laws dated January 1, 2001, filed as Exhibit B-48 to Form U5S (2001).

- 145 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).
- 146 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 (2001).
- 147 Analytic Systems Laboratories, Inc. Certificate of Incorporation dated October 12, 1990, filed as Exhibit A-53 on Form U5S (2001), Articles of Amendment dated November 15, 1990, filed as Exhibit A-54 on Form U5S (2001), Articles of Amendment dated January 30, 1991, filed as Exhibit A-55 on Form U5S (2001), Articles of Amendment dated May 19, 1992, filed as Exhibit A-56 on Form U5S (2001).
- 148 Analytic Systems Laboratories, Inc. By-Laws are currently not available to file electronically and the business was dissolved on February 1, 2002 and is no longer a part of the company system.
- 149 Cardinal Property Management, Inc. Certificate of Incorporation dated November 14, 1990, filed as Exhibit A-57 on Form U5S (2001).
- 150 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).
- 151 Customer Information Services, Inc. Certificate of Incorporation of RIC, Inc. (n/k/a Customer Information Services, Inc. (dated November 14, 1990, filed as Exhibit A-58 on Form U5S (2001), Articles of Amendment regarding name change to Customer Information Services, Inc. dated May 21, 1998, filed as Exhibit A-59 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:

- 152 Customer Information Systems, Inc. By-Laws are currently not available to file electronically and the business was dissolved on January 24, 2002 and is no longer a part of the company system
- 153 JOF Transportation Company Certificate of Incorporation dated December 8, 1989, filed as Exhibit A-60 on Form U5S (2001)
- 154 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).
- 155 KOGAF Enterprises, Inc. Certificate of Incorporation dated June 6, 1974, filed as Exhibit A-61 on Form U5S (2001)

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- 156 KOGAF Enterprises, Inc. By-Laws are currently not available to file electronically and the business was dissolved on March 25, 2002 and is no longer a part of the company system.
- 157 Lake Erie Land Company Certificate of Incorporation dated October 12, 1989, filed as Exhibit A-62 on Form U5S (2001).
- 158 Lake Erie Land Company By-Laws dated April 4, 1990, filed as Exhibit B-55 to Form U5S (2001).
- 159 SCC Services, Inc. Certificate of Incorporation dated January 23, 1992, filed as Exhibit A-64 on Form U5S (2001).
- 160 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).
- 161 NDC Douglas Properties, Inc. Certificate of Incorporation dated March 19, 1992, filed as Exhibit A-64 on Form U5S (2001).
- 162 NDC Douglas Properties, Inc. By-Laws dated March 24, 1992, filed as Exhibit B-58 to Form U5S (2001).
- 163 Progeni, Inc. Certificate of Incorporation of NI Product Development Company (n/k/a Progeni, Inc.) dated June 21, 1997, filed as Exhibit A-64 on Form U5S (2001), Articles of Amendment regarding name change to Progeni, Inc. dated January 20, 1999, filed on Form U5S (2001).
- 164 Progeni, Inc. By-Laws dated June 27, 1997, filed as Exhibit B-59 to Form U5S (2001).
- 165 Protonics Research, Inc. Certificate of Incorporation dated January 28, 1997, filed as Exhibit A-67 on Form U5S (2001).
- 166 Protonics Research, Inc. By-Laws dated January 28, 1997, filed as Exhibit B-60 to Form U5S (2001).
- 167 South Works Power Company Certificate of Incorporation dated June 10, 1999, filed as Exhibit A-68 on Form U5S (2001).
- 168 South Works Power Company By-Laws dated June 10, 1999, filed as Exhibit B-61 to Form U5S (2001).
- 169 NiSource Energy Technologies, Inc. Certificate of Incorporation dated October 27, 2000, filed as Exhibit A-69 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:

- 170 NiSource Energy Technologies, Inc. By-Laws dated October 27, 2000, filed as Exhibit B-62 to Form U5S (2001).

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- 171 NiSource Finance Corp. Certificate of Incorporation dated March 31, 2000, filed as Exhibit A-70 on Form U5S (2001).
- 172 NiSource Finance Corp. By-Laws dated March 31, 2000, filed as Exhibit B-63 to Form U5S (2001).
- 173 NiSource Pipeline Group, Inc. Certificate of Incorporation dated May 24, 1999, filed as Exhibit A-71 on Form U5S (2001).
- 174 NiSource Pipeline Group, Inc. By-Laws dated May 1, 2001, filed as Exhibit B-64 to Form U5S (2001).
- 175 Granite State Gas Transmission, Inc. Articles of Organization are currently not available and will be filed by amendment.
- 176 Granite State Gas Transmission, Inc. Amended and Restated By-Laws dated June 14, 2001, filed as Exhibit B-65 to Form U5S (2001).
- 177 Bay State Energy Enterprises, Inc. Articles of Organization dated June 5, 1995, filed as Exhibit A-72 on Form U5S (2001).
- 178 Bay State Energy Enterprises, Inc. Amended and Restated By-Laws dated June 4, 2001, filed as Exhibit B-66 to Form U5S (2001).
- 179 Natural Gas Development, Inc. Articles of Organization dated October 22, 1996, filed as Exhibit A-73 on Form U5S (2001).
- 180 Natural Gas Development, Inc. Amended and Restated By-Laws dated June 4, 2001, filed as Exhibit B-67 to Form U5S (2001).
- 181 PNGTS Holding Corp. Certificate of Incorporation of NI Energy Services Development Corp. (n/k/a PNGTS Holding Crop.) dated February 27, 1998, filed as Exhibit A-74 on Form U5S (2001), Articles of Amendment regarding name change to PNGTS Holding Corp. dated July 6, 1999, filed as Exhibit A-75 on Form U5S (2001).
- 182 PNGTS Holding Corp. Amended and Restated By-Laws dated May 1, 2001, filed as Exhibit B-68 to Form U5S (2001).
- 183 Northern Indiana Fuel & Light Company, Inc. Articles of Incorporation are currently not available and will be filed by amendment.
- 184 Northern Indiana Fuel & Light Company, Inc. Amended and Restate By-Laws dated April 13, 1971, filed as Exhibit B-69 to Form U5S (2001).
- 185 Northern Indiana Trading Company, Inc. Certificate of Incorporation dated February 10, 1988, filed as Exhibit A-76 on Form U5S (2001).
- 186 Northern Indiana Trading Company, Inc. By-Laws dated February 17, 1988, filed as Exhibit B-70 to Form U5S (2001).
- 187 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).

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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:

- 188 Northern Indiana Public Service Company Amended and Restated By-Laws dated October 24, 2000, filed as Exhibit B-71 to Form U5S (2001).
- 189 NIPSCO Exploration Company, Inc. Articles of Incorporation dated May 22, 1973, filed as Exhibit A-80 on Form U5S (2001).
- 190 NIPSCO Exploration Company, Inc. By-Laws are currently not available to file electronically and the business was dissolved on February 1, 2002 and is no longer a part of the company system.
- 191 Primary Energy, Inc. Certificate of Incorporation dated November 27, 1995, filed as Exhibit A-81 on Form U5S (2001).
- 192 Primary Energy, Inc. By-Laws dated December 1, 2001, filed as Exhibit B-72 to Form U5S (2001).
- 193 Cokenergy, Inc. Certificate of Incorporation dated October 17, 1996, filed as Exhibit A-82 on Form U5S (2001).
- 194 Cokenergy, Inc. Amended and Restated By-Laws dated April 8, 1998, filed as Exhibit B-73 to Form U5S (2001).
- 195 Harbor Coal Company Articles of Incorporation are currently not available and will be filed by amendment.
- 196 Harbor Coal Company By-Laws dated July 21, 1992, filed as Exhibit B-74 to Form U5S (2001).
- 197 Ironside Energy LLC Certificate of Organization dated November 9, 1999, filed as Exhibit A-84 on Form U5S (2001).
- 198 Ironside Energy LLC By-Laws are currently not available and will be filed by amendment.
- 199 Lakeside Energy Corporation Certificate of Incorporation dated May 13, 1994, filed as Exhibit A-85 on Form U5S (2001).
- 200 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).
- 201 North Lake Energy Corporation Certificate of Incorporation dated November 21, 1994, filed as Exhibit A-86 on Form U5S (2001).
- 202 North Lake Energy Corporation Amended and Restated By-Laws dated April 11, 2001, filed as Exhibit B-77 to Form U5S (2001).
- 203 Portside Energy Corporation Certificate of Incorporation dated September 14, 1995, filed as Exhibit A-87 on Form U5S (2001).
- 204 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).
- 205 Whiting Clean Energy, Inc. Certificate of Incorporation of Oilside, Inc.

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(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).

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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:

- 206 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).
- 207 SM&P Utility Resources, Inc. Articles of Incorporation are not available and the company was sold and is no longer a part of the company system.
- 208 SM&P Utility Resources, Inc. By-Laws are not available and the company was sold and is no longer a part of the company system.
- 209 Colcom, Inc. Articles of Incorporation are not available and the company was sold in 2002 and is no longer a part of the company system.
- 210 Colcom, Inc. By-Laws are not available and the company was sold in 2002 and is no longer a part of the company system.

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ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (continued)

EXHIBIT C. INDENTURES OR CONTRACTS.

The indentures and other fundamental documents defining the rights of security holders are incorporated herein by reference made to NiSource Inc.'s 2001 Form 10-K, Columbia Energy Group's 2001 Form 10-K and Northern Indiana Public Service Company's 2001 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 2001.

Incorporated by reference to Exhibit B-4 to the Application on Form U-1 in File No. 70-9681.

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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.:

REPORT OF INDEPENDENT PUBLIC ACCOUNTANTS

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, 2001 and 2000, 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, 2001. These financial statements 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. 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, the financial statements referred to above present fairly, in all material respects, the financial position of NiSource Inc. and subsidiaries as of December 31, 2001 and 2000, and the results of their operations and their cash flows for each of the three years in the period ended December 31, 2001, in conformity with accounting principles generally accepted in the United States.

As explained in Note 2 to the financial statements, NiSource Inc. has given retroactive effect to the change in accounting for acquisition, exploration and development activities related to oil and gas reserves from the full cost method to the successful efforts method. As explained in Note 8 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.

Our audits were made for the purpose of forming an opinion on the basic consolidated financial statements taken as a whole. The schedules listed in the

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Index to Item 8, Financial Statements and Supplementary Data are presented for purposes of complying with the Securities and Exchange Commission's rules and are not part of the basic consolidated financial statements. These schedules have been subjected to the auditing procedures applied in the audit of the basic financial statements and, in our opinion, fairly states in all material respects the financial data required to be set forth therein in relation to the basic consolidated financial statements taken as a whole.

Arthur Andersen LLP  
Chicago, Illinois  
January 29, 2002

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ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (continued)

EXHIBIT F. REPORT OF INDEPENDENT PUBLIC ACCOUNTANTS. (CONTINUED)

Columbia Energy Group:

### REPORT OF INDEPENDENT PUBLIC ACCOUNTANTS

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, 2001, and 2000, and the related statements of consolidated income, cash flows and common stock equity for the three years then ended December 31, 2001. These financial statements are the responsibility of the Corporation'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. 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, the financial statements referred to above present fairly, in all material respects, the financial position of the Corporation and subsidiaries as of December 31, 2001, and 2000, and the results of their operations and their cash flows for the three years then ended, in conformity with accounting principles generally accepted in the United States.

As explained in Note 1E to the financial statements, the Corporation has given retroactive effect to the change in accounting for acquisition, exploration and development activities related to oil and gas reserves from the full cost method to the successful efforts method. Further, as explained in Note 7 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.

Our audits were made for the purpose of forming an opinion on the basic consolidated financial statements taken as a whole. The schedule listed in the Index to Item 8, Financial Statements and Supplementary Data, is presented for



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purposes of complying with the Securities and Exchange Commission's rules and is not part of the basic consolidated financial statements. This schedule has been subjected to the auditing procedures applied in our audits of the basic consolidated financial statements and, in our opinion, fairly states in all material respects the financial data required to be set forth therein in relation to the basic consolidated financial statements taken as a whole.

ARTHUR ANDERSEN LLP  
New York, New York  
January 29, 2002

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ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (continued)

EXHIBIT G. SYSTEM ORGANIZATION CHART.

COMPLETE CORPORATE STRUCTURE OF NISOURCE INC. AND  
DIRECT SUBSIDIARIES AS OF DECEMBER 31, 2001

[CHART]

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ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (continued)

EXHIBIT G. SYSTEM ORGANIZATION CHART. (CONTINUED)

CORPORATE CENTER GROUP SUBSIDIARIES  
AS AT DECEMBER 31, 2001

[CHART]

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ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (continued)

EXHIBIT G. SYSTEM ORGANIZATION CHART. (CONTINUED)

NISOURCE BUSINESS SERVICES GROUP SUBSIDIARIES  
AS OF DECEMBER 31, 2001

[CHART]

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ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (continued)

EXHIBIT G. SYSTEM ORGANIZATION CHART. (CONTINUED)

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ENERGY DISTRIBUTION GROUP SUBSIDIARIES  
(WITH ADDITIONAL OTHER PRODUCTS AND SERVICES SUBSIDIARIES)  
AS OF DECEMBER 31, 2001

[CHART]

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ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (continued)

EXHIBIT G. SYSTEM ORGANIZATION CHART. (CONTINUED)

COMPLETE PIPELINE GROUP SUBSIDIARIES  
(WITH ADDITIONAL OTHER PRODUCTS AND SERVICES SUBSIDIARIES)  
AS OF DECEMBER 31, 2001

[CHART]

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ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (continued)

EXHIBIT G. SYSTEM ORGANIZATION CHART. (CONTINUED)

EXPLORATION & PRODUCTION GROUP SUBSIDIARIES  
AS OF DECEMBER 31, 2001

[CHART]

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ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (continued)

EXHIBIT G. SYSTEM ORGANIZATION CHART. (CONTINUED)

MERCHANT ENERGY GROUP SUBSIDIARIES  
AS OF DECEMBER 31, 2001

[CHART]

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ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (continued)

EXHIBIT G. SYSTEM ORGANIZATION CHART. (CONTINUED)

ENERGY TECHNOLOGIES GROUP SUBSIDIARIES/INVESTMENTS  
AS OF DECEMBER 31, 2001

[CHART]

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ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (continued)

EXHIBIT G. SYSTEM ORGANIZATION CHART. (CONTINUED)

CERTAIN OTHER PRODUCTS AND SERVICES SUBSIDIARIES  
AS OF DECEMBER 31, 2001

[CHART]

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ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (continued)

EXHIBIT G. SYSTEM ORGANIZATION CHART. (CONTINUED)

CERTAIN OTHER PRODUCTS AND SERVICES SUBSIDIARIES  
AS OF DECEMBER 31, 2001

[CHART]

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ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (continued)

EXHIBIT G. SYSTEM ORGANIZATION CHART. (CONTINUED)

CERTAIN OTHER PRODUCTS AND SERVICES  
AND DISCONTINUED OPERATIONS  
AS OF DECEMBER 31, 2001

[CHART]

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ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (continued)

EXHIBIT H. FINANCIAL STATEMENTS OF EWG OR FOREIGN UTILITY COMPANY.

CONFIDENTIAL TREATMENT REQUESTED.

