

NISOURCE INC/DE  
Form U5S  
April 29, 2005

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

FORM U-5S

ANNUAL REPORT

For the Year Ended December 31, 2004

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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TABLE OF CONTENTS

- Item 1. System Companies and Investment Therein as of December 31, 2004.....
- Item 2. Acquisitions or Sales of Utility Assets.....
- Item 3. Issue, Sale, Pledge, Guarantee or Assumption of System Securities.....
- Item 4. Acquisition, Redemption or Retirement of System Securities.....
- Item 5. Investments in Securities of Nonsystem Companies.....
- Item 6. Officers and Directors.....
- Item 7. Contributions and Public Relations.....

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Item 8.	Service, Sales and Construction Contracts.....	
Item 9.	Wholesale Generators and Foreign Utility Companies.....	
Item 10.	Financial Statements and Exhibits.....	
	Consolidating Financial Statements.....	
	Signature of Registrant's Officer.....	
Exhibits:		
A.	Annual Reports Under the Securities Exchange Act of 1934.....	
B.	Index to Corporate Organization and By-laws Exhibits Filed Pursuant to the Public Holding Company Act of 1935.....	
C.	Indentures and Contracts.....	
D.	Tax Allocation Agreement for 2002.....	
E.	Other Documents Prescribed by Rule or Order.....	
F.	Report of Independent Public Accountants.....	
G.	Organizational Chart of Exempt Wholesale Generators or Foreign Utility Holding C	
H.	Financial Statements of Exempt Wholesale Generators or Foreign Utility Holding C	
I.	Debt Acquisition Schedule.....	

2

### ITEM 1. SYSTEM COMPANIES AND INVESTMENT THEREIN AS OF DECEMBER 31, 2004

TIER	NAME OF COMPANY (COMPANY ABBREVIATION)	NUMBER OF COMMON SHARES HELD	% OF VOTING POWER OR INTEREST HELD	ISSUER BOOK VALUE (\$000)
	NISOURCE INC. (NSI)			
1	Bay State Gas Company (BSG)	100	100	553,812
	Unsecured Debt (f)	-	-	277,592
	Subsidiaries:			
2	Bay State GPE, Inc. (BGP)	1,000	100	39
2	Northern Utilities, Inc. (NUI)	100	100	117,935
	Unsecured Debt (f)	-	-	74,307
1	Columbia Energy Group (CEG)	100	100	2,962,805
	Subsidiaries:			
2	Columbia Accounts Receivable Corporation (CAR)	10	100	10,105
2	Columbia Assurance Agency, Inc. (CAA)	850	100	34
2	Columbia Atlantic Trading Corporation (CAT)	308	100	3,873
	Unsecured Debt (f)	-	-	4,000
2	Columbia Deep Water Services Company (CDW)	1	100	1,034
2	Columbia Energy Services Corporation (CES)	2,500	100	(67,494)
	Unsecured Debt (f)	-	-	60,680
2	Columbia Gas of Kentucky, Inc. (CKY)	952,248	100	77,548

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	Unsecured Debt (f)	-	-	36,250
	Subsidiary:			
3	Central Kentucky Transmission Company (CKT) (a)	100	100	-
2	Columbia Gas of Maryland, Inc. (CMD)	2,883	100	26,819
	Unsecured Debt (f)	-	-	16,480
2	Columbia Gas of Ohio, Inc. (COH)	6,369,585	100	469,728
	Unsecured Debt (f)	-	-	431,468
	Subsidiary:			
3	Columbia of Ohio Receivables Corporation (COR) (b)	1,000	100	25,071
2	Columbia Gas of Pennsylvania, Inc. (CPA)	1,805,112	100	227,888
	Unsecured Debt (f)	-	-	209,072
2	Columbia Gas of Virginia, Inc. (CVA)	1,306,106	100	196,684
	Unsecured Debt (f)	-	-	136,723
2	Columbia Gas Transmission Corporation (TCO)	1,934	100	1,497,452
	Secured Debt (g)	-	-	257,000
	Subsidiary:			
3	Columbia Hardy Corporation (CHC) (c)	100	100	-
2	Columbia Gulf Transmission Company (CGT)	1,933	100	175,535
	Unsecured Debt (f)	-	-	58,312
2	Columbia Network Services Corporation (CNS)	900	100	5,386
	Subsidiary:			
3	CNS Microwave, Inc. (CMC)	110	100	-
2	Columbia Remainder Corporation (REM)	100	100	(227)
	Subsidiary:			
3	Haverstraw Bay, LLC (HBL) *	-	100	-
2	NiSource Insurance Corporation Limited (NIC)	14,800	100	9,812

3

ITEM 1. SYSTEM COMPANIES AND INVESTMENT THEREIN AS OF DECEMBER 31, 2004  
(continued)

TIER	NAME OF COMPANY (COMPANY ABBREVIATION)	NUMBER OF COMMON SHARES HELD	% OF VOTING POWER OR INTEREST HELD	ISSUER BOOK VALUE (\$ 000)
1	ENERGYUSA, INC. (IN) (EIN)	1,000	100	(87,173)
	Unsecured Debt (f)	-	-	34,363
	Subsidiaries:			
2	EnergyUSA Commercial Energy Services, Inc. (ECE)	1,000	100	(9,463)
	Unsecured Debt (f)	-	-	5,261
2	EnergyUSA, Inc. (MA) (EUS)	10,000	100	(4,717)
2	EnergyUSA-TPC Corp. (ETP)	100	100	(19,422)
	Unsecured Debt (f)	-	-	42,449
2	NI Energy Services Transportation, Inc. (NST)	1,000	100	453
2	NI Fuel Company, Inc. (NFU)	1,000	100	(11,022)
2	NI-TEX, Inc. (NTX)	1,000	100	(2,685)
	Subsidiary:			
	Laredo Nueces Pipeline Company*	-	50	-
1	GRANITE STATE GAS TRANSMISSION, INC. (GSG)	29,900	100	12,259
	Unsecured Debt (f)	-	-	6,586
1	IWC RESOURCES CORPORATION (IWR) * (D)	1,000	100	585,229
	Subsidiaries:			
2	Harbour Water Corporation (HWC) * (d)	1,000	100	10,205
2	Indianapolis Water Company (IWC) * (d)	500	100	584,644

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2	Irishman's Run Acquisition Corporation (IRA) * (d)	1,000	100	172
2	IWC Morgan Water Corporation (IWM) * (d)	1,000	100	3,504
2	Liberty Water Corporation (LWC) * (d)	200	100	37
2	The Darlington Water Works Company (DWC) * (d)	27	100	370
1	KOKOMO GAS AND FUEL COMPANY (KGL)	478,248	100	41,116
	Subsidiary:			
2	KGF Trading Company (KGF) *	100	100	-
1	NI ENERGY SERVICES, INC. (NES)	1,000	100	(5,090)
	Unsecured Debt (f)	-	-	47,231
	Subsidiaries:			
2	Crossroads Pipeline Company (NCP)	1,000	100	7,660
	Unsecured Debt (f)	-	-	14,591
2	NESI Power Marketing, Inc. (NPM) (e)	-	100	-
1	NISOURCE CAPITAL MARKETS, INC. (NCM)	1,000	100	29,663
1	NISOURCE CORPORATE SERVICES COMPANY (NCS)	4,000	100	(11,310)
	Unsecured Debt (f)	-	-	69,270
1	NISOURCE DEVELOPMENT COMPANY, INC. (NDC)	1,000	100	(87,129)
	Unsecured Debt (f)	-	-	179,238
	Subsidiaries:			
2	Cardinal Property Management, Inc. (CPM)	1,000	100	50
2	JOF Transportation Company (JOF)	1,000	100	4,447
2	Lake Erie Land Company (LEL)	1,000	100	63,643
	Subsidiary:			
3	SCC Services, Inc. (SCC)	1,000	100	(3,068)

4

ITEM 1. SYSTEM COMPANIES AND INVESTMENT THEREIN AS OF DECEMBER 31, 2004  
(continued)

TIER	NAME OF COMPANY (COMPANY ABBREVIATION)	NUMBER OF COMMON SHARES HELD	% OF VOTING POWER OR INTEREST HELD	ISSUER BOOK VALUE (\$000)	OWNERSHIP
2	NDC Douglas Properties, Inc. (NDP)	1,000	100	19,226	
2	South Works Power Company (SWP) *	1,000	100	-	
1	NiSource Energy Technologies, Inc. (NET)	100	100	(11,032)	(
	Unsecured Debt (f)	-	-	22,898	
1	NiSource Finance Corp. (NFC)	100	100	(220,003)	(2
1	NiSource Retail Services, Inc. (NRS)	100	100	(852)	
	Unsecured Debt (f)	-	-	1,297	
1	Northern Indiana Fuel and Light Company, Inc. (NIF)	275,000	100	53,362	
	Subsidiary:				
2	Northern Indiana Trading Company, Inc. (NIT)	1,000	100	5,959	
1	Northern Indiana Public Service Company (NIP)	73,282,258	100	1,156,193	1,1
	Unsecured Debt (f)	-	-	494,897	4
	Subsidiary:				
2	NIPSCO Receivables Corporation (NRC)	1,000	100	50,884	
1	PEI Holdings, Inc. (PRI)	1,000	100	(106,901)	(1
	Unsecured Debt (f)	-	-	83,503	
	Subsidiaries:				
2	Whiting Clean Energy, Inc. (WCE)	1,000	100	(80,542)	(
2	Whiting Leasing LLC (WLC)	-	100	16,492	

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

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\* Company was inactive at December 31, 2004

- (a) Central Kentucky Transmission Company (CKT) was organized in Delaware on 9/9/2004 and is a subsidiary of Columbia Gas of Kentucky, Inc. (CKY).
- (b) Columbia of Ohio Receivables Corporation (COR) was organized in Delaware on 5/4/2004 and is a subsidiary of Columbia Gas of Ohio, Inc. (COH).
- (c) Columbia Hardy Corporation (CHC) was organized in West Virginia on 9/23/2004 and is a subsidiary of Columbia Gas Transmission Corporation (TCO).
- (d) NiSource Inc. (NSI) sold the water utility assets of Indianapolis Water Company (IWC) and other assets of IWC Resources Corporation (IWR) on 4/30/2002.
- (e) NESI Power Marketing, Inc. (NPM) was dissolved on 5/25/2004.
- (f) Unsecured debt is presented on pages 6 - 9.
- (g) Secured debt is presented on page 9.

5

ITEM 1. SYSTEM COMPANIES AND INVESTMENT THEREIN AS OF DECEMBER 31, 2004  
(continued)

NOTE (f) UNSECURED DEBT

NAME OF COMPANY (ISSUER)	SECURITY OWNED BY REGISTRANT	PRINCIPAL AMOUNT OWED (\$000)	ISSUER BOOK VALUE (\$000)	OWNER'S BOOK VALUE (\$000)
BSG	Intercompany Notes: 5.58% due December 20, 2019 5.94% due December 20, 2024 5.40% due December 31, 2059 2.12% Money Pool	35,000 35,000 50,000 157,592 277,592	35,000 35,000 50,000 157,592 277,592	35,000 35,000 50,000 157,592 277,592
NUI	Intercompany Notes: 4.8% due December 31, 2059 2.12% Money Pool	60,000 14,307 74,307	60,000 14,307 74,307	60,000 14,307 74,307
CAT	Intercompany Notes: 7.22% due June 14, 2014 7.22% due October 28, 2014	2,000 2,000 4,000	2,000 2,000 4,000	2,000 2,000 4,000
CES	Intercompany Notes:			

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	2.12% Money Pool	60,680	60,680	60,680
		-----	-----	-----
CKY	Intercompany Notes:			
	8.00% due March 1, 2006	8,000	8,000	8,000
	7.55% due November 28, 2007	5,805	5,805	5,805
	7.82% due November 28, 2010	5,805	5,805	5,805
	7.28% due March 1, 2011	5,030	5,030	5,030
	7.92% due November 28, 2015	5,805	5,805	5,805
	8.12% due November 28, 2025	5,805	5,805	5,805
		-----	-----	-----
		36,250	36,250	36,250
		-----	-----	-----
CMD	Intercompany Notes:			
	7.55% due November 28, 2007	2,495	2,495	2,495
	7.82% due November 28, 2010	2,495	2,495	2,495
	7.92% due November 28, 2015	2,495	2,495	2,495
	8.12% due March 1, 2016	6,500	6,500	6,500
	8.12% due November 28, 2025	2,495	2,495	2,495
		-----	-----	-----
		16,480	16,480	16,480
		-----	-----	-----

6

ITEM 1. SYSTEM COMPANIES AND INVESTMENT THEREIN AS OF DECEMBER 31, 2004  
(continued)

NOTE (f) UNSECURED DEBT (CONTINUED)

NAME OF COMPANY (ISSUER)	SECURITY OWNED BY REGISTRANT	PRINCIPAL AMOUNT OWED (\$000)	ISSUER BOOK VALUE (\$000)	OWNER'S BOOK VALUE (\$000)
-----	-----	-----	-----	-----
COH	Intercompany Notes:			
	8.20% due March 1, 2006	25,000	25,000	25,000
	7.90% due March 1, 2006	35,000	35,000	35,000
	7.55% due November 28, 2007	36,394	36,394	36,394
	7.82% due November 28, 2010	36,394	36,394	36,394
	7.92% due November 28, 2015	36,394	36,394	36,394
	7.50% due July 15, 2022	100,000	100,000	100,000
	8.12% due November 28, 2025	36,394	36,394	36,394
	2.12% Money Pool	125,892	125,892	125,892
		-----	-----	-----
		431,468	431,468	431,468
		-----	-----	-----
CPA	Intercompany Notes:			
	7.90% due March 1, 2006	10,000	10,000	10,000
	7.55% due November 28, 2007	17,843	17,843	17,843
	7.82% due November 28, 2010	17,843	17,843	17,843
	7.28% due March 1, 2011	11,000	11,000	11,000
	8.12% due March 1, 2013	35,000	35,000	35,000
	7.89% due March 1, 2014	20,000	20,000	20,000
	7.92% due November 28, 2015	17,843	17,843	17,843
	7.89% due March 1, 2016	20,000	20,000	20,000

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8.12% due November 28, 2025	17,843	17,843	17,843
2.12% Money Pool	41,700	41,700	41,700
	-----	-----	-----
	209,072	209,072	209,072
	-----	-----	-----

CVA

Intercompany Notes:			
7.55% due November 28, 2007	12,835	12,835	12,835
7.82% due November 28, 2010	12,835	12,835	12,835
7.28% due March 1, 2011	10,000	10,000	10,000
6.81% due March 1, 2012	15,000	15,000	15,000
6.73% due March 1, 2013	10,000	10,000	10,000
7.89% due March 1, 2014	10,000	10,000	10,000
7.92% due November 28, 2015	12,835	12,835	12,835
8.12% due March 1, 2016	21,000	21,000	21,000
8.12% due November 28, 2025	12,835	12,835	12,835
2.12% Money Pool	19,383	19,383	19,383
	-----	-----	-----
	136,723	136,723	136,723
	-----	-----	-----

7

ITEM 1. SYSTEM COMPANIES AND INVESTMENT THEREIN AS OF DECEMBER 31, 2004  
(continued)

NOTE (f) UNSECURED DEBT (CONTINUED)

NAME OF COMPANY (ISSUER)	SECURITY OWNED BY REGISTRANT	PRINCIPAL AMOUNT OWED (\$000)	ISSUER BOOK VALUE (\$000)	OWNER'S BOOK VALUE (\$000)
-----	-----	-----	-----	-----
CGT	Intercompany Notes:			
	7.55% due November 28, 2007	9,578	9,578	9,578
	7.82% due November 28, 2010	9,578	9,578	9,578
	7.65% due March 1, 2014	20,000	20,000	20,000
	7.92% due November 28, 2015	9,578	9,578	9,578
	8.12% due November 28, 2025	9,578	9,578	9,578
		-----	-----	-----
		58,312	58,312	58,312
		-----	-----	-----
EIN	Intercompany Notes:			
	2.12% Money Pool	34,363	34,363	34,363
		-----	-----	-----
ECE	Intercompany Notes:			
	5.25% due December 31, 2059	5,261	5,261	5,261
		-----	-----	-----
ETP	Intercompany Notes:			
	2.12% Money Pool	42,449	42,449	42,449
		-----	-----	-----
GSG	Intercompany Notes:			
	2.12% Money Pool	6,586	6,586	6,586
		-----	-----	-----

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NES	Intercompany Notes: 2.12% Money Pool	47,231 -----	47,231 -----	47,231 -----
NCP	Intercompany Notes: 2.12% Money Pool	14,591 -----	14,591 -----	14,591 -----
NCS	Intercompany Notes: 7.55% due November 28, 2007 7.82% due November 28, 2010 7.33% due March 1, 2014 7.92% due November 28, 2015 8.12% due November 28, 2025 2.12% Money Pool	2,246 2,246 12,700 2,246 2,246 47,586 ----- 69,270 -----	2,246 2,246 12,700 2,246 2,246 47,586 ----- 69,270 -----	2,246 2,246 12,700 2,246 2,246 47,586 ----- 69,270 -----
NDC	Intercompany Notes: 2.12% Money Pool	179,238 -----	179,238 -----	179,238 -----

8

ITEM 1. SYSTEM COMPANIES AND INVESTMENT THEREIN AS OF DECEMBER 31, 2004  
(continued)

NOTE (f) UNSECURED DEBT (CONTINUED)

NAME OF COMPANY (ISSUER)	SECURITY OWNED BY REGISTRANT	PRINCIPAL AMOUNT OWED (\$000)	ISSUER BOOK VALUE (\$000)	OWNER'S BOOK VALUE (\$000)
-----	-----	-----	-----	-----
NET	Intercompany Notes: 2.12% Money Pool	22,898 -----	22,898 -----	22,898 -----
NRS	Intercompany Notes: 2.12% Money Pool	1,297 -----	1,297 -----	1,297 -----
NIP	Intercompany Notes: 2.12% Money Pool	494,897 -----	494,897 -----	494,897 -----
PRI	Intercompany Notes: 2.12% Money Pool	83,503 -----	83,503 -----	83,503 -----
		2,306,468 =====	2,306,468 =====	2,306,468 =====

NOTE (g) SECURED DEBT



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NAME OF COMPANY (ISSUER)	SECURITY OWNED BY REGISTRANT	PRINCIPAL AMOUNT OWED (\$000)	ISSUER BOOK VALUE (\$000)	OWNER'S BOOK VALUE (\$000)
TCO	Intercompany Notes:			
	7.05% Due November 28, 2007	128,500	128,500	128,500
	7.32% Due November 28, 2010	128,500	128,500	128,500
		-----	-----	-----
		257,000	257,000	257,000
		=====	=====	=====

9

ITEM 2. ACQUISITIONS OR SALES OF UTILITY ASSETS

ACQUISITIONS

NAME OF COMPANY	CONSIDERATION GIVEN (\$ IN MILLIONS)	DESCRIPTION OF TRANSACTION
None		

SALES

NAME OF COMPANY	CONSIDERATION RECEIVED (\$ IN MILLIONS)	DESCRIPTION OF TRANSACTION
NIP	1.67	Sale of part of Circuit #13807
TCO	1.20	Line 8000 in West Virginia was sold to E American Energy Corporation. The net book value was \$1.2M.
TCO	1.70	Brown's Creek and Lake storage fields in Virginia were sold to Cabot Oil and Gas Corporation, net book value \$3.6M

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

On November 1, 2004, NiSource issued approximately 6.8 million shares of common stock upon the settlement of the forward stock purchase contracts comprising a component of NiSource's SAILS(SM). NiSource received approximately \$144.4 million in satisfaction of the SAILS(SM) holders' obligation under the stock purchase contracts, which was used to pay down short-term borrowings. Effective November 1, 2004, the interest rate on the \$144.4 million of debentures that comprised the debt component of the SAILS(SM) was reset to 3.628% per annum. The debentures mature November 1, 2006.

10

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### ITEM 4. ACQUISITION, REDEMPTION OR RETIREMENT OF SYSTEM SECURITIES

Name of Issuer and Type of Issue	Name of Company Acquiring, Redeeming or Retiring Securities	Number of Shares	Principal Amount (\$000)	Con
BSG				
Medium Term Note - 7.625% Due 06-19-23	BSG	-	10,000	
Subsidiary:				
NUI				
Medium Term Note - 6.93% Due 09-01-04	NUI	-	833	
NCM				
Medium Term Note - 7.39% Due 04-01-04	NCM	-	50,000	
Medium Term Note - 7.40% Due 04-02-04	NCM	-	30,000	
NFC				
Unsecured Debt, Floating Rate Notes, Due 05-04-05	NFC	-	250,000	
NIP				
Redeemable Preferred Stock 8.35%	NIP	12,000	1,200	
Redeemable Preferred Stock 7-3/4%	NIP	5,554	555	
Medium Term Note - 6.60% Due 07-08-04	NIP	-	4,000	
Medium Term Note - 6.58% Due 07-09-04	NIP	-	5,000	
Medium Term Note - 6.50% Due 07-22-04	NIP	-	23,000	
Medium Term Note - 7.53% Due 07-08-15	NIP	-	10,000	
Medium Term Note - 7.63% Due 07-07-23	NIP	-	15,000	
Medium Term Note - 7.64% Due 07-10-23	NIP	-	15,000	
Medium Term Note - 7.62% Due 07-13-23	NIP	-	5,000	
Medium Term Note - 7.47% Due 08-11-23	NIP	-	5,000	
Medium Term Note - 7.40% Due 08-17-23	NIP	-	10,500	
Medium Term Note - 7.41% Due 08-17-23	NIP	-	30,000	
Medium Term Note - 7.42% Due 01-18-24	NIP	-	12,000	
Medium Term Note - 7.42% Due 01-19-24	NIP	-	8,550	

11

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

Name of Issuer and Type of Issue	Name of Company Acquiring, Redeeming or Retiring Securities	Number of Shares	Principal Amount (\$000)	Con
TCO				
Unsecured Debt	TCO	-	21	

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WCE  
Unsecured Debt

WCE

-

2,647

12

ITEM 5. INVESTMENTS IN SECURITIES OF NON SYSTEM COMPANIES

Investor	Investee	Type of Investment	% of Voting Power or Interest Held	Number of Shares Owned (V
CAT	Millennium Pipeline Company, L.P.*(e)	Limited Partnership	21.0	N/A
CAT	Millennium Pipeline Management Company, L.L.C. (c) (e)*	LLC Membership	21.0	N/A
CES	NewPower Holding, Inc.	Common Shares	1.0	602,200
CHC	Hardy Storage Company, LLC	LLC Membership	50.0	N/A
JOF	Chicago South Shore & South Bend Railroad Co.(b)	General Partnership	40.0	N/A
JOF	Illinois Indiana Development Company, LLC*	LLC Membership	40.0	N/A
NDC	N Squared Aviation, LLC*	LLC Membership	33.3	N/A
NDC	The Wellingshire Joint Venture(b)	General Partnership	50.0	N/A
NDP	Bittersweet Pointe Associates, L.P.*	Limited Partnership	99.0	N/A
NDP	Douglas Pointe Associates, L.P.*	Limited Partnership	99.0	N/A
NDP	Douglas Pointe II Associates, L.P.*	Limited Partnership	99.0	N/A
NDP	Douglas Pointe III Associates L.L.C.*	Limited Partnership	99.0	N/A
NDP	Dunedin I LLC*	LLC Membership	99.0	N/A
NDP	Dunedin II LLC*	LLC Membership	99.0	N/A
NDP	Hebron Pointe LLC*	LLC Membership	99.0	N/A
NDP	House Investments - Midwest Corporate Tax Credit Fund, L.P.*	Limited Partnership	12.2	N/A
NDP	Kingsmill Development Co., LLC*	Limited Partnership	99.9	N/A
NDP	Prestwick Square of Fort Wayne Associates, L.P.*	Limited Partnership	98.0	N/A
NDP	Robertson's Building, LLC*	LLC Membership	99.0	N/A
NDP	Woodland Crossing, LLC*	LLC Membership	99.0	N/A
NET	Acumentrics Corporation	Common Shares	3.1	333,333
NET	Broadwing Corporation(d)	Common Shares	2.7	135,007
NET	Capstone Turbine Corporation	Common Shares	0.1	11,574
NET	Corning Incorporated	Common Shares	0.1	23,796
NET	Covance Inc.	Common Shares	0.1	4,483
NET	Cypress Semiconductor Corporation	Common Shares	0.4	533,182
NET	Distributed Energy Systems Corp.	Common Shares	0.1	5,868
NET	EnerTek Partners, L.P.*	Limited Partnership	16.5	N/A
NET	Evergreen Solar, Inc.	Common Shares	0.1	23,689
NET	MOSAIC Energy, LLC*	LLC Membership	32.6	N/A
NET	Nth Power Technologies Fund II, L.P.*	Limited Partnership	4.1	N/A
NET	Nth Power Technologies Fund II-A, L.P.*	Limited Partnership	5.4	N/A
NET	Quest Diagnostics Incorporated	Common Shares	0.1	4,482
NET	SunPower Corporation**(a)	Preferred Shares	-	N/A
NET	Utech Climate Challenge Fund, L.P.*	Limited Partnership	17.9	N/A

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NFU	Bristol Resources Production Company, L.L.C.*	LLC Membership	64.0	N/A
TCO	Millennium Pipeline Company, L.P.*(e)	Limited Partnership	47.5	N/A
TCO	Millennium Pipeline Management Company, L.L.C. (c) (e)*	LLC Membership	47.5	N/A

13

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

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

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

\*\*\* Confidential treatment requested.

- (a) The SunPower Corporation was sold on 11/09/04.
- (b) NiSource does not consolidate either general partnership because it does not control either partnership, directly or indirectly and does not have an interest greater than 50%. All interests comprising these partnerships are general partnership interests. For Chicago South Shore & South Bend Railroad Co., there is another general partner who has a 60% general partnership interest. For the Wellingshire Joint Venture, the other general partner owns a 50% general partnership interest.
- (c) Millennium Pipeline Management Company, L.L.C. holds a 1% general partner interest in Millennium Pipeline Company, L.P.
- (d) Broadwing Corporation was formerly Corvis Corp., changed 10/8/04
- (e) In the second quarter of 2004, a NiSource affiliate purchased an additional interest in the Millennium Pipeline Project raising the company's interest in the project above the 50% threshold. NiSource plans to transfer the additional interest to other sponsors in the first half of 2005. As the company's combined interest above the 50% threshold is temporary, NiSource did not consolidate the Millennium Pipeline Project entities.

14

ITEM 6. OFFICERS AND DIRECTORS

PART I. NAMES, PRINCIPAL BUSINESS ADDRESS AND POSITIONS HELD AS OF DECEMBER 31, 2004

The names, principal address and positions held as of December 31, 2004 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 (20). 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

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2. 200 Civic Center Drive, Columbus, Ohio 43215
3. 12801 Fair Lakes, Parkway, Fairfax, Virginia 22030
4. 325 West Road, Portsmouth, Pennsylvania 03801
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. 5501 Frantz Road, Dublin Ohio 43017
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. 501 Technology Drive, Canonsburg, Pennsylvania 15317
16. 2603 Augusta, Houston, Texas, 77057
17. 995 Belmont Street, Brockton, Massachusetts 02301
18. 1700 MacCorkle Avenue, S.E. Charleston, West Virginia 25314
19. 48 Wall Street, New York, New York 10005
20. 8585 Broadway #301, Merrillville, Indiana 46410

15

ITEM 6. OFFICERS AND DIRECTORS (continued)

POSITION KEY CODE

AC Assistant Controller  
AD Alternate Director  
AS Assistant Secretary  
AT Assistant Treasurer  
C Controller  
CAO Chief Accounting Officer  
CEO Chief Executive Officer  
CFO Chief Financial Officer

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CIO Chief Information Officer  
 COB Chairman of the Board  
 COO Chief Operating Officer  
 D Director  
 EVP Executive Vice President  
 GC General Counsel  
 GM General Manager  
 MGF Master Gas Fitter  
 MGP Master Gas Plumber  
 P President  
 PB Principal Broker  
 S Secretary  
 SVP Senior Vice President  
 T Treasurer  
 VC Vice Chairman  
 VP Vice President

16

ITEM 6. OFFICERS AND DIRECTORS (continued)

NAME	BSG	BGP	NUI
-----	-----	-----	-----
Charles E. Shafer II (2)	VP		VP
Daniel D. Gavito (1)	VP		VP
Danny G. Cote (10)	D, GM	D, GM	D, GM
David A. Monte (2)	VP		VP
David J. Vajda (1)	VP, T	VP, T	VP, T
Edward A. Santry (15)	VP		VP
Francis Corkery (17)	MGF, MGP		
Gail W. Harowski (1)	VP		VP
Gary W. Pottorff (1)	S	S	S
James H. Keshian (10)	AS	AS	AS
Jeffrey W. Grossman (1)	VP	VP	VP
John M. O'Brien (2)	AC	AC	AC
Kathryn I. Shroyer (2)	VP	VP	VP
M. Carol Fox (2)	VP		VP
Robert G. Kriner (2)	C	C	C
Scott C. MacDonald (4)	VP		
Stephen H. Bryant (10)	D, P	D, P	D, P
Thomas Olesen (2)	VP		VP
Vincent V. Rea (1)	AT	AT	AT

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Violet Sistovaris (1)

VP

17

ITEM 6. OFFICERS AND DIRECTORS (continued)

NAME	CEG	CAR	CAT	CDW	CAA	CES	CKT
Carl W. Levander (3)				VP			VP
David J. Vajda (1)	VP, T	VP, T	VP, T	VP, T	VP, T	VP, T	VP, T
Gary W. Pottorff (1)	S	S	S	S	S	S	S
Glen L. Kettering (3)				D, P			D, P
Jeffrey W. Grossman (1)	VP	VP	VP	VP	VP	D, VP	VP
John M. O'Brien (2)	AC	AC	AC	AC	AC	AC	AC
Karen D. Townsend (3)				C			C
Michael D. Watson (3)							VP
Michael W. O'Donnell (1)	D, P	D, P	D, P			D, P	
Reed D. Robinson (18)							VP
Robert G. Kriner (2)					C		
Samuel W. Miller Jr. (1)					D		
Scott C. MacDonald (4)					P		
Sherry H. Gavito (1)						D	
Victor Gaglio (18)							VP
Vincent H. DeVito (2)	C	C	C			C	
Vincent V. Rea (1)	AT	AT	AT	AT	AT	AT	AT
William Harris Marple (18)				D			D, VP

18

ITEM 6. OFFICERS AND DIRECTORS (continued)

NAME	CNS	CMC	REM	NIC
Alan D. Burns (18)	P	P		
Arthur A. Paquin (1)				D
Charlene M. A. Washburn (6)				D
David J. Vajda (1)	VP, T	VP, T	VP, T	AD, VP, T
Dawna Ferguson (6)				AS
Gary W. Pottorff (1)	S	S	S	AS
Glen L. Kettering (3)	D	D		
Graham Lamb (6)				AD
Jeffrey W. Grossman (1)	VP	VP	P	D, P
John M. O'Brien (2)	AC	AC	AC	
Kathryn Westover (7)				D
Michael Ashford (8)				S
Michael W. O'Donnell (1)			D	
Patrick Theriault (7)				D
Richard N. Farmer (18)		AS		
Timothy R. Bucci (1)				D, VP
Victor M. Gaglio (18)	VP	VP		

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Vincent H. Devito (2)	C	C	C
Vincent V. Rea (1)	AT	AT	AT
William Harris Marple (18)	D	D	

19

ITEM 6. OFFICERS AND DIRECTORS (continued)

NAME	CKY	COR	CMD	COH	CPA	CVA
Charles E. Shafer II (2)	VP		VP	VP	VP	VP
Charlotte P. Kessler (1)				D		
Daniel D. Gavito (1)	VP		VP	VP	VP	VP
David A. Monte (2)	VP		VP	VP	VP	VP
David J. Vajda (1)	VP, T	D, VP, T	VP, T	VP, T	VP, T	VP, T
Douglas G. Borrer (9)				D		
Edward A. Santry (15)			VP		VP	VP
Gail W. Harowski (1)	VP		VP	VP	VP	VP
Gary W. Pottorff (1)	S	S	S	S	S	S
Jeffrey W. Grossman (1)	VP	VP	VP	VP	VP	VP
Joel L. Hoelzer (2)	VP			VP		
John M. O'Brien (2)	AC	AC	AC	AC	AC	AC
John W. Partridge, Jr. (2)				D, P		
Joseph W. Kelly (13)	D, P					
Kathleen O'Leary (3)						D, P
Kathryn I. Shroyer (2)	VP		VP	VP	VP	VP
M. Carol Fox (2)	VP		VP	VP	VP	VP
Mark D. Wyckoff (1)	D, GM			D, GM		
Michael W. O'Donnell (1)		D, P				
Orlando Figueroa (19)		D				
Peggy H. Landini (3)						D, GM
Robert G. Kriner (2)	C	C	C	C	C	C
Shawn L. Patterson (15)			D, GM		D, GM	
Terrence J. Murphy (15)			D, P		D, P	
Thomas Olesen (2)	VP		VP	VP	VP	VP
Vincent V. Rea (1)	AT	AT	AT	AT	AT	AT
Violet Sistovaris (1)	VP		VP	VP	VP	VP

20

ITEM 6. OFFICERS AND DIRECTORS (continued)

NAME	TCO	CHC	CGT
Carl W. Levander (3)	VP		VP
David J. Vajda (1)	VP, T	VP, T	VP, T
Edward A. Santry (15)	VP		VP
Gail W. Harowski (1)	VP		VP
Gary W. Pottorff (1)	S	S	S
Glen L. Kettering (3)	D, P	D, P	D, P



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Jeffrey W. Grossman (1)	VP	VP	VP
John M. O'Brien (2)	AC	AC	AC
Karen D. Townsend (2)	C, AT	C	C
Michael D. Watson (3)	VP		VP
Reed D. Robinson (18)	VP		VP
Richard N. Farmer (18)	AS		AS
Thomas Olesen (2)	VP		VP
Victor M. Gaglio (18)	VP		VP
Vincent V. Rea (1)	AT	AT	AT
William Harris Marple (18)	D, VP	D, VP	D, VP

21

ITEM 6. OFFICERS AND DIRECTORS (continued)

NAME	EIN	ECE	EUS	ETP	NST	NTX	NFU
David J. Vajda (1)	VP, T	VP, T	VP, T	VP, T	VP, T	VP, T	VP,
Gail W. Harowski (1)				VP			
Gary W. Pottorff (1)	S	S	S	S	S	S	S
James H. Keshian (10)			AS				
Jeffrey W. Grossman (1)	VP	VP	VP	VP	VP	VP	VP
Joel L. Hoelzer (2)				VP			
John M. O'Brien (2)	AC	AC	AC	AC	AC	AC	AC
John W. Patridge Jr. (2)					D, P		
Mark D. Wyckoff (1)					D, GM		
Mitchell E. Hershberger (1)				C			
Peter T. Disser (1)	VP			VP			
R. Douglas Walker (1)				VP			
Samuel W. Miller Jr. (1)	D	D	D	D		D	D
Sherry H. Gavito (1)	P	P	P			P	D, P
Thomas Olesen (2)				VP			
Vincent H. DeVito (2)	C	C	C		C	C	C
Vincent V. Rea (1)	AT	AT	AT	AT	AT	AT	AT

22

ITEM 6. OFFICERS AND DIRECTORS (continued)

NAME	GSG
Carl W. Levander (3)	VP
David J. Vajda (1)	VP, T
Edward A. Santry (15)	VP
Gail W. Harowski (1)	VP
Gary W. Pottorff (1)	S
Glen L. Kettering (3)	D, P
Jeffrey W. Grossman (1)	VP
John M. O'Brien (2)	AC
Karen D. Townsend (2)	C

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Michael D. Watson (3)	VP
Reed D. Robinson (18)	VP
Thomas Olesen (2)	VP
Victor M. Gaglio (18)	VP
Vincent V. Rea (1)	AT
William Harris Marple (18)	D, VP

NAME	IWR*	IWC*	HWC*	IRA*	IWM*	DWC*	LWC*
David J. Vajda (1)	VP, T	VP, T	VP, T	VP, T	VP, T	VP, T	VP,
Gary W. Pottorff (1)	S	S	S	S	S	S	S
Jeffrey W. Grossman (1)	VP	VP	VP	VP	VP	VP	VP
John M. O'Brien (2)	AC	AC	AC	AC	AC	AC	AC
Samuel W. Miller Jr.(1)	D	D	D	D	D	D	D
Sherry H. Gavito (1)	P	P	P	P	P	P	P
Vincent H. Devito (2)	C	C	C	C	C	C	C
Vincent V. Rea (1)	AT	AT	AT	AT	AT	AT	AT

23

ITEM 6. OFFICERS AND DIRECTORS (continued)

NAME	KGL	KGF	NIT	NIF
Charles E. Shafer II (2)	VP			VP
Daniel D. Gavito (1)	VP			VP
David A. McFatrige (11)	VP, GM	VP	VP, GM	VP
David A. Monte (2)	VP	VP	VP	VP
David J. Vajda (1)	VP, T	VP, T	VP, T	VP
David W. Fox (11)	AS, AT	AS, AT		
Donald D. Grogg (12)			AS, AT	AS, AT
Edward F. Hemingway III (12)				VP
Gail W. Harowski (1)	VP	VP	VP	VP
Gary W. Pottorff (1)	S	S	S	S
Jeffrey W. Grossman (1)	VP	VP	VP	VP
Joel Hoelzer (2)	VP	VP	VP	VP
John M. O'Brien (2)	AC	AC	AC	AC
Linda E. Miller (1)	C	C	C	C
M. Carol Fox (2)	VP	VP	VP	VP
Mark T. Maassel (1)	D, P	D, P	D, P	D, P
R. Douglas Walker (1)		VP	VP	
Thomas Olesen (2)	VP	VP	VP	VP
Timothy A. Dehring (1)	D, GM	D, GM	D, GM	D, GM
Vincent V. Rea (1)	AT	AT		
Violet Sistovaris (1)	VP	VP	VP	VP

24

ITEM 6. OFFICERS AND DIRECTORS (continued)

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NAME	NES	NCP
Carl W. Levander (3)		VP
David J. Vajda (1)	VP, T	VP, T
Gail W. Harowki (1)		VP
Gary W. Pottorff (1)	S	S
Glen L. Kettering (3)		D, P
Jeffrey W. Grossman (1)	VP	VP
Joel L. Hoelzer (2)		VP
John M. O'Brien (2)	AC	AC
Karen D. Townsend (2)		C, AT
Michael Watson (3)		VP
Michael W. O'Donnell (1)	D	
Reed D. Robinson (18)		VP
Richard N. Farmer (18)		AS
Samuel W. Miller Jr. (1)	D	
Sherry H. Gavito (1)	P	
Thomas Olesen (2)		VP
Victor M. Gaglio (18)		VP
Vincent H. DeVito (2)	C	
Vincent V. Rea (1)	AT	AT
William Harris Marple (18)		D, VP

25

ITEM 6. OFFICERS AND DIRECTORS (continued)

NAME	NCM	NDC	CPM	LEL	SCC	JOF	ND
David J. Vajda (1)	VP, T	VP, T	VP, T	VP, T	VP, T	VP, T	VP, T
Gail W. Harowski (1)			P				P
Gary W. Pottorff (1)	S	S	S	S	S	S	S
Jeffrey W. Grossman (1)	VP	VP	VP	VP	VP	VP	VP
Jerry D. Mobley (13)				P	P		
John M. O'Brien (2)	AC	AC	AC	AC	AC	AC	AC
John M. Palmer (14)				C	C		
Michael W. O'Donnell (1)	D, P	D, P		D	D	D, P	D
Patricia K. Locascio (1)			GM, PB				GM
Samuel W. Miller Jr. (1)			D				D
Vincent H. DeVito (2)	C	C	C			C	C
Vincent V. Rea (1)	AT	AT	AT	AT	AT	AT	AT

NAME	NFC
David J. Vajda (1)	VP, T
Gary W. Pottorff (1)	S
Jeffrey W. Grossman (1)	VP
John M. O'Brien (2)	AC

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Michael W. O'Donnell (1) D, P  
 Vincent H. DeVito (2) C  
 Vincent V. Rea (1) AT

26

ITEM 6. OFFICERS AND DIRECTORS (continued)

NAME	NIP	SWP	NET	NRC	NRS
Charles E. Shafer II (2)	VP				
Daniel D. Gavito (1)	VP				
David A. Monte (2)	VP				
David J. Vajda (1)	VP, T	VP, T	VP, T	D, VP, T	VP, T
Frank A. Venhuizen (1)	VP				
Gail W. Harowski (1)	VP		VP		
Gary W. Pottorff (1)	S	S	S	S	S
Jeffrey W. Grossman (1)	VP	VP	VP	VP	VP
Jerry L. Godwin (1)	D, VP, COO	D			
Jerome B. Weeden (1)	VP				
Joel L. Hoelzer (2)	VP		VP		VP
John M. O'Brien (2)	AC	AC	AC	AC	AC
Linda E. Miller (1)	C			C	
M. Carol Fox (2)	VP				
Mark T. Maassel (1)	D, P	D, P			
Michael L. Zdyb (1)			VP		
Michael W. O'Donnell (1)				D, P	
Mitchell E. Hershberger (1)			C		
Orlando Figueroa (19)				D	
Peter T. Disser (1)			VP		
Robert G. Kriner (2)					C
Samuel W. Miller Jr. (1)			D		D
Scott C. MacDonald (4)	VP				D, P
Sherry H. Gavito (1)					D
Thomas Olesen (2)	VP		VP		
Timothy A. Dehring (1)	D, GM	D, GM			
William M. O'Malley (1)	VP				
Violet Sistovaris (1)	VP				
Vincent H. DeVito (2)		C			
Vincent V. Rea (1)	AT	AT	AT	AT	AT
Vittorio E. Pareto (1)					VP

27

ITEM 6. OFFICERS AND DIRECTORS (continued)

NAME	NCS	NSI
Arthur A. Paquin (1)	VP	VP
Arthur E. Smith Jr. (1)	SVP	SVP

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Arthur J. Decio (1)		D
Barbara S. McKay (1)	VP	VP
Carolyn Y. Woo (1)		D
Charles E. Shafer II (2)	VP	
Daniel D. Gavito (1)	VP	
David J. Vajda (1)	VP, T	VP, T
Dennis E. Foster (1)		D
Dennis E. Senchak (1)	VP	VP, AT, AS
Edward A. Santry (15)	VP	
Gail W. Harowski (1)	VP	
Gary L. Neale (1)	D, COB, CEO	D, COB, CEO
Gary W. Pottorff (1)	S	S
Genevieve A. Tuchow (2)	VP	
Herbert H. Tate Jr. (1)	VP	
Ian M. Rolland (1)		D
Jeffrey W. Grossman (1)	VP	VP, C, CAO
Joel L. Hoelzer (2)	VP	
John M. O'Brien (2)	AC	
John W. Thompson (1)		D
Karen A. Lohss (1)	VP	
Karl Brack (18)	VP	
Kristen L. Falzone-Scott (1)	VP	
M. Carol Fox (2)	VP	
Mark D. Wyckoff (1)	SVP	SVP
Meg A. Brown (2)	VP	

28

ITEM 6. OFFICERS AND DIRECTORS (continued)

NAME CONT'D.	NCS CONT'D.	NSI CONT'D.
Michael W. O'Donnell (1)	EVP, CFO	EVP, CFO
Patricia M. Lawicki (1)	VP, CIO	
Paul J. Newman (1)	VP	
Peter V. Fazio Jr. (1)	EVP, GC	EVP, GC
Rebecca T. Sczudlo (5)	VP	
Reginald L. Carter (2)	VP	
Rene P. Dartez (16)	VP	
Richard L. Thompson (1)		D
Robert J. Welsh (20)		D
Robert C. Skaggs Jr. (1)	P, EVP	P
Roger A. Young (1)		D
Ronald G. Plantz (1)	AC	
S. LaNette Zimmerman (1)	EVP	EVP
Samuel W. Miller Jr. (1)	EVP, COO	EVP, COO
Scott C. MacDonald (4)	VP	
Sherry H. Gavito (1)	VP	
Stephen P. Adik (1)		D
Steven A. Barkauskas (1)	VP	
Steven C. Beering (1)		D
Thomas Olesen (2)	VP	
Vincent H. DeVito (2)	C	
Vincent V. Rea (1)	AT	
Violet Sistovaris (1)	VP	

ITEM 6. OFFICERS AND DIRECTORS (continued)

NAME	PRI	WCE	WLC
David J. Vajda (1)	VP, T	VP, T	VP, T
Gail W. Harowski (1)	VP	VP	
Gary W. Pottorff (1)	S	S	S
Jeffrey W. Grossman (1)	VP	VP	VP
Joel L. Hoelzer (2)	VP	VP	VP
John M. O'Brien (2)	AC	AC	AC
Mitchell E. Hershberger (1)	C	C	C
Peter T. Disser (1)	VP	VP	VP
Samuel W. Miller Jr. (1)	D	D	
Thomas Olesen (2)	VP	VP	
Vincent V. Rea (1)	AT	AT	AT

\* Company was inactive at December 31, 2004.

ITEM 6. OFFICERS AND DIRECTORS (continued)

PART II. FINANCIAL CONNECTIONS AS OF DECEMBER 31, 2004

NAME OF OFFICE	NAME AND LOCATION OF FINANCIAL INSTITUTION	POSITION HELD	APPLICABLE
David A. McFatridge VP & General Manager Kokomo Gas & Fuel	Community First Bank of Howard Co. Kokomo, Indiana	Director	Rule 70 (c)

ITEM 6. OFFICERS AND DIRECTORS (continued)

PART III (a). COMPENSATION OF OFFICERS AND DIRECTORS

EXECUTIVE COMPENSATION

OFFICER NOMINATION AND COMPENSATION COMMITTEE REPORT ON EXECUTIVE COMPENSATION

The Officer Nominating and Compensation Committee's compensation policy is designed to relate total compensation (base salary, annual incentives and long-term stock-based compensation) to corporate performance, while remaining competitive with the compensation practices of competitors in the energy industry and, to a lesser extent, general industry. This policy applies to all

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of the Named Officers, including the Chief Executive Officer, as of December 31, 2004. 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 2004. All decisions involving Chief Executive Officer compensation are made by the Committee based on the Corporate Governance Committee's report on its evaluation of the Chief Executive Officer's performance.

The Committee has engaged Hewitt Associates, an independent compensation consulting firm, to advise it and provide surveys of comparative compensation practices for (1) a group of energy-oriented companies, including gas, electric or combination utility companies, diversified energy companies and companies with gas marketing, transmission and distribution operations and energy services operations, and (2) a diversified group of companies representing general industry. The 2004 executive compensation comparative groups consisted of 35 and 36 companies, respectively, from which data was available to Hewitt and which the Committee believed to be competitors of the Company for executive talent. The comparative compensation groups include most, but not all, of the companies that make up the Dow Jones Utilities Index used in the Stock Price Performance Graph and consist of a larger number of companies than contained in the index. The Committee may change the companies contained within the comparative compensation groups in future years if information about any company included in a group is not available, any companies included in a group are no longer competitors for executive talent, or if the Committee determines that different energy or other types of companies are competitors of the Company. For 2005 compensation, the energy industry comparative group was amended to replace previously included, diversified energy companies with companies whose businesses are more reflective of the Company's current business profile and strategy as a regulated utility that generates its operating income from the sale, distribution, transportation and storage of natural gas and the generation, transmission and distribution of electricity.

The Committee considers the surveys and advice provided by Hewitt in determining each executive's base salary, annual incentives and long-term stock-based compensation. The Committee's philosophy is to set base salaries and performance-based annual incentives between the 50th and 75th percentile of the energy and general industry comparative groups. The annual cash-based compensation is supplemented with restricted or contingent stock awards and option grants under the Long-Term Incentive Plan, again between the 50th and 75th percentile of the comparative groups, to emphasize long-term stock price appreciation and the concomitant increased stockholder value. The mix of compensation allows an executive's annual total compensation to fluctuate according to the Company's financial performance and value delivered to stockholders. In 2004, the target for total compensation of the executive officers was set between the 50th and the 75th percentile of the relevant comparative compensation groups.

In establishing Mr. Neale's base salary for 2004, the Committee reviewed information provided by Hewitt regarding chief executive officer compensation practices of comparable utility and energy companies and general industry. The Committee determined that Mr. Neale's base salary would be set between the 50th and 75th percentile of salaries in 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 executives, Mr. Neale's annual incentive under the NiSource Corporate Incentive Plan was based on the Company's performance against financial performance targets established by the Committee. The target for Mr. Neale's total compensation was set between the 50th and the 75th percentile of the relevant comparative compensation groups, dependent on the Company's financial performance. As part of his total compensation package, Mr. Neale also received stock options and contingent stock in 2004 under the Company's Long-Term

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Incentive Plan.

Because the value of the options and contingent stock is a function of the price growth of the Company's stock, the amount Mr. Neale would realize from his options and contingent stock is directly related to increases in stockholder value.

32

ITEM 6. OFFICERS AND DIRECTORS (continued)

The Committee determines annual incentive targets for all executive officers in accordance with the NiSource Corporate Incentive Plan. Annual incentives awarded to each of the Named Officers (including the Chief Executive Officer) are based on overall corporate performance, and to a lesser extent individual performance of the executive. The NiSource Corporate Incentive Plan establishes a trigger amount of financial performance (below which no annual incentive is paid) and a maximum level (above which no additional annual incentive is paid). Additionally, a profit sharing contribution of between 0.5% and 1.5% of an employee's eligible earnings may be made to an employee's account in the Company's Retirement Savings Plan on behalf of all eligible employees, including the executive officers, based on the identical overall corporate financial performance measure.

In 2004, the trigger was based on basic earnings per share from continuing operations (after accounting for the cost of the incentive plan). The range of awards and levels of awards (as a percent of base salary), if the financial performance trigger was achieved, were as follows:

	INCENTIVE AT TRIGGER	INCE M
	-----	-----
Chief Executive Officer.....	40.0%	
President and Executive Vice President, Chief Operating Officer.....	35.0%	
Other Executive Vice Presidents and Senior Vice Presidents.....	32.5%	
Other Vice Presidents.....	20.0% to 25.0%	60.0

For 2004, the Company did not achieve the trigger amount of basic earnings per share from continuing operations necessary to result in payments under the NiSource Corporate Incentive Plan, although basic earnings per share from net income did reach the expected amount. In light of these circumstances, the Committee approved payment of a bonus to the Company's employees and to the executive officers at the minimum amount of each participant's incentive range. The bonus payments were made in February and March 2005. No profit sharing contributions were made to the Company's Retirement Savings Plan accounts.

Under the Long-Term Incentive Plan, the Committee may award stock options, stock appreciation rights, performance units, restricted stock awards, and contingent stock awards. The Committee considers base salaries of the executive officers, prior awards under the Long-Term Incentive Plan, and the Company's total compensation target in establishing long-term incentive awards. For purposes of determining the number of options and/or shares to be granted to reach total target compensation, options granted to executive officers are valued, at the time of the grant, using the Black-Scholes option pricing model, and restricted stock awards and contingent stock awards granted to executive officers are valued using Hewitt's present value pricing model. In 2004, stock



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options and restricted or contingent stock were awarded to each of the Named Officers, and the number of awards of options and restricted or contingent stock granted to each Named Officer was based on the aforementioned considerations. The actual compensation value of stock options and the restricted and contingent shares will depend on actual stock price appreciation and total stockholder return.

The Committee's compensation policy is designed to ensure that the executives' total compensation packages align with and support the Company's business objectives while also aligning the interests of the executive officers with the interests of its stockholders. In that regard, the Committee believes that compensation packages should emphasize long-term growth and stability, while continuing to provide shorter-term incentives. As such, the Company's long-term stock-based compensation is more focused on grants of restricted stock and contingent stock, with longer vesting and holding periods as compared with stock options.

The target ratio of the value of the contingent or restricted stock awards to option grants for 2004 was approximately 75% to 25%. For 2005 compensation, the Company temporarily varied from the previously mentioned target ratio by providing long-term incentive award value only in the form of stock options that vested immediately and require a minimum one-year holding period prior to exercise. The value of the stock options was determined at approximately 60% of the value that would otherwise have been awarded through a combination of stock options and restricted or contingent stock.

In 2004, grants of restricted and contingent stock under the Long Term Incentive Plan were made pursuant to a Time Accelerated Restricted Stock Award Program ("TARSAP"). Generally under the plan, restrictions with respect to the TARSAP awards lapse six years from the date of the grant: however, if at the

33

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

end of a three year performance cycle the Company meets both a peer group target (a 60% percentile for relative total stockholder return ranking) and an absolute target (a 12% annualized compound total stockholder return), the restrictions with respect to the awards would lapse on the third anniversary of the grants. The six-year lapse period on awards of contingent stock is reduced on a pro rata basis for an executive if he or she terminates employment, without cause, on or after attaining age 55 with ten years of service, or if he or she dies or becomes disabled to a minimum of three years to the extent that the end of the six-year period would extend beyond age 62. Due to the age-related restrictions within the TARSAP, the restrictions on the 2004 awards for Messrs. Neale and O'Donnell and Ms. Zimmerman would lapse over a period of three years in the event of retirement, disability or death. In the event of a change in control, all restrictions on the awards immediately lapse five business days after the event.

The TARSAP provides a compensation component that encourages stable, long-term growth and aligns the interests of the executives with that of the stockholders. For the three-year performance cycle commencing on January 1, 2004, the peer-group-relative performance target was based on a total stockholder return ranking within the 60th percentile and the absolute target was set at an annualized compound total stockholder return of at least 12%. The peer group for the grants to date under the TARSAP is the same as the energy-oriented comparative group used for measuring overall annual compensation.

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Section 162(m) of the Internal Revenue Code provides that annual compensation in excess of \$1,000,000 paid to the chief executive officer or any of the other Named Officers, other than compensation meeting the definition of "performance based compensation," will not be deductible by a corporation for federal income tax purposes. Because the portion of total compensation that constitutes stock options is performance-based and certain executives have agreed to limitations on the amount of other types of grants under the Long-Term Incentive Plan which can vest in any year, the Committee does not anticipate that the limits of Section 162(m) will materially affect the deductibility of compensation paid by the Company in 2004. However, the Committee will continue to review the deductibility of compensation under Section 162(m) and related regulations.

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

Officer Nomination and Compensation Committee  
 Steven C. Beering, Chairman  
 Arthur J. Decio  
 John W. Thompson  
 Robert J. Welsh

March 14, 2005

34

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

#### COMPENSATION OF EXECUTIVE OFFICERS

Summary. The following table summarizes compensation for services to NiSource and its subsidiaries for the years 2004, 2003 and 2002 awarded to, earned by or paid to the Chief Executive Officer and the four other most highly compensated executive officers as of December 31, 2004 (collectively these individuals constitute the "Named Officers").

#### SUMMARY COMPENSATION TABLE

NAME AND PRINCIPAL POSITION	YEAR	ANNUAL COMPENSATION (1)			LONG-TERM	
		SALARY (\$)	BONUS (\$ (2))	OTHER ANNUAL COMPENSATION (\$ (3))	RESTRICTED STOCK AWARD (\$) (\$ (4))	SEC UND OP S
Gary L. Neale,..... Chairman and Chief Executive Officer	2004	950,000	380,000	6,156	5,207,849	3
	2003	950,000	436,050	62,620	4,586,120	3
	2002	950,000	361,000	105,943	--	1
Robert C. Skaggs, Jr. (7)..... President	2004	425,000	148,750	385	720,463	
	2003	325,000	111,800	0	335,360	
	2002	310,000	105,000	0	0	
Samuel W. Miller, Jr.....	2004	500,000	175,000	0	720,463	

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Executive Vice President and Chief Operating Officer	2003	500,000	200,500	29	815,720
	2002	166,666	166,550	466	204,387(8)
Michael W. O'Donnell.....	2004	400,000	130,000	593	1,018,926
Executive Vice President and Chief Financial Officer	2003	400,000	149,200	0	897,300
	2002	400,000	123,500	12,183	--
S. LaNette Zimmerman.....	2004	325,000	105,624	0	641,211
Executive Vice President, Human Resources and Communications	2003	325,000	121,225	0	565,340
	2002	304,166	98,000	2,583	--

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- (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 NiSource Corporate Incentive Plan. For further discussion of the bonuses paid for 2004 please refer to the Officer Nomination and Compensation Committee Report on Executive Compensation.
- (3) The 2003 amount for Mr. Neale includes \$10,462 for financial advisory services, \$14,159 for fair market value gain resulting from the purchase of a company vehicle and \$9,479 for taxes paid by the Company as a result of such gain. The 2002 amount shown for Mr. Neale includes \$73,076 paid to Mr. Neale to buy back unused vacation days.
- (4) Represents restricted and contingent stock awarded under the Company's Time Accelerated Restricted Stock Award Program ("TARSAP"). The amounts shown for 2003 and 2004 are based on the closing sale price of the Company's common stock on December 31, 2003 and December 31, 2004, respectively, as reported on the New York Stock Exchange Composite Transactions Tape. Vesting of restricted stock under the Long Term Incentive Plan in prior years

35

ITEM 6. OFFICERS AND DIRECTORS (continued)

were performance based and are shown under the Long-Term Incentive Plan Payouts column. See Note 5 below. As of December 31, 2004, the total shares outstanding under the TARSAP (including those shares held by the Named Officers) was 1,251,844 with an aggregate value of \$28,517,006, based on the Company's closing market price on such date (\$22.78). For more information regarding the restricted and contingent stock awards under the TARSAP please see the Long-Term Incentive Plan Table and its accompanying footnotes on page 19.

- (5) The payouts shown are based on the value, at date of vesting, of restricted stock awarded under the Long-Term Incentive Plan which vested during the years shown. Total shares of restricted stock and contingent stock held (assuming 100% vesting) and aggregate market value at December 31, 2004 (based on the closing sale price of the common stock on that date as reported on the New York Stock Exchange Composite Transactions Tape) for the Named Officers were as follows: Mr. Neale, 1,016,671 shares valued at \$23,159,765; Mr. Miller, 82,669 shares valued at \$1,883,200; Mr. Skaggs, 59,596 shares valued at \$1,357,597; Mr. O'Donnell, 108,206 shares valued at \$2,464,933; and Ms. Zimmerman, 71,063 shares valued at \$1,618,815. Dividends on the restricted and contingent stock are paid in cash to the Named Officers.

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- (6) "All Other Compensation" represents Company contributions to the 401(k) Plan of \$6,094 for Mr. Neale, \$15,690 for Mr. Skaggs, \$12,350 for Mr. Miller, \$16,080 for Mr. O'Donnell, and \$16,315 for Ms. Zimmerman. The amount shown for Mr. Neale also includes \$2,534 term insurance costs for 2004. The amount shown for 2004 for Messrs. Skaggs and O'Donnell also includes \$13,200 and \$11,725, respectively, paid to the Savings Restoration Plan for NiSource Inc. and Affiliates.
- (7) Mr. Skaggs became President of the Company on October 26, 2004. The amounts shown include compensation received by Mr. Skaggs as the Company's Executive Vice President, Regulated Revenue.
- (8) The amount shown represents a grant of restricted stock made to Mr. Miller in connection with the commencement of his employment with the Company. The amount shown is based on the closing sale price of the Company's common stock on September 1, 2002, as reported on the New York Stock Exchange Composite Transactions Tape.

Option Grants in 2004. The following table sets forth information concerning the grants of options to purchase common stock made during 2004 to the Named Officers. No stock appreciation rights were awarded during 2004.

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)	EXPIRATION DATE -----
Gary L. Neale.....	353,352	16.3	21.86	12/31/13
Robert C. Skaggs, Jr. ....	48,883	2.25	21.86	12/31/13
Samuel W. Miller, Jr. ....	48,883	2.25	21.86	12/31/13
Michael W. O'Donnell.....	69,135	3.19	21.86	12/31/13
S. LaNette Zimmerman.....	43,506	2.01	21.86	12/31/13

ITEM 6. OFFICERS AND DIRECTORS (continued)

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- (1) All options granted in 2004 are fully exercisable commencing one year from the date of grant. Vesting may be accelerated as a result of certain events relating to a change in control of the Company. The exercise price may be paid by delivery of already owned shares of common stock and any tax withholding obligations 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 2,168,200 options granted to all employees in

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2004.

- (3) The options were granted on January 1, 2004 at the average of high and low sale prices of the common stock on December 31, 2004 as reported on the New York Stock Exchange Composite Transactions Tape.
- (4) Grant date present value is determined using the Black-Scholes option pricing model. The assumptions used in the Black-Scholes option pricing model for the January 1, 2004 grants (expiring December 31, 2013) were as follows: expected volatility -- (30%) (estimated stock price volatility for the term of the grant); risk-free rate of return -- (4.15%) (the rate for a ten-year U.S. treasury); discount for risk of forfeiture -- (10%); estimated annual dividend -- (\$0.92; expected option term -- ten years; and vesting -- 100% one year after date of grant. No assumption was made relating to non-transferability. Actual gains, if any, on option exercises and common shares are dependent on the future performance of the common stock and overall market condition. The amounts reflected in this table may not be achieved.

Option Exercises in 2004. The following table sets forth certain information concerning the exercise of options or stock appreciation rights during 2004 by each of the Named Officers and the number and value of unexercised options and stock appreciation rights at December 31, 2004.

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

NAME	SHARES ACQUIRED ON EXERCISE (#)	VALUE REALIZED (\$)	NUMBER OF SECURITIES UNDERLYING UNEXERCISED OPTIONS/SARS AT FISCAL YEAR-END (#)		EXERCISE PRICE
			EXERCISABLE	UNEXERCISABLE	
Gary L. Neale.....	50,000	321,245	1,217,598	353,352	2,51
Robert C. Skaggs, Jr. ....	0	0	61,167	48,883	10
Samuel W. Miller, Jr. ....	66,372	130,753	0	48,883	
Michael W. O'Donnell.....	0	0	129,303	69,135	25
S. LaNette Zimmerman.....	0	0	90,305	43,506	17

- (1) Represents the difference between the option exercise price and \$22.675, the average of high and low sale prices of the common shares on December 31, 2004, as reported on the New York Stock Exchange Composite Transactions Tape.

ITEM 6. OFFICERS AND DIRECTORS (continued)

Long-Term Incentive Plan Awards in 2004. 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 2004 to each of the Named Officers.

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NAME	NUMBER OF SHARES, UNITS OR OTHER RIGHTS (#)	PERFORMANCE OR OTHER PERIOD UNTIL MATURATION OR PAYOUT	ESTIMATED FUTURE PAYOUTS UNDER NON-STOCK PRICE-BASED PLAN	
			THRESHOLD (#)	TARGET (#)
Gary L. Neale (1).....	228,615	3/6 years	228,615	228,615
Robert C. Skaggs, Jr. (1).....	31,627	3/6 years	31,627	31,627
Samuel W. Miller, Jr. (2).....	31,627	3/6 years	31,627	31,627
Michael W. O'Donnell (1).....	44,729	3/6 years	44,729	44,729
S. LaNette Zimmerman (1).....	28,148	3/6 years	28,148	28,148

(1) The awards for Messrs. Neale, Skaggs and O'Donnell and Ms. Zimmerman reflected above consist of grants of contingent stock under the Long Term Incentive Plan which were made on January 1, 2004, pursuant to the Company's Time Accelerated Restricted Stock Award Program ("TARSAP"). Restrictions with respect to the TARSAP awards lapse six years from the date of the grant: however, if at the end of a three year performance cycle the Company meets both a peer group target (a 60% percentile for relative total stockholder return ranking) and an absolute target (a 12% annualized compound total stockholder return), the restrictions with respect to the awards will lapse on the third anniversary of the grants. The six-year lapse period is reduced on a pro rata basis for an executive if he or she terminates employment, without cause, on or after attaining age 55 with ten years of service or if he or she dies or becomes disabled to the extent that the end of the six-year period would extend beyond age 62, to a minimum of three years. Due to the age-related restrictions within the TARSAP, the 2004 awards for Messrs. Neale and O'Donnell and Ms. Zimmerman will lapse over a period of three years in the event of retirement, disability or death. In the event of a change in control, all restrictions on the awards immediately lapse five business days after the event.

(2) The award for Mr. Miller reflected above consists of a grant of restricted stock under the TARSAP. Restrictions with respect to the award will lapse on December 31, 2009; however, if at the end of the three year performance cycle (that began on January 1, 2004 and will end on December 31, 2006) the Company meets both a peer group target (a 60% percentile for relative total stockholder return ranking) and an absolute target (a 12% annualized compound total stockholder return), the restrictions with respect to the award will lapse on December 31, 2006. Upon the death or disability of the grantee, the grantee will receive a distribution of the restricted stock awarded on a pro rata basis based on a quarterly distribution schedule contained in the restricted stock agreement between the Company and each grantee with respect to each grant.

(3) In the case of each of the other Named Officers, the restrictions with respect to both the restricted stock awards and the contingent stock awards will lapse and the Named Officer will be entitled to the underlying stock only to the extent that the value of shares for which the restrictions lapse in any calendar year, when added to other non-performance based compensation for that year, does not exceed \$999,999.

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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.

#### PENSION PLAN TABLE

REMUNERATION	YEARS OF SERVICE				
	15	20	25	30	35
\$ 300,000.....	\$ 118,944	\$ 158,592	\$ 166,092	\$ 173,592	\$ 173,592
400,000.....	163,944	218,592	228,592	238,592	238,592
500,000.....	209,944	278,592	291,092	303,592	303,592
600,000.....	253,944	338,592	353,592	368,592	368,592
700,000.....	298,944	398,592	416,092	433,592	433,592
800,000.....	343,944	458,592	478,592	498,592	498,592
900,000.....	388,944	518,592	541,092	563,592	563,592
1,000,000.....	433,944	578,592	603,592	628,592	628,592
1,100,000.....	478,944	638,592	666,092	693,592	693,592
1,200,000.....	523,944	698,592	728,592	758,592	758,592
1,300,000.....	568,944	758,592	791,092	823,592	823,592
1,400,000.....	613,944	818,592	855,592	888,592	888,592
1,500,000.....	658,944	878,592	916,092	953,592	953,592
1,600,000.....	703,944	938,592	978,592	1,018,592	1,018,592
1,700,000.....	748,944	998,592	1,041,092	1,083,592	1,083,592
1,800,000.....	793,944	1,058,592	1,103,592	1,148,592	1,148,592
1,900,000.....	838,944	1,118,592	1,166,092	1,213,592	1,213,592
2,000,000.....	883,944	1,178,592	1,228,592	1,278,592	1,278,592

The credited years of service for each of the Named Officers, pursuant to the Pension Plan and Supplemental Executive Retirement Plan, are as follows: Gary L. Neale -- 31 years; Samuel W. Miller, Jr.-- 2 years; Michael W. O'Donnell -- 30 years; Robert C. Skaggs, Jr.-- 24 years; and S. LaNette Zimmerman -- 24 years.

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

The pension plan was amended and restated effective July 1, 2002 to add a "cash balance feature." Participants in the plan as of December 31, 2001 were entitled to elect to remain in the "final average pay feature" of the plan or to begin participating in the new cash balance feature. Participants hired on and after January 1, 2002 automatically participate in the cash balance feature. A

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participant in the cash balance feature will have a benefit consisting of his or her opening account balance (his or her accrued benefit under the final average pay feature of the plan as of December 31, 2001, if any) plus annual pay and interest credits to his or her cash balance account. Pay credits equal a percentage of compensation based on the participant's combined age and service. Interest is credited to his or her account based on the interest rate on 30-year treasury securities, as determined by the Internal Revenue Service, for the September immediately preceding the

39

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

first day of each year, but not less than 4%. Upon retirement, termination of employment or death, the participant or his or her beneficiary will receive a benefit that is the equivalent of his or her cash balance account balance. Participants and beneficiaries are entitled to elect to receive payment of this benefit pursuant to various alternatives including a lump sum option.

Pension benefits are determined separately under the final average pay portion of the plan for each participant. The formula for a monthly payment for retirement at age 65 is 1.7% of average monthly compensation multiplied by years of service (to a maximum of 30 years) plus 0.6% of average monthly compensation multiplied by years of service over 30. Average monthly compensation is the average for the 60 consecutive highest-paid months in the employee's last 120 months of service. Covered compensation is defined as wages reported as W-2 earnings (up to a limit set forth in the Internal Revenue Code and adjusted periodically) plus any salary reduction contributions made under the Company's 401(k) plan, minus any portion of a bonus in excess of 50% of base pay and any amounts paid for unused vacation time and vacation days carried forward from prior years. The benefits listed in the Pension Plan table are not subject to any deduction for Social Security or other offset amounts.

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

For each officer and employee who first participated in the Supplemental Executive Retirement Plan prior to January 23, 2004, the Supplemental Executive Retirement Plan provides a retirement benefit at age 65 of the greater of (i) 60% of five-year average pay (prorated for less than 20 years of service) and an additional 0.5% of 5-year average pay per year for participants with between 20 and 30 years of service, less Primary Social Security Benefits or (ii) the benefit formula under the Company's Pension Plan. In either case, the benefit is reduced by the actual pension payable from the Company's Pension Plan and benefits earned under the Pension Restoration Plan for NiSource Inc. and Affiliates. 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.

For each officer and employee who first participates in the Supplemental Executive Retirement Plan on and after January 23, 2004, the Supplemental Executive Retirement Plan provides a credit into a notional account as of the last day of each year beginning on or after January 1, 2004 equal to five percent of the officer or employee's compensation. Interest will be credited to the account until distribution upon termination of employment after five or more years of service with the Company and its affiliates. In addition, the Officer Nomination and Compensation Committee, subject to approval of the Board of the Company, may authorize supplemental credits to an officer or employee's account



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in such amounts and at such times, and subject to such specific terms and provisions, as authorized by the Committee.

Mr. O'Donnell and Mr. Skaggs continue to participate in the Retirement Plan of Columbia Energy Group Companies, a subsidiary of the Company. Mr. O'Donnell has 30 credited years of service and Mr. Skaggs has 24 credited years of service under this plan. The formula for a retiree's monthly retirement benefit at age 65 under the Retirement Plan of Columbia Energy Group is (i) 1.15% of the retiree's final average compensation that does not exceed 1/2 of the average Social Security wage base times years of service up to 30, plus (ii) 1.5% of the retiree's final average compensation in excess of 1/2 of the average Social Security wage base times years of service up to 30, plus (iii) .5% of the retiree's final average compensation times years of service between 30 and 40. As of January 1, 2004, Mr. O'Donnell participates in the Supplemental Executive Retirement Plan, described above, based on his service and compensation with the Company and its affiliates from and after November 1, 2000.

Effective January 1, 2004, the Company assumed sponsorship of the Pension Restoration Plan for Columbia Energy Group, renamed the plan the "Pension Restoration Plan for NiSource Inc. and Affiliates," and broadened the plan to include all employees of the Company and its affiliates whose benefits under the applicable tax-qualified pension plan are limited by sections 415 and 401(a)(17) of the Internal Revenue Code. The Pension Restoration Plan provides for a supplemental retirement benefit equal to the difference between (i) the benefit a participant would have received under the Retirement Plan had such benefit not been limited by section 401(a)(17) of the Internal Revenue Code and reduced by deferrals into the Company's Executive Deferred Compensation Plan, minus (ii) the actual benefit received under the Retirement Plan. Messrs. Neale and Miller and Ms. Zimmerman became participants in the Pension Restoration Plan effective January 1, 2004. Messrs. O'Donnell and Skaggs were participants in the Pension Restoration Plan prior to 2004. Benefits earned under the Pension Restoration Plan are used to offset amounts earned under the Supplemental Executive Retirement Plan.

40

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

Effective January 1, 2004, the Company assumed sponsorship of the Savings Restoration Plan for Columbia Energy Group, renamed the plan the "Savings Restoration Plan for NiSource Inc. and Affiliates," and broadened the plan to include all key management employees of the Company and its affiliates. The revised Savings Restoration Plan provides for a supplemental benefit equal to the difference between (i) the benefit an employee would have received under the NiSource Inc. Retirement Savings Plan had such benefit not been limited by sections 415 and 401(a)(17) of the Internal Revenue Code and reduced by his deferrals into the Company's Executive Deferred Compensation Plan, minus (ii) the actual benefit he received under the Savings Plan. Messrs. Neale and Miller and Ms. Zimmerman became eligible to participate in the Savings Restoration Plan effective January 1, 2004. Messrs. O'Donnell and Skaggs were participants in the Savings Restoration Plan prior to 2004.

On July 15, 2002, the Company entered into an agreement with Ms. Zimmerman which provides for an additional retirement benefit in the event Ms. Zimmerman's employment with the Company terminates for reasons other than her involuntary termination for good cause. In such event, Ms. Zimmerman's monthly retirement benefit under the Supplemental Executive Retirement Plan will be computed upon the assumption that her first day of service was January 1, 1981 and will be reduced by the amount of her retirement benefit that she receives under the pension plan of her previous employer. On December 3, 1996, the Company's board of directors set March 3, 1974 as Mr. Neale's first day of service for purposes

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of credit under the Executive Supplemental Retirement Plan.

### 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 specified one-month period within 24 months following a change in control or, in the case of Mr. Neale, 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 two or 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 applicable two or three-year period following the executive's termination under the Company's Supplemental Executive Retirement Plan and qualified retirement plans. 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 applicable two or 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 such two or three-year period following the executive's termination, all amounts payable to the executive will be paid to a named beneficiary.

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

In the event of a change in control, all stock options, restricted stock awards and contingent stock awards which have been granted to each of the Named Officers (including the Chief Executive Officer) under the Company's Long-term Incentive Plan will immediately vest.

41

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

#### COMPENSATION OF THE COMPANY'S DIRECTORS

The Company pays each director who is not receiving a salary from the Company \$30,000 for each year, \$3,000 annually for each standing committee on which the director sits, \$1,000 annually for each chairmanship of the Executive, the Environmental, Health and Safety, and the Public Affairs and Career Development Committees, \$10,000 annually for each chairmanship of the Audit, the Corporate Governance and the Officer Nomination and Compensation Committees, \$1,200 for each board meeting attended and \$750 per committee meeting attended.

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Each nonemployee director shall also receive, as part of his or her annual retainer, an annual award of restricted shares of common stock or restricted stock units, or a combination thereof, equal to \$20,000 to be granted in four equal installments on the last business day of each calendar quarter. The number of restricted shares of common stock or restricted stock units, as applicable, constituting such quarterly grant shall be determined by dividing \$5,000 by the average of the high and low price of the Company's common stock on the last business day of the relevant quarter.

The Company's Nonemployee Director Retirement Plan provides a retirement benefit for each nonemployee director currently serving on the board who was originally elected or appointed to the board prior to December 31, 2001, who has completed at least five years of service on the board and who did not elect to opt out of the plan during 2002. Directors who are first elected or appointed to the board after 2001 are not eligible to participate in the Retirement Plan. The benefit under the Retirement Plan is a monthly amount equal to one-twelfth of the annual retainer for board service in effect at the time of the director's retirement from the board and will be paid for 120 months, or the number of full months of service the individual served as a nonemployee director of the Company, whichever is less. Directors first elected prior to 2001 who elected to opt out of the Retirement Plan in 2002 received, under the Company's Nonemployee Director Stock Incentive Plan, restricted stock units of comparable value to the present value of the retirement benefit such director had earned under the Retirement Plan through June 30, 2002. Directors who elected to opt out of the Retirement Plan and directors first elected after 2001 will not receive a retirement benefit under the Retirement Plan, but instead may receive, at the discretion of the Corporate Governance Committee, additional restricted shares of common stock and/or restricted stock unit grants under the Company's Nonemployee Director Stock Incentive Plan, as amended and restated effective January 1, 2004, to ensure that the retirement benefit, together with other compensation paid to the nonemployee director, delivers a competitive compensation package. In 2004, Mr. Foster, who opted out of the Company's Retirement Plan, and Mr. Richard L. Thompson, who was newly elected to the board, each received a grant of restricted stock units having a value of \$23,274, representing \$7,749 per year for each of the next three years, in lieu of a retirement benefit under the Nonemployee Director Stock Incentive Plan.

In addition, upon election, re-election or appointment to the board, each nonemployee director shall receive an award of restricted shares of common stock or restricted stock units equal to \$30,000 for each year of the term for which such director has been elected, re-elected or appointed. The number of restricted shares of common stock or restricted stock units, or a combination thereof, as applicable, shall be determined by dividing the amount of the grant by the average of the high and low price of the Company's common stock on the date of such election, re-election or appointment. In 2004, under the Company's Nonemployee Director Stock Incentive Plan, each of Dr. Woo and Messrs. Beering, Foster and Richard L. Thompson received a grant of restricted stock units with a value of \$90,000, representing \$30,000 per year for each of the next three years.

The grants of both the restricted shares of common stock and the restricted stock units under the Company's Nonemployee Director Stock Incentive Plan vest in 20% annual increments, with all of a director's stock and units vesting five years after the date of award. However, the grants vest immediately upon the director's death, disability or retirement after attaining age 70, or the effective date of a change in control of the Company. With respect to restricted stock, dividends are paid to holders in cash on the date dividends are actually paid to stockholders of the Company. With respect to restricted stock units, additional restricted stock 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

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payable in shares of the Company's common stock.

The board may designate that a scheduled award will consist of nonqualified stock options to purchase shares of the Company's common stock rather than shares of restricted stock or restricted stock units; if so, then, in lieu of such shares of restricted stock or restricted stock units, each nonemployee director shall be granted a nonqualified option with a market value on the date of any such grant equal to the dollar value of the grant otherwise scheduled to be made to such

42

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

nonemployee director on such date. Grants of nonqualified stock options vest in 20% annual increments and become fully vested on the fifth anniversary of the date of the grant. The grants will vest immediately upon the director's death, disability or retirement after attaining age 70, or the effective date of a change in control of the Company.

The Company has adopted a Directors' Charitable Gift Program for nonemployee directors who were not previously employees of the Company. 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 who were not previously employees of the Company are eligible to participate in the program.

43

### 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 that 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 OF CLASS OUTSTANDING
T. Rowe Price Associates, Inc. 100 East Pratt Street Baltimore, Maryland 21202	21,759,987	8.2(1)
Barclays Global Investors, NA 45 Fremont Street San Francisco, California 94105	15,127,758	5.74(2)

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Capital Research & Management Company                      15,089,310                      5.7(3)  
 333 South Hope Street, 55th Floor  
 Los Angeles, California 90071

- 
- (1) As reported on statements made on Schedule 13G filed with the Securities and Exchange Commission on behalf of T. Rowe Price Associates, Inc. on February 14, 2005. These securities are owned by various individual investors which T. Rowe Price Associates, Inc. serves as investment advisor with power to direct investment and/or sole power to vote securities. T. Rowe Price Associates, Inc. expressly disclaims that it is, in fact, the beneficial owner of these securities.
  - (2) As reported on statements made on Schedule 13G filed with the Securities and Exchange Commission on behalf of Barclays Global Investors, NA, Barclays Global Fund Advisors, Barclays Global Investors, LTD, Barclays Capital Securities Limited, Palomino Limited, and other affiliated entities on February 14, 2005.
  - (3) As reported on statements made on Schedule 13G filed with the Securities and Exchange Commission on behalf of Capital Research & Management Company on February 14, 2005.

44

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, 2005, for each of the directors, nominees and named executive officers, and for all directors and executive officers as a group.

NAME OF BENEFICIAL OWNER

-----

Stephen P. Adik.....	.....
Steven C. Beering.....	.....
Arthur J. Decio.....	.....
Dennis E. Foster.....	.....
Steven R. McCracken.....	.....
Samuel W. Miller, Jr. ....	.....
Gary L. Neale.....	.....
Michael W. O'Donnell.....	.....
Ian M. Rolland (3).....	.....
Robert C. Skaggs, Jr. ....	.....
John W. Thompson.....	.....
Richard L. Thompson.....	.....
Robert J. Welsh.....	.....
Carolyn Y. Woo.....	.....
Roger A. Young.....	.....
S. LaNette Zimmerman.....	.....
All directors and executive officers as a group.....	.....

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(1) The number of shares owned includes shares held in the Company's Automatic

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Dividend Reinvestment and Share Purchase Plan, shares held in the Company's Retirement Savings Plan (the "401(k)"), Employee Stock Purchase Plan and restricted shares awarded under the Company's 1994 Long-Term Incentive Plan (the "Incentive Plan") 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 1.5 percent of the common stock outstanding as of March 1, 2005.

- (2) The totals include shares for which the following individuals have a right to acquire beneficial ownership, within 60 days after March 1, 2005, by exercising stock options granted under the Incentive Plan: Gary L. Neale -- 1,570,950 shares; Stephen P. Adik -- 420,643 shares; Samuel W. Miller, Jr. 48,883 shares; Michael W. O'Donnell -- 198,438 shares; Robert C. Skaggs, Jr. -- 110,050; S. LaNette Zimmerman -- 133,811 shares; and all executive officers as a group -- 2,786,122 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.

45

ITEM 6. OFFICERS AND DIRECTORS (continued)

PART III (c) CONTRACTS AND TRANSACTIONS.

None.

PART III (d) INDEBTEDNESS.

None.

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

See Item 6 Part III (a) above.

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

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

46

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 THEREFORE.

Name of Company	Recipient of Beneficiary	Purpose	A
COH	Employee Political Action Fund	Legal, accounting and solicitation services rendered by employees for Employees Political Action Fund registered with the Federal Election Committee	Genera

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47

ITEM 7. CONTRIBUTIONS AND PUBLIC RELATIONS (continued)

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

Calendar Year 2004

Name of Company and Name or Number of Recipients or Beneficiaries	Purpose	Acc
BSG 6 Various Chambers of Commerce	Economic Development	General
NUI 8 Various Chambers of Commerce	Economic Development	General
CVA 12 Various Chambers of Commerce	Economic Development	General
CKY 12 Various Chamber of Commerce and Better Business Bureaus	Economic Development	General
CMD 2 Various Chambers of Commerce	Economic Development	General
COH 48 Various Chamber of Commerce and Better Business Bureaus	Economic Development	General
CPA 32 Various Chamber of Commerce and Better Business Bureaus	Economic Development	General
NIP Greater Fort Wayne Chamber of Commerce	Economic Development	General
Indiana Northeast Development	Economic Development	General
12 Various Economic Development Corporations	Economic Development	General
TCO 7 Various Chambers of Commerce	Information and Education	General
Manchin Transition Office	Information and Education	General
4 Various Business Bureaus and other associations	Information and Education	General
CGT Louisiana Association of Business and Industry	Information and Education	General
Tennessee Chamber of Commerce	Information and Education	General
KGL 2 Various Chamber of Commerce	Economic Development	General
Public Relations Institute	Community Support	Misc. I
Midwest Energy Association	Economic Development	General
NIF 3 Various Chamber of Commerce	Community Support	General

48

ITEM 8. SERVICE, SALES AND CONSTRUCTION CONTRACTS

PART I. INTERCOMPANY CONTRACTS.

For the year ended December 31, 2004:

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Transaction	Serving Company	Receiving Company	Compensation (
Management & Business Services	BSG	NUI	2,700,366
Management & Business Services	NUI	BSG	1,348,395
Field Services Management	NUI	GSG	77,421
Field Services Management	BSG	GSG	22,869
Office Space Rental	NUI	GSG	33,627
Aircraft Support Personnel	NIP	NCS	824,031
Helicopter Usage and Hanger Rental	NIP	NCS	48,212
Intense Computer System Fees	NPM	NIP	29,793
Office Space Rental	CPM/NIP/NDC	NIP/ETP	1,899,048
Substation Services	NIP	PRI	21,260
Odorant and Moisture Analysis Services	NIP	NIF/KGL	10,706
Pipeline Inspection Services	NIP	NIT	9,233
Training Services	NIP	KGL/COH/NCS/ NIF/BSG	10,314
Office Space - Washington, D.C (Sublease)	TCO	NCS	91,325
Office Space - O&M Agreement at Charleston, Fairlakes, Other	TCO	NCS	2,064,336
Administrative Services	TCO	NCS	169,212
Fixed Fee Billing	TCO	CGT	6,803,196
Land Lease for Radio Towers	TCO	CNS/CMC	18,404
Repair of Tower Foundation at Rockville, MD	TCO	CNS/CMC	48,208
Installation of Tower at Foster, KY	TCO	CNS/CMC	10,310
Office Space - O&M Agreement at Charleston, WV	TCO	CNS/CMC	9,468
Operating/Administrative Services	TCO	CNS/CMC/CKY/COH/ CMD/CPA/CVA	871,453
Project Development	TCO	MPL*	940,173
Settlement Agreement - SST Contract	TCO	CKY	3,750,000
Access of TCO's X25 Network for Telemetry Info	TCO	CKY/COH/CMD/ CPA/CVA	95,568
Operating/Administrative Services	TCO	CKY	54,683

49

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

Transaction	Serving Company	Receiving Company	Compensation (\$)	Date of Contr
Office Space Operating Agreement	TCO	COH	9,384	N/A
Lease of Operations Center in Lexington, VA	TCO	CVA	16,882	11/11/1996
Lease of Borden Road Office in Lexington, VA	TCO	CVA	8,435	11/11/1996
Sale of Capacity	TCO	CVA	110,880	11/1/1999
Fixed Fee Billings for O&M Agreements	TCO	NCP/GSG	597,349	7/1/2003
Billing for O&M Agreements	TCO/NIT	NCP/GSG	565,866	N/A & 5/96
Billing for Building Launchers and Receivers	TCO	NCP	1,478,053	N/A
Saco River Crossing	TCO	GSG	765,686	N/A
I-95 Crossing	TCO	GSG	525,500	N/A
Replacement Rt 111	TCO	GSG	4,717	N/A
General Equipment	TCO	GSG	2,146	N/A
Indirect Fired Heaters	TCO	GSG	145,074	N/A
Replace Rectifier	TCO	GSG	57,123	N/A
Pigging	TCO	GSG	3,334	N/A



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Wireline	TCO	GSG	153,367	N/A
Magnesium Anode Drain	TCO	GSG	47,130	N/A
Replace Pipe Scarborough	TCO	GSG	153,674	N/A
Property Rt 109 - Wells	TCO	GSG	2,835	N/A
Office Space Operating Agreement	CGT	NCS	209,628	7/26 & 10/9
Land Lease for Radio Towers	CGT	CNS/CMC	3,425	10/14/1996
Fixed Fee Billings for O&M Agreements	CGT	CDW/TCO	222,492	Various

\* Represents Millennium Pipeline Company, L.P. investment as listed in Item 5.

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.

50

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. (BGP)

BGP, a Massachusetts corporation, at 300 Friberg Parkway, Westborough, Massachusetts is an exempt wholesale generator (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. BGP is a wholly owned subsidiary of Bay State Gas Company.

Whiting Clean Energy, Inc. (WCE)

WCE, a wholly owned subsidiary of PEI Holdings, Inc., is an EWG. WCE's business address is 801 East 86th Avenue, Merrillville, Indiana. NiSource Inc., through Whiting Leasing LLC (WLC), owns a 525-megawatt combined-cycle cogeneration facility located at BP's Whiting, Indiana refinery consisting of two gas-fired combustion turbines and one steam turbine generator. WCE is responsible for the operation and maintenance of the facility.

(b) Type and amount of capital invested.

When BGP was incorporated, Bay State Gas Company acquired all of the issued and outstanding shares of BGP's common stock for \$1,000. Bay State also transferred ownership of the turbo expander and related facilities to BGP at its net book value. Neither Bay State Gas Company, nor NiSource, Inc. has made any financial guarantee to any party for BGP. Bay State Gas Company common equity investment in BGP at December 31, 2004 was approximately \$39 thousand.

PEI Holdings, Inc.'s investment in WCE consists mainly of its guarantee of WCE's performance under the lease through its parent NiSource Inc. NiSource Inc. owns the WCE facility and has approximately \$301.5 million of long-term debt on its

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balance sheet

(c) Ratio of debt to common equity and earnings of the company for the year ended December 31, 2004.

As of December 31, 2004, BGP had no debt outstanding and for the calendar year 2004, the turbo expander did not operate and did not generate revenue. BGP had net income of \$2,106 for 2004.

WCE had \$118.4 million in notes payable outstanding at December 31, 2004 to NiSource Finance Corp. WCE had \$301.5 million of debt outstanding to third parties. The debt to equity ratio for WCE at December 31, 2004 is not meaningful since the company's equity capitalization is effectively zero. For 2004, WCE had a net loss of \$29.6 million.

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

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

WCE purchased \$37.6 million of natural gas and purchased \$6.5 million of purchased power from EnergyUSA-TPC Corp. during 2004.

51

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

#### PART II. ORGANIZATION CHART.

BGP is a wholly owned subsidiary of Bay State Gas Company. WCE is a wholly owned subsidiary of PEI Holdings, Inc. Bay State Gas Company and PEI Holdings, Inc. are wholly owned subsidiaries of NiSource, Inc. See Exhibit G for an organization chart showing BGP 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 BGP is approximately \$39 thousand and its investment in WCE, as discussed in Part I (b), is approximately \$16.5 million. The ratio of NiSource, Inc.'s aggregate investment in BGP and WCE to its aggregate investment in its domestic public-utility subsidiary companies is less than 1% based on the current book values of the utility subsidiaries.

52

### ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS

#### TABLE OF CONTENTS

NAME OF COMPANY (COMPANY ABBREVIATION)	CONSOLIDATED BALANCE SHEET	CONSOLIDATED STATEMENT OF INCOME	CONSOLIDATED STATEMENT OF COMMON STOCK EQUITY
NISOURCE INC. (NSI)	F-1	F-2	F-3
Bay State Gas Company (BSG)	F-1, F-1A	F-2, F-2A	F-3, F-3A
Subsidiaries:			

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Bay State GPE, Inc. (BGP)	F-1A	F-2A	F-3A
Northern Utilities, Inc. (NUI)	F-1A	F-2A	F-3A
Columbia Energy Group (CEG)	F-1, F-1B	F-2, F-2B	F-3, F-3B
Subsidiaries:			
Columbia Accounts Receivable Corporation (CAR)	F-1B	F-2B	F-3B
Columbia Assurance Agency, Inc. (CAA)	F-1B	F-2B	F-3B
Columbia Atlantic Trading Corporation (CAT)	F-1B	F-2B	F-3B
Columbia Deep Water Services Company (CDW)	F-1B	F-2B	F-3B
Columbia Energy Services Corporation (CES)	F-1B	F-2B	F-3B
Columbia Gas of Kentucky, Inc. (CKY)	F-1B, F-1C	F-2B, F-2C	F-3B, F-3C
Subsidiary:			
Central Kentucky Transmission Company (CKT)	F-1C	F-2C	F-3C
Columbia Gas of Maryland, Inc. (CMD)	F-1B	F-2B	F-3B
Columbia Gas of Ohio, Inc. (COH)	F-1B, F-1D	F-2B, F-2D	F-3B, F-3D
Subsidiary:			
Columbia of Ohio Receivables Corporation (COR)	F-1D	F-2D	F-3D
Columbia Gas of Pennsylvania, Inc. (CPA)	F-1B	F-2B	F-3B
Columbia Gas of Virginia, Inc. (CVA)	F-1B	F-2B	F-3B
Columbia Gas Transmission Corporation (TCO)	F-1B, F-1E	F-2B, F-2E	F-3B, F-3E
Subsidiary:			
Columbia Hardy Corporation (CHC)	F-1E	F-2E	F-3E
Columbia Gulf Transmission Company (CGT)	F-1B	F-2B	F-3B
Columbia Network Services Corporation (CNS)	F-1B, F-1F	F-2B, F-2F	F-3B, F-3F
Subsidiary:			
CNS Microwave, Inc. (CMC)	F-1F	F-2F	F-3F
Columbia Remainder Corporation (REM)	F-1B	F-2B	F-3B
Subsidiary:			
Haverstraw Bay, LLC (HBL) *	INACTIVE	INACTIVE	INACTIVE
NiSource Insurance Corporation Limited (NIC)	F-1B	F-2B	F-3B

\* Company was inactive at December 31, 2004.

53

ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (continued)

TABLE OF CONTENTS (CONTINUED)

NAME OF COMPANY (COMPANY ABBREVIATION)	CONSOLIDATED BALANCE SHEET	CONSOLIDATED STATEMENT OF INCOME	CONSOLIDATED STATEMENT OF COMMON STOCK EQUITY
EnergyUSA, Inc. (EIN)	F-1, F-1G	F-2, F-2G	F-3, F-3G
Subsidiaries:			
EnergyUSA Commercial Energy Services, Inc. (ECE)	F-1G	F-2G	F-3G
EnergyUSA, Inc. (MA) (EUS)	F-1G	F-2G	F-3G
EnergyUSA-TPC Corp. (ETP)	F-1G	F-2G	F-3G
NI Energy Services Transportation, Inc. (NST)	F-1G	F-2G	F-3G
NI Fuel Company, Inc. (NFU)	F-1G	F-2G	F-3G
NI-TEX, Inc. (NTX)	F-1G	F-2G	F-3G
Granite State Gas Transmission, Inc. (GSG)	F-1	F-2	F-3
IWC Resources Corporation (IWR) *	F-1, F-1H	F-2, F-2H	F-3, F-3H
Subsidiaries:			
Harbour Water Corporation (HWC) *	F-1H	F-2H	F-3H
Indianapolis Water Company (IWC) *	F-1H	F-2H	F-3H

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Irishman's Run Acquisition Corporation (IRA) *	F-1H	F-2H	F-3H
IWC Morgan Water Corporation (IWM) *	F-1H	F-2H	F-3H
Liberty Water Corporation (LWC) *	F-1H	F-2H	F-3H
The Darlington Water Works Company (DWC) *	F-1H	F-2H	F-3H
Kokomo Gas and Fuel Company (KGL)	F-1	F-2	F-3
Subsidiary:			
KGF Trading Company (KGF) *	INACTIVE	INACTIVE	INACTIVE
NI Energy Services, Inc. (NES)	F-1, F-1I	F-2, F-2I	F-3, F-3I
Subsidiaries:			
Crossroads Pipeline Company (NCP)	F-1I	F-2I	F-3I
NESI Power Marketing, Inc. (NPM) *	F-1I	F-2I	F-3I
NiSource Capital Markets, Inc. (NCM)	F-1	F-2	F-3
NiSource Corporate Services Company (NCS)	F-1	F-2	F-3
NiSource Development Company, Inc. (NDC)	F-1, F-1J	F-2, F-2J	F-3, F-3J
Subsidiaries:			
Cardinal Property Management, Inc. (CPM)	F-1J	F-2J	F-3J
JOF Transportation Company (JOF)	F-1J	F-2J	F-3J
Lake Erie Land Company (LEL)	F-1J, F-1K	F-2J, F-2K	F-3J, F-3K
Subsidiary:			
SCC Services, Inc. (SCC)	F-1K	F-2K	F-3K
NDC Douglas Properties, Inc. (NDP)	F-1J	F-2J	F-3J
South Works Power Company (SWP) *	F-1J	F-2J	F-3J

\* Company was inactive at December 31, 2004.

54

ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (continued)

TABLE OF CONTENTS (CONTINUED)

NAME OF COMPANY (COMPANY ABBREVIATION)	CONSOLIDATED BALANCE SHEET	CONSOLIDATED STATEMENT OF INCOME	CONSOLIDATED STATEMENT OF COMMON STOCK EQUITY
NiSource Energy Technologies, Inc. (NET)	F-1	F-2	F-3
NiSource Finance Corp. (NFC)	F-1	F-2	F-3
NiSource Retail Services, Inc. (NRS)	F-1	F-2	F-3
Northern Indiana Fuel and Light Company, Inc. (NIF)	F-1, F-1L	F-2, F-2L	F-3, F-3L
Subsidiary:			
Northern Indiana Trading Company, Inc. (NIT)	F-1L	F-2L	F-3L
Northern Indiana Public Service Company (NIP)	F-1, F-1M	F-2, F-2M	F-3, F-3M
Subsidiary:			
NIPSCO Receivables Corporation (NRC)	F-1M	F-2M	F-3M
PEI Holdings, Inc. (PRI)	F-1, F-1N	F-2, F-2N	F-3, F-3N
Subsidiaries:			
Whiting Clean Energy, Inc. (WCE)	F-1N	F-2N	F-3N
Whiting Leasing LLC (WLC)	F-1N	F-2N	F-3N

55

ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (continued)

F-1 (1 of 8)

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

As of December 31, 2004 (\$ in thousands)	F-1 Page 3	F-1 Page 5	F-1 Page 7	Combined	Consolidating Entries
<b>ASSETS</b>					
<b>PROPERTY, PLANT AND EQUIPMENT</b>					
Utility plant	*	*	*	*	*
Accumulated depreciation and amortization					
<b>NET UTILITY PLANT</b>					
Other property, at cost, less accumulated depreciation					
<b>NET PROPERTY, PLANT, AND EQUIPMENT</b>					
<b>INVESTMENTS AND OTHER ASSETS</b>					
Assets of discontinued operations and assets held for sale					
Consolidated affiliates					
Unconsolidated affiliates					
Other investments					
<b>TOTAL INVESTMENTS</b>					
<b>CURRENT ASSETS</b>					
Cash and cash equivalents					
Restricted cash					
Accounts receivable (less reserve)					
Unbilled revenue (less reserve)					
Gas inventory					
Underrecovered gas and fuel costs					
Materials and supplies, at average cost					
Electric production fuel, at average cost					
Price risk management assets					
Exchange gas receivable					
Regulatory assets					
Prepayments and other					
<b>TOTAL CURRENT ASSETS</b>					
<b>OTHER ASSETS</b>					
Price risk management assets					
Regulatory assets					
Goodwill					
Intangible assets					
Deferred charges and other					
<b>TOTAL OTHER ASSETS</b>					
<b>TOTAL ASSETS</b>					

\* Confidential treatment requested

56

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, 2004 (\$ in thousands)	F-1 Page 4	F-1 Page 6	F-1 Page 8	Combined	Consolidating Entries
<hr/>					
CAPITALIZATION AND LIABILITIES					
CAPITALIZATION					
Common Stock Equity	*	*	*	*	*
Preferred Stocks--					
Series without mandatory redemption provisions					
Long-term debt, excluding amounts due within one year					
<hr/>					
TOTAL CAPITALIZATION					
<hr/>					
CURRENT LIABILITIES					
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					
Deferred revenue					
Regulatory liabilities					
Accrued liability for postretirement and pension benefits					
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					
Deferred revenue					
Accrued liability for postretirement and pension benefits					
Liabilities of discontinued operations and liabilities held for sale					

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Preferred stock liabilities with  
 mandatory redemption provisions  
 Regulatory liabilities  
 Other noncurrent liabilities

-----  
 TOTAL OTHER  
 -----

COMMITMENTS AND CONTINGENCIES  
 -----

TOTAL CAPITALIZATION AND LIABILITIES  
 =====

\* Confidential treatment requested

57

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, 2004 (\$ in thousands)	NSI	BSG	CEG	EIN	GSG	IWR	F-1 Page Total
<b>ASSETS</b>							
<b>PROPERTY, PLANT AND EQUIPMENT</b>							
Utility plant	*	*	8,338,457	*	*	*	*
Accumulated depreciation and amortization			(3,718,665)				
<b>NET UTILITY PLANT</b>			<b>4,619,792</b>				
Other property, at cost, less accumulated depreciation			1,999				
<b>NET PROPERTY, PLANT, AND EQUIPMENT</b>			<b>4,621,791</b>				
<b>INVESTMENTS AND OTHER ASSETS</b>							
Assets of discontinued operations and assets held for sale			23,425				
Consolidated affiliates			-				
Unconsolidated affiliates			41,659				
Other investments			41,664				
<b>TOTAL INVESTMENTS</b>			<b>106,748</b>				
<b>CURRENT ASSETS</b>							
Cash and cash equivalents			454,159				
Restricted cash			5,416				
Accounts receivable (less reserve)			274,865				
Unbilled revenue (less reserve)			164,362				
Gas inventory			285,758				
Underrecovered gas and fuel costs			239,355				
Materials and supplies, at average cost			17,033				

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Electric production fuel, at average cost	-
Price risk management assets	45,717
Exchange gas receivable	131,744
Regulatory assets	87,854
Prepayments and other	73,998
-----	
TOTAL CURRENT ASSETS	1,780,261
-----	
OTHER ASSETS	
Price risk management assets	113,876
Regulatory assets	354,239
Goodwill	-
Intangible assets	1,403
Deferred charges and other	142,703
-----	
TOTAL OTHER ASSETS	612,221
-----	
TOTAL ASSETS	7,121,021
-----	

\* Confidential treatment requested

58

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, 2004 (\$ in thousands)	NSI	BSG	CEG	EIN	GSG	IWR	F-1 Page Total
-----							
CAPITALIZATION AND LIABILITIES							
CAPITALIZATION							
Common Stock Equity	*	*	2,962,805	*	*	*	*
Preferred Stocks--							
Series without mandatory redemption provisions			-				
Long-term debt, excluding amounts due within one year			1,075,924				
-----							
TOTAL CAPITALIZATION			4,038,729				
-----							
CURRENT LIABILITIES							
Current portion of long-term debt			281,882				
Short-term borrowings			103				
Accounts payable			330,115				
Dividends declared on common and preferred stocks			-				
Customer deposits			25,543				
Taxes accrued			120,191				
Interest accrued			11,405				
Overrecovered gas and fuel costs			1,556				
Price risk management liabilities			4,886				



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Exchange gas payable	323,649
Deferred revenue	23,224
Regulatory liabilities	24,513
Accrued liability for postretirement and pension benefits	33,520
Other accruals	357,428
-----	
TOTAL CURRENT LIABILITIES	1,538,015
-----	
OTHER LIABILITIES AND DEFERRED CREDITS	
Price risk management liabilities	-
Deferred income taxes	814,911
Deferred investment tax credits	25,472
Deferred credits	47,778
Deferred revenue	86,877
Accrued liability for postretirement and pension benefits	84,534
Liabilities of discontinued operations and liabilities held for sale	-
Preferred stock liabilities with mandatory redemption provisions	-
Regulatory liabilities	368,761
Other noncurrent liabilities	115,944
-----	
TOTAL OTHER	1,544,277
-----	
COMMITMENTS AND CONTINGENCIES	-
-----	
TOTAL CAPITALIZATION AND LIABILITIES	7,121,021
-----	

\* Confidential treatment requested

59

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, 2004 (\$ in thousands)	KGL	NES	NCM	NCS	NDC
-----					
ASSETS					
PROPERTY, PLANT AND EQUIPMENT					
Utility plant	57,646	*	*	-	*
Accumulated depreciation and amortization	(33,940)			-	
-----					
NET UTILITY PLANT	23,706			-	
-----					
Other property, at cost, less accumulated depreciation	-			41,654	
-----					
NET PROPERTY, PLANT, AND EQUIPMENT	23,706			41,654	
-----					

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INVESTMENTS AND OTHER ASSETS		
Assets of discontinued operations and assets held for sale	-	-
Consolidated affiliates	-	-
Unconsolidated affiliates	5	-
Other investments	-	-
-----		
TOTAL INVESTMENTS	5	-
-----		
CURRENT ASSETS		
Cash and cash equivalents	2,894	1,995
Restricted cash	-	-
Accounts receivable (less reserve)	11,384	37,922
Unbilled revenue (less reserve)	3,992	-
Gas inventory	918	-
Underrecovered gas and fuel costs	-	-
Materials and supplies, at average cost	333	-
Electric production fuel, at average cost	-	-
Price risk management assets	-	-
Exchange gas receivable	-	-
Regulatory assets	895	-
Prepayments and other	79	1,635
-----		
TOTAL CURRENT ASSETS	20,495	41,552
-----		
OTHER ASSETS		
Price risk management assets	-	-
Regulatory assets	-	-
Goodwill	16,439	-
Intangible assets	159	16,487
Deferred charges and other	382	40,347
-----		
TOTAL OTHER ASSETS	16,980	56,834
-----		
TOTAL ASSETS	61,186	140,040
-----		

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60

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, 2004 (\$ in thousands)	KGL	NES	NCM	NCS	NDC
-----					
CAPITALIZATION AND LIABILITIES					
CAPITALIZATION					
Common Stock Equity	41,116	*	*	(11,310)	*
Preferred Stocks--					
Series without mandatory redemption provisions	-			-	

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Long-term debt, excluding amounts due within one year	-	21,684
<hr/>		
TOTAL CAPITALIZATION	41,116	10,374
<hr/>		
CURRENT LIABILITIES		
Current portion of long-term debt	-	2,246
Short-term borrowings	-	47,586
Accounts payable	8,727	12,203
Dividends declared on common and preferred stocks	-	-
Customer deposits	564	-
Taxes accrued	763	(6,329)
Interest accrued	162	946
Overrecovered gas and fuel costs	937	-
Price risk management liabilities	895	-
Exchange gas payable	-	-
Deferred revenue	-	-
Regulatory liabilities	-	-
Accrued liability for postretirement and pension benefits	-	28,913
Other accruals	1,803	7,571
<hr/>		
TOTAL CURRENT LIABILITIES	13,851	93,136
<hr/>		
OTHER LIABILITIES AND DEFERRED CREDITS		
Price risk management liabilities	-	-
Deferred income taxes	4,027	(5,523)
Deferred investment tax credits	393	-
Deferred credits	-	-
Deferred revenue	-	-
Accrued liability for postretirement and pension benefits	1,378	42,053
Liabilities of discontinued operations and liabilities held for sale	-	-
Preferred stock liabilities with mandatory redemption provisions	-	-
Regulatory liabilities	292	-
Other noncurrent liabilities	129	-
<hr/>		
TOTAL OTHER	6,219	36,530
<hr/>		
COMMITMENTS AND CONTINGENCIES	-	-
<hr/>		
TOTAL CAPITALIZATION AND LIABILITIES	61,186	140,040
<hr/>		

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61

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)

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As of December 31, 2004 (\$ in thousands)	NFC	NRS	NIF	NIP	PRI	Total
<b>ASSETS</b>						
<b>PROPERTY, PLANT AND EQUIPMENT</b>						
Utility plant	*	*	*	*	*	*
Accumulated depreciation and amortization						
<b>NET UTILITY PLANT</b>						
Other property, at cost, less accumulated depreciation						
<b>NET PROPERTY, PLANT, AND EQUIPMENT</b>						
<b>INVESTMENTS AND OTHER ASSETS</b>						
Assets of discontinued operations and assets held for sale						
Consolidated affiliates						
Unconsolidated affiliates						
Other investments						
<b>TOTAL INVESTMENTS</b>						
<b>CURRENT ASSETS</b>						
Cash and cash equivalents						
Restricted cash						
Accounts receivable (less reserve)						
Unbilled revenue (less reserve)						
Gas inventory						
Underrecovered gas and fuel costs						
Materials and supplies, at average cost						
Electric production fuel, at average cost						
Price risk management assets						
Exchange gas receivable						
Regulatory assets						
Prepayments and other						
<b>TOTAL CURRENT ASSETS</b>						
<b>OTHER ASSETS</b>						
Price risk management assets						
Regulatory assets						
Goodwill						
Intangible assets						
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-1 (8 of 8)

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

As of December 31, 2004 (\$ in thousands)	NFC	NRS	NIF	NIP	PRI	F-1 Page 8 Total
<hr/>						
CAPITALIZATION AND LIABILITIES						
CAPITALIZATION						
Common Stock Equity	*	*	*	*	*	*
Preferred Stocks--						
Series without mandatory redemption provisions						
Long-term debt, excluding amounts due within one year						
<hr/>						
TOTAL CAPITALIZATION						
<hr/>						
CURRENT LIABILITIES						
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						
Deferred revenue						
Regulatory liabilities						
Accrued liability for postretirement and pension benefits						
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						
Deferred revenue						
Accrued liability for postretirement and pension benefits						
Liabilities of discontinued operations and liabilities held for sale						
Preferred stock liabilities with mandatory redemption provisions						
Regulatory liabilities						
Other noncurrent liabilities						
<hr/>						
TOTAL OTHER						
<hr/>						

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COMMITMENTS AND CONTINGENCIES

TOTAL CAPITALIZATION AND LIABILITIES

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63

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, 2004 (\$ in thousands)	BSG	BGP	NUI	Combined	Consolidated Entries
<b>ASSETS</b>					
<b>PROPERTY, PLANT AND EQUIPMENT</b>					
Utility plant	769,894	*	185,495	*	*
Accumulated depreciation and amortization	(206,756)		(45,794)		
<b>NET UTILITY PLANT</b>	<b>563,138</b>		<b>139,701</b>		
Other property, at cost, less accumulated depreciation	74		1,737		
<b>NET PROPERTY, PLANT, AND EQUIPMENT</b>	<b>563,212</b>		<b>141,438</b>		
<b>INVESTMENTS AND OTHER ASSETS</b>					
Assets of discontinued operations and assets held for sale	-		-		
Consolidated affiliates	117,973		-		
Unconsolidated affiliates	32		2		
Other investments	-		-		
<b>TOTAL INVESTMENTS</b>	<b>118,005</b>		<b>2</b>		
<b>CURRENT ASSETS</b>					
Cash and cash equivalents	885		332		
Restricted cash	-		1,043		
Accounts receivable (less reserve)	66,075		12,685		
Unbilled revenue (less reserve)	46,574		9,443		
Gas inventory	39,866		1,358		
Underrecovered gas and fuel costs	40,989		4,652		
Materials and supplies, at average cost	3,641		911		
Electric production fuel, at average cost	-		-		
Price risk management assets	-		307		
Exchange gas receivable	10,760		20,373		
Regulatory assets	15,416		1,471		

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Prepayments and other	3,084	627
-----		
TOTAL CURRENT ASSETS	227,290	53,202
-----		
OTHER ASSETS		
Price risk management assets	-	-
Regulatory assets	17,886	15,692
Goodwill	-	-
Intangible assets	381,323	80,191
Deferred charges and other	10,483	313
-----		
TOTAL OTHER ASSETS	409,692	96,196
-----		
TOTAL ASSETS	1,318,199	290,838
-----		

\* Confidential treatment requested

64

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, 2004 (\$ in thousands)	BSG	BGP	NUI	Combined	Consolidation Entries
-----					
CAPITALIZATION AND LIABILITIES					
CAPITALIZATION					
Common Stock Equity	553,812	*	117,935	*	*
Preferred Stocks--					
Series without mandatory redemption provisions	-		-		
Long-term debt, excluding amounts due within one year	168,500		64,166		
-----					
TOTAL CAPITALIZATION	722,312		182,101		
-----					
CURRENT LIABILITIES					
Current portion of long-term debt	10,000		833		
Short-term borrowings	157,592		14,307		
Accounts payable	56,328		10,638		
Dividends declared on common and preferred stocks	-		-		
Customer deposits	3,091		1,140		
Taxes accrued	(6,096)		24		
Interest accrued	1,223		115		
Overrecovered gas and fuel costs	-		-		
Price risk management liabilities	-		-		
Exchange gas payable	-		-		
Deferred revenue	-		-		
Regulatory liabilities	4,606		1,097		

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Accrued liability for postretirement and pension benefits	-	-
Other accruals	26,058	8,943
<b>TOTAL CURRENT LIABILITIES</b>	<b>252,802</b>	<b>37,097</b>
<b>OTHER LIABILITIES AND DEFERRED CREDITS</b>		
Price risk management liabilities	-	51
Deferred income taxes	240,196	53,649
Deferred investment tax credits	1,866	215
Deferred credits	-	-
Deferred revenue	-	-
Accrued liability for postretirement and pension benefits	17,201	2,268
Liabilities of discontinued operations and liabilities held for sale	-	-
Preferred stock liabilities with mandatory redemption provisions	-	-
Regulatory liabilities	82,923	12,467
Other noncurrent liabilities	899	2,990
<b>TOTAL OTHER</b>	<b>343,085</b>	<b>71,640</b>
<b>COMMITMENTS AND CONTINGENCIES</b>	<b>-</b>	<b>-</b>
<b>TOTAL CAPITALIZATION AND LIABILITIES</b>	<b>1,318,199</b>	<b>290,838</b>

\* Confidential treatment requested

65

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

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

As of December 31, 2004 (\$ in thousands)	F-1B Page 3	F-1B Page 5	F-1B Page 7	Com
<b>ASSETS</b>				
<b>PROPERTY, PLANT AND EQUIPMENT</b>				
Utility plant	*	*	*	
Accumulated depreciation and amortization				
<b>NET UTILITY PLANT</b>				
Other property, at cost, less accumulated depreciation				
<b>NET PROPERTY, PLANT, AND EQUIPMENT</b>				
<b>INVESTMENTS AND OTHER ASSETS</b>				



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

-----  
 TOTAL INVESTMENTS  
 -----

CURRENT ASSETS

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

-----  
 TOTAL CURRENT ASSETS  
 -----

OTHER ASSETS

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

-----  
 TOTAL OTHER ASSETS  
 -----

TOTAL ASSETS  
 -----

\* Confidential treatment requested

66

ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (continued)

F-1B (2 of 8)

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

As of December 31, 2004 (\$ in thousands)

F-1B Page 4	F-1B Page 6	F-1B Page 8	Combin
----------------	----------------	----------------	--------

CAPITALIZATION AND LIABILITIES

CAPITALIZATION

Common Stock Equity

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

Preferred Stocks--

Series without mandatory redemption provisions

Long-term debt, excluding amounts due within one year

-----  
TOTAL CAPITALIZATION  
-----

CURRENT LIABILITIES

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  
Deferred revenue  
Regulatory liabilities  
Accrued liability for postretirement and pension benefits  
Other accruals

-----  
TOTAL CURRENT LIABILITIES  
-----

OTHER LIABILITIES AND DEFERRED CREDITS

Price risk management liabilities  
Deferred income taxes  
Deferred investment tax credits  
Deferred credits  
Deferred revenue  
Accrued liability for postretirement and pension benefits  
Liabilities of discontinued operations and liabilities  
held for sale  
Preferred stock liabilities with mandatory redemption  
provisions  
Regulatory liabilities  
Other noncurrent liabilities

-----  
TOTAL OTHER  
-----

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

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

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67

ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (continued)

F-1B (3 of 8)

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

As of December 31, 2004 (\$ in thousands)

CEG

CAR

CAA

CAT

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ASSETS

PROPERTY, PLANT AND EQUIPMENT

Utility plant	*	*	*	*
Accumulated depreciation and amortization				

NET UTILITY PLANT

Other property, at cost, less accumulated depreciation

NET PROPERTY, PLANT, AND EQUIPMENT

INVESTMENTS AND OTHER ASSETS

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

TOTAL INVESTMENTS

CURRENT ASSETS

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

TOTAL CURRENT ASSETS

OTHER ASSETS

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

TOTAL OTHER ASSETS	-	-	-	-
--------------------	---	---	---	---

TOTAL ASSETS	-	-	-	-
--------------	---	---	---	---

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As of December 31, 2004 (\$ in thousands)	CEG	CAR	CAA
<b>CAPITALIZATION AND LIABILITIES</b>			
<b>CAPITALIZATION</b>			
Common Stock Equity	*	*	*
Preferred Stocks--			
Series without mandatory redemption provisions			
Long-term debt, excluding amounts due within one year			
<hr style="border-top: 1px dashed black;"/>			
<b>TOTAL CAPITALIZATION</b>			
<hr style="border-top: 1px dashed black;"/>			
<b>CURRENT LIABILITIES</b>			
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			
Deferred revenue			
Regulatory liabilities			
Accrued liability for postretirement and pension benefits			
Other accruals			
<hr style="border-top: 1px dashed black;"/>			
<b>TOTAL CURRENT LIABILITIES</b>			
<hr style="border-top: 1px dashed black;"/>			
<b>OTHER LIABILITIES AND DEFERRED CREDITS</b>			
Price risk management liabilities			
Deferred income taxes			
Deferred investment tax credits			
Deferred credits			
Deferred revenue			
Accrued liability for postretirement and pension benefits			
Liabilities of discontinued operations and liabilities held for sale			
Preferred stock liabilities with mandatory redemption provisions			
Regulatory liabilities			
Other noncurrent liabilities			
<hr style="border-top: 1px dashed black;"/>			
<b>TOTAL OTHER</b>			
<hr style="border-top: 1px dashed black;"/>			
<b>COMMITMENTS AND CONTINGENCIES</b>			
<hr style="border-top: 1px dashed black;"/>			
<b>TOTAL CAPITALIZATION AND LIABILITIES</b>			
<hr style="border-top: 1px dashed black;"/>			

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ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (continued)

F-1B (5 of 8)

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

(Not covered by Report of Independent Public Accountants)

As of December 31, 2004 (\$ in thousands)	CKY	CMD	COH	CPA	CVA
<b>ASSETS</b>					
<b>PROPERTY, PLANT AND EQUIPMENT</b>					
Utility plant	240,993	88,170	*	707,312	529,062
Accumulated depreciation and amortization	(85,673)	(26,609)		(238,175)	(120,942)
<b>NET UTILITY PLANT</b>	<b>155,320</b>	<b>61,561</b>		<b>469,137</b>	<b>408,120</b>
Other property, at cost, less accumulated depreciation	-	1		8	-
<b>NET PROPERTY, PLANT, AND EQUIPMENT</b>	<b>155,320</b>	<b>61,562</b>		<b>469,145</b>	<b>408,120</b>
<b>INVESTMENTS AND OTHER ASSETS</b>					
Assets of discontinued operations and assets held for sale	-	-		-	-
Consolidated affiliates	-	-		-	-
Unconsolidated affiliates	-	-		-	-
Other investments	-	-		-	-
<b>TOTAL INVESTMENTS</b>	<b>-</b>	<b>-</b>		<b>-</b>	<b>-</b>
<b>CURRENT ASSETS</b>					
Cash and cash equivalents	418	120		1,462	534
Restricted cash	-	-		662	-
Accounts receivable (less reserve)	22,188	8,673		50,934	30,646
Unbilled revenue (less reserve)	15,096	4,376		50,411	29,770
Gas inventory	9,762	3,395		69,222	14,112
Underrecovered gas and fuel costs	14,421	-		67,056	1,118
Materials and supplies, at average cost	32	300		611	1,092
Electric production fuel, at average cost	-	-		-	-
Price risk management assets	-	-		-	-
Exchange gas receivable	379	2		33,599	6,716
Regulatory assets	877	237		5,292	316
Prepayments and other	2,102	922		2,074	2,397
<b>TOTAL CURRENT ASSETS</b>	<b>65,275</b>	<b>18,025</b>		<b>281,323</b>	<b>86,701</b>
<b>OTHER ASSETS</b>					
Price risk management assets	-	-		-	-
Regulatory assets	2,493	1,514		66,171	3,496
Goodwill	-	-		-	-
Intangible assets	-	-		36	45
Deferred charges and other	947	88		2,826	14,798

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TOTAL OTHER ASSETS	3,440	1,602	69,033	18,339
TOTAL ASSETS	224,035	81,189	819,501	513,160

\* Confidential treatment requested

70

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

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

As of December 31, 2004 (\$ in thousands)	CKY	CMD	COH	CPA
<b>CAPITALIZATION AND LIABILITIES</b>				
<b>CAPITALIZATION</b>				
Common Stock Equity	77,548	*	469,728	227,888
Preferred Stocks--				
Series without mandatory redemption provisions	-		-	-
Long-term debt, excluding amounts due within one year	36,309		307,433	167,372
<b>TOTAL CAPITALIZATION</b>	<b>113,857</b>		<b>777,161</b>	<b>395,260</b>
<b>CURRENT LIABILITIES</b>				
Current portion of long-term debt	5,840		299	17,843
Short-term borrowings	-		125,892	41,700
Accounts payable	24,121		208,536	84,457
Dividends declared on common and preferred stocks	-		-	-
Customer deposits	2,976		12,213	2,962
Taxes accrued	(1,193)		46,789	(4,030)
Interest accrued	23		996	36
Overrecovered gas and fuel costs	-		-	-
Price risk management liabilities	-		3,950	936
Exchange gas payable	10,280		140,432	68,113
Deferred revenue	-		-	-
Regulatory liabilities	3,319		18,669	293
Accrued liability for postretirement and pension benefits	754		11,849	3,543
Other accruals	16,575		171,113	61,958
<b>TOTAL CURRENT LIABILITIES</b>	<b>62,695</b>		<b>740,738</b>	<b>277,811</b>
<b>OTHER LIABILITIES AND DEFERRED CREDITS</b>				
Price risk management liabilities	-		-	-
Deferred income taxes	15,250		172,710	113,858
Deferred investment tax credits	1,118		14,352	6,785
Deferred credits	-		-	-
Deferred revenue	-		-	-
Accrued liability for postretirement and pension benefits	1,525		35,448	10,370
Liabilities of discontinued operations and liabilities held for sale	-		-	-

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Preferred stock liabilities with mandatory redemption provisions	-	-	-
Regulatory liabilities	24,384	193,305	8,625
Other noncurrent liabilities	5,206	53,428	6,792
TOTAL OTHER	47,483	469,243	146,430
COMMITMENTS AND CONTINGENCIES	-	-	-
TOTAL CAPITALIZATION AND LIABILITIES	224,035	1,987,142	819,501

\* Confidential treatment requested

71

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

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

As of December 31, 2004 (\$ in thousands)	CGT	CNS	REM
<b>ASSETS</b>			
<b>PROPERTY, PLANT AND EQUIPMENT</b>			
Utility plant	1,363,287	*	*
Accumulated depreciation and amortization	(1,070,823)		
<b>NET UTILITY PLANT</b>	<b>292,464</b>		
Other property, at cost, less accumulated depreciation	-		
<b>NET PROPERTY, PLANT, AND EQUIPMENT</b>	<b>292,464</b>		
<b>INVESTMENTS AND OTHER ASSETS</b>			
Assets of discontinued operations and assets held for sale	-		
Consolidated affiliates	-		
Unconsolidated affiliates	-		
Other investments	-		
<b>TOTAL INVESTMENTS</b>	<b>-</b>		
<b>CURRENT ASSETS</b>			
Cash and cash equivalents	10		
Restricted cash	-		
Accounts receivable (less reserve)	55,448		
Unbilled revenue (less reserve)	165		
Gas inventory	-		
Underrecovered gas and fuel costs	-		
Materials and supplies, at average cost	7,006		
Electric production fuel, at average cost	-		
Price risk management assets	-		

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Exchange gas receivable	10,282
Regulatory assets	2,111
Prepayments and other	2,764
-----	
TOTAL CURRENT ASSETS	77,786
-----	
OTHER ASSETS	
Price risk management assets	-
Regulatory assets	8,531
Goodwill	-
Intangible assets	179
Deferred charges and other	342
-----	
TOTAL OTHER ASSETS	9,052
-----	
TOTAL ASSETS	379,302
-----	

\* Confidential treatment requested

72

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

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

As of December 31, 2004 (\$ in thousands)	CGT	CNS	RE
-----			
CAPITALIZATION AND LIABILITIES			
CAPITALIZATION			
Common Stock Equity	175,535	*	*
Preferred Stocks--			
Series without mandatory redemption provisions	-		
Long-term debt, excluding amounts due within one year	58,312		
-----			
TOTAL CAPITALIZATION	233,847		
-----			
CURRENT LIABILITIES			
Current portion of long-term debt	9,578		
Short-term borrowings	-		
Accounts payable	5,559		
Dividends declared on common and preferred stocks	-		
Customer deposits	-		
Taxes accrued	3,369		
Interest accrued	17		
Overrecovered gas and fuel costs	-		
Price risk management liabilities	-		
Exchange gas payable	11,913		
Deferred revenue	-		
Regulatory liabilities	436		
Accrued liability for postretirement and pension benefits	721		



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Other accruals	23,966
-----	
TOTAL CURRENT LIABILITIES	55,559
-----	
OTHER LIABILITIES AND DEFERRED CREDITS	
Price risk management liabilities	-
Deferred income taxes	36,118
Deferred investment tax credits	197
Deferred credits	39
Deferred revenue	-
Accrued liability for postretirement and pension benefits	6,363
Liabilities of discontinued operations and liabilities held for sale	-
Preferred stock liabilities with mandatory redemption provisions	-
Regulatory liabilities	39,659
Other noncurrent liabilities	7,520
-----	
TOTAL OTHER	89,896
-----	
COMMITMENTS AND CONTINGENCIES	-
-----	
TOTAL CAPITALIZATION AND LIABILITIES	379,302
-----	

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73

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

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

As of December 31, 2004 (\$ in thousands)	CKY	CKT	Combined	Conso En
-----				
ASSETS				
PROPERTY, PLANT AND EQUIPMENT				
Utility plant	240,993	--	240,993	
Accumulated depreciation and amortization	(85,673)	--	(85,673)	
-----				
NET UTILITY PLANT	155,320	--	155,320	
-----				
Other property, at cost, less accumulated depreciation	--	--	--	
-----				
NET PROPERTY, PLANT, AND EQUIPMENT	155,320	--	155,320	
-----				
INVESTMENTS AND OTHER ASSETS				
Assets of discontinued operations and assets held for sale	--	--	--	
Consolidated affiliates	--	--	--	
Unconsolidated affiliates	--	--	--	
Other investments	--	--	--	
-----				
TOTAL INVESTMENTS	--	--	--	

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CURRENT ASSETS			
Cash and cash equivalents	418	--	418
Restricted cash	--	--	--
Accounts receivable (less reserve)	22,188	--	22,188
Unbilled revenue (less reserve)	15,096	--	15,096
Gas inventory	9,762	--	9,762
Underrecovered gas and fuel costs	14,421	--	14,421
Materials and supplies, at average cost	32	--	32
Electric production fuel, at average cost	--	--	--
Price risk management assets	--	--	--
Exchange gas receivable	379	--	379
Regulatory assets	877	--	877
Prepayments and other	2,102	--	2,102
<b>TOTAL CURRENT ASSETS</b>	<b>65,275</b>	<b>--</b>	<b>65,275</b>
OTHER ASSETS			
Price risk management assets	--	--	--
Regulatory assets	2,493	--	2,493
Goodwill	--	--	--
Intangible assets	--	--	--
Deferred charges and other	947	--	947
<b>TOTAL OTHER ASSETS</b>	<b>3,440</b>	<b>--</b>	<b>3,440</b>
<b>TOTAL ASSETS</b>	<b>224,035</b>	<b>--</b>	<b>224,035</b>

Confidential treatment requested

74

f

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

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

As of December 31, 2004 (\$ in thousands)	CKY	CKT	Combin
CAPITALIZATION AND LIABILITIES			
CAPITALIZATION			
Common Stock Equity	77,548	--	77,548
Preferred Stocks--			
Series without mandatory redemption provisions	--	--	--
Long-term debt, excluding amounts due within one year	36,309	--	36,309
<b>TOTAL CAPITALIZATION</b>	<b>113,857</b>	<b>--</b>	<b>113,857</b>

CURRENT LIABILITIES

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Current portion of long-term debt	5,840	--	5,840
Short-term borrowings	--	--	--
Accounts payable	24,121	--	24,121
Dividends declared on common and preferred stocks	--	--	--
Customer deposits	2,976	--	2,976
Taxes accrued	(1,193)	--	(1,193)
Interest accrued	23	--	23
Overrecovered gas and fuel costs	--	--	--
Price risk management liabilities	--	--	--
Exchange gas payable	10,280	--	10,280
Deferred revenue	--	--	--
Regulatory liabilities	3,319	--	3,319
Accrued liability for postretirement and pension benefits	754	--	754
Other accruals	16,575	--	16,575
-----			
TOTAL CURRENT LIABILITIES	62,695	--	62,695
-----			
OTHER LIABILITIES AND DEFERRED CREDITS			
Price risk management liabilities	--	--	--
Deferred income taxes	15,250	--	15,250
Deferred investment tax credits	1,118	--	1,118
Deferred credits	--	--	--
Deferred revenue	--	--	--
Accrued liability for postretirement and pension benefits	1,525	--	1,525
Liabilities of discontinued operations and liabilities held for sale	--	--	--
Preferred stock liabilities with mandatory redemption provisions	--	--	--
Regulatory liabilities	24,384	--	24,384
Other noncurrent liabilities	5,206	--	5,206
-----			
TOTAL OTHER	47,483	--	47,483
-----			
COMMITMENTS AND CONTINGENCIES	--	--	--
-----			
TOTAL CAPITALIZATION AND LIABILITIES	224,035	--	224,035
-----			

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75

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

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

As of December 31, 2004 (\$ in thousands)	COH	COR	Combined
-----			
ASSETS			
PROPERTY, PLANT AND EQUIPMENT			
Utility plant	1,620,760	*	*
Accumulated depreciation and amortization	(573,552)		
-----			
NET UTILITY PLANT	1,047,208		

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Other property, at cost, less accumulated depreciation	1,270
<b>NET PROPERTY, PLANT, AND EQUIPMENT</b>	<b>1,048,478</b>
<b>INVESTMENTS AND OTHER ASSETS</b>	
Assets of discontinued operations and assets held for sale	--
Consolidated affiliates	25,071
Unconsolidated affiliates	--
Other investments	--
<b>TOTAL INVESTMENTS</b>	<b>25,071</b>
<b>CURRENT ASSETS</b>	
Cash and cash equivalents	3,888
Restricted cash	--
Accounts receivable (less reserve)	134,692
Unbilled revenue (less reserve)	--
Gas inventory	189,267
Underrecovered gas and fuel costs	156,760
Materials and supplies, at average cost	730
Electric production fuel, at average cost	--
Price risk management assets	--
Exchange gas receivable	18,494
Regulatory assets	72,625
Prepayments and other	24,470
<b>TOTAL CURRENT ASSETS</b>	<b>600,926</b>
<b>OTHER ASSETS</b>	
Price risk management assets	-
Regulatory assets	233,840
Goodwill	-
Intangible assets	360
Deferred charges and other	78,402
<b>TOTAL OTHER ASSETS</b>	<b>312,602</b>
<b>TOTAL ASSETS</b>	<b>1,987,077</b>

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76

ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (continued)

F-1D (2 of 2)

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

As of December 31, 2004 (\$ in thousands)

COH

COR

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CAPITALIZATION AND LIABILITIES		
CAPITALIZATION		
Common Stock Equity	469,728	*
Preferred Stocks--		
Series without mandatory redemption provisions	-	
Long-term debt, excluding amounts due within one year	307,433	
-----		
TOTAL CAPITALIZATION	777,161	
-----		
CURRENT LIABILITIES		
Current portion of long-term debt	299	
Short-term borrowings	125,892	
Accounts payable	208,586	
Dividends declared on common and preferred stocks	-	
Customer deposits	12,213	
Taxes accrued	46,674	
Interest accrued	996	
Overrecovered gas and fuel costs	-	
Price risk management liabilities	3,950	
Exchange gas payable	140,432	
Deferred revenue	-	
Regulatory liabilities	18,669	
Accrued liability for postretirement and pension benefits	11,849	
Other accruals	171,113	
-----		
TOTAL CURRENT LIABILITIES	740,673	
-----		
OTHER LIABILITIES AND DEFERRED CREDITS		
Price risk management liabilities	-	
Deferred income taxes	172,710	
Deferred investment tax credits	14,352	
Deferred credits	-	
Deferred revenue	-	
Accrued liability for postretirement and pension benefits	35,448	
Liabilities of discontinued operations and liabilities held for sale	-	
Preferred stock liabilities with mandatory redemption provisions	-	
Regulatory liabilities	193,305	
Other noncurrent liabilities	53,428	
-----		
TOTAL OTHER	469,243	
-----		
COMMITMENTS AND CONTINGENCIES	-	
-----		
TOTAL CAPITALIZATION AND LIABILITIES	1,198,077	
-----		

\* Confidential treatment requested

77

ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (continued)

F-1E (1 of 2)

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

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As of December 31, 2004 (\$ in thousands)	TCO	CHC	Combined
<b>ASSETS</b>			
<b>PROPERTY, PLANT AND EQUIPMENT</b>			
Utility plant	3,788,885	-	3,788,885
Accumulated depreciation and amortization	(1,600,406)	-	(1,600,406)
<b>NET UTILITY PLANT</b>	<b>2,188,479</b>	<b>-</b>	<b>2,188,479</b>
Other property, at cost, less accumulated depreciation	-	-	-
<b>NET PROPERTY, PLANT, AND EQUIPMENT</b>	<b>2,188,479</b>	<b>-</b>	<b>2,188,479</b>
<b>INVESTMENTS AND OTHER ASSETS</b>			
Assets of discontinued operations and assets held for sale	23,425	-	23,425
Consolidated affiliates	-	-	-
Unconsolidated affiliates	34,444	-	34,444
Other investments	7,782	-	7,782
<b>TOTAL INVESTMENTS</b>	<b>65,651</b>	<b>-</b>	<b>65,651</b>
<b>CURRENT ASSETS</b>			
Cash and cash equivalents	38	-	38
Restricted cash	-	-	-
Accounts receivable (less reserve)	199,472	-	199,472
Unbilled revenue (less reserve)	-	-	-
Gas inventory	-	-	-
Underrecovered gas and fuel costs	-	-	-
Materials and supplies, at average cost	7,262	-	7,262
Electric production fuel, at average cost	-	-	-
Price risk management assets	-	-	-
Exchange gas receivable	62,272	-	62,272
Regulatory assets	6,396	-	6,396
Prepayments and other	47,958	-	47,958
<b>TOTAL CURRENT ASSETS</b>	<b>323,398</b>	<b>-</b>	<b>323,398</b>
<b>OTHER ASSETS</b>			
Price risk management assets	-	-	-
Regulatory assets	38,194	-	38,194
Goodwill	-	-	-
Intangible assets	671	-	671
Deferred charges and other	17,142	-	17,142
<b>TOTAL OTHER ASSETS</b>	<b>56,007</b>	<b>-</b>	<b>56,007</b>
<b>TOTAL ASSETS</b>	<b>2,633,535</b>	<b>-</b>	<b>2,633,535</b>

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ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (continued)

F-1E (2 of 2)

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

As of December 31, 2004 (\$ in thousands)	TCO	CHC
<b>CAPITALIZATION AND LIABILITIES</b>		
<b>CAPITALIZATION</b>		
Common Stock Equity	1,497,452	--
Preferred Stocks--		
Series without mandatory redemption provisions	--	--
Long-term debt, excluding amounts due within one year	257,369	--
<b>TOTAL CAPITALIZATION</b>	<b>1,754,821</b>	<b>--</b>
<b>CURRENT LIABILITIES</b>		
Current portion of long-term debt	128,521	--
Short-term borrowings	--	--
Accounts payable	37,427	--
Dividends declared on common and preferred stocks	--	--
Customer deposits	--	--
Taxes accrued	67,317	--
Interest accrued	--	--
Overrecovered gas and fuel costs	--	--
Price risk management liabilities	--	--
Exchange gas payable	76,818	--
Deferred revenue	--	--
Regulatory liabilities	1,567	--
Accrued liability for postretirement and pension benefits	9,517	--
Other accruals	46,230	--
<b>TOTAL CURRENT LIABILITIES</b>	<b>367,397</b>	<b>--</b>
<b>OTHER LIABILITIES AND DEFERRED CREDITS</b>		
Price risk management liabilities	--	--
Deferred income taxes	409,396	--
Deferred investment tax credits	590	--
Deferred credits	529	--
Deferred revenue	--	--
Accrued liability for postretirement and pension benefits	13,633	--
Liabilities of discontinued operations and liabilities held for sale	--	--
Preferred stock liabilities with mandatory redemption provisions	--	--
Regulatory liabilities	70,789	--
Other noncurrent liabilities	16,380	--
<b>TOTAL OTHER</b>	<b>511,317</b>	<b>--</b>
<b>COMMITMENTS AND CONTINGENCIES</b>	<b>--</b>	<b>--</b>
<b>TOTAL CAPITALIZATION AND LIABILITIES</b>	<b>2,633,535</b>	<b>--</b>

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79

ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (continued)

F-1F (1 of 2)

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

As of December 31, 2004 (\$ in thousands)	CNS	CMC	Combined	Consolidated
<b>ASSETS</b>				
<b>PROPERTY, PLANT AND EQUIPMENT</b>				
Utility plant	*	*	*	
Accumulated depreciation and amortization				
<b>NET UTILITY PLANT</b>				
Other property, at cost, less accumulated depreciation				
<b>NET PROPERTY, PLANT, AND EQUIPMENT</b>				
<b>INVESTMENTS AND OTHER ASSETS</b>				
Assets of discontinued operations and assets held for sale				
Consolidated affiliates				
Unconsolidated affiliates				
Other investments				
<b>TOTAL INVESTMENTS</b>				
<b>CURRENT ASSETS</b>				
Cash and cash equivalents				
Restricted cash				
Accounts receivable (less reserve)				
Unbilled revenue (less reserve)				
Gas inventory				
Underrecovered gas and fuel costs				
Materials and supplies, at average cost				
Electric production fuel, at average cost				
Price risk management assets				
Exchange gas receivable				
Regulatory assets				
Prepayments and other				
<b>TOTAL CURRENT ASSETS</b>				
<b>OTHER ASSETS</b>				
Price risk management assets				
Regulatory assets				
Goodwill				
Intangible assets				



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Deferred charges and other

-----  
TOTAL OTHER ASSETS

-----  
TOTAL ASSETS  
-----

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80

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, 2004 (\$ in thousands)

CNS

CMC

Combin

-----  
CAPITALIZATION AND LIABILITIES

CAPITALIZATION

Common Stock Equity

\*

\*

\*

Preferred Stocks--

Series without mandatory redemption provisions

Long-term debt, excluding amounts due within one year

-----  
TOTAL CAPITALIZATION  
-----

CURRENT LIABILITIES

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

Deferred revenue

Regulatory liabilities

Accrued liability for postretirement and pension benefits

Other accruals

-----  
TOTAL CURRENT LIABILITIES  
-----

OTHER LIABILITIES AND DEFERRED CREDITS

Price risk management liabilities

Deferred income taxes

Deferred investment tax credits

Deferred credits

Deferred revenue

Accrued liability for postretirement and pension benefits

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Liabilities of discontinued operations and liabilities held for sale  
 Preferred stock liabilities with mandatory redemption provisions  
 Regulatory liabilities  
 Other noncurrent liabilities

-----  
 TOTAL OTHER  
 -----

COMMITMENTS AND CONTINGENCIES  
 -----

TOTAL CAPITALIZATION AND LIABILITIES  
 -----

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81

ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (continued)

F-1G (1 of 4)

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

As of December 31, 2004 (\$ in thousands)	F-1G Page 3	EIN	ECE	Comb
-----				
ASSETS				
PROPERTY, PLANT AND EQUIPMENT				
Utility plant	*	*	*	
Accumulated depreciation and amortization				
-----				
NET UTILITY PLANT				
-----				
Other property, at cost, less accumulated depreciation				
-----				
NET PROPERTY, PLANT, AND EQUIPMENT				
-----				
INVESTMENTS AND OTHER ASSETS				
Assets of discontinued operations and assets held for sale				
Consolidated affiliates				
Unconsolidated affiliates				
Other investments				
-----				
TOTAL INVESTMENTS				
-----				
CURRENT ASSETS				
Cash and cash equivalents				
Restricted cash				
Accounts receivable (less reserve)				
Unbilled revenue (less reserve)				
Gas inventory				
Underrecovered gas and fuel costs				
Materials and supplies, at average cost				
Electric production fuel, at average cost				
Price risk management assets				

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Exchange gas receivable  
 Regulatory assets  
 Prepayments and other

-----  
 TOTAL CURRENT ASSETS  
 -----

OTHER ASSETS

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

-----  
 TOTAL OTHER ASSETS  
 -----

TOTAL ASSETS  
 -----

\* Confidential treatment requested

82

ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (continued)

F-1G (2 of 4)

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

As of December 31, 2004 (\$ in thousands)

F-1G  
 Page 4    EIN    ECE

-----  
 CAPITALIZATION AND LIABILITIES

CAPITALIZATION

Common Stock Equity

\*            \*            \*

Preferred Stocks--

Series without mandatory redemption provisions

Long-term debt, excluding amounts due within one year

-----  
 TOTAL CAPITALIZATION  
 -----

CURRENT LIABILITIES

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

Deferred revenue

Regulatory liabilities

Accrued liability for postretirement and pension benefits

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Other accruals

-----  
TOTAL CURRENT LIABILITIES  
-----

OTHER LIABILITIES AND DEFERRED CREDITS

Price risk management liabilities  
Deferred income taxes  
Deferred investment tax credits  
Deferred credits  
Deferred revenue  
Accrued liability for postretirement and pension benefits  
Liabilities of discontinued operations and liabilities held for sale  
Preferred stock liabilities with mandatory redemption provisions  
Regulatory liabilities  
Other noncurrent liabilities

-----  
TOTAL OTHER  
-----

COMMITMENTS AND CONTINGENCIES

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

\* Confidential treatment requested

83

ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (continued)

F-1G (3 of 4)

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

As of December 31, 2004 (\$ in thousands)

EUS ETP NST NFU

ASSETS

PROPERTY, PLANT AND EQUIPMENT

Utility plant \* \* \* \*  
Accumulated depreciation and amortization

-----  
NET UTILITY PLANT  
-----

Other property, at cost, less accumulated depreciation

-----  
NET PROPERTY, PLANT, AND EQUIPMENT  
-----

INVESTMENTS AND OTHER ASSETS

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

-----  
TOTAL INVESTMENTS  
-----

CURRENT ASSETS

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

TOTAL CURRENT ASSETS

OTHER ASSETS

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

TOTAL OTHER ASSETS

TOTAL ASSETS

\* Confidential treatment requested

84

ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (continued)

F-1G (4 of 4)

NISOURCE INC. AND SUBSIDIARIES  
 ENERGYUSA, INC. AND SUBSIDIARIES  
 CONSOLIDATED BALANCE SHEET

(Not covered by Report of Independent Public Accountants)

As of December 31, 2004 (\$ in thousands)

EUS ETP NST

CAPITALIZATION AND LIABILITIES

CAPITALIZATION

Common Stock Equity

\* \* \*

Preferred Stocks--

Series without mandatory redemption provisions

Long-term debt, excluding amounts due within one year

TOTAL CAPITALIZATION

CURRENT LIABILITIES

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  
 Deferred revenue  
 Regulatory liabilities  
 Accrued liability for postretirement and pension benefits  
 Other accruals

-----  
 TOTAL CURRENT LIABILITIES  
 -----

OTHER LIABILITIES AND DEFERRED CREDITS

Price risk management liabilities  
 Deferred income taxes  
 Deferred investment tax credits  
 Deferred credits  
 Deferred revenue  
 Accrued liability for postretirement and pension benefits  
 Liabilities of discontinued operations and liabilities held for sale  
 Preferred stock liabilities with mandatory redemption provisions  
 Regulatory liabilities  
 Other noncurrent liabilities

-----  
 TOTAL OTHER  
 -----

COMMITMENTS AND CONTINGENCIES

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

\* Confidential treatment requested

85

ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (continued)

F-1H (1 of 4)

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

As of December 31, 2004 (\$ in thousands)	F-1H Page 3	IWR	HWC	Combined
ASSETS				
PROPERTY, PLANT AND EQUIPMENT				
Utility plant	*	*	*	*
Accumulated depreciation and amortization				
-----				
NET UTILITY PLANT				
-----				

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Other property, at cost, less accumulated  
depreciation

---

NET PROPERTY, PLANT, AND EQUIPMENT

---

INVESTMENTS AND OTHER ASSETS

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

---

TOTAL INVESTMENTS

---

CURRENT ASSETS

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

---

TOTAL CURRENT ASSETS

---

OTHER ASSETS

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

---

TOTAL OTHER ASSETS

---

TOTAL ASSETS

---

\* Confidential treatment requested

86

ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (continued)

F-1H (2 of 4)

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

As of December 31, 2004 (\$ in thousands)

F-1H  
Page 4

IWR HWC

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-----  
CAPITALIZATION AND LIABILITIES

CAPITALIZATION

Common Stock Equity

\* \* \*

Preferred Stocks--

Series without mandatory redemption provisions

Long-term debt, excluding amounts due within one year

-----  
TOTAL CAPITALIZATION  
-----

CURRENT LIABILITIES

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

Deferred revenue

Regulatory liabilities

Accrued liability for postretirement and pension benefits

Other accruals

-----  
TOTAL CURRENT LIABILITIES  
-----

OTHER LIABILITIES AND DEFERRED CREDITS

Price risk management liabilities

Deferred income taxes

Deferred investment tax credits

Deferred credits

Deferred revenue

Accrued liability for postretirement and pension benefits

Liabilities of discontinued operations and liabilities held for sale

Preferred stock liabilities with mandatory redemption provisions

Regulatory liabilities

Other noncurrent liabilities

-----  
TOTAL OTHER  
-----

COMMITMENTS AND CONTINGENCIES  
-----

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

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87

ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (continued)

F-1H (3 of 4)

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



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As of December 31, 2004 (\$ in thousands)	IWC	IRA	IWM
<b>ASSETS</b>			
<b>PROPERTY, PLANT AND EQUIPMENT</b>			
Utility plant	*	*	*
Accumulated depreciation and amortization			
<b>NET UTILITY PLANT</b>			
Other property, at cost, less accumulated depreciation			
<b>NET PROPERTY, PLANT, AND EQUIPMENT</b>			
<b>INVESTMENTS AND OTHER ASSETS</b>			
Assets of discontinued operations and assets held for sale			
Consolidated affiliates			
Unconsolidated affiliates			
Other investments			
<b>TOTAL INVESTMENTS</b>			
<b>CURRENT ASSETS</b>			
Cash and cash equivalents			
Restricted cash			
Accounts receivable (less reserve)			
Unbilled revenue (less reserve)			
Gas inventory			
Underrecovered gas and fuel costs			
Materials and supplies, at average cost			
Electric production fuel, at average cost			
Price risk management assets			
Exchange gas receivable			
Regulatory assets			
Prepayments and other			
<b>TOTAL CURRENT ASSETS</b>			
<b>OTHER ASSETS</b>			
Price risk management assets			
Regulatory assets			
Goodwill			
Intangible assets			
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-1H (4 of 4)

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

As of December 31, 2004 (\$ in thousands)

IWC

IRA

IWM

CAPITALIZATION AND LIABILITIES

CAPITALIZATION

Common Stock Equity

\*

\*

\*

Preferred Stocks--

Series without mandatory redemption provisions

Long-term debt, excluding amounts due within one year

TOTAL CAPITALIZATION

CURRENT LIABILITIES

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

Deferred revenue

Regulatory liabilities

Accrued liability for postretirement and pension benefits

Other accruals

TOTAL CURRENT LIABILITIES

OTHER LIABILITIES AND DEFERRED CREDITS

Price risk management liabilities

Deferred income taxes

Deferred investment tax credits

Deferred credits

Deferred revenue

Accrued liability for postretirement and pension benefits

Liabilities of discontinued operations and liabilities held for sale

Preferred stock liabilities with mandatory redemption provisions

Regulatory liabilities

Other noncurrent liabilities

TOTAL OTHER

COMMITMENTS AND CONTINGENCIES

TOTAL CAPITALIZATION AND LIABILITIES

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89

ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (continued)

F-1I (1 of 2)

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, 2004 (\$ in thousands)	NES	NCP	NPM	Com
<b>ASSETS</b>				
<b>PROPERTY, PLANT AND EQUIPMENT</b>				
Utility plant	*	37,149		*
Accumulated depreciation and amortization		(9,220)		
<b>NET UTILITY PLANT</b>		<b>27,929</b>		
Other property, at cost, less accumulated depreciation		-		
<b>NET PROPERTY, PLANT, AND EQUIPMENT</b>		<b>27,929</b>		
<b>INVESTMENTS AND OTHER ASSETS</b>				
Assets of discontinued operations and assets held for sale		-		
Consolidated affiliates		-		
Unconsolidated affiliates		-		
Other investments		-		
<b>TOTAL INVESTMENTS</b>		<b>-</b>		
<b>CURRENT ASSETS</b>				
Cash and cash equivalents		-		
Restricted cash		-		
Accounts receivable (less reserve)		953		
Unbilled revenue (less reserve)		-		
Gas inventory		-		
Underrecovered gas and fuel costs		-		
Materials and supplies, at average cost		-		
Electric production fuel, at average cost		-		
Price risk management assets		-		
Exchange gas receivable		3,293		
Regulatory assets		65		
Prepayments and other		17		
<b>TOTAL CURRENT ASSETS</b>		<b>4,328</b>		
<b>OTHER ASSETS</b>				
Price risk management assets		-		
Regulatory assets		-		
Goodwill		-		
Intangible assets		-		

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Deferred charges and other	-
-----	
TOTAL OTHER ASSETS	-
-----	
TOTAL ASSETS	32,257
-----	

\* Confidential treatment requested

90

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

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, 2004 (\$ in thousands)	NES	NCP	NPM
-----			
CAPITALIZATION AND LIABILITIES			
CAPITALIZATION			
Common Stock Equity	*	7,660	*
Preferred Stocks--			
Series without mandatory redemption provisions		-	
Long-term debt, excluding amounts due within one year		-	
-----			
TOTAL CAPITALIZATION		7,660	
-----			
CURRENT LIABILITIES			
Current portion of long-term debt		-	
Short-term borrowings		14,591	
Accounts payable		2,578	
Dividends declared on common and preferred stocks		-	
Customer deposits		-	
Taxes accrued		78	
Interest accrued		-	
Overrecovered gas and fuel costs		-	
Price risk management liabilities		-	
Exchange gas payable		1,461	
Deferred revenue		-	
Regulatory liabilities		-	
Accrued liability for postretirement and pension benefits		-	
Other accruals		17	
-----			
TOTAL CURRENT LIABILITIES		18,725	
-----			
OTHER LIABILITIES AND DEFERRED CREDITS			
Price risk management liabilities		-	
Deferred income taxes		5,400	
Deferred investment tax credits		-	
Deferred credits		-	
Deferred revenue		472	

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Accrued liability for postretirement and pension benefits	-
Liabilities of discontinued operations and liabilities held for sale	-
Preferred stock liabilities with mandatory redemption provisions	-
Regulatory liabilities	-
Other noncurrent liabilities	-
<hr style="border-top: 1px dashed black;"/>	
TOTAL OTHER	5,872
<hr style="border-top: 1px dashed black;"/>	
COMMITMENTS AND CONTINGENCIES	-
<hr style="border-top: 1px dashed black;"/>	
TOTAL CAPITALIZATION AND LIABILITIES	32,257
<hr style="border-top: 1px dashed black;"/>	

\* Confidential treatment requested

91

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

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, 2004 (\$ in thousands)	F-1J		
	Page 3	NDC	CPM

ASSETS

PROPERTY, PLANT AND EQUIPMENT

Utility plant	*	*	*
Accumulated depreciation and amortization			

NET UTILITY PLANT

Other property, at cost, less accumulated depreciation

NET PROPERTY, PLANT, AND EQUIPMENT

INVESTMENTS AND OTHER ASSETS

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

TOTAL INVESTMENTS

CURRENT ASSETS

Cash and cash equivalents  
 Restricted cash  
 Accounts receivable (less reserve)  
 Unbilled revenue (less reserve)  
 Gas inventory  
 Underrecovered gas and fuel costs  
 Materials and supplies, at average cost  
 Electric production fuel, at average cost

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Price risk management assets  
 Exchange gas receivable  
 Regulatory assets  
 Prepayments and other

-----  
 TOTAL CURRENT ASSETS  
 -----

OTHER ASSETS

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

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

TOTAL ASSETS  
 -----

\* Confidential treatment requested

92

ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (continued)

F-1J (2 of 4)

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, 2004 (\$ in thousands)

F-1J  
 Page 4      NDC      CPM

CAPITALIZATION AND LIABILITIES

CAPITALIZATION

Common Stock Equity	*	*	*
Preferred Stocks--			
Series without mandatory redemption provisions			
Long-term debt, excluding amounts due within one year			

-----  
 TOTAL CAPITALIZATION  
 -----

CURRENT LIABILITIES

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  
 Deferred revenue  
 Regulatory liabilities

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Accrued liability for postretirement and pension benefits  
Other accruals

-----  
TOTAL CURRENT LIABILITIES  
-----

OTHER LIABILITIES AND DEFERRED CREDITS

Price risk management liabilities  
Deferred income taxes  
Deferred investment tax credits  
Deferred credits  
Deferred revenue  
Accrued liability for postretirement and pension benefits  
Liabilities of discontinued operations and liabilities held for sale  
Preferred stock liabilities with mandatory redemption provisions  
Regulatory liabilities  
Other noncurrent liabilities

-----  
TOTAL OTHER  
-----

COMMITMENTS AND CONTINGENCIES  
-----

TOTAL CAPITALIZATION AND LIABILITIES  
-----

\* Confidential treatment requested

93

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

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, 2004 (\$ in thousands) JOF LEL NDP

ASSETS

PROPERTY, PLANT AND EQUIPMENT

Utility plant	*	*	*
Accumulated depreciation and amortization			

-----  
NET UTILITY PLANT  
-----

Other property, at cost, less accumulated depreciation

-----  
NET PROPERTY, PLANT, AND EQUIPMENT  
-----

INVESTMENTS AND OTHER ASSETS

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

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TOTAL INVESTMENTS

---

CURRENT ASSETS

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

---

TOTAL CURRENT ASSETS

---

OTHER ASSETS

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

---

TOTAL OTHER ASSETS

---

TOTAL ASSETS

---

\* Confidential treatment requested

94

ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (continued)

F-1J (4 of 4)

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, 2004 (\$ in thousands)

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LEL

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CAPITALIZATION AND LIABILITIES

CAPITALIZATION

Common Stock Equity

\*

\*

Preferred Stocks--

Series without mandatory redemption provisions

Long-term debt, excluding amounts due within one year

---

TOTAL CAPITALIZATION

---

CURRENT LIABILITIES



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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  
 Deferred revenue  
 Regulatory liabilities  
 Accrued liability for postretirement and pension benefits  
 Other accruals

-----  
 TOTAL CURRENT LIABILITIES  
 -----

OTHER LIABILITIES AND DEFERRED CREDITS

Price risk management liabilities  
 Deferred income taxes  
 Deferred investment tax credits  
 Deferred credits  
 Deferred revenue  
 Accrued liability for postretirement and pension benefits  
 Liabilities of discontinued operations and liabilities held for sale  
 Preferred stock liabilities with mandatory redemption provisions  
 Regulatory liabilities  
 Other noncurrent liabilities

-----  
 TOTAL OTHER  
 -----

COMMITMENTS AND CONTINGENCIES

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

\* Confidential treatment requested

95

ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (continued)

F-1K (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, 2004 (\$ in thousands)

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SCC

Combined

-----  
 ASSETS

PROPERTY, PLANT AND EQUIPMENT

Utility plant  
 Accumulated depreciation and amortization

\*

\*

\*

-----  
 NET UTILITY PLANT

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

NET PROPERTY, PLANT, AND EQUIPMENT  
-----

INVESTMENTS AND OTHER ASSETS

Assets of discontinued operations and assets held for sale  
Consolidated affiliates  
Unconsolidated affiliates  
Other investments  
-----

TOTAL INVESTMENTS  
-----

CURRENT ASSETS

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

TOTAL CURRENT ASSETS  
-----

OTHER ASSETS

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

TOTAL OTHER ASSETS  
-----

TOTAL ASSETS  
-----

\* Confidential treatment requested

96

ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (continued)

F-1K (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, 2004 (\$ in thousands)

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CAPITALIZATION AND LIABILITIES

CAPITALIZATION

Common Stock Equity

\*

\*

Preferred Stocks--

Series without mandatory redemption provisions

Long-term debt, excluding amounts due within one year

-----  
TOTAL CAPITALIZATION  
-----

CURRENT LIABILITIES

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

Deferred revenue

Regulatory liabilities

Accrued liability for postretirement and pension benefits

Other accruals

-----  
TOTAL CURRENT LIABILITIES  
-----

OTHER LIABILITIES AND DEFERRED CREDITS

Price risk management liabilities

Deferred income taxes

Deferred investment tax credits

Deferred credits

Deferred revenue

Accrued liability for postretirement and pension benefits

Liabilities of discontinued operations and liabilities held for sale

Preferred stock liabilities with mandatory redemption provisions

Regulatory liabilities

Other noncurrent liabilities

-----  
TOTAL OTHER  
-----

COMMITMENTS AND CONTINGENCIES

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

\* Confidential treatment requested

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As of December 31, 2004 (\$ in thousands)	NIF	NIT	Comb
<b>ASSETS</b>			
<b>PROPERTY, PLANT AND EQUIPMENT</b>			
Utility plant	57,919	*	
Accumulated depreciation and amortization	(24,820)		
<b>NET UTILITY PLANT</b>	<b>33,099</b>		
Other property, at cost, less accumulated depreciation	-		
<b>NET PROPERTY, PLANT, AND EQUIPMENT</b>	<b>33,099</b>		
<b>INVESTMENTS AND OTHER ASSETS</b>			
Assets of discontinued operations and assets held for sale	-		
Consolidated affiliates	5,959		
Unconsolidated affiliates	-		
Other investments	-		
<b>TOTAL INVESTMENTS</b>	<b>5,959</b>		
<b>CURRENT ASSETS</b>			
Cash and cash equivalents	1,894		
Restricted cash	-		
Accounts receivable (less reserve)	12,682		
Unbilled revenue (less reserve)	4,436		
Gas inventory	6,045		
Underrecovered gas and fuel costs	1,744		
Materials and supplies, at average cost	271		
Electric production fuel, at average cost	-		
Price risk management assets	-		
Exchange gas receivable	-		
Regulatory assets	606		
Prepayments and other	115		
<b>TOTAL CURRENT ASSETS</b>	<b>27,793</b>		
<b>OTHER ASSETS</b>			
Price risk management assets	-		
Regulatory assets	72		
Goodwill	13,307		
Intangible assets	591		
Deferred charges and other	(1,604)		
<b>TOTAL OTHER ASSETS</b>	<b>12,366</b>		
<b>TOTAL ASSETS</b>	<b>79,217</b>		

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ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (continued)

F-1L (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, 2004 (\$ in thousands)

	NIF	NIT	Co
<hr/>			
CAPITALIZATION AND LIABILITIES			
CAPITALIZATION			
Common Stock Equity	53,362	*	
Preferred Stocks--			
Series without mandatory redemption provisions	-		
Long-term debt, excluding amounts due within one year	-		
<hr/>			
TOTAL CAPITALIZATION	53,362		
<hr/>			
CURRENT LIABILITIES			
Current portion of long-term debt	-		
Short-term borrowings	-		
Accounts payable	9,557		
Dividends declared on common and preferred stocks	-		
Customer deposits	162		
Taxes accrued	308		
Interest accrued	30		
Overrecovered gas and fuel costs	-		
Price risk management liabilities	606		
Exchange gas payable	-		
Deferred revenue	-		
Regulatory liabilities	-		
Accrued liability for postretirement and pension benefits	-		
Other accruals	784		
<hr/>			
TOTAL CURRENT LIABILITIES	11,447		
<hr/>			
OTHER LIABILITIES AND DEFERRED CREDITS			
Price risk management liabilities			
Deferred income taxes	5,955		
Deferred investment tax credits	232		
Deferred credits	-		
Deferred revenue	-		
Accrued liability for postretirement and pension benefits	7,870		
Liabilities of discontinued operations and liabilities held for sale	-		
Preferred stock liabilities with mandatory redemption provisions	-		
Regulatory liabilities	181		
Other noncurrent liabilities	170		
<hr/>			
TOTAL OTHER	14,408		
<hr/>			
COMMITMENTS AND CONTINGENCIES	-		
<hr/>			
TOTAL CAPITALIZATION AND LIABILITIES	79,217		
<hr/>			

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99

ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (continued)

F-1M (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, 2004 (\$ in thousands)	NIP	NRC	Combined
<b>ASSETS</b>			
<b>PROPERTY, PLANT AND EQUIPMENT</b>			
Utility plant	6,728,814	*	*
Accumulated depreciation and amortization	(3,199,680)		
<b>NET UTILITY PLANT</b>	<b>3,529,134</b>		
Other property, at cost, less accumulated depreciation	2,304		
<b>NET PROPERTY, PLANT, AND EQUIPMENT</b>	<b>3,531,438</b>		
<b>INVESTMENTS AND OTHER ASSETS</b>			
Assets of discontinued operations and assets held for sale	-		
Consolidated affiliates	50,884		
Unconsolidated affiliates	-		
Other investments	-		
<b>TOTAL INVESTMENTS</b>	<b>50,884</b>		
<b>CURRENT ASSETS</b>			
Cash and cash equivalents	22		
Restricted cash	22,410		
Accounts receivable (less reserve)	119,781		
Unbilled revenue (less reserve)	-		
Gas inventory	106,629		
Underrecovered gas and fuel costs	7,099		
Materials and supplies, at average cost	47,674		
Electric production fuel, at average cost	29,150		
Price risk management assets	214		
Exchange gas receivable	-		
Regulatory assets	29,812		
Prepayments and other	38,307		
<b>TOTAL CURRENT ASSETS</b>	<b>401,098</b>		
<b>OTHER ASSETS</b>			
Price risk management assets	-		
Regulatory assets	183,748		
Goodwill	-		
Intangible assets	31,073		
Deferred charges and other	6,851		

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TOTAL OTHER ASSETS	221,672
TOTAL ASSETS	4,205,092

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100

F-1M (2 of 2)

ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (continued)

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, 2004 (\$ in thousands)	NIP	NRC	Combined
<b>CAPITALIZATION AND LIABILITIES</b>			
<b>CAPITALIZATION</b>			
Common Stock Equity	1,156,193	*	*
Preferred Stocks --			
Series without mandatory redemption provisions	81,114		
Long-term debt, excluding amounts due within one year	497,867		
<b>TOTAL CAPITALIZATION</b>	<b>1,735,174</b>		
<b>CURRENT LIABILITIES</b>			
Current portion of long-term debt	73,275		
Short-term borrowings	494,897		
Accounts payable	186,184		
Dividends declared on common and preferred stocks	1,052		
Customer deposits	56,395		
Taxes accrued	55,458		
Interest accrued	6,910		
Overrecovered gas and fuel costs	12,959		
Price risk management liabilities	13,514		
Exchange gas payable	-		
Deferred revenue	-		
Regulatory liabilities	-		
Accrued liability for postretirement and pension benefits	23,027		
Other accruals	54,269		
<b>TOTAL CURRENT LIABILITIES</b>	<b>977,940</b>		
<b>OTHER LIABILITIES AND DEFERRED CREDITS</b>			
Price risk management liabilities	-		
Deferred income taxes	455,829		
Deferred investment tax credits	50,174		

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Deferred credits	19,304
Deferred revenue	-
Accrued liability for postretirement and pension benefits	239,605
Liabilities of discontinued operations and liabilities held for sale	
Preferred stock liabilities with mandatory redemption provisions	635
Regulatory liabilities	706,584
Other noncurrent liabilities	19,847
-----	
TOTAL OTHER	1,491,978
-----	
COMMITMENTS AND CONTINGENCIES	-
-----	
TOTAL CAPITALIZATION AND LIABILITIES	4,205,092
-----	

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101

F-1N (1 of 2)

ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (continued)

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

As of December 31, 2004 (\$ in thousands)	PRI	WCE	WLC	Combined
-----				
ASSETS				
PROPERTY, PLANT AND EQUIPMENT				
Utility plant	*	*	*	*
Accumulated depreciation and amortization				
-----				
NET UTILITY PLANT				
-----				
Other property, at cost, less accumulated depreciation				
-----				
NET PROPERTY, PLANT, AND EQUIPMENT				
-----				
INVESTMENTS AND OTHER ASSETS				
Assets of discontinued operations and assets held for sale				
Consolidated affiliates				
Unconsolidated affiliates				
Other investments				
-----				
TOTAL INVESTMENTS				
-----				
CURRENT ASSETS				
Cash and cash equivalents				



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

-----  
 TOTAL CURRENT ASSETS  
 -----

OTHER ASSETS

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

-----  
 TOTAL OTHER ASSETS  
 -----

TOTAL ASSETS  
 -----

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102

F-1N (2 of 2)

ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (continued)

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

As of December 31, 2004 (\$ in thousands) PRI    WCE    WLC    Combined  
 -----

CAPITALIZATION AND LIABILITIES

CAPITALIZATION

Common Stock Equity	*	*	*	*
Preferred Stocks --				
Series without mandatory redemption provisions				
Long-term debt, excluding amounts due within one year				

-----  
 TOTAL CAPITALIZATION  
 -----

CURRENT LIABILITIES

Current portion of long-term debt  
 Short-term borrowings

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Accounts payable  
 Dividends declared on common and preferred stocks  
 Customer deposits  
 Taxes accrued  
 Interest accrued  
 Overrecovered gas and fuel costs  
 Price risk management liabilities  
 Exchange gas payable  
 Deferred revenue  
 Regulatory liabilities  
 Accrued liability for postretirement and pension benefits  
 Other accruals

-----  
 TOTAL CURRENT LIABILITIES  
 -----

OTHER LIABILITIES AND DEFERRED CREDITS

Price risk management liabilities  
 Deferred income taxes  
 Deferred investment tax credits  
 Deferred credits  
 Deferred revenue  
 Accrued liability for postretirement and pension benefits  
 Liabilities of discontinued operations and liabilities held for sale  
 Preferred stock liabilities with mandatory redemption provisions  
 Regulatory liabilities  
 Other noncurrent liabilities

-----  
 TOTAL OTHER  
 -----

COMMITMENTS AND CONTINGENCIES  
 -----

TOTAL CAPITALIZATION AND LIABILITIES  
 -----

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103

F-2 (1 of 4)

ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (continued)

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

Year Ended December 31, 2004 (\$ in thousands)	F-2 Page 2	F-2 Page 3	F-2 Page 4	Co
-----				
NET REVENUES				
Gas Distribution	*	*	*	
Gas Transmission and Storage				
Electric				
Other				

-----

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GROSS REVENUES  
Cost of Sales

-----  
TOTAL NET REVENUES  
-----

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

-----  
TOTAL OPERATING EXPENSES  
-----

OPERATING INCOME (LOSS)  
-----

OTHER INCOME (DEDUCTIONS)  
Interest expense, net  
Minority interests  
Preferred stock dividends of subsidiaries  
Other, net

-----  
TOTAL OTHER INCOME (DEDUCTIONS)  
-----

INCOME (LOSS) FROM CONTINUING OPERATIONS  
BEFORE INCOME TAXES AND CHANGE IN ACCOUNTING

Income Taxes

-----  
INCOME (LOSS) FROM CONTINUING OPERATIONS  
-----

Income (loss) from Discontinued Operations - net of taxes  
Gain (Loss) on Disposition of Discontinued Operations -  
net of taxes

Change in Accounting - net of tax

Subsidiary Earnings

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

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104

ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (continued)

F-2 (2 of 4)

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

Year Ended December 31, 2004 (\$ in thousands)

NSI BSG

CEG  
-----

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NET REVENUES			
Gas Distribution	*	*	2,203,235
Gas Transmission and Storage			925,974
Electric			-
Other			92,299
-----			
GROSS REVENUES			3,221,508
Cost of Sales			1,481,045
-----			
TOTAL NET REVENUES			1,740,463
-----			
OPERATING EXPENSES			
Operation and maintenance			678,788
Depreciation and amortization			169,303
Loss (gain) on sale or impairment of assets			1,211
Other taxes			175,777
-----			
TOTAL OPERATING EXPENSES			1,025,079
-----			
OPERATING INCOME (LOSS)			715,384
-----			
OTHER INCOME (DEDUCTIONS)			
Interest expense, net			(96,476)
Minority interests			-
Preferred stock dividends of subsidiaries			-
Other, net			24,799
-----			
TOTAL OTHER INCOME (DEDUCTIONS)			(71,677)
-----			
INCOME (LOSS) FROM CONTINUING OPERATIONS			
BEFORE INCOME TAXES AND CHANGE IN ACCOUNTING			643,707
Income Taxes			240,046
-----			
INCOME (LOSS) FROM CONTINUING OPERATIONS			403,661
-----			
Income (loss) from Discontinued Operations - net of taxes			2,145
Gain (Loss) on Disposition of Discontinued Operations - net of taxes			1,619
Change in Accounting - net of tax			-
Subsidiary Earnings			-
-----			
NET INCOME (LOSS)			407,425
-----			

(a) BSG includes two subsidiaries, CEG includes fifteen subsidiaries, EIN includes six subsidiaries and IWR includes six subsidiaries as noted in Item 1. Consolidating financial statements of BSG, CEG, EIN and IWR are presented herewith in Exhibits F-1A through F-4A, F-1B through F-4B, F-1G through F-4G, and F-1H through F-4H, respectively.

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(Not covered by Report of Independent Public Accountants)

Year Ended December 31, 2004 (\$ in thousands)	KGL	NES	NCM	NCS	NDC
<b>NET REVENUES</b>					
Gas Distribution	42,950	*	*	-	*
Gas Transmission and Storage	1,655			-	
Electric	-			-	
Other	19,447			279,799	
<b>GROSS REVENUES</b>	<b>64,052</b>			<b>279,799</b>	
Cost of Sales	50,742			-	
<b>TOTAL NET REVENUES</b>	<b>13,310</b>			<b>279,799</b>	
<b>OPERATING EXPENSES</b>					
Operation and maintenance	5,413			260,738	
Depreciation and amortization	1,745			7,163	
Loss (gain) on sale or impairment of assets	-			-	
Other taxes	1,700			9,214	
<b>TOTAL OPERATING EXPENSES</b>	<b>8,858</b>			<b>277,115</b>	
<b>OPERATING INCOME (LOSS)</b>	<b>4,452</b>			<b>2,684</b>	
<b>OTHER INCOME (DEDUCTIONS)</b>					
Interest expense, net	(30)			(3,398)	
Minority interests	-			-	
Preferred stock dividends of subsidiaries	-			-	
Other, net	111			(61)	
<b>TOTAL OTHER INCOME (DEDUCTIONS)</b>	<b>81</b>			<b>(3,459)</b>	
<b>INCOME (LOSS) FROM CONTINUING OPERATIONS</b>					
BEFORE INCOME TAXES AND CHANGE IN ACCOUNTING	4,533			(775)	
Income Taxes	1,489			(775)	
<b>INCOME (LOSS) FROM CONTINUING OPERATIONS</b>	<b>3,044</b>			<b>-</b>	
Income (loss) from Discontinued Operations - net of taxes	-			-	
Gain (Loss) on Disposition of Discontinued Operations - net of taxes	-			-	
Change in Accounting - net of tax	-			-	
Subsidiary Earnings	-			-	
<b>NET INCOME (LOSS)</b>	<b>3,044</b>			<b>-</b>	

(a) NES includes two subsidiaries and NDC includes five subsidiaries as noted in Item 1. Consolidating financial statements of NES and NDC are presented herewith in Exhibits F-1I through F-4I and F-1J and F-4J, respectively.

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106

ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (continued)

F-2 (4 of 4)

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

Year Ended December 31, 2004 (\$ in thousands)	NFC	NRS	NIF	N
<hr/>				
NET REVENUES				
Gas Distribution	*	*	*	
Gas Transmission and Storage				
Electric				
Other				
<hr/>				
GROSS REVENUES				
Cost of Sales				
<hr/>				
TOTAL NET REVENUES				
<hr/>				
OPERATING EXPENSES				
Operation and maintenance				
Depreciation and amortization				
Loss (gain) on sale or impairment of assets				
Other taxes				
<hr/>				
TOTAL OPERATING EXPENSES				
<hr/>				
OPERATING INCOME (LOSS)				
<hr/>				
OTHER INCOME (DEDUCTIONS)				
Interest expense, net				
Minority interests				
Preferred stock dividends of subsidiaries				
Other, net				
<hr/>				
TOTAL OTHER INCOME (DEDUCTIONS)				
<hr/>				
INCOME (LOSS) FROM CONTINUING OPERATIONS				
BEFORE INCOME TAXES AND CHANGE IN ACCOUNTING				
Income Taxes				
<hr/>				
INCOME (LOSS) FROM CONTINUING OPERATIONS				
<hr/>				
Income (loss) from Discontinued Operations - net of taxes				
Gain (Loss) on Disposition of Discontinued Operations - net of taxes				
Change in Accounting - net of tax				
Subsidiary Earnings				
<hr/>				
NET INCOME (LOSS)				
<hr/>				

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(a) NIF includes one subsidiary, NIP includes one subsidiary and PRI includes two subsidiaries as noted in Item 1. Consolidating financial statements of NIF, NIP and PRI are presented herewith in Exhibits F-1L through F-4L, F-1M through F-4M and F-1N through F-4N, respectively.

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107

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

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

Year Ended December 31, 2004 (\$ in thousands)	BSG	BGP	NUI	C
<hr/>				
NET REVENUES				
Gas Distribution	470,290	*	110,808	
Gas Transmission and Storage	23,775		8,956	
Electric	-		-	
Other	20,416		2,821	
<hr/>				
GROSS REVENUES	514,481		122,585	
Cost of Sales	323,864		81,501	
<hr/>				
TOTAL NET REVENUES	190,617		41,084	
<hr/>				
OPERATING EXPENSES				
Operation and maintenance	101,360		18,877	
Depreciation and amortization	39,163		9,270	
Loss (gain) on sale or impairment of assets	-		-	
Other taxes	9,657		2,057	
<hr/>				
TOTAL OPERATING EXPENSES	150,180		30,204	
<hr/>				
OPERATING INCOME (LOSS)	40,437		10,880	
<hr/>				
OTHER INCOME (DEDUCTIONS)				
Interest expense, net	(9,533)		(2,917)	
Minority interests	-		-	
Preferred stock dividends of subsidiaries	-		-	
Other, net	(173)		96	
<hr/>				
TOTAL OTHER INCOME (DEDUCTIONS)	(9,706)		(2,821)	
<hr/>				
INCOME (LOSS) FROM CONTINUING OPERATIONS				
BEFORE INCOME TAXES AND CHANGE IN ACCOUNTING	30,731		8,059	
Income Taxes	11,795		4,158	
<hr/>				
INCOME (LOSS) FROM CONTINUING OPERATIONS	18,936		3,901	
<hr/>				
Income (loss) from Discontinued Operations - net of taxes	-		-	

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Gain (Loss) on Disposition of Discontinued Operations - net of taxes	-	-
Change in Accounting - net of tax	-	-
Subsidiary Earnings	3,904	-
-----	-----	-----
NET INCOME (LOSS)	22,840	3,901
-----	-----	-----

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108

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

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, 2004 (\$ in thousands)	F-2B Page 2	F-2B Page 3	F-2B Page 4	Combine
-----	-----	-----	-----	-----
NET REVENUES				
Gas Distribution	*	*	*	*
Gas Transmission and Storage				
Electric				
Other				
-----	-----	-----	-----	-----
GROSS REVENUES				
Cost of Sales				
-----	-----	-----	-----	-----
TOTAL NET REVENUES				
-----	-----	-----	-----	-----
OPERATING EXPENSES				
Operation and maintenance				
Depreciation and amortization				
Loss (gain) on sale or impairment of assets				
Other taxes				
-----	-----	-----	-----	-----
TOTAL OPERATING EXPENSES				
-----	-----	-----	-----	-----
OPERATING INCOME (LOSS)				
-----	-----	-----	-----	-----
OTHER INCOME (DEDUCTIONS)				
Interest expense, net				
Minority interests				
Preferred stock dividends of subsidiaries				
Other, net				
-----	-----	-----	-----	-----
TOTAL OTHER INCOME (DEDUCTIONS)				
-----	-----	-----	-----	-----
INCOME (LOSS) FROM CONTINUING OPERATIONS BEFORE INCOME TAXES AND CHANGE IN ACCOUNTING				



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Income Taxes

-----  
 INCOME (LOSS) FROM CONTINUING OPERATIONS  
 -----

Income (loss) from Discontinued Operations - net of taxes  
 Gain (Loss) on Disposition of Discontinued Operations -  
     net of taxes  
 Change in Accounting - net of tax  
 Subsidiary Earnings  
 -----

NET INCOME (LOSS)  
 -----

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109

ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (continued)

F-2B (2 of 4)

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, 2004 (\$ in thousands)

CEG      CAR      CAA

-----  
 NET REVENUES

    Gas Distribution  
     Gas Transmission and Storage  
     Electric  
     Other

\*      \*      \*

-----  
 GROSS REVENUES

    Cost of Sales

-----  
 TOTAL NET REVENUES  
 -----

OPERATING EXPENSES

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

-----  
 TOTAL OPERATING EXPENSES  
 -----

OPERATING INCOME (LOSS)  
 -----

OTHER INCOME (DEDUCTIONS)

    Interest expense, net  
     Minority interests  
     Preferred stock dividends of subsidiaries  
     Other, net

-----  
 TOTAL OTHER INCOME (DEDUCTIONS)  
 -----

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-----  
 INCOME (LOSS) FROM CONTINUING OPERATIONS  
 BEFORE INCOME TAXES AND CHANGE IN ACCOUNTING  
 Income Taxes  
 -----

INCOME (LOSS) FROM CONTINUING OPERATIONS

-----  
 Income (loss) from Discontinued Operations - net of taxes  
 Gain (Loss) on Disposition of Discontinued Operations -  
 net of taxes  
 Change in Accounting - net of tax  
 Subsidiary Earnings  
 -----

NET INCOME (LOSS)  
 -----

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110

ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (continued)

F-2B (3 of 4)

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, 2004 (\$ in thousands)	CKY	CMD	COH	CPA
-----				
NET REVENUES				
Gas Distribution	129,976	48,866	*	490,57
Gas Transmission and Storage	22,943	3,449		67,53
Electric	-	-		
Other	-	71		1,343
-----				
GROSS REVENUES	152,919	52,386		559,45
Cost of Sales	103,600	33,176		367,46
-----				
TOTAL NET REVENUES	49,319	19,210		191,99
-----				
OPERATING EXPENSES				
Operation and maintenance	26,808	8,064		96,33
Depreciation and amortization	5,094	2,553		16,70
Loss (gain) on sale or impairment of assets	-	-		
Other taxes	1,986	2,122		4,57
-----				
TOTAL OPERATING EXPENSES	33,888	12,739		117,61
-----				
OPERATING INCOME (LOSS)	15,431	6,471		74,38
-----				
OTHER INCOME (DEDUCTIONS)				
Interest expense, net	(3,394)	(1,374)		(14,43)

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Minority interests	-	-	
Preferred stock dividends of subsidiaries	-	-	
Other, net	1,310	167	2,34
TOTAL OTHER INCOME (DEDUCTIONS)	(2,084)	(1,207)	(12,09)
INCOME (LOSS) FROM CONTINUING OPERATIONS BEFORE INCOME TAXES AND CHANGE IN ACCOUNTING	13,347	5,264	62,28
Income Taxes	5,087	2,075	25,47
INCOME (LOSS) FROM CONTINUING OPERATIONS	8,260	3,189	36,80
Income (loss) from Discontinued Operations - net of taxes	-	-	
Gain (Loss) on Disposition of Discontinued Operations - net of taxes	-	-	
Change in Accounting - net of tax	-	-	
Subsidiary Earnings	-	-	
NET INCOME (LOSS)	8,260	3,189	36,80

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111

ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (continued)

F-2B (4 of 4)

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, 2004 (\$ in thousands)	CGT	CNS	REM	NIC
NET REVENUES				
Gas Distribution	-	*	*	*
Gas Transmission and Storage	124,634			
Electric	-			
Other	2,393			
GROSS REVENUES	127,027			
Cost of Sales	-			
TOTAL NET REVENUES	127,027			
OPERATING EXPENSES				
Operation and maintenance	55,697			
Depreciation and amortization	23,191			
Loss (gain) on sale or impairment of assets	-			
Other taxes	7,829			
TOTAL OPERATING EXPENSES	86,717			
OPERATING INCOME (LOSS)	40,310			

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OTHER INCOME (DEDUCTIONS)	
Interest expense, net	(5,336)
Minority interests	-
Preferred stock dividends of subsidiaries	-
Other, net	341
-----	
TOTAL OTHER INCOME (DEDUCTIONS)	(4,995)
-----	
INCOME (LOSS) FROM CONTINUING OPERATIONS	
BEFORE INCOME TAXES AND CHANGE IN ACCOUNTING	35,315
Income Taxes	13,146
-----	
INCOME (LOSS) FROM CONTINUING OPERATIONS	22,169
-----	
Income (loss) from Discontinued Operations - net of taxes	-
Gain (Loss) on Disposition of Discontinued Operations - net of taxes	-
Change in Accounting - net of tax	-
Subsidiary Earnings	-
-----	
NET INCOME (LOSS)	22,169
-----	

\* Confidential treatment requested

112

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

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

Year Ended December 31, 2004 (\$ in thousands)	CKY	CKT	Combined
-----			
NET REVENUES			
Gas Distribution	129,976	--	129,976
Gas Transmission and Storage	22,943	--	22,943
Electric	--	--	--
Other	--	--	--
-----			
GROSS REVENUES	152,919	--	152,919
Cost of Sales	103,600	--	103,600
-----			
TOTAL NET REVENUES	49,319	--	49,319
-----			
OPERATING EXPENSES			
Operation and maintenance	26,808	--	26,808
Depreciation and amortization	5,094	--	5,094
Loss (gain) on sale or impairment of assets	--	--	--
Other taxes	1,986	--	1,986

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TOTAL OPERATING EXPENSES	33,888	--	33,888
OPERATING INCOME (LOSS)	15,431	--	15,431
OTHER INCOME (DEDUCTIONS)			
Interest expense, net	(3,394)	--	(3,394)
Minority interests	--	--	--
Preferred stock dividends of subsidiaries	--	--	--
Other, net	1,310	--	1,310
TOTAL OTHER INCOME (DEDUCTIONS)	(2,084)	--	(2,084)
INCOME (LOSS) FROM CONTINUING OPERATIONS			
BEFORE INCOME TAXES AND CHANGE IN ACCOUNTING	13,347	--	13,347
Income Taxes	5,087	--	5,087
INCOME (LOSS) FROM CONTINUING OPERATIONS	8,260	--	8,260
Income (loss) from Discontinued Operations - net of taxes	--	--	--
Gain (Loss) on Disposition of Discontinued Operations - net of taxes	--	--	--
Change in Accounting - net of tax	--	--	--
Subsidiary Earnings	--	--	--
NET INCOME (LOSS)	8,260	--	8,260

\* Confidential treatment requested

113

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

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

Year Ended December 31, 2004 (\$ in thousands)	COH	COR	Comb
NET REVENUES			
Gas Distribution	1,233,613	*	
Gas Transmission and Storage	229,032		
Electric	--		
Other	3,151		
GROSS REVENUES	1,465,796		
Cost of Sales	929,376		
TOTAL NET REVENUES	536,420		

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OPERATING EXPENSES	
Operation and maintenance	209,995
Depreciation and amortization	16,058
Loss (gain) on sale or impairment of assets	--
Other taxes	111,449
-----	
TOTAL OPERATING EXPENSES	337,502
-----	
OPERATING INCOME (LOSS)	198,918
-----	
OTHER INCOME (DEDUCTIONS)	
Interest expense, net	(25,129)
Minority interests	--
Preferred stock dividends of subsidiaries	--
Other, net	(2,222)
-----	
TOTAL OTHER INCOME (DEDUCTIONS)	(27,351)
-----	
INCOME (LOSS) FROM CONTINUING OPERATIONS	
BEFORE INCOME TAXES AND CHANGE IN ACCOUNTING	171,567
Income Taxes	59,414
-----	
INCOME (LOSS) FROM CONTINUING OPERATIONS	112,153
-----	
Income (loss) from Discontinued Operations - net of taxes	--
Gain (Loss) on Disposition of Discontinued Operations - net of taxes	--
Change in Accounting - net of tax	--
Subsidiary Earnings	70
-----	
NET INCOME (LOSS)	112,223
-----	

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114

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

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

Year Ended December 31, 2004 (\$ in thousands)	TCO	CHC	Combined	Consolidated Entries
-----				
NET REVENUES				
Gas Distribution	-	-	-	
Gas Transmission and Storage	688,703	-	688,703	
Electric	-	-	-	
Other	6,158	-	6,158	
-----				
GROSS REVENUES	694,861	-	694,861	
Cost of Sales	-	-	-	
-----				

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TOTAL NET REVENUES	694,861	-	694,861
-----			
OPERATING EXPENSES			
Operation and maintenance	241,752	-	241,752
Depreciation and amortization	89,287	-	89,287
Loss (gain) on sale or impairment of assets	1,196	-	1,196
Other taxes	44,384	-	44,384
-----			
TOTAL OPERATING EXPENSES	376,619	-	376,619
-----			
OPERATING INCOME (LOSS)	318,242	-	318,242
-----			
OTHER INCOME (DEDUCTIONS)			
Interest expense, net	(27,350)	-	(27,350)
Minority interests	-	-	-
Preferred stock dividends of subsidiaries	-	-	-
Other, net	1,984	-	1,984
-----			
TOTAL OTHER INCOME (DEDUCTIONS)	(25,366)	-	(25,366)
-----			
INCOME (LOSS) FROM CONTINUING OPERATIONS			
BEFORE INCOME TAXES AND CHANGE IN ACCOUNTING	292,876	-	292,876
Income Taxes	110,482	-	110,482
-----			
INCOME (LOSS) FROM CONTINUING OPERATIONS	182,394	-	182,394
-----			
Income (loss) from Discontinued Operations - net of taxes	-	-	-
Gain (Loss) on Disposition of Discontinued Operations - net of taxes	-	-	-
Change in Accounting - net of tax	-	-	-
Subsidiary Earnings	-	-	-
-----			
NET INCOME (LOSS)	182,394	-	182,394
-----			

\* Confidential treatment requested

115

ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (continued)

F-2F (1 of 1)

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

Year Ended December 31, 2004 (\$ in thousands)	CNS	CMC	Combined
-----			
NET REVENUES			
Gas Distribution	*	*	*
Gas Transmission and Storage			
Electric			
Other			

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-----  
GROSS REVENUES  
Cost of Sales  
-----

TOTAL NET REVENUES  
-----

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

TOTAL OPERATING EXPENSES  
-----

OPERATING INCOME (LOSS)  
-----

OTHER INCOME (DEDUCTIONS)  
Interest expense, net  
Minority interests  
Preferred stock dividends of subsidiaries  
Other, net  
-----

TOTAL OTHER INCOME (DEDUCTIONS)  
-----

INCOME (LOSS) FROM CONTINUING OPERATIONS  
BEFORE INCOME TAXES AND CHANGE IN ACCOUNTING  
Income Taxes  
-----

INCOME (LOSS) FROM CONTINUING OPERATIONS  
-----

Income (loss) from Discontinued Operations - net of taxes  
Gain (Loss) on Disposition of Discontinued Operations - net of taxes  
Change in Accounting - net of tax  
Subsidiary Earnings  
-----

NET INCOME (LOSS)  
-----

\* Confidential treatment requested

116

ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (continued)

F-2G (1 of 2)

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

Year Ended December 31, 2004(\$ in thousands)

F-2G  
Page 2

EIN ECE

NET REVENUES  
Gas Distribution

\* \* \*



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Gas Transmission and Storage  
Electric  
Other

-----  
GROSS REVENUES  
Cost of Sales

-----  
TOTAL NET REVENUES  
-----

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

-----  
TOTAL OPERATING EXPENSES  
-----

OPERATING INCOME (LOSS)  
-----

OTHER INCOME (DEDUCTIONS)  
Interest expense, net  
Minority interest  
Preferred stock dividends of subsidiaries  
Other, net

-----  
TOTAL OTHER INCOME (DEDUCTIONS)  
-----

INCOME (LOSS) FROM CONTINUING OPERATIONS  
BEFORE INCOME TAXES AND CHANGE IN ACCOUNTING  
Income Taxes

-----  
INCOME (LOSS) FROM CONTINUING OPERATIONS  
-----

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

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

\* Confidential treatment requested

117

ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (continued)

F-2G (2 of 2)

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

Year Ended December 31, 2004 (\$ in thousands)

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NS

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NET REVENUES

Gas Distribution	*	*	*
Gas Transmission and Storage			
Electric			
Other			

GROSS REVENUES

Cost of Sales

TOTAL NET REVENUES

OPERATING EXPENSES

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

TOTAL OPERATING EXPENSES

OPERATING INCOME (LOSS)

OTHER INCOME (DEDUCTIONS)

Interest expense, net  
Minority interests  
Preferred stock dividends of subsidiaries  
Other, net

TOTAL OTHER INCOME (DEDUCTIONS)

INCOME (LOSS) FROM CONTINUING OPERATIONS

BEFORE INCOME TAXES AND CHANGE IN ACCOUNTING  
Income Taxes

INCOME (LOSS) FROM CONTINUING OPERATIONS

Income (loss) from Discontinued Operations - net of taxes  
Gain (Loss) on Disposition of Discontinued Operations - net of taxes  
Change in Accounting - net of tax  
Subsidiary Earnings

NET INCOME (LOSS)

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Year Ended December 31, 2004 (\$ in thousands)	F-2H Page 2	IWR	HWC
-----			
NET REVENUES			
Gas Distribution	*	*	*
Gas Transmission and Storage			
Electric			
Other			
-----			
GROSS REVENUES			
Cost of Sales			
-----			
TOTAL NET REVENUES			
-----			
OPERATING EXPENSES			
Operation and maintenance			
Depreciation and amortization			
Loss (gain) on sale or impairment of assets			
Other taxes			
-----			
TOTAL OPERATING EXPENSES			
-----			
OPERATING INCOME (LOSS)			
-----			
OTHER INCOME (DEDUCTIONS)			
Interest expense, net			
Minority interests			
Preferred stock dividends of subsidiaries			
Other, net			
-----			
TOTAL OTHER INCOME (DEDUCTIONS)			
-----			
INCOME (LOSS) FROM CONTINUING OPERATIONS			
BEFORE INCOME TAXES AND CHANGE IN ACCOUNTING			
Income Taxes			
-----			
INCOME (LOSS) FROM CONTINUING OPERATIONS			
-----			
Income (loss) from Discontinued Operations - net of taxes			
Gain (Loss) on Disposition of Discontinued Operations - net of taxes			
Change in Accounting - net of tax			
Subsidiary Earnings			
-----			
NET INCOME (LOSS)			
-----			

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119

ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (continued)

F-2H (2 of 2)

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

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Year Ended December 31, 2004 (\$ in thousands)	IWC	IRA	IWM
<hr/>			
NET REVENUES			
Gas Distribution	*	*	*
Gas Transmission and Storage			
Electric			
Other			
<hr/>			
GROSS REVENUES			
Cost of Sales			
<hr/>			
TOTAL NET REVENUES			
<hr/>			
OPERATING EXPENSES			
Operation and maintenance			
Depreciation and amortization			
Loss (gain) on sale or impairment of assets			
Other taxes			
<hr/>			
TOTAL OPERATING EXPENSES			
<hr/>			
OPERATING INCOME (LOSS)			
<hr/>			
OTHER INCOME (DEDUCTIONS)			
Interest expense, net			
Minority interests			
Preferred stock dividends of subsidiaries			
Other, net			
<hr/>			
TOTAL OTHER INCOME (DEDUCTIONS)			
<hr/>			
INCOME (LOSS) FROM CONTINUING OPERATIONS			
BEFORE INCOME TAXES AND CHANGE IN ACCOUNTING			
Income Taxes			
<hr/>			
INCOME (LOSS) FROM CONTINUING OPERATIONS			
<hr/>			
Income (loss) from Discontinued Operations - net of taxes			
Gain (Loss) on Disposition of Discontinued Operations - net of taxes			
Change in Accounting - net of tax			
Subsidiary Earnings			
<hr/>			
NET INCOME (LOSS)			
<hr/>			

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

Year Ended December 31, 2004 (\$ in thousands)	NES	NCP	NPM
<hr/>			
NET REVENUES			
Gas Distribution	*	-	*
Gas Transmission and Storage		5,469	
Electric		-	
Other		8	
<hr/>			
GROSS REVENUES		5,477	
Cost of Sales		-	
<hr/>			
TOTAL NET REVENUES		5,477	
<hr/>			
OPERATING EXPENSES			
Operation and maintenance		1,821	
Depreciation and amortization		858	
Loss (gain) on sale or impairment of assets		-	
Other taxes		(152)	
<hr/>			
TOTAL OPERATING EXPENSES		2,527	
<hr/>			
OPERATING INCOME (LOSS)		2,950	
<hr/>			
OTHER INCOME (DEDUCTIONS)			
Interest expense, net		(291)	
Minority interests		-	
Preferred stock dividends of subsidiaries		-	
Other, net		32	
<hr/>			
TOTAL OTHER INCOME (DEDUCTIONS)		(259)	
<hr/>			
INCOME (LOSS) FROM CONTINUING OPERATIONS			
BEFORE INCOME TAXES AND CHANGE IN ACCOUNTING		2,691	
Income Taxes		1,032	
<hr/>			
INCOME (LOSS) FROM CONTINUING OPERATIONS		1,659	
<hr/>			
Income (loss) from Discontinued Operations - net of taxes		-	
Gain (Loss) on Disposition of Discontinued Operations - net of taxes		-	
Change in Accounting - net of tax		-	
Subsidiary Earnings		-	
<hr/>			
NET INCOME (LOSS)		1,659	
<hr/>			

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ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (continued)

F-2J (1 of 2)

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, 2004 (\$ in thousands)	F-2H Page 2	NDC	CP
<hr/>			
NET REVENUES			
Gas Distribution	*	*	*
Gas Transmission and Storage			
Electric			
Other			
<hr/>			
GROSS REVENUES			
Cost of Sales			
<hr/>			
TOTAL NET REVENUES			
<hr/>			
OPERATING EXPENSES			
Operation and maintenance			
Depreciation and amortization			
Loss (gain) on sale or impairment of assets			
Other taxes			
<hr/>			
TOTAL OPERATING EXPENSES			
<hr/>			
OPERATING INCOME (LOSS)			
<hr/>			
OTHER INCOME (DEDUCTIONS)			
Interest expense, net			
Minority interests			
Preferred stock dividends of subsidiaries			
Other, net			
<hr/>			
TOTAL OTHER INCOME (DEDUCTIONS)			
<hr/>			
INCOME (LOSS) FROM CONTINUING OPERATIONS			
BEFORE INCOME TAXES AND CHANGE IN ACCOUNTING			
Income Taxes			
<hr/>			
INCOME (LOSS) FROM CONTINUING OPERATIONS			
<hr/>			
Income (loss) from Discontinued Operations - net of taxes			
Gain (Loss) on Disposition of Discontinued Operations - net of taxes			
Change in Accounting - net of tax			
Subsidiary Earnings			
<hr/>			
NET INCOME (LOSS)			
<hr/>			

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ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (continued)

F-2J (2 of 2)

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, 2004 (\$ in thousands)

JOF

LE

## NET REVENUES

Gas Distribution  
 Gas Transmission and Storage  
 Electric  
 Other

\*

\*

## GROSS REVENUES

Cost of Sales

## TOTAL NET REVENUES

## OPERATING EXPENSES

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

## TOTAL OPERATING EXPENSES

## OPERATING INCOME (LOSS)

## OTHER INCOME (DEDUCTIONS)

Interest expense, net  
 Minority interests  
 Preferred stock dividends of subsidiaries  
 Other, net

## TOTAL OTHER INCOME (DEDUCTIONS)

## INCOME (LOSS) FROM CONTINUING OPERATIONS

BEFORE INCOME TAXES AND CHANGE IN ACCOUNTING

Income Taxes

## INCOME (LOSS) FROM CONTINUING OPERATIONS

Income (loss) from Discontinued Operations - net of taxes  
 Gain (Loss) on Disposition of Discontinued Operations - net of taxes  
 Change in Accounting - net of tax  
 Subsidiary Earnings

## NET INCOME (LOSS)

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123

ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (continued)

F-2K (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, 2004 (\$ in thousands)	LEL	SCC	Com
<hr/>			
NET REVENUES			
Gas Distribution	*	*	
Gas Transmission and Storage			
Electric			
Other			
<hr/>			
GROSS REVENUES			
Cost of Sales			
<hr/>			
TOTAL NET REVENUES			
<hr/>			
OPERATING EXPENSES			
Operation and maintenance			
Depreciation and amortization			
Loss (gain) on sale or impairment of assets			
Other taxes			
<hr/>			
TOTAL OPERATING EXPENSES			
<hr/>			
OPERATING INCOME (LOSS)			
<hr/>			
OTHER INCOME (DEDUCTIONS)			
Interest expense, net			
Minority interests			
Preferred stock dividends of subsidiaries			
Other, net			
<hr/>			
TOTAL OTHER INCOME (DEDUCTIONS)			
<hr/>			
INCOME (LOSS) FROM CONTINUING OPERATIONS			
BEFORE INCOME TAXES AND CHANGE IN ACCOUNTING			
Income Taxes			
<hr/>			
INCOME (LOSS) FROM CONTINUING OPERATIONS			
<hr/>			
Income (loss) from Discontinued Operations - net of taxes			
Gain (Loss) on Disposition of Discontinued Operations -			
net of taxes			
Change in Accounting - net of tax			



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Subsidiary Earnings

NET INCOME (LOSS)

\*Confidential treatment requested

124

ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (continued)

F-2L (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, 2004 (\$ in thousands)	NIF	NIT
NET REVENUES		
Gas Distribution	60,170	*
Gas Transmission and Storage	898	
Electric	-	
Other	-	
GROSS REVENUES	61,068	
Cost of Sales	47,259	
TOTAL NET REVENUES	13,809	
OPERATING EXPENSES		
Operation and maintenance	6,956	
Depreciation and amortization	1,538	
Loss (gain) on sale or impairment of assets	-	
Other taxes	936	
TOTAL OPERATING EXPENSES	9,430	
OPERATING INCOME (LOSS)	4,379	
OTHER INCOME (DEDUCTIONS)		
Interest expense, net	(29)	
Minority interests	-	
Preferred stock dividends of subsidiaries	-	
Other, net	241	
TOTAL OTHER INCOME (DEDUCTIONS)	212	
INCOME (LOSS) FROM CONTINUING OPERATIONS		
BEFORE INCOME TAXES AND CHANGE IN ACCOUNTING	4,591	
Income Taxes	1,041	
INCOME (LOSS) FROM CONTINUING OPERATIONS	3,550	

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Income (loss) from Discontinued Operations - net of taxes	-
Gain (Loss) on Disposition of Discontinued Operations - net of taxes	-
Change in Accounting - net of tax	-
Subsidiary Earnings	361
-----	
NET INCOME (LOSS)	3,911
-----	

\* Confidential treatment requested

125

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

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

Year Ended December 31, 2004 (\$ in thousands)	NIP	NRC	Combined	Consolidated Entries
-----				
NET REVENUES				
Gas Distribution	908,648	*	*	*
Gas Transmission and Storage	50,654			
Electric	1,107,548			
Other	5,102			
-----				
GROSS REVENUES	2,071,952			
Cost of Sales	1,041,824			
-----				
TOTAL NET REVENUES	1,030,128			
-----				
OPERATING EXPENSES				
Operation and maintenance	365,687			
Depreciation and amortization	264,482			
Loss (gain) on sale or impairment of assets	(1,637)			
Other taxes	59,953			
-----				
TOTAL OPERATING EXPENSES	688,485			
-----				
OPERATING INCOME (LOSS)	341,643			
-----				
OTHER INCOME (DEDUCTIONS)				
Interest expense, net	(43,649)			
Minority interests	-			
Preferred stock dividends of subsidiaries	-			
Other, net	(5,033)			
-----				
TOTAL OTHER INCOME (DEDUCTIONS)	(48,682)			
-----				
INCOME (LOSS) FROM CONTINUING OPERATIONS				
BEFORE INCOME TAXES AND CHANGE IN ACCOUNTING	292,961			
Income Taxes	115,872			

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INCOME (LOSS) FROM CONTINUING OPERATIONS	177,089
Income (loss) from Discontinued Operations - net of taxes	-
Gain (Loss) on Disposition of Discontinued Operations - net of taxes	-
Change in Accounting - net of tax	-
Subsidiary Earnings	493
NET INCOME (LOSS)	177,582

\* Confidential treatment requested

126

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

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

Year Ended December 31, 2004 (\$ in thousands)	PRI	WCE	WLC	Combined	Consolidating Entries
NET REVENUES					
Gas Distribution	*	*	*	*	*
Gas Transmission and Storage					
Electric					
Other					
GROSS REVENUES					
Cost of Sales					
TOTAL NET REVENUES					
OPERATING EXPENSES					
Operation and maintenance					
Depreciation and amortization					
Loss (gain) on sale or impairment of assets					
Other taxes					
TOTAL OPERATING EXPENSES					
OPERATING INCOME (LOSS)					
OTHER INCOME (DEDUCTIONS)					
Interest expense, net					
Minority interests					
Preferred stock dividends of subsidiaries					
Other, net					
TOTAL OTHER INCOME (DEDUCTIONS)					

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INCOME (LOSS) FROM CONTINUING OPERATIONS  
 BEFORE INCOME TAXES AND CHANGE IN ACCOUNTING  
 Income Taxes

-----  
 INCOME (LOSS) FROM CONTINUING OPERATIONS  
 -----

Income (loss) from Discontinued Operations - net of taxes  
 Gain (Loss) on Disposition of Discontinued Operations -  
 net of taxes  
 Change in Accounting - net of tax  
 Subsidiary Earnings

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

\* Confidential treatment requested

127

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, 2004 (\$ in thousands)	F-3 Page 2	F-3 Page 3	F-3 Page 4	Combined	Consoli Entr
-----					
COMMON STOCK					
Balance at beginning of year	*	*	*	*	*
Common stock issuance					
Long-term incentive plan stock issuance					
Employee stock purchase plan stock issuance					
Common stock retired					
-----					
BALANCE AT END OF YEAR					
-----					
ADDITIONAL PAID IN CAPITAL					
Balance at beginning of year					
Common stock issuance					
Long-term incentive plan stock issuance					
Employee stock purchase plan stock issuance					
Recapitalization -					
Capital contributions					
Treasury stock acquired					
-----					
BALANCE AT END OF YEAR					
-----					
RETAINED EARNINGS					
Balance at beginning of year					
Net income (loss)					
Cash dividends -					
NI					
Subsidiaries (to parent)					

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Other

-----  
BALANCE AT END OF YEAR  
-----

OTHER

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

-----  
BALANCE AT END OF YEAR  
-----

ACCUMULATED OTHER COMPREHENSIVE INCOME

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

-----  
BALANCE AT END OF YEAR  
-----

-----  
TOTAL COMMON STOCK EQUITY  
-----

\* Confidential treatment requested

128

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, 2004 (\$ in thousands)	NSI	BSG	CEG	EIN	GSG	IWR	F-3 Page Total
-----							
COMMON STOCK							
Balance at beginning of year	*	*	-	*	*	*	*
Common stock issuance			-				
Long-term incentive plan stock issuance			-				
Employee stock purchase plan stock issuance			-				
Common stock retired			-				
-----							
BALANCE AT END OF YEAR			-				
-----							
ADDITIONAL PAID IN CAPITAL							
Balance at beginning of year			1,398,733				
Common stock issuance			-				
Long-term incentive plan stock issuance			-				

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Employee stock purchase plan stock issuance	-
Recapitalization -	
Capital contributions	20,822
Treasury stock acquired	-
-----	
BALANCE AT END OF YEAR	1,419,555
-----	
RETAINED EARNINGS	
Balance at beginning of year	1,081,846
Net income (loss)	407,425
Cash dividends -	
NI	-
Subsidiaries (to parent)	(50,000)
Other	-
-----	
BALANCE AT END OF YEAR	1,439,271
-----	
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	87,996
Other Comprehensive Income, net of tax	
Unrealized	246
Realized	-
Gain/Loss on foreign currency translation	
Unrealized	-
Net unrealized gains on derivatives qualifying	
as cash flow hedges	15,737
Minimum pension liability adjustment	-
-----	
BALANCE AT END OF YEAR	103,979
-----	
TOTAL COMMON STOCK EQUITY	2,962,805
-----	

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129

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, 2004 (\$ in thousands)	KGL	NES	NCM	NCS	NDC	NET	To
-----							

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COMMON STOCK						
Balance at beginning of year	46,170	*	*	400	*	*
Common stock issuance	-			-		
Long-term incentive plan stock issuance	-			-		
Employee stock purchase plan stock issuance	-			-		
Common stock retired	-			-		
-----						
BALANCE AT END OF YEAR	46,170			400		
-----						
ADDITIONAL PAID IN CAPITAL						
Balance at beginning of year	367			-		
Common stock issuance	-			-		
Long-term incentive plan stock issuance	-			-		
Employee stock purchase plan stock issuance	-			-		
Recapitalization -						
Capital contributions	62			-		
Treasury stock acquired	-			-		
-----						
BALANCE AT END OF YEAR	429			-		
-----						
RETAINED EARNINGS						
Balance at beginning of year	(8,569)			-		
Net income (loss)	3,044			-		
Cash dividends -						
NI	-			-		
Subsidiaries (to parent)	-			-		
Other	-			-		
-----						
BALANCE AT END OF YEAR	(5,525)			-		
-----						
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	(169)			(10,319)		
Other Comprehensive Income, net of tax						
Unrealized	-			-		
Realized	-			-		
Gain/Loss on foreign currency translation						
Unrealized	-			-		
Net unrealized gains on derivatives qualifying						
as cash flow hedges	-			-		
Minimum pension liability adjustment	211			(1,391)		
-----						
BALANCE AT END OF YEAR	42			(11,710)		
-----						
TOTAL COMMON STOCK EQUITY	41,116			(11,310)		
-----						

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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, 2004 (\$ in thousands)	NFC	NRS	NIF	NIP	PRI	F-3 Page 4 Total
<b>COMMON STOCK</b>						
Balance at beginning of year	*	*	*	*	*	*
Common stock issuance						
Long-term incentive plan stock issuance						
Employee stock purchase plan stock issuance						
Common stock retired						
<b>BALANCE AT END OF YEAR</b>						
<b>ADDITIONAL PAID IN CAPITAL</b>						
Balance at beginning of year						
Common stock issuance						
Long-term incentive plan stock issuance						
Employee stock purchase plan stock issuance						
Recapitalization -						
Capital contributions						
Treasury stock acquired						
<b>BALANCE AT END OF YEAR</b>						
<b>RETAINED EARNINGS</b>						
Balance at beginning of year						
Net income (loss)						
Cash dividends -						
NI						
Subsidiaries (to parent)						
Other						
<b>BALANCE AT END OF YEAR</b>						
<b>OTHER</b>						
Balance at beginning of year						
Long-term Incentive Plan						
Amortization of Unearned Compensation						
<b>BALANCE AT END OF YEAR</b>						
<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  
Minimum pension liability adjustment

-----  
BALANCE AT END OF YEAR  
-----

TOTAL COMMON STOCK EQUITY  
-----

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131

ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (continued)

F-3A (1 of 1)

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

Year Ended December 31, 2004 (\$ in thousands)	BSG	BGP	NUI	Combined	Consolidati Entries
COMMON STOCK					
Balance at beginning of year	-	*	1	*	*
Common stock issuance	-		-		
Long-term incentive plan stock issuance	-		-		
Employee stock purchase plan stock issuance	-		-		
Common stock retired	-		-		
BALANCE AT END OF YEAR	-		1		
ADDITIONAL PAID IN CAPITAL					
Balance at beginning of year	526,642		109,136		
Common stock issuance	-		-		
Long-term incentive plan stock issuance	-		-		
Employee stock purchase plan stock issuance	-		-		
Recapitalization -					
Capital contributions	2		2		
Treasury stock acquired	-		-		
BALANCE AT END OF YEAR	526,644		109,138		
RETAINED EARNINGS					
Balance at beginning of year	16,863		7,485		
Net income (loss)	22,840		3,901		
Cash dividends -					
NI	-		-		
Subsidiaries (to parent)	-		(1,230)		
Other	-		-		
BALANCE AT END OF YEAR	39,703		10,156		

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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	(14,290)	(1,687)
Other Comprehensive Income, net of tax		
Unrealized	-	-
Realized	-	-
Gain/Loss on foreign currency translation		
Unrealized	-	-
Net unrealized gains on derivatives qualifying		
as cash flow hedges	-	-
Minimum pension liability adjustment	1,755	327
-----		
BALANCE AT END OF YEAR	(12,535)	(1,360)
-----		
TOTAL COMMON STOCK EQUITY	553,812	117,935
-----		

\* Confidential treatment requested

132

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

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, 2004 (\$ in thousands)	F-3B Page 2	F-3B Page 3	F-3B Page 4	Combined	Consolidati Entries
-----					
COMMON STOCK					
Balance at beginning of year	*	*	*	*	*
Common stock issuance					
Long-term incentive plan stock issuance					
Employee stock purchase plan stock issuance					
Common stock retired					
-----					
BALANCE AT END OF YEAR					
-----					
ADDITIONAL PAID IN CAPITAL					
Balance at beginning of year					
Common stock issuance					
Long-term incentive plan stock issuance					
Employee stock purchase plan stock issuance					
Recapitalization -					
Capital contributions					
Treasury stock acquired					

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-----  
 BALANCE AT END OF YEAR  
 -----

RETAINED EARNINGS

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

-----  
 BALANCE AT END OF YEAR  
 -----

OTHER

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

-----  
 BALANCE AT END OF YEAR  
 -----

ACCUMULATED OTHER COMPREHENSIVE INCOME

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

-----  
 BALANCE AT END OF YEAR  
 -----

TOTAL COMMON STOCK EQUITY

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133

ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (continued)

F-3B (2 of 4)

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, 2004 (\$ in thousands)	CEG	CAR	CAA	CAT	CDW	CES	F-3B Page 2 Total
COMMON STOCK							
Balance at beginning of year	*	*	*	*	*	*	*
Common stock issuance							

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Long-term incentive plan stock issuance  
Employee stock purchase plan stock issuance  
Common stock retired

-----  
BALANCE AT END OF YEAR  
-----

ADDITIONAL PAID IN CAPITAL

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

-----  
BALANCE AT END OF YEAR  
-----

RETAINED EARNINGS

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

-----  
BALANCE AT END OF YEAR  
-----

OTHER

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

-----  
BALANCE AT END OF YEAR  
-----

ACCUMULATED OTHER COMPREHENSIVE INCOME

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

-----  
BALANCE AT END OF YEAR  
-----

TOTAL COMMON STOCK EQUITY  
-----

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

Year Ended December 31, 2004 (\$ in thousands)	CKY	CMD	COH	CPA	CVA
<b>COMMON STOCK</b>					
Balance at beginning of year	23,806	72	*	45,128	65,305
Common stock issuance	-	-		-	-
Long-term incentive plan stock issuance	-	-		-	-
Employee stock purchase plan stock issuance	-	-		-	-
Common stock retired	-	-		-	-
<b>BALANCE AT END OF YEAR</b>	<b>23,806</b>	<b>72</b>		<b>45,128</b>	<b>65,305</b>
<b>ADDITIONAL PAID IN CAPITAL</b>					
Balance at beginning of year	4,151	11,189		5,301	6,640
Common stock issuance	-	-		-	-
Long-term incentive plan stock issuance	-	-		-	-
Employee stock purchase plan stock issuance	-	-		-	-
Recapitalization -					
Capital contributions	533	270		917	441
Treasury stock acquired	-	-		-	-
<b>BALANCE AT END OF YEAR</b>	<b>4,684</b>	<b>11,459</b>		<b>6,218</b>	<b>7,081</b>
<b>RETAINED EARNINGS</b>					
Balance at beginning of year	49,798	17,749		158,234	118,296
Net income (loss)	8,260	3,189		36,808	26,809
Cash dividends -					
NI	-	-		-	-
Subsidiaries (to parent)	(9,000)	(5,650)		(18,500)	(20,805)
Other	-	-		-	-
<b>BALANCE AT END OF YEAR</b>	<b>49,058</b>	<b>15,288</b>		<b>176,542</b>	<b>124,300</b>
<b>OTHER</b>					
Balance at beginning of year	-	-		-	-
Long-term Incentive Plan	-	-		-	-
Amortization of Unearned Compensation	-	-		-	-
<b>BALANCE AT END OF YEAR</b>	<b>-</b>	<b>-</b>		<b>-</b>	<b>-</b>
<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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Minimum pension liability adjustment	-	-	-	(2)
-----				
BALANCE AT END OF YEAR	-	-	-	(2)
-----				
TOTAL COMMON STOCK EQUITY	77,548	26,819	227,888	196,684
-----				

\* Confidential treatment requested

135

ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (continued)

F-3B (4 of 4)

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, 2004 (\$ in thousands)	CGT	CNS	REM
-----			
COMMON STOCK			
Balance at beginning of year	20	*	*
Common stock issuance	-		
Long-term incentive plan stock issuance	-		
Employee stock purchase plan stock issuance	-		
Common stock retired	-		
-----			
BALANCE AT END OF YEAR	20		
-----			
ADDITIONAL PAID IN CAPITAL			
Balance at beginning of year	95,293		
Common stock issuance	-		
Long-term incentive plan stock issuance	-		
Employee stock purchase plan stock issuance	-		
Recapitalization -			
Capital contributions	1,708		
Treasury stock acquired	-		
-----			
BALANCE AT END OF YEAR	97,001		
-----			
RETAINED EARNINGS			
Balance at beginning of year	56,345		
Net income (loss)	22,169		
Cash dividends -			
NI	-		
Subsidiaries (to parent)	-		
Other	-		
-----			
BALANCE AT END OF YEAR	78,514		
-----			
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	-
Minimum pension liability adjustment	-

---

BALANCE AT END OF YEAR	-
------------------------	---

---

TOTAL COMMON STOCK EQUITY	175,535
---------------------------	---------

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136

ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (continued)

F-3C (1 of 1)

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, 2004 (\$ in thousands)	CKY	CKT	Combined
<b>COMMON STOCK</b>			
Balance at beginning of year	23,806	--	23,806
Common stock issuance	--	--	--
Long-term incentive plan stock issuance	--	--	--
Employee stock purchase plan stock issuance	--	--	--
Common stock retired	--	--	--
<b>BALANCE AT END OF YEAR</b>	<b>23,806</b>	<b>--</b>	<b>23,806</b>
<b>ADDITIONAL PAID IN CAPITAL</b>			
Balance at beginning of year	4,151	--	4,151
Common stock issuance	--	--	--
Long-term incentive plan stock issuance	--	--	--
Employee stock purchase plan stock issuance	--	--	--
Recapitalization -			
Capital contributions	533	--	533
Treasury shares acquired	--	--	--

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BALANCE AT END OF YEAR	4,684	--	4,684
RETAINED EARNINGS			
Balance at beginning of year	49,798	--	49,798
Net income (loss)	8,260	--	8,260
Cash dividends -			
NI	--	--	--
Subsidiaries (to parent)	(9,000)	--	(9,000)
Other	--	--	--
BALANCE AT END OF YEAR	49,058	--	49,058
OTHER			
Balance at beginning of year	--	--	--
Long-term Incentive Plan	--	--	--
Amortization of Unearned Compensation	--	--	--
BALANCE AT END OF YEAR	--	--	--
ACCUMULATED OTHER COMPREHENSIVE INCOME			
Balance at beginning of year	--	--	--
Other Comprehensive Income, net of tax			
Unrealized	--	--	--
Realized	--	--	--
Gain/Loss on foreign currency translation			
Unrealized	--	--	--
Net unrealized gains on derivatives qualifying as cash flow hedges	--	--	--
Minimum pension liability adjustment	--	--	--
BALANCE AT END OF YEAR	--	--	--
TOTAL COMMON STOCK EQUITY	77,548	--	77,548

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137

ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (continued)

F-3D (1 of 1)

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

Year Ended December 31, 2004 (\$ in thousands)	COH	COR	Combined	Consolidating Entries	F-3D Total
COMMON STOCK					
Balance at beginning of year	159,240	*	*	*	*
Common stock issuance	--				



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Long-term incentive plan stock issuance	--
Employee stock purchase plan stock issuance	--
Common stock retired	--
<hr/>	
BALANCE AT END OF YEAR	159,240
<hr/>	
ADDITIONAL PAID IN CAPITAL	
Balance at beginning of year	17,136
Common stock issuance	--
Long-term incentive plan stock issuance	--
Employee stock purchase plan stock issuance	--
Recapitalization -	
Capital contributions	5,665
Treasury shares acquired	--
<hr/>	
BALANCE AT END OF YEAR	22,801
<hr/>	
RETAINED EARNINGS	
Balance at beginning of year	275,148
Net income (loss)	112,223
Cash dividends -	
NI	--
Subsidiaries (to parent)`	(99,684)
Other	--
<hr/>	
BALANCE AT END OF YEAR	287,687
<hr/>	
OTHER	
Balance at beginning of year	--
Long-term Incentive Plan	--
Amortization of Unearned Compensation	--
<hr/>	
BALANCE AT END OF YEAR	--
<hr/>	
ACCUMULATED OTHER COMPREHENSIVE INCOME	
Balance at beginning of year	--
Other Comprehensive Income, net of tax	
Unrealized	--
Realized	--
Gain/Loss on foreign currency translation	
Unrealized	--
Net unrealized gains on derivatives qualifying as cash flow hedges	--
Minimum pension liability adjustment	--
<hr/>	
BALANCE AT END OF YEAR	--
<hr/>	
TOTAL COMMON STOCK EQUITY	469,728
<hr/>	

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

Year Ended December 31, 2004 (\$ in thousands)	TCO	CHC	Combined
<b>COMMON STOCK</b>			
Balance at beginning of year	48	-	48
Common stock issuance	-	-	-
Long-term incentive plan stock issuance	-	-	-
Employee stock purchase plan stock issuance	-	-	-
Common stock retired	-	-	-
<b>BALANCE AT END OF YEAR</b>	<b>48</b>	<b>-</b>	<b>48</b>
<b>ADDITIONAL PAID IN CAPITAL</b>			
Balance at beginning of year	1,565,706	-	1,565,706
Common stock issuance	-	-	-
Long-term incentive plan stock issuance	-	-	-
Employee stock purchase plan stock issuance	-	-	-
Recapitalization -			
Capital contributions	5,840	-	5,840
Treasury shares acquired	-	-	-
<b>BALANCE AT END OF YEAR</b>	<b>1,571,546</b>	<b>-</b>	<b>1,571,546</b>
<b>RETAINED EARNINGS</b>			
Balance at beginning of year	(256,536)	-	(256,536)
Net income (loss)	182,394	-	182,394
Cash dividends -			
NI	-	-	-
Subsidiaries (to parent)	-	-	-
Other	-	-	-
<b>BALANCE AT END OF YEAR</b>	<b>(74,142)</b>	<b>-</b>	<b>(74,142)</b>
<b>OTHER</b>			
Balance at beginning of year	-	-	-
Long-term Incentive Plan	-	-	-
Amortization of Unearned Compensation	-	-	-
<b>BALANCE AT END OF YEAR</b>	<b>-</b>	<b>-</b>	<b>-</b>
<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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Minimum pension liability adjustment	-	-	-
BALANCE AT END OF YEAR	-	-	-
TOTAL COMMON STOCK EQUITY	1,497,452	-	1,497,452

\* Confidential treatment requested

139

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

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

Year Ended December 31, 2004 (\$ in thousands)	CNS	CMC	Combined	Consolidating Entries	F-3F Total
<b>COMMON STOCK</b>					
Balance at beginning of year	*	*	*	*	*
Common stock issuance					
Long-term incentive plan stock issuance					
Employee stock purchase plan stock issuance					
Common stock retired					
BALANCE AT END OF YEAR					
<b>ADDITIONAL PAID IN CAPITAL</b>					
Balance at beginning of year					
Common stock issuance					
Long-term incentive plan stock issuance					
Employee stock purchase plan stock issuance					
Recapitalization -					
Capital contributions					
Treasury shares acquired					
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					

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Long-term Incentive Plan  
 Amortization of Unearned Compensation

-----  
 BALANCE AT END OF YEAR  
 -----

ACCUMULATED OTHER COMPREHENSIVE INCOME

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

-----  
 BALANCE AT END OF YEAR  
 -----

TOTAL COMMON STOCK EQUITY  
 -----

\* Confidential treatment requested

140

ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (continued)

F-3G (1 of 2)

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, 2004 (\$ in thousands)	F-3G Page 2	EIN	ECE	Combined	Consolidating Entries	F-3G Total
COMMON STOCK						
Balance at beginning of year	*	*	*	*	*	*
Common stock issuance						
Long-term incentive plan stock issuance						
Employee stock purchase plan stock issuance						
Common stock retired						
-----						
BALANCE AT END OF YEAR						
-----						
ADDITIONAL PAID IN CAPITAL						
Balance at beginning of year						
Common stock issuance						
Long-term incentive plan stock issuance						
Employee stock purchase plan stock issuance						
Recapitalization -						
Capital contributions						
Treasury stock acquired						
-----						
BALANCE AT END OF YEAR						

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RETAINED EARNINGS

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

BALANCE AT END OF YEAR

OTHER

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

BALANCE AT END OF YEAR

ACCUMULATED OTHER COMPREHENSIVE INCOME

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

BALANCE AT END OF YEAR

TOTAL COMMON STOCK EQUITY

\* Confidential treatment requested

141

ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (continued)

F-3G (2 of 2)

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, 2004 (\$ in thousands)	EUS	ETP	NST	NFU	NTX	Total
COMMON STOCK						
Balance at beginning of year	*	*	*	*	*	*
Common stock issuance						
Long-term incentive plan stock issuance						

F-3G  
 Page 2

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Employee stock purchase plan stock issuance  
Common stock retired

-----  
BALANCE AT END OF YEAR  
-----

ADDITIONAL PAID IN CAPITAL

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

-----  
BALANCE AT END OF YEAR  
-----

RETAINED EARNINGS

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

-----  
BALANCE AT END OF YEAR  
-----

OTHER

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

-----  
BALANCE AT END OF YEAR  
-----

ACCUMULATED OTHER COMPREHENSIVE INCOME

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

-----  
BALANCE AT END OF YEAR  
-----

TOTAL COMMON STOCK EQUITY  
-----

\* Confidential treatment requested

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

Year Ended December 31, 2004 (\$ in thousands)	F-3H Page 2	IWR	HWC	Combined	Consolidating Entries	F-3H Total
<hr/>						
COMMON STOCK						
Balance at beginning of year	*	*	*	*	*	*
Common stock issuance						
Long-term incentive plan stock issuance						
Employee stock purchase plan stock issuance						
Treasury stock acquired						
<hr/>						
BALANCE AT END OF YEAR						
<hr/>						
ADDITIONAL PAID IN CAPITAL						
Balance at beginning of year						
Common stock issuance						
Long-term incentive plan stock issuance						
Employee stock purchase plan stock issuance						
Recapitalization -						
Capital contributions						
Treasury shares acquired						
<hr/>						
BALANCE AT END OF YEAR						
<hr/>						
RETAINED EARNINGS						
Balance at beginning of year						
Net income (loss)						
Cash dividends -						
NI						
Subsidiaries (to parent)						
Other						
<hr/>						
BALANCE AT END OF YEAR						
<hr/>						
OTHER						
Balance at beginning of year						
Long-term Incentive Plan						
Amortization of Unearned Compensation						
<hr/>						
BALANCE AT END OF YEAR						
<hr/>						
ACCUMULATED OTHER COMPREHENSIVE INCOME						
Balance at beginning of year						
Other Comprehensive Income, net of tax						
Unrealized						
Realized						
Gain/Loss on foreign currency translation						
Unrealized						
Net unrealized gains on derivatives qualifying as cash flow hedges						
Minimum pension liability adjustment						

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-----  
 BALANCE AT END OF YEAR  
 -----

TOTAL COMMON STOCK EQUITY  
 -----

\* Confidential treatment requested

143

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

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

Year Ended December 31, 2004 (\$ in thousands) IWC IRA IWM LWC DWC Total F-3H  
 Page 2

-----  
 COMMON STOCK  
 Balance at beginning of year \* \* \* \* \* \*  
 Common stock issuance  
 Long-term incentive plan stock issuance  
 Employee stock purchase plan stock issuance  
 Treasury stock acquired  
 -----

BALANCE AT END OF YEAR  
 -----

ADDITIONAL PAID IN CAPITAL  
 Balance at beginning of year  
 Common stock issuance  
 Long-term incentive plan stock issuance  
 Employee stock purchase plan stock issuance  
 Recapitalization -  
 Capital contributions  
 Treasury shares acquired  
 -----

BALANCE AT END OF YEAR  
 -----

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

BALANCE AT END OF YEAR  
 -----

OTHER  
 Balance at beginning of year



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Long-term Incentive Plan  
Amortization of Unearned Compensation

-----  
BALANCE AT END OF YEAR  
-----

ACCUMULATED OTHER COMPREHENSIVE INCOME

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

-----  
BALANCE AT END OF YEAR  
-----

TOTAL COMMON STOCK EQUITY  
-----

\* Confidential treatment requested

144

ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (continued)

F-3I (1 of 1)

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, 2004 (\$ in thousands)	NES	NCP	NPM	Combined	Consolidating Entries	F-3 Total
COMMON STOCK						
Balance at beginning of year	*	1	*	*	*	*
Common stock issuance		-				
Long-term incentive plan stock issuance		-				
Employee stock purchase plan stock issuance		-				
Common stock retired		-				
BALANCE AT END OF YEAR		1				
ADDITIONAL PAID IN CAPITAL						
Balance at beginning of year		15,000				
Common stock issuance		-				
Long-term incentive plan stock issuance		-				
Employee stock purchase plan stock issuance		-				
Recapitalization -						
Capital contributions		-				
Treasury stock acquired		-				
BALANCE AT END OF YEAR		15,000				

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RETAINED EARNINGS	
Balance at beginning of year	
Net income (loss)	(9,000)
Cash dividends	1,659
NI	-
Subsidiaries (to parent)	-
Other	-
-----	
BALANCE AT END OF YEAR	(7,341)
-----	
OTHER	
Balance at beginning of year	-
Long-term Incentive Plan	-
Amortization of Unearned Compensation	-
-----	
BALANCE AT END OF YEAR	-
-----	
ACCUMULATED OTHER COMPREHENSIVE INCOME	
Balance at beginning of year	-
Other Comprehensive Income, net of tax	
Unrealized	-
Realized	-
Gain/Loss on foreign currency translation	
Unrealized	-
Net unrealized gains on derivatives qualifying as cash flow hedges	-
Minimum pension liability adjustment	-
-----	
BALANCE AT END OF YEAR	-
-----	
TOTAL COMMON STOCK EQUITY	7,660
-----	

\* Confidential treatment requested

145

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

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, 2004 (\$ in thousands)	F-3J Page 2	NDC	CPM	Combined	Consolidating Entries	F-3J Total
-----						
COMMON STOCK						
Balance at beginning of year	*	*	*	*	*	*
Common stock issuance						
Long-term incentive plan stock issuance						
Employee stock purchase plan stock issuance						

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Common stock retired

-----  
BALANCE AT END OF YEAR  
-----

ADDITIONAL PAID IN CAPITAL

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

-----  
BALANCE AT END OF YEAR  
-----

RETAINED EARNINGS

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

-----  
BALANCE AT END OF YEAR  
-----

OTHER

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

-----  
BALANCE AT END OF YEAR  
-----

ACCUMULATED OTHER COMPREHENSIVE INCOME

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

-----  
BALANCE AT END OF YEAR  
-----

TOTAL COMMON STOCK EQUITY  
-----

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

F-3J Page 2

Year Ended December 31, 2004 (\$ in thousands)	JOF	LEL	NDP	SWP	Total
<b>COMMON STOCK</b>					
Balance at beginning of year	*	*	*	*	*
Common stock issuance					
Long-term incentive plan stock issuance					
Employee stock purchase plan stock issuance					
Common stock retired					
<b>BALANCE AT END OF YEAR</b>					
<b>ADDITIONAL PAID IN CAPITAL</b>					
Balance at beginning of year					
Common stock issuance					
Long-term incentive plan stock issuance					
Employee stock purchase plan stock issuance					
Recapitalization -					
Capital contributions					
Treasury shares acquired					
<b>BALANCE AT END OF YEAR</b>					
<b>RETAINED EARNINGS</b>					
Balance at beginning of year					
Net income (loss)					
Cash dividends -					
NI					
Subsidiaries (to parent)					
Other					
<b>BALANCE AT END OF YEAR</b>					
<b>OTHER</b>					
Balance at beginning of year					
Long-term Incentive Plan					
Amortization of Unearned Compensation					
<b>BALANCE AT END OF YEAR</b>					
<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					
Minimum pension liability adjustment					

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BALANCE AT END OF YEAR

---

TOTAL COMMON STOCK EQUITY

---

\* Confidential treatment requested

147

ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (continued)

F-3K (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, 2004 (\$ in thousands)	LEL	SCC	Combined	Consolidating Entries	F-3K Total
<b>COMMON STOCK</b>					
Balance at beginning of year	*	*	*	*	*
Common stock issuance					
Long-term incentive plan stock issuance					
Employee stock purchase plan stock issuance					
Common stock retired					
<hr/>					
<b>BALANCE AT END OF YEAR</b>					
<hr/>					
<b>ADDITIONAL PAID IN CAPITAL</b>					
Balance at beginning of year					
Common stock issuance					
Long-term incentive plan stock issuance					
Employee stock purchase plan stock issuance					
Recapitalization -					
Capital contributions					
Treasury shares acquired					
<hr/>					
<b>BALANCE AT END OF YEAR</b>					
<hr/>					
<b>RETAINED EARNINGS</b>					
Balance at beginning of year					
Net income (loss)					
Cash dividends -					
NI					
Subsidiaries (to parent)					
Other					
<hr/>					
<b>BALANCE AT END OF YEAR</b>					
<hr/>					
<b>OTHER</b>					
Balance at beginning of year					
Long-term Incentive Plan					

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Amortization of Unearned Compensation

-----  
BALANCE AT END OF YEAR  
-----

ACCUMULATED OTHER COMPREHENSIVE INCOME

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

-----  
BALANCE AT END OF YEAR  
-----

-----  
TOTAL COMMON STOCK EQUITY  
-----

\* Confidential treatment requested

148

ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (continued)

F-3L (1 of 1)

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

Year Ended December 31, 2004 (\$ in thousands)	NIF	NIT	Combined	Consolidating Entries	F-3L Total
-----					
COMMON STOCK					
Balance at beginning of year	30,674	*	*	*	*
Common stock issuance	-				
Long-term incentive plan stock issuance	-				
Employee stock purchase plan stock issuance	-				
Common stock retired	-				
-----					
BALANCE AT END OF YEAR	30,674				
-----					
ADDITIONAL PAID IN CAPITAL					
Balance at beginning of year	335				
Common stock issuance	-				
Long-term incentive plan stock issuance	-				
Employee stock purchase plan stock issuance	-				
Recapitalization -					
Capital contributions	145				
Treasury stock acquired	-				
-----					
BALANCE AT END OF YEAR	480				

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RETAINED EARNINGS	
Balance at beginning of year	18,742
Net income (loss)	3,911
Cash dividends -	
NI	-
Subsidiaries (to parent)	-
Other	-
-----	
BALANCE AT END OF YEAR	22,653
-----	
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	(319)
Other Comprehensive Income, net of tax	
Unrealized	-
Realized	-
Gain/Loss on foreign currency translation	
Unrealized	-
Net unrealized gains on derivatives qualifying as cash flow hedges	-
Minimum pension liability adjustment	(126)
-----	
BALANCE AT END OF YEAR	(445)
-----	
TOTAL COMMON STOCK EQUITY	53,362
-----	

\* Confidential treatment requested

149

ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (continued)

F-3M (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, 2004 (\$ in thousands)	NIP	NRC	Combined	Consolidating Entries	F-3 Tot
-----					
COMMON STOCK					
Balance at beginning of year	859,488	*	*	*	
Common stock issuance	-				
Long-term incentive plan stock issuance	-				

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Employee stock purchase plan stock issuance	-
Common stock retired	-
-----	
BALANCE AT END OF YEAR	859,488
-----	
ADDITIONAL PAID IN CAPITAL	
Balance at beginning of year	50,290
Common stock issuance	-
Long-term incentive plan stock issuance	-
Employee stock purchase plan stock issuance	-
Recapitalization -	
Capital contributions	12,660
Treasury stock acquired	-
-----	
BALANCE AT END OF YEAR	62,950
-----	
RETAINED EARNINGS	
Balance at beginning of year	183,729
Net income (loss)	177,582
Cash dividends -	
NI	-
Subsidiaries (to parent)	(4,380)
Other	-
-----	
BALANCE AT END OF YEAR	356,931
-----	
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	(121,762)
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	(6,229)
Minimum pension liability adjustment	4,815
-----	
BALANCE AT END OF YEAR	(123,176)
-----	
TOTAL COMMON STOCK EQUITY	1,156,193
=====	

\* Confidential treatment requested



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

Year Ended December 31, 2004(\$ in thousands)	PRI	WCE	WLC	Combined	Consolidating Entries	F- To
<b>COMMON STOCK</b>						
Balance at beginning of year	*	*	*	*	*	
Common stock issuance						
Long-term incentive plan stock issuance						
Employee stock purchase plan stock issuance						
Common stock retired						
<b>BALANCE AT END OF YEAR</b>						
<b>ADDITIONAL PAID IN CAPITAL</b>						
Balance at beginning of year						
Common stock issuance						
Long-term incentive plan stock issuance						
Employee stock purchase plan stock issuance						
Recapitalization -						
Capital contributions						
Treasury stock acquired						
<b>BALANCE AT END OF YEAR</b>						
<b>RETAINED EARNINGS</b>						
Balance at beginning of year						
Net income (loss)						
Cash dividends -						
NI						
Subsidiaries (to parent)						
Other						
<b>BALANCE AT END OF YEAR</b>						
<b>OTHER</b>						
Balance at beginning of year						
Long-term Incentive Plan						
Amortization of Unearned Compensation						
<b>BALANCE AT END OF YEAR</b>						
<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						
Minimum pension liability adjustment						
<b>BALANCE AT END OF YEAR</b>						

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TOTAL COMMON STOCK EQUITY

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151

ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (continued)

F-4 (1 of 4)

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

Year Ended December 31, 2004 (\$ in thousands)	F-4 Page 2	F-4 Page 3	F-4 Page 4	Combined	Cons E
--	---------------	---------------	---------------	----------	-----------

OPERATING ACTIVITIES

Net income	*	*	*	*	
Adjustments to reconcile net income to net cash:					
Depreciation, depletion and amortization					
Net changes in price risk management activities					
Deferred income taxes and investment tax credits					
Deferred revenue					
Amortization of unearned compensation					
Loss (Gain) on sale of assets					
Loss (Income) from change in accounting					
Earnings in subsidiaries					
Dividends received from subsidiaries					
Loss (Income) from unconsolidated affiliates					
Loss (Gain) on sale of discontinued assets					
Loss (Income) from discontinued operations					
Amortization of discount/premium on debt					
Other					
Changes in assets/liabilities:					
Restricted cash					
Accounts receivable and unbilled revenue					
Inventories					
Accounts payable					
Customer deposits					
Taxes accrued					
Interest accrued					
(Under) Overrecovered gas and fuel costs					
Exchange gas receivable/payable					
Prepayments and other current assets					
Other accruals					
Regulatory assets/liabilities					
Postretirement and postemployment benefits					
Deferred credits					
Deferred charges and other noncurrent assets					
Other noncurrent liabilities					

NET CASH FROM CONTINUING OPERATIONS

NET CASH FROM DISCONTINUED OPERATIONS

NET CASH FROM OPERATING ACTIVITIES

INVESTING ACTIVITIES

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Capital expenditures  
 Proceeds from disposition of assets  
 Other investing activities

-----  
 NET CASH FROM INVESTING ACTIVITIES  
 -----

FINANCING ACTIVITIES

Issuance of long-term debt  
 Retirement of long-term debt  
 Change in short-term debt  
 Change in intercompany notes receivable  
 Change in intercompany notes payable  
 Retirement of preferred shares  
 Issuance of common stock and capital contributed  
 Acquisition of treasury stock  
 Dividends paid - common shares

-----  
 NET CASH FROM FINANCING ACTIVITIES  
 -----

INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS

CASH AND CASH EQUIVALENTS AT BEGINNING OF PERIOD

-----  
 CASH AND CASH EQUIVALENTS AT END OF PERIOD  
 -----

\*Confidential treatment requested

152

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, 2004 (\$ in thousands)

NSI

BSG

CEG

EIN

GSG

OPERATING ACTIVITIES

Net income	*	*	407,425	*	*
Adjustments to reconcile net income to net cash:					
Depreciation, depletion and amortization			169,303		
Net changes in price risk management activities			(7,680)		
Deferred income taxes and investment tax credits			109,808		
Deferred revenue			(22,366)		
Amortization of unearned compensation			636		
Loss (Gain) on sale of assets			1,211		
Loss (Income) from change in accounting			-		
Earnings in subsidiaries			-		
Dividends received from subsidiaries			-		
Loss (Income) from unconsolidated affiliates			(4)		
Loss (Gain) on sale of discontinued assets			(1,619)		
Loss (Income) from discontinued operations			(2,145)		
Amortization of discount/premium on debt			32		
Other			(1,488)		
Changes in assets/liabilities:					
Restricted cash			(1,808)		

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Accounts receivable and unbilled revenue	1,274
Inventories	(34,273)
Accounts payable	85,641
Customer deposits	1,336
Taxes accrued	(13,475)
Interest accrued	(2,224)
(Under) Overrecovered gas and fuel costs	(76,376)
Exchange gas receivable/payable	101,775
Prepayments and other current assets	440
Other accruals	1,833
Regulatory assets/liabilities	17,879
Postretirement and postemployment benefits	(7,546)
Deferred credits	(1,313)
Deferred charges and other noncurrent assets	(29,841)
Other noncurrent liabilities	401
-----	
NET CASH FROM CONTINUING OPERATIONS	696,836
NET CASH FROM DISCONTINUED OPERATIONS	-
-----	
NET CASH FROM OPERATING ACTIVITIES	696,836
-----	
INVESTING ACTIVITIES	
Capital expenditures	(254,116)
Proceeds from disposition of assets	3,449
Other investing activities	(11,586)
-----	
NET CASH FROM INVESTING ACTIVITIES	(262,253)
-----	
FINANCING ACTIVITIES	
Issuance of long-term debt	2
Retirement of long-term debt	(21)
Change in short-term debt	105
Change in intercompany notes receivable	(38)
Change in intercompany notes payable	(335)
Retirement of preferred shares	-
Issuance of common stock and capital contributed	-
Acquisition of treasury stock	-
Dividends paid - common shares	(50,019)
-----	
NET CASH FROM FINANCING ACTIVITIES	(50,306)
-----	
INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS	384,277
CASH AND CASH EQUIVALENTS AT BEGINNING OF PERIOD	69,882
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CASH AND CASH EQUIVALENTS AT END OF PERIOD	454,159
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\*Confidential treatment requested

153

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)

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Year Ended December 31, 2004 (\$ in thousands)	KGL	NES	NCM	NCS
<b>OPERATING ACTIVITIES</b>				
Net income	3,044	*	*	-
Adjustments to reconcile net income to net cash:				
Depreciation, depletion and amortization	1,745			7,163
Net changes in price risk management activities	895			-
Deferred income taxes and investment tax credits	(144)			(212)
Deferred revenue	-			-
Amortization of unearned compensation	-			6,214
Loss (Gain) on sale of assets	-			-
Loss (Income) from change in accounting	-			-
Earnings in subsidiaries	-			-
Dividends received from subsidiaries	-			-
Loss (Income) from unconsolidated affiliates	-			-
Loss (Gain) on sale of discontinued assets	-			-
Loss (Income) from discontinued operations	-			-
Amortization of discount/premium on debt	-			-
Other	-			-
Changes in assets/liabilities:				
Restricted cash	-			-
Accounts receivable and unbilled revenue	(1,655)			10,473
Inventories	(183)			-
Accounts payable	2,715			(8,800)
Customer deposits	62			-
Taxes accrued	1,493			(5,145)
Interest accrued	12			-
(Under) Overrecovered gas and fuel costs	1,337			-
Exchange gas receivable/payable	-			-
Prepayments and other current assets	(4)			1,101
Other accruals	182			(12,407)
Regulatory assets/liabilities	(1,698)			-
Postretirement and postemployment benefits	431			13,682
Deferred credits	-			-
Deferred charges and other noncurrent assets	(193)			(10,873)
Other noncurrent liabilities	(145)			(4,831)
<b>NET CASH FROM CONTINUING OPERATIONS</b>	<b>7,894</b>			<b>(3,635)</b>
<b>NET CASH FROM DISCONTINUED OPERATIONS</b>	<b>-</b>			<b>-</b>
<b>NET CASH FROM OPERATING ACTIVITIES</b>	<b>7,894</b>			<b>(3,635)</b>
<b>INVESTING ACTIVITIES</b>				
Capital expenditures	(1,942)			(8,286)
Proceeds from disposition of assets	-			-
Other investing activities	-			-
<b>NET CASH FROM INVESTING ACTIVITIES</b>	<b>(1,942)</b>			<b>(8,286)</b>
<b>FINANCING ACTIVITIES</b>				
Issuance of long-term debt	-			-
Retirement of long-term debt	-			-
Change in short-term debt	-			-
Change in intercompany notes receivable	(3,554)			-
Change in intercompany notes payable	-			12,366
Retirement of preferred shares	-			-
Issuance of common stock and capital contributed	-			-
Acquisition of treasury stock	-			-
Dividends paid - common shares	-			(665)
<b>NET CASH FROM FINANCING ACTIVITIES</b>	<b>(3,554)</b>			<b>11,701</b>

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INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS	2,398	(220)
CASH AND CASH EQUIVALENTS AT BEGINNING OF PERIOD	496	2,215
CASH AND CASH EQUIVALENTS AT END OF PERIOD	2,894	1,995

\*Confidential treatment requested

154

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

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

Year Ended December 31, 2004 (\$ in thousands)	NFC	NRS	NIF	NIP	PRI
OPERATING ACTIVITIES					
Net income	*	*	*	*	*
Adjustments to reconcile net income to net cash:					
Depreciation, depletion and amortization					
Net changes in price risk management activities					
Deferred income taxes and investment tax credits					
Deferred revenue					
Amortization of unearned compensation					
Loss (Gain) on sale of assets					
Loss (Income) from change in accounting					
Earnings in subsidiaries					
Dividends received from subsidiaries					
Loss (Income) from unconsolidated affiliates					
Loss (Gain) on sale of discontinued assets					
Loss (Income) from discontinued operations					
Amortization of discount/premium on debt					
Other					
Changes in assets/liabilities:					
Restricted cash					
Accounts receivable and unbilled revenue					
Inventories					
Accounts payable					
Customer deposits					
Taxes accrued					
Interest accrued					
(Under) Overrecovered gas and fuel costs					
Exchange gas receivable/payable					
Prepayments and other current assets					
Other accruals					
Regulatory assets/liabilities					
Postretirement and postemployment benefits					
Deferred credits					
Deferred charges and other noncurrent assets					
Other noncurrent liabilities					
NET CASH FROM CONTINUING OPERATIONS					
NET CASH FROM DISCONTINUED OPERATIONS					

NET CASH FROM OPERATING ACTIVITIES

INVESTING ACTIVITIES

Capital expenditures  
 Proceeds from disposition of assets  
 Other investing activities

NET CASH FROM INVESTING ACTIVITIES

FINANCING ACTIVITIES

Issuance of long-term debt  
 Retirement of long-term debt  
 Change in short-term debt  
 Change in intercompany notes receivable  
 Change in intercompany notes payable  
 Retirement of preferred shares  
 Issuance of common stock and capital contributed  
 Acquisition of treasury stock  
 Dividends paid - common shares

NET CASH FROM FINANCING ACTIVITIES

INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS

CASH AND CASH EQUIVALENTS AT BEGINNING OF PERIOD

CASH AND CASH EQUIVALENTS AT END OF PERIOD

\*Confidential treatment requested

155

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, 2004 (\$ in thousands)	BSG	BGP	NUI	Combined
<b>OPERATING ACTIVITIES</b>				
Net income	22,840	*	3,901	*
Adjustments to reconcile net income to net cash:				
Depreciation, depletion and amortization	39,163		9,270	
Net changes in price risk management activities	-		-	
Deferred income taxes and investment tax credits	233		(463)	
Deferred revenue	(495)		-	
Amortization of unearned compensation	20		-	
Loss (Gain) on sale of assets	-		-	
Loss (Income) from change in accounting	-		-	
Earnings in subsidiaries	(3,903)		-	
Dividends received from subsidiaries	1,230		-	
Loss (Income) from unconsolidated affiliates	-		-	
Loss (Gain) on sale of discontinued assets	-		-	

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Loss (Income) from discontinued operations	-	-
Amortization of discount/premium on debt	952	73
Other	(45)	(13)
Changes in assets/liabilities:		
Restricted cash	-	(237)
Accounts receivable and unbilled revenue	(24,986)	1,045
Inventories	(7,359)	(350)
Accounts payable	13,779	450
Customer deposits	(103)	174
Taxes accrued	(17,015)	(1,197)
Interest accrued	(322)	(19)
(Under) Overrecovered gas and fuel costs	(11,751)	1,310
Exchange gas receivable/payable	(2,368)	(872)
Prepayments and other current assets	77	(284)
Other accruals	2,239	4,181
Regulatory assets/liabilities	(5,715)	1,086
Postretirement and postemployment benefits	3,079	154
Deferred credits	-	-
Deferred charges and other noncurrent assets	4,036	(971)
Other noncurrent liabilities	(1,764)	(3,074)
NET CASH FROM CONTINUING OPERATIONS	11,822	14,164
NET CASH FROM DISCONTINUED OPERATIONS	-	-
NET CASH FROM OPERATING ACTIVITIES	11,822	14,164
INVESTING ACTIVITIES		
Capital expenditures	(37,407)	(9,991)
Proceeds from disposition of assets	-	-
Other investing activities	-	-
NET CASH FROM INVESTING ACTIVITIES	(37,407)	(9,991)
FINANCING ACTIVITIES		
Issuance of long-term debt	-	-
Retirement of long-term debt	(10,000)	(833)
Change in short-term debt	-	-
Change in intercompany notes receivable	-	-
Change in intercompany notes payable	34,948	(2,053)
Retirement of preferred shares	-	-
Issuance of common stock and capital contributed	-	-
Acquisition of treasury stock	-	-
Dividends paid - common shares	-	(1,230)
NET CASH FROM FINANCING ACTIVITIES	24,948	(4,116)
INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS	(637)	57
CASH AND CASH EQUIVALENTS AT BEGINNING OF PERIOD	1,522	275
CASH AND CASH EQUIVALENTS AT END OF PERIOD	885	332

\*Confidential treatment requested

156

ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (continued)

F-4B (1 of 4)

NISOURCE INC. AND SUBSIDIARIES  
COLUMBIA ENERGY GROUP AND SUBSIDIARIES



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## CONSOLIDATED STATEMENT OF CASH FLOWS (Not covered by Report of Independent Public Accountants)

Year Ended December 31, 2004 (\$ in thousands)	F-4B Page 2	F-4B Page 3	F-4B Page 4	Combined	Consol Ent
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OPERATING ACTIVITIES

Net income	*	*	*	*
Adjustments to reconcile net income to net cash:				
Depreciation, depletion and amortization				
Net changes in price risk management activities				
Deferred income taxes and investment tax credits				
Deferred revenue				
Amortization of unearned compensation				
Loss (Gain) on sale of assets				
Loss (Income) from change in accounting				
Earnings in subsidiaries				
Dividends received from subsidiaries				
Loss (Income) from unconsolidated affiliates				
Loss (Gain) on sale of discontinued assets				
Loss (Income) from discontinued operations				
Amortization of discount/premium on debt				
Other				
Changes in assets/liabilities:				
Restricted cash				
Accounts receivable and unbilled revenue				
Inventories				
Accounts payable				
Customer deposits				
Taxes accrued				
Interest accrued				
(Under) Overrecovered gas and fuel costs				
Exchange gas receivable/payable				
Prepayments and other current assets				
Other accruals				
Regulatory assets/liabilities				
Postretirement and postemployment benefits				
Deferred credits				
Deferred charges and other noncurrent assets				
Other noncurrent liabilities				

---

NET CASH FROM CONTINUING OPERATIONS

NET CASH FROM DISCONTINUED OPERATIONS

---

NET CASH FROM OPERATING ACTIVITIES

---

INVESTING ACTIVITIES

  Capital expenditures

  Proceeds from disposition of assets

  Other investing activities

---

NET CASH FROM INVESTING ACTIVITIES

---

FINANCING ACTIVITIES

  Issuance of long-term debt

  Retirement of long-term debt

  Change in short-term debt

  Change in intercompany notes receivable

  Change in intercompany notes payable

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Retirement of preferred shares  
 Issuance of common stock and capital contributed  
 Acquisition of treasury stock  
 Dividends paid - common shares

-----  
 NET CASH FROM FINANCING ACTIVITIES  
 -----

INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS  
 CASH AND CASH EQUIVALENTS AT BEGINNING OF PERIOD

-----  
 CASH AND CASH EQUIVALENTS AT END OF PERIOD  
 -----

\* Confidential treatment requested

157

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

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, 2004 (\$ in thousands) CEG CAR CAA CAT CDW CES F-4B Page  
 ----- Total

OPERATING ACTIVITIES

Net income	*	*	*	*	*	*	*
Adjustments to reconcile net income to net cash:							
Depreciation, depletion and amortization							
Net changes in price risk management activities							
Deferred income taxes and investment tax credits							
Deferred revenue							
Amortization of unearned compensation							
Loss (Gain) on sale of assets							
Loss (Income) from change in accounting							
Earnings in subsidiaries							
Dividends received from subsidiaries							
Loss (Income) from unconsolidated affiliates							
Loss (Gain) on sale of discontinued assets							
Loss (Income) from discontinued operations							
Amortization of discount/premium on debt							
Other							
Changes in assets/liabilities:							
Restricted cash							
Accounts receivable and unbilled revenue							
Inventories							
Accounts payable							
Customer deposits							
Taxes accrued							
Interest accrued							
(Under) Overrecovered gas and fuel costs							
Exchange gas receivable/payable							
Prepayments and other current assets							
Other accruals							

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Regulatory assets/liabilities
Postretirement and postemployment benefits
Deferred credits
Deferred charges and other noncurrent assets
Other noncurrent liabilities
-----
NET CASH FROM CONTINUING OPERATIONS
NET CASH FROM DISCONTINUED OPERATIONS
-----
NET CASH FROM OPERATING ACTIVITIES
-----
INVESTING ACTIVITIES
Capital expenditures
Proceeds from disposition of assets
Other investing activities
-----
NET CASH FROM INVESTING ACTIVITIES
-----
FINANCING ACTIVITIES
Issuance of long-term debt
Retirement of long-term debt
Change in short-term debt
Change in intercompany notes receivable
Change in intercompany notes payable
Retirement of preferred shares
Issuance of common stock and capital contributed
Acquisition of treasury stock
Dividends paid - common shares
-----
NET CASH FROM FINANCING ACTIVITIES
-----
INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS
CASH AND CASH EQUIVALENTS AT BEGINNING OF PERIOD
-----
CASH AND CASH EQUIVALENTS AT END OF PERIOD
-----

\* Confidential treatment requested

158

ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (continued)

F-4B (3 of 4)

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, 2004 (\$ in thousands)	CKY	CMD	COH	CPA	CV
-----					
OPERATING ACTIVITIES					
Adjustments to reconcile net income to net cash:					
Depreciation, depletion and amortization	5,094	2,553	*	16,703	15,
Net changes in price risk management activities	(387)	-		(191)	
Deferred income taxes and investment tax credits	274	2,275		19,402	4,
Deferred revenue	-	-		-	

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Amortization of unearned compensation	-	-	18	
Loss (Gain) on sale of assets	-	-	-	
Loss (Income) from change in accounting	-	-	-	
Earnings in subsidiaries	-	-	-	
Dividends received from subsidiaries	-	-	-	
Loss (Income) from unconsolidated affiliates	-	-	-	
Loss (Gain) on sale of discontinued assets	-	-	-	
Loss (Income) from discontinued operations	-	-	-	
Amortization of discount/premium on debt	-	-	-	
Other	(67)	(128)	(183)	
Changes in assets/liabilities:				
Restricted cash	-	-	(662)	
Accounts receivable and unbilled revenue	(3,708)	384	(5,863)	(7,
Inventories	(770)	798	(7,434)	1,
Accounts payable	5,389	293	33,796	7,
Customer deposits	266	112	524	
Taxes accrued	(5,281)	(1,351)	3,179	(8,
Interest accrued	8	1	3	
(Under) Overrecovered gas and fuel costs	5,054	(731)	(22,101)	2,
Exchange gas receivable/payable	2,786	484	17,793	(
Prepayments and other current assets	(129)	(133)	(226)	(
Other accruals	1,851	(493)	(189)	
Regulatory assets/liabilities	2,342	451	2,247	4,
Postretirement and postemployment benefits	423	(217)	(2,015)	(
Deferred credits	-	-	-	
Deferred charges and other noncurrent assets	(547)	(69)	(863)	(7,
Other noncurrent liabilities	3,955	72	(3,442)	2,
NET CASH FROM CONTINUING OPERATIONS	24,813	7,490	87,304	41,
NET CASH FROM DISCONTINUED OPERATIONS	-	-	-	
NET CASH FROM OPERATING ACTIVITIES	24,813	7,490	87,304	41,
INVESTING ACTIVITIES				
Capital expenditures	(7,341)	(3,242)	(34,094)	(20,
Proceeds from disposition of assets	-	-	-	
Other investing activities	-	-	-	
NET CASH FROM INVESTING ACTIVITIES	(7,341)	(3,242)	(34,094)	(20,
FINANCING ACTIVITIES				
Issuance of long-term debt	-	-	-	
Retirement of long-term debt	-	-	-	
Change in short-term debt	-	-	-	
Change in intercompany notes receivable	(4,823)	1,185	-	
Change in intercompany notes payable	(4,020)	-	(36,642)	(1,
Retirement of preferred shares	-	-	-	
Issuance of common stock and capital contributed	-	-	-	
Acquisition of treasury stock	-	-	-	
Dividends paid - common shares	(9,000)	(5,650)	(18,500)	(20,
NET CASH FROM FINANCING ACTIVITIES	(17,843)	(4,465)	(55,142)	(22,
INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS	(371)	(217)	(1,932)	(1,
CASH AND CASH EQUIVALENTS AT BEGINNING OF PERIOD	789	337	3,394	1,
CASH AND CASH EQUIVALENTS AT END OF PERIOD	418	120	1,462	

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159

ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (continued)

F-4B (4 of 4)

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, 2004 (\$ in thousands)	CGT	CNS	REM	NIC	F-4B Page 4 Total
<hr/>					
OPERATING ACTIVITIES					
Net income	22,169	*	*	*	*
Adjustments to reconcile net income to net cash:					
Depreciation, depletion and amortization	23,191				
Net changes in price risk management activities	-				
Deferred income taxes and investment tax credits	2,824				
Deferred revenue	-				
Amortization of unearned compensation	39				
Loss (Gain) on sale of assets	-				
Loss (Income) from change in accounting	-				
Earnings in subsidiaries	-				
Dividends received from subsidiaries	-				
Loss (Income) from unconsolidated affiliates	-				
Loss (Gain) on sale of discontinued assets	-				
Loss (Income) from discontinued operations	-				
Amortization of discount/premium on debt	-				
Other	(35)				
Changes in assets/liabilities:					
Restricted cash	-				
Accounts receivable and unbilled revenue	2,747				
Inventories	61				
Accounts payable	(170)				
Customer deposits	-				
Taxes accrued	854				
Interest accrued	(17)				
(Under) Overrecovered gas and fuel costs	-				
Exchange gas receivable/payable	340				
Prepayments and other current assets	54				
Other accruals	(2,581)				
Regulatory assets/liabilities	82				
Postretirement and postemployment benefits	622				
Deferred credits	39				
Deferred charges and other noncurrent assets	432				
Other noncurrent liabilities	(791)				
<hr/>					
NET CASH FROM CONTINUING OPERATIONS	49,860				
NET CASH FROM DISCONTINUED OPERATIONS	-				
<hr/>					
NET CASH FROM OPERATING ACTIVITIES	49,860				
<hr/>					
INVESTING ACTIVITIES					
Capital expenditures	(11,536)				
Proceeds from disposition of assets	-				
Other investing activities	-				
<hr/>					
NET CASH FROM INVESTING ACTIVITIES	(11,536)				

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FINANCING ACTIVITIES	
Issuance of long-term debt	-
Retirement of long-term debt	-
Change in short-term debt	-
Change in intercompany notes receivable	(27,644)
Change in intercompany notes payable	(10,673)
Retirement of preferred shares	-
Issuance of common stock and capital contributed	-
Acquisition of treasury stock	-
Dividends paid - common shares	-
<b>NET CASH FROM FINANCING ACTIVITIES</b>	<b>(38,317)</b>
<b>INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS</b>	<b>7</b>
<b>CASH AND CASH EQUIVALENTS AT BEGINNING OF PERIOD</b>	<b>3</b>
<b>CASH AND CASH EQUIVALENTS AT END OF PERIOD</b>	<b>10</b>

\* Confidential treatment requested

160

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

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

Year Ended December 31, 2004 (\$ in thousands)	CKY	CKT	Combined	Consolidated Entries
<b>OPERATING ACTIVITIES</b>				
Net income	8,260	-	8,260	-
Adjustments to reconcile net income to net cash:				
Depreciation, depletion and amortization	5,094	-	5,094	-
Net changes in price risk management activities	(387)	-	(387)	-
Deferred income taxes and investment tax credits	274	-	274	-
Deferred revenue	-	-	-	-
Amortization of unearned compensation	-	-	-	-
Loss (Gain) on sale of assets	-	-	-	-
Loss (Income) from change in accounting	-	-	-	-
Earnings in subsidiaries	-	-	-	-
Dividends received from subsidiaries	-	-	-	-
Loss (Income) from unconsolidated affiliates	-	-	-	-
Loss (Gain) on sale of discontinued assets	-	-	-	-
Loss (Income) from discontinued operations	-	-	-	-
Amortization of discount/premium on debt	-	-	-	-
Other	(67)	-	(67)	-
Changes in assets/liabilities:				
Restricted cash	-	-	-	-
Accounts receivable and unbilled revenue	(3,708)	-	(3,708)	-
Inventories	(770)	-	(770)	-
Accounts payable	5,389	-	5,389	-
Customer deposits	266	-	266	-

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Taxes accrued	(5,281)	-	5,281	-
Interest accrued	8	-	8	-
(Under) Overrecovered gas and fuel costs	5,054	-	5,054	-
Exchange gas receivable/payable	2,786	-	2,786	-
Prepayments and other current assets	(129)	-	(129)	-
Other accruals	1,851	-	1,851	-
Regulatory assets/liabilities	2,342	-	2,342	-
Postretirement and postemployment benefits	423	-	423	-
Deferred credits	-	-	-	-
Deferred charges and other noncurrent assets	(547)	-	(547)	-
Other noncurrent liabilities	3,955	-	3,955	-
-----				
NET CASH FROM CONTINUING OPERATIONS	24,813	-	24,813	-
NET CASH FROM DISCONTINUED OPERATIONS	-	-	-	-
-----				
NET CASH FROM OPERATING ACTIVITIES	24,813	-	24,813	-
-----				
INVESTING ACTIVITIES				
Capital expenditures	(7,341)	-	(7,341)	-
Proceeds from disposition of assets	-	-	-	-
Other investing activities	-	-	-	-
-----				
NET CASH FROM INVESTING ACTIVITIES	(7,341)	-	(7,341)	-
-----				
FINANCING ACTIVITIES				
Issuance of long-term debt	-	-	-	-
Retirement of long-term debt	-	-	-	-
Change in short-term debt	-	-	-	-
Change in intercompany notes receivable	(4,823)	-	(4,823)	-
Change in intercompany notes payable	(4,020)	-	(4,020)	-
Retirement of preferred shares	-	-	-	-
Issuance of common stock and capital contributed	-	-	-	-
Acquisition of treasury stock	-	-	-	-
Dividends paid - common shares	(9,000)	-	(9,000)	-
-----				
NET CASH FROM FINANCING ACTIVITIES	(17,843)	-	(17,843)	-
-----				
INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS	(371)	-	(371)	-
CASH AND CASH EQUIVALENTS AT BEGINNING OF PERIOD	789	-	789	-
-----				
CASH AND CASH EQUIVALENTS AT END OF PERIOD	418	-	418	-
-----				

\* Confidential treatment requested

161

ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (continued)

F-4D (1 of 1)

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

Year Ended December 31, 2004 (\$ in thousands)	COH	COR	Combined	Consolidating Entries
-----				

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OPERATING ACTIVITIES	*	*	*	*
Net income	112,223			
Adjustments to reconcile net income to net cash:				
Depreciation, depletion and amortization	16,058			
Net changes in price risk management activities	2,147			
Deferred income taxes and investment tax credits	43,938			
Deferred revenue	-			
Amortization of unearned compensation	23			
Loss (Gain) on sale of assets	-			
Loss (Income) from change in accounting	-			
Earnings in subsidiaries	(70)			
Dividends received from subsidiaries	-			
Loss (Income) from unconsolidated affiliates	-			
Loss (Gain) on sale of discontinued assets	-			
Loss (Income) from discontinued operations	-			
Amortization of discount/premium on debt	-			
Other	(572)			
Changes in assets/liabilities:				
Restricted cash	-			
Accounts receivable and unbilled revenue	152,383			
Inventories	(30,968)			
Accounts payable	62,064			
Customer deposits	(540)			
Taxes accrued	17,146			
Interest accrued	100			
(Under) Overrecovered gas and fuel costs	(61,017)			
Exchange gas receivable/payable	79,605			
Prepayments and other current assets	82			
Other accruals	8,262			
Regulatory assets/liabilities	32			
Postretirement and postemployment benefits	(7,145)			
Deferred credits	-			
Deferred charges and other noncurrent assets	(5,468)			
Other noncurrent liabilities	(550)			
<hr/>				
NET CASH FROM CONTINUING OPERATIONS	387,733			
NET CASH FROM DISCONTINUED OPERATIONS	-			
<hr/>				
NET CASH FROM OPERATING ACTIVITIES	387,733			
<hr/>				
INVESTING ACTIVITIES				
Capital expenditures	(61,598)			
Proceeds from disposition of assets	-			
Other investing activities	(25,001)			
<hr/>				
NET CASH FROM INVESTING ACTIVITIES	(86,599)			
<hr/>				
FINANCING ACTIVITIES				
Issuance of long-term debt	-			
Retirement of long-term debt	-			
Change in short-term debt	-			
Change in intercompany notes receivable	(134,677)			
Change in intercompany notes payable	(68,849)			
Retirement of preferred shares	-			
Issuance of common stock and capital contributed	-			
Acquisition of treasury stock	-			
Dividends paid - common shares	(99,684)			
<hr/>				
NET CASH FROM FINANCING ACTIVITIES	(303,210)			
<hr/>				
INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS	(2,076)			
CASH AND CASH EQUIVALENTS AT BEGINNING OF PERIOD	5,964			



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CASH AND CASH EQUIVALENTS AT END OF PERIOD 3,888

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162

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

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

Year Ended December 31, 2004 (\$ in thousands)	TCO	CHC	Combined	Consolidated Entr
<b>OPERATING ACTIVITIES</b>				
Net income	182,394	--	182,394	
Adjustments to reconcile net income to net cash:				
Depreciation, depletion and amortization	89,287	--	89,287	
Net changes in price risk management activities	--	--	--	
Deferred income taxes and investment tax credits	32,492	--	32,492	
Deferred revenue	--	--	--	
Amortization of unearned compensation	545	--	545	
Loss (Gain) on sale of assets	1,196	--	1,196	
Loss (Income) from change in accounting	--	--	--	
Earnings in subsidiaries	--	--	--	
Dividends received from subsidiaries	--	--	--	
Loss (Income) from unconsolidated affiliates	(4)	--	(4)	
Loss (Gain) on sale of discontinued assets	--	--	--	
Loss (Income) from discontinued operations	--	--	--	
Amortization of discount/premium on debt	25	--	25	
Other	(503)	--	(503)	
Changes in assets/liabilities:				
Restricted cash	--	--	--	
Accounts receivable and unbilled revenue	(4,109)	--	(4,109)	
Inventories	2,928	--	2,928	
Accounts payable	2,421	--	2,421	
Customer deposits	--	--	--	
Taxes accrued	12,683	--	12,683	
Interest accrued	--	--	--	
(Under) Overrecovered gas and fuel costs	--	--	--	
Exchange gas receivable/payable	1,647	--	1,647	
Prepayments and other current assets	(394)	--	(394)	
Other accruals	(2,253)	--	(2,253)	
Regulatory assets/liabilities	8,432	--	8,432	
Postretirement and postemployment benefits	4,716	--	4,716	
Deferred credits	529	--	529	
Deferred charges and other noncurrent assets	(6,194)	--	(6,194)	
Other noncurrent liabilities	(1,185)	--	(1,185)	
<b>NET CASH FROM CONTINUING OPERATIONS</b>	<b>324,653</b>	<b>--</b>	<b>324,653</b>	
<b>NET CASH FROM DISCONTINUED OPERATIONS</b>	<b>--</b>	<b>--</b>	<b>--</b>	
<b>NET CASH FROM OPERATING ACTIVITIES</b>	<b>324,653</b>	<b>--</b>	<b>324,653</b>	

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INVESTING ACTIVITIES			
Capital expenditures	(115,437)	--	(115,437)
Proceeds from disposition of assets	3,449	--	3,449
Other investing activities	(2,078)	--	(2,078)
-----			
NET CASH FROM INVESTING ACTIVITIES	(114,066)	--	(114,066)
-----			
FINANCING ACTIVITIES			
Issuance of long-term debt	2	--	2
Retirement of long-term debt	(21)	--	(21)
Change in short-term debt	--	--	--
Change in intercompany notes receivable	(96,209)	--	(96,209)
Change in intercompany notes payable	(114,356)	--	(114,356)
Retirement of preferred shares	--	--	--
Issuance of common stock and capital contributed	--	--	--
Acquisition of treasury stock	--	--	--
Dividends paid - common shares	--	--	--
-----			
NET CASH FROM FINANCING ACTIVITIES	(210,584)	--	(210,584)
-----			
INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS	3	--	3
CASH AND CASH EQUIVALENTS AT BEGINNING OF PERIOD	35	--	35
-----			
CASH AND CASH EQUIVALENTS AT END OF PERIOD	38	--	38
-----			

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163

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, 2004 (\$ in thousands)	CNS	CMC	Combined	Consolidating Entries	F-4F Total
-----					
OPERATING ACTIVITIES	*	*	*	*	*
Net income					
Adjustments to reconcile net income to net cash:					
Depreciation, depletion and amortization					
Net changes in price risk management activities					
Deferred income taxes and investment tax credits					
Deferred revenue					
Amortization of unearned compensation					
Loss (Gain) on sale of assets					
Loss (Income) from change in accounting					
Earnings in subsidiaries					
Dividends received from subsidiaries					
Loss (Income) from unconsolidated affiliates					
Loss (Gain) on sale of discontinued assets					
Loss (Income) from discontinued operations					
Amortization of discount/premium on debt					
Other					

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Changes in assets/liabilities:

Restricted cash  
Accounts receivable and unbilled revenue  
Inventories  
Accounts payable  
Customer deposits  
Taxes accrued  
Interest accrued  
(Under) Overrecovered gas and fuel costs  
Exchange gas receivable/payable  
Prepayments and other current assets  
Other accruals  
Regulatory assets/liabilities  
Postretirement and postemployment benefits  
Deferred credits  
Deferred charges and other noncurrent assets  
Other noncurrent liabilities

---

NET CASH FROM CONTINUING OPERATIONS  
NET CASH FROM DISCONTINUED OPERATIONS

---

NET CASH FROM OPERATING ACTIVITIES

---

INVESTING ACTIVITIES  
Capital expenditures  
Proceeds from disposition of assets  
Other investing activities

---

NET CASH FROM INVESTING ACTIVITIES

---

FINANCING ACTIVITIES  
Issuance of long-term debt  
Retirement of long-term debt  
Change in short-term debt  
Change in intercompany notes receivable  
Change in intercompany notes payable  
Retirement of preferred shares  
Issuance of common stock and capital contributed  
Acquisition of treasury stock  
Dividends paid - common shares

---

NET CASH FROM FINANCING ACTIVITIES

---

INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS  
CASH AND CASH EQUIVALENTS AT BEGINNING OF PERIOD

---

CASH AND CASH EQUIVALENTS AT END OF PERIOD

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164

ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (continued)

F-4G (1 of 2)

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

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Year Ended December 31, 2004 (\$ in thousands)	F-4G Page 2	EIN	ECE	Combined	Consolidation Entries
<hr/>					
OPERATING ACTIVITIES	*	*	*	*	*
Net income					
Adjustments to reconcile net income to net cash:					
Depreciation, depletion and amortization					
Net changes in price risk management activities					
Deferred income taxes and investment tax credits					
Deferred revenue					
Amortization of unearned compensation					
Loss (Gain) on sale of assets					
Loss (Income) from change in accounting					
Earnings in subsidiaries					
Dividends received from subsidiaries					
Loss (Income) from unconsolidated affiliates					
Loss (Gain) on sale of discontinued assets					
Loss (Income) from discontinued operations					
Amortization of discount/premium on debt					
Other					
Changes in assets/liabilities:					
Restricted cash					
Accounts receivable and unbilled revenue					
Inventories					
Accounts payable					
Customer deposits					
Taxes accrued					
Interest accrued					
(Under) Overrecovered gas and fuel costs					
Exchange gas receivable/payable					
Prepayments and other current assets					
Other accruals					
Regulatory assets/liabilities					
Postretirement and postemployment benefits					
Deferred credits					
Deferred charges and other noncurrent assets					
Other noncurrent liabilities					
<hr/>					
NET CASH FROM CONTINUING OPERATIONS					
NET CASH FROM DISCONTINUED OPERATIONS					
<hr/>					
NET CASH FROM OPERATING ACTIVITIES					
<hr/>					
INVESTING ACTIVITIES					
Capital expenditures					
Proceeds from disposition of assets					
Other investing activities					
<hr/>					
NET CASH FROM INVESTING ACTIVITIES					
<hr/>					
FINANCING ACTIVITIES					
Issuance of long-term debt					
Retirement of long-term debt					
Change in short-term debt					
Change in intercompany notes receivable					
Change in intercompany notes payable					
Retirement of preferred shares					
Issuance of common stock and capital contributed					
Acquisition of treasury stock					

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Dividends paid - common shares

-----  
NET CASH FROM FINANCING ACTIVITIES  
-----

INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS  
CASH AND CASH EQUIVALENTS AT BEGINNING OF PERIOD  
-----

CASH AND CASH EQUIVALENTS AT END OF PERIOD  
-----

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165

ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (continued)

F-4G (2 of 2)

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

Year Ended December 31, 2004 (\$ in thousands) EUS                  ETP                  NST                  NFU  
-----

OPERATING ACTIVITIES

Net income	*	*	*	*
Adjustments to reconcile net income to net cash:				
Depreciation, depletion and amortization				
Net changes in price risk management activities				
Deferred income taxes and investment tax credits				
Deferred revenue				
Amortization of unearned compensation				
Loss (Gain) on sale of assets				
Loss (Income) from change in accounting				
Earnings in subsidiaries				
Dividends received from subsidiaries				
Loss (Income) from unconsolidated affiliates				
Loss (Gain) on sale of discontinued assets				
Loss (Income) from discontinued operations				
Amortization of discount/premium on debt				
Other				
Changes in assets/liabilities:				
Restricted cash				
Accounts receivable and unbilled revenue				
Inventories				
Accounts payable				
Customer deposits				
Taxes accrued				
Interest accrued				
(Under) Overrecovered gas and fuel costs				
Exchange gas receivable/payable				
Prepayments and other current assets				
Other accruals				
Regulatory assets/liabilities				
Postretirement and postemployment benefits				
Deferred credits				
Deferred charges and other noncurrent assets				

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Other noncurrent liabilities				
NET CASH FROM CONTINUING OPERATIONS				
NET CASH FROM DISCONTINUED OPERATIONS				
NET CASH FROM OPERATING ACTIVITIES				
INVESTING ACTIVITIES				
Capital expenditures				
Proceeds from disposition of assets				
Other investing activities				
NET CASH FROM INVESTING ACTIVITIES				
FINANCING ACTIVITIES				
Issuance of long-term debt				
Retirement of long-term debt				
Change in short-term debt				
Change in intercompany notes receivable				
Change in intercompany notes payable				
Retirement of preferred shares				
Issuance of common stock and capital contributed				
Acquisition of treasury stock				
Dividends paid - common shares				
NET CASH FROM FINANCING ACTIVITIES				
INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS				
CASH AND CASH EQUIVALENTS AT BEGINNING OF PERIOD				
CASH AND CASH EQUIVALENTS AT END OF PERIOD				

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166

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

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

Year Ended December 31, 2004 (\$ in thousands)	F-4H Page 2	IWR	HWC	Combined
OPERATING ACTIVITIES				
Net income	*	*	*	*
Adjustments to reconcile net income to net cash:				
Depreciation, depletion and amortization				
Net changes in price risk management activities				
Deferred income taxes and investment tax credits				
Deferred revenue				
Amortization of unearned compensation				
Loss (Gain) on sale of assets				

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Loss (Income) from change in accounting  
Earnings in subsidiaries  
Dividends received from subsidiaries  
Loss (Income) from unconsolidated affiliates  
Loss (Gain) on sale of discontinued assets  
Loss (Income) from discontinued operations  
Amortization of discount/premium on debt  
Other  
Changes in assets/liabilities:  
Restricted cash  
Accounts receivable and unbilled revenue  
Inventories  
Accounts payable  
Customer deposits  
Taxes accrued  
Interest accrued  
(Under) Overrecovered gas and fuel costs  
Exchange gas receivable/payable  
Prepayments and other current assets  
Other accruals  
Regulatory assets/liabilities  
Postretirement and postemployment benefits  
Deferred credits  
Deferred charges and other noncurrent assets  
Other noncurrent liabilities

---

NET CASH FROM CONTINUING OPERATIONS  
NET CASH FROM DISCONTINUED OPERATIONS

---

NET CASH FROM OPERATING ACTIVITIES

---

INVESTING ACTIVITIES  
Capital expenditures  
Proceeds from disposition of assets  
Other investing activities

---

NET CASH FROM INVESTING ACTIVITIES

---

FINANCING ACTIVITIES  
Issuance of long-term debt  
Retirement of long-term debt  
Change in short-term debt  
Change in intercompany notes receivable  
Change in intercompany notes payable  
Retirement of preferred shares  
Issuance of common stock and capital contributed  
Acquisition of treasury stock  
Dividends paid - common shares

---

NET CASH FROM FINANCING ACTIVITIES

---

INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS  
CASH AND CASH EQUIVALENTS AT BEGINNING OF PERIOD

---

CASH AND CASH EQUIVALENTS AT END OF PERIOD

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ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (continued)

F-4H (2 of 2)

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

Year Ended December 31, 2004 (\$ in thousands)	IWC	IRA	IWM	LWC
<hr/>				
OPERATING ACTIVITIES				
Net income	*	*	*	*
Adjustments to reconcile net income to net cash:				
Depreciation, depletion and amortization				
Net changes in price risk management activities				
Deferred income taxes and investment tax credits				
Deferred revenue				
Amortization of unearned compensation				
Loss (Gain) on sale of assets				
Loss (Income) from change in accounting				
Earnings in subsidiaries				
Dividends received from subsidiaries				
Loss (Income) from unconsolidated affiliates				
Loss (Gain) on sale of discontinued assets				
Loss (Income) from discontinued operations				
Amortization of discount/premium on debt				
Other				
Changes in assets/liabilities:				
Restricted cash				
Accounts receivable and unbilled revenue				
Inventories				
Accounts payable				
Customer deposits				
Taxes accrued				
Interest accrued				
(Under) Overrecovered gas and fuel costs				
Exchange gas receivable/payable				
Prepayments and other current assets				
Other accruals				
Regulatory assets/liabilities				
Postretirement and postemployment benefits				
Deferred credits				
Deferred charges and other noncurrent assets				
Other noncurrent liabilities				
<hr/>				
NET CASH FROM CONTINUING OPERATIONS				
NET CASH FROM DISCONTINUED OPERATIONS				
<hr/>				
NET CASH FROM OPERATING ACTIVITIES				
<hr/>				
INVESTING ACTIVITIES				
Capital expenditures				
Proceeds from disposition of assets				
Other investing activities				
<hr/>				
NET CASH FROM INVESTING ACTIVITIES				
<hr/>				



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FINANCING ACTIVITIES

Issuance of long-term debt  
 Retirement of long-term debt  
 Change in short-term debt  
 Change in intercompany notes receivable  
 Change in intercompany notes payable  
 Retirement of preferred shares  
 Issuance of common stock and capital contributed  
 Acquisition of treasury stock  
 Dividends paid - common shares

-----  
 NET CASH FROM FINANCING ACTIVITIES  
 -----

INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS  
 CASH AND CASH EQUIVALENTS AT BEGINNING OF PERIOD  
 -----

CASH AND CASH EQUIVALENTS AT END OF PERIOD  
 -----

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168

ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (continued)

F-4I (1 of 1)

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, 2004 (\$ in thousands)	NES	NCP	NPM	Combined
-----				
OPERATING ACTIVITIES				
Net income	*	1,659	*	*
Adjustments to reconcile net income to net cash:				
Depreciation, depletion and amortization		858		
Net changes in price risk management activities		-		
Deferred income taxes and investment tax credits		835		
Deferred revenue		448		
Amortization of unearned compensation		-		
Loss (Gain) on sale of assets		-		
Loss (Income) from change in accounting		-		
Earnings in subsidiaries		-		
Dividends received from subsidiaries		-		
Loss (Income) from unconsolidated affiliates		-		
Loss (Gain) on sale of discontinued assets		-		
Loss (Income) from discontinued operations		-		
Amortization of discount/premium on debt		-		
Other		-		
Changes in assets/liabilities:				
Restricted cash		-		
Accounts receivable and unbilled revenue		(401)		
Inventories		-		
Accounts payable		99		
Customer deposits		-		

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Taxes accrued	(455)
Interest accrued	-
(Under) Overrecovered gas and fuel costs	-
Exchange gas receivable/payable	(723)
Prepayments and other current assets	(3)
Other accruals	(13)
Regulatory assets/liabilities	(5)
Postretirement and postemployment benefits	-
Deferred credits	(336)
Deferred charges and other noncurrent assets	-
Other noncurrent liabilities	-
-----	
NET CASH FROM CONTINUING OPERATIONS	1,963
NET CASH FROM DISCONTINUED OPERATIONS	-
-----	
NET CASH FROM OPERATING ACTIVITIES	1,963
-----	
INVESTING ACTIVITIES	
Capital expenditures	(1,638)
Proceeds from disposition of assets	-
Other investing activities	-
-----	
NET CASH FROM INVESTING ACTIVITIES	(1,638)
-----	
FINANCING ACTIVITIES	
Issuance of long-term debt	-
Retirement of long-term debt	-
Change in short-term debt	-
Change in intercompany notes receivable	-
Change in intercompany notes payable	(325)
Retirement of preferred shares	-
Issuance of common stock and capital contributed	-
Acquisition of treasury stock	-
Dividends paid - common shares	-
-----	
NET CASH FROM FINANCING ACTIVITIES	(325)
-----	
INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS	-
CASH AND CASH EQUIVALENTS AT BEGINNING OF PERIOD	-
-----	
CASH AND CASH EQUIVALENTS AT END OF PERIOD	-
-----	
Acquisition of treasury stock	-
Dividends paid - common shares	(48)
-----	
Net Cash from Financing Activities	(373)
-----	
Increase (Decrease) in cash and cash equivalents	(698)
Cash and cash equivalents at beginning of period	30
CASH AND CASH EQUIVALENTS AT END OF PERIOD	(668)
-----	

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

Year Ended December 31, 2004 (\$ in thousands)	F-4J Page 2	NDC	CPM	Combined
<hr/>				
OPERATING ACTIVITIES				
Net income	*	*	*	*
Adjustments to reconcile net income to net cash:				
Depreciation, depletion and amortization				
Net changes in price risk management activities				
Deferred income taxes and investment tax credits				
Deferred revenue				
Amortization of unearned compensation				
Loss (Gain) on sale of assets				
Loss (Income) from change in accounting				
Earnings in subsidiaries				
Dividends received from subsidiaries				
Loss (Income) from unconsolidated affiliates				
Loss (Gain) on sale of discontinued assets				
Loss (Income) from discontinued operations				
Amortization of discount/premium on debt				
Other				
Changes in assets/liabilities:				
Restricted cash				
Accounts receivable and unbilled revenue				
Inventories				
Accounts payable				
Customer deposits				
Taxes accrued				
Interest accrued				
(Under) Overrecovered gas and fuel costs				
Exchange gas receivable/payable				
Prepayments and other current assets				
Other accruals				
Regulatory assets/liabilities				
Postretirement and postemployment benefits				
Deferred credits				
Deferred charges and other noncurrent assets				
Other noncurrent liabilities				
<hr/>				
NET CASH FROM CONTINUING OPERATIONS				
NET CASH FROM DISCONTINUED OPERATIONS				
<hr/>				
NET CASH FROM OPERATING ACTIVITIES				
<hr/>				
INVESTING ACTIVITIES				
Capital expenditures				
Proceeds from disposition of assets				
Other investing activities				
<hr/>				
NET CASH FROM INVESTING ACTIVITIES				
<hr/>				
FINANCING ACTIVITIES				
Issuance of long-term debt				
Retirement of long-term debt				
Change in short-term debt				
Change in intercompany notes receivable				

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Change in intercompany notes payable  
 Retirement of preferred shares  
 Issuance of common stock and capital contributed  
 Acquisition of treasury stock  
 Dividends paid - common shares

-----  
 NET CASH FROM FINANCING ACTIVITIES  
 -----

INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS  
 CASH AND CASH EQUIVALENTS AT BEGINNING OF PERIOD

-----  
 CASH AND CASH EQUIVALENTS AT END OF PERIOD  
 -----

\* Confidential treatment requested

170

ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (continued)

F-4J (2 of 2)

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, 2004 (\$ in thousands)                      JOF                      LEL                      NDP                      SWP

-----  
 OPERATING ACTIVITIES

Net income	*	*	*	*
Adjustments to reconcile net income to net cash:				
Depreciation, depletion and amortization				
Net changes in price risk management activities				
Deferred income taxes and investment tax credits				
Deferred revenue				
Amortization of unearned compensation				
Loss (Gain) on sale of assets				
Loss (Income) from change in accounting				
Earnings in subsidiaries				
Dividends received from subsidiaries				
Loss (Income) from unconsolidated affiliates				
Loss (Gain) on sale of discontinued assets				
Loss (Income) from discontinued operations				
Amortization of discount/premium on debt				
Other				
Changes in assets/liabilities:				
Restricted cash				
Accounts receivable and unbilled revenue				
Inventories				
Accounts payable				
Customer deposits				
Taxes accrued				
Interest accrued				
(Under) Overrecovered gas and fuel costs				
Exchange gas receivable/payable				
Prepayments and other current assets				

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Other accruals  
 Regulatory assets/liabilities  
 Postretirement and postemployment benefits  
 Deferred credits  
 Deferred charges and other noncurrent assets  
 Other noncurrent liabilities

-----  
 NET CASH FROM CONTINUING OPERATIONS  
 NET CASH FROM DISCONTINUED OPERATIONS  
 -----

NET CASH FROM OPERATING ACTIVITIES  
 -----

INVESTING ACTIVITIES  
 Capital expenditures  
 Proceeds from disposition of assets  
 Other investing activities

-----  
 NET CASH FROM INVESTING ACTIVITIES  
 -----

FINANCING ACTIVITIES  
 Issuance of long-term debt  
 Retirement of long-term debt  
 Change in short-term debt  
 Change in intercompany notes receivable  
 Change in intercompany notes payable  
 Retirement of preferred shares  
 Issuance of common stock and capital contributed  
 Acquisition of treasury stock  
 Dividends paid - common shares

-----  
 NET CASH FROM FINANCING ACTIVITIES  
 -----

INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS  
 CASH AND CASH EQUIVALENTS AT BEGINNING OF PERIOD  
 -----

CASH AND CASH EQUIVALENTS AT END OF PERIOD  
 -----

\* Confidential treatment requested

171

ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (continued) F-4K (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, 2004 (\$ in thousands) LEL SCC Combined

-----  
 OPERATING ACTIVITIES  
 Net income \* \* \*  
 Adjustments to reconcile net income to net cash:  
 Depreciation, depletion and amortization

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Net changes in price risk management activities  
Deferred income taxes and investment tax credits  
Deferred revenue  
Amortization of unearned compensation  
Loss (Gain) on sale of assets  
Loss (Income) from change in accounting  
Earnings in subsidiaries  
Dividends received from subsidiaries  
Loss (Income) from unconsolidated affiliates  
Loss (Gain) on sale of discontinued assets  
Loss (Income) from discontinued operations  
Amortization of discount/premium on debt  
Other  
Changes in assets/liabilities:  
  Restricted cash  
  Accounts receivable and unbilled revenue  
  Inventories  
  Accounts payable  
  Customer deposits  
  Taxes accrued  
  Interest accrued  
  (Under) Overrecovered gas and fuel costs  
  Exchange gas receivable/payable  
  Prepayments and other current assets  
  Other accruals  
  Regulatory assets/liabilities  
  Postretirement and postemployment benefits  
  Deferred credits  
  Deferred charges and other noncurrent assets  
  Other noncurrent liabilities

---

NET CASH FROM CONTINUING OPERATIONS  
NET CASH FROM DISCONTINUED OPERATIONS

---

NET CASH FROM OPERATING ACTIVITIES

---

INVESTING ACTIVITIES  
  Capital expenditures  
  Proceeds from disposition of assets  
  Other investing activities

---

NET CASH FROM INVESTING ACTIVITIES

---

FINANCING ACTIVITIES  
  Issuance of long-term debt  
  Retirement of long-term debt  
  Change in short-term debt  
  Change in intercompany notes receivable  
  Change in intercompany notes payable  
  Retirement of preferred shares  
  Issuance of common stock and capital contributed  
  Acquisition of treasury stock  
  Dividends paid - common shares

---

NET CASH FROM FINANCING ACTIVITIES

---

INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS  
CASH AND CASH EQUIVALENTS AT BEGINNING OF PERIOD

---

CASH AND CASH EQUIVALENTS AT END OF PERIOD

---

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172

ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (continued)

F-4L (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, 2004 (\$ in thousands)	NIF	NIT	Com
<b>OPERATING ACTIVITIES</b>			
Net income	3,911	*	
Adjustments to reconcile net income to net cash:			
Depreciation, depletion and amortization	1,538		
Net changes in price risk management activities	606		
Deferred income taxes and investment tax credits	(430)		
Deferred revenue	-		
Amortization of unearned compensation	-		
Loss (Gain) on sale of assets	-		
Loss (Income) from change in accounting	-		
Earnings in subsidiaries	(361)		
Dividends received from subsidiaries	-		
Loss (Income) from unconsolidated affiliates	-		
Loss (Gain) on sale of discontinued assets	-		
Loss (Income) from discontinued operations	-		
Amortization of discount/premium on debt	21		
Other	-		
Changes in assets/liabilities:			
Restricted cash	-		
Accounts receivable and unbilled revenue	(945)		
Inventories	(257)		
Accounts payable	(707)		
Customer deposits	(1)		
Taxes accrued	1,114		
Interest accrued	(1)		
(Under) Overrecovered gas and fuel costs	2,165		
Exchange gas receivable/payable	-		
Prepayments and other current assets	4		
Other accruals	45		
Regulatory assets/liabilities	(1,405)		
Postretirement and postemployment benefits	807		
Deferred credits	(210)		
Deferred charges and other noncurrent assets	1,928		
Other noncurrent liabilities	(300)		
<b>NET CASH FROM CONTINUING OPERATIONS</b>	<b>7,522</b>		
<b>NET CASH FROM DISCONTINUED OPERATIONS</b>	<b>-</b>		
<b>NET CASH FROM OPERATING ACTIVITIES</b>	<b>7,522</b>		
<b>INVESTING ACTIVITIES</b>			
Capital expenditures	(1,607)		

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Proceeds from disposition of assets	-
Other investing activities	-
-----	
NET CASH FROM INVESTING ACTIVITIES	(1,607)
-----	
FINANCING ACTIVITIES	
Issuance of long-term debt	-
Retirement of long-term debt	-
Change in short-term debt	-
Change in intercompany notes receivable	(4,196)
Change in intercompany notes payable	-
Retirement of preferred shares	-
Issuance of common stock and capital contributed	-
Acquisition of treasury stock	-
Dividends paid - common shares	-
-----	
NET CASH FROM FINANCING ACTIVITIES	(4,196)
-----	
INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS	1,719
CASH AND CASH EQUIVALENTS AT BEGINNING OF PERIOD	175
-----	
CASH AND CASH EQUIVALENTS AT END OF PERIOD	1,894
-----	

\* Confidential treatment requested

173

ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (continued) F-4M (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, 2004 (\$ in thousands)	NIP	NRC	Combined
-----			
OPERATING ACTIVITIES			
Net income	177,582	*	*
Adjustments to reconcile net income to net cash:			
Depreciation, depletion and amortization	264,482		
Net changes in price risk management activities	11,184		
Deferred income taxes and investment tax credits	(15,340)		
Deferred revenue	-		
Amortization of unearned compensation	186		
Loss (Gain) on sale of assets	(1,637)		
Loss (Income) from change in accounting	-		
Earnings in subsidiaries	(493)		
Dividends received from subsidiaries	-		
Loss (Income) from unconsolidated affiliates	-		
Loss (Gain) on sale of discontinued assets	-		
Loss (Income) from discontinued operations	-		
Amortization of discount/premium on debt	3,718		
Other	(793)		
Changes in assets/liabilities:			



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Restricted cash	(19,825)
Accounts receivable and unbilled revenue	(4,954)
Inventories	21,142
Accounts payable	40,054
Customer deposits	5,296
Taxes accrued	(7,493)
Interest accrued	17
(Under) Overrecovered gas and fuel costs	(21,022)
Exchange gas receivable/payable	-
Prepayments and other current assets	7,496
Other accruals	(2,392)
Regulatory assets/liabilities	9,877
Postretirement and postemployment benefits	26,970
Deferred credits	1,285
Deferred charges and other noncurrent assets	(261)
Other noncurrent liabilities	(13,436)
-----	
NET CASH FROM CONTINUING OPERATIONS	481,643
NET CASH FROM DISCONTINUED OPERATIONS	-
-----	
NET CASH FROM OPERATING ACTIVITIES	481,643
-----	
INVESTING ACTIVITIES	
Capital expenditures	(212,793)
Proceeds from disposition of assets	3,615
Other investing activities	-
-----	
NET CASH FROM INVESTING ACTIVITIES	(209,178)
-----	
FINANCING ACTIVITIES	
Issuance of long-term debt	-
Retirement of long-term debt	(143,050)
Change in short-term debt	-
Change in intercompany notes receivable	(41,440)
Change in intercompany notes payable	(83,608)
Retirement of preferred shares	-
Issuance of common stock and capital contributed	-
Acquisition of treasury stock	-
Dividends paid - common shares	(4,392)
-----	
NET CASH FROM FINANCING ACTIVITIES	(272,490)
-----	
INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS	(25)
CASH AND CASH EQUIVALENTS AT BEGINNING OF PERIOD	47
-----	
CASH AND CASH EQUIVALENTS AT END OF PERIOD	22
-----	

\* Confidential treatment requested

174

ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (continued)

F-4N (1 of 1)

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

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Year Ended December 31, 2004 (\$ in thousands)	PRI	WCE	WLC	Combined
<b>OPERATING ACTIVITIES</b>				
Net income	*	*	*	*
Adjustments to reconcile net income to net cash:				
Depreciation, depletion and amortization				
Net changes in price risk management activities				
Deferred income taxes and investment tax credits				
Deferred revenue				
Amortization of unearned compensation				
Loss (Gain) on sale of assets				
Loss (Income) from change in accounting				
Earnings in subsidiaries				
Dividends received from subsidiaries				
Loss (Income) from unconsolidated affiliates				
Loss (Gain) on sale of discontinued assets				
Loss (Income) from discontinued operations				
Amortization of discount/premium on debt				
Other				
Changes in assets/liabilities:				
Restricted cash				
Accounts receivable and unbilled revenue				
Inventories				
Accounts payable				
Customer deposits				
Taxes accrued				
Interest accrued				
(Under) Overrecovered gas and fuel costs				
Exchange gas receivable/payable				
Prepayments and other current assets				
Other accruals				
Regulatory assets/liabilities				
Postretirement and postemployment benefits				
Deferred credits				
Deferred charges and other noncurrent assets				
Other noncurrent liabilities				
<b>NET CASH FROM CONTINUING OPERATIONS</b>				
<b>NET CASH FROM DISCONTINUED OPERATIONS</b>				
<b>NET CASH FROM OPERATING ACTIVITIES</b>				
<b>INVESTING ACTIVITIES</b>				
Capital expenditures				
Proceeds from disposition of assets				
Other investing activities				
<b>NET CASH FROM INVESTING ACTIVITIES</b>				
<b>FINANCING ACTIVITIES</b>				
Issuance of long-term debt				
Retirement of long-term debt				
Change in short-term debt				
Change in intercompany notes receivable				
Change in intercompany notes payable				
Retirement of preferred shares				
Issuance of common stock and capital contributed				
Acquisition of treasury stock				

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Dividends paid - common shares

-----  
NET CASH FROM FINANCING ACTIVITIES  
-----

INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS  
CASH AND CASH EQUIVALENTS AT BEGINNING OF PERIOD  
-----

CASH AND CASH EQUIVALENTS AT END OF PERIOD  
-----

\* Confidential treatment requested

175

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: April 29, 2005

By: /s/ Jeffrey W. Grossman  
-----

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

COLUMBIA ENERGY GROUP

-----  
(Registrant)

Dated: April 29, 2005

By: /s/ Jeffrey W. Grossman  
-----

Jeffrey W. Grossman  
Vice President  
(Principal Accounting Officer)

176

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. Index to Corporate Organization and By-laws Exhibits Filed Pursuant to the Public Utility Holding Company Act of 1935.
- C. Indentures and Contracts.
- D. Tax Allocation Agreement for 2002.

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- E. Other Documents Prescribed by Rule or Order.
- F. Report of Independent Public Accountants.
- G. Organizational Chart of Exempt Wholesale Generators or Foreign Utility Holding Companies.
- H. Financial Statements of Exempt Wholesale Generators of Foreign Utility Holding Companies.
- I. Debt Aquisition Schedule

177

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.	March 9, 2005	001-16189
Columbia Energy Group	March 9, 2005	001-01098
Northern Indiana Public Service Company	March 9, 2005	001-04125

178

ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (continued)

EXHIBIT B. INDEX TO CORPORATE ORGANIZATION AND BY-LAWS EXHIBITS FILED PURSUANT TO THE PUBLIC UTILITY HOLDING COMPANY ACT OF 1935.

NAME OF COMPANY	EXHIBIT B NOTES	
	Articles of Incorporation	By-Laws Regulating
NISOURCE INC.	(1)	
Bay State Gas Company	(3)	B-1
Bay State GPE, Inc.	(5)	B-2
Northern Utilities, Inc.	(7)	B-3
Columbia Energy Group	(9)	B-4
Columbia Accounts Receivable Corporation	(11)	B-5
Columbia Assurance Agency, Inc.	(13)	B-6
Columbia Atlantic Trading Corporation	(15)	B-7
Columbia Deep Water Services Corporation	(17)	B-8
Columbia Energy Services Corporation	(19)	B-9
Columbia Gas of Kentucky, Inc.	(21)	B-10

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Central Kentucky Transmission Company	A-1	(23)	B-11
Columbia Gas of Maryland, Inc.		(25)	B-12
Columbia Gas of Ohio, Inc.		(27)	B-13
Columbia of Ohio Receivables Corporation	A-2	(29)	B-14
Columbia Gas of Pennsylvania, Inc.		(31)	B-15
Columbia Gas of Virginia, Inc.		(33)	B-16
Columbia Gas Transmission Corporation		(35)	B-17
Columbia Hardy Corporation	A-3	(37)	B-18
Columbia Gulf Transmission Company		(39)	B-19
Columbia Network Services Corporation		(41)	B-20
CNS Microwave, Inc.		(43)	B-21
Columbia Remainder Corporation		(45)	B-22
Haverstraw Bay, LLC		(47)	
NiSource Insurance Corporation, Limited		(49)	
EnergyUSA, Inc. (IN)		(51)	B-23
EnergyUSA Commercial Energy Services, Inc.		(53)	B-24
EnergyUSA, Inc. (MA)		(55)	B-25
EnergyUSA-TPC Corp.		(57)	B-26
NI Energy Services Transportation, Inc.		(59)	B-27
NI Fuel Company, Inc.		(61)	B-28
NI-TEX, Inc.		(63)	B-29
Granite State Gas Transmission, Inc.	A-4	(65)	B-30

179

ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (continued)

EXHIBIT B. INDEX TO CORPORATE ORGANIZATION AND BY-LAWS EXHIBITS FILED PURSUANT TO THE PUBLIC UTILITY HOLDING COMPANY ACT OF 1935. (CONTINUED)

NAME OF COMPANY	EXHIBIT B NOTES		
		Articles of Incorporation	By-Laws Regulations
IWC Resources Corporation	A-5	(67)	B-31
Harbour Water Company	A-6	(69)	B-32
Indianapolis Water Company	A-7	(71)	B-33
Irishman's Run Acquisition Company		(73)	B-34
IWC Morgan Water Corporation		(75)	B-35
Liberty Water Corporation		(77)	
The Darlington Water Works Company		(79)	
Kokomo Gas and Fuel Company		(81)	
KGF Trading Company		(83)	B-36
NI Energy Services, Inc.		(85)	B-37
Crossroads Pipeline Company		(87)	B-38
NESI Power Marketing, Inc.		(89)	
NiSource Capital Markets, Inc.		(91)	B-39
NiSource Corporate Services Company		(93)	B-40
NiSource Development Company, Inc.		(95)	B-41
Cardinal Property Management, Inc.		(97)	B-42
JOF Transportation Company		(99)	B-43
Lake Erie Land Company		(101)	B-44
SCC Services, Inc.		(103)	B-45
NDC Douglas Properties, Inc.		(105)	B-46

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South Works Power Company	(107)	B-47	(
NiSource Energy Technologies, Inc.	(109)	B-48	(
NiSource Finance Corp.	(111)	B-49	(
NiSource Retail Services, Inc.	(113)		(
Northern Indiana Fuel and Light Company, Inc.	(115)	B-50	(
Northern Indiana Trading Company, Inc.	(117)		(
Northern Indiana Public Service Company	A-8 (119)		(
NIPSCO Receivables Corporation	(121)	B-51	(
PEI Holdings, Inc.	(123)		(
Whiting Clean Energy, Inc.	(125)	B-52	(
Whiting Leasing LLC	(127)		(

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 dated November 10, 1998, filed as Exhibit A- 1 to Form U5S (2002); amendments dated November 16, 1998 filed as Exhibit A-2 to Form U5S (2002).
- 4 Bay State Gas Company Amended and Restated By-Laws dated March 3, 1999, filed as Exhibit B-2 to Form U5S (2001); amendment dated May 22, 202 filed as Exhibit B-1 to Form U5S (2002); amendment dated June 1, 2004 filed as Exhibit B-1 to Form U5S (2004).
- 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) ; amendment dated June 1, 2004 filed as Exhibit B-2 to Form U5S (2004).
- 7 Northern Utilities, Inc. Record of Organization of Bay State of New Hampshire, Inc. (n/k/a Northern Utilities, Inc.) dated January 9, 1979, filed as Exhibit A-6 to Form U5S (2001).
- 8 Northern Utilities, Inc. Amended and Restated By-Laws dated February 7, 2001, filed as Exhibit B-4 to Form U5S (2001). Amendment dated April 9, 2003, filed as Exhibit B-1 to Form U5S (2003); amendment dated June 1, 2004 filed as Exhibit B-3 to Form U5S (2004).

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- 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; amendment dated June 1, 2004 filed as Exhibit B-4 to Form U5S (2004).
- 11 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.

181

### 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:

- 12 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; amendment dated June 1, 2004 filed as Exhibit B-5 to Form U5S (2004).
- 13 Articles 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).
- 14 Code of Regulations of Columbia Assurance Agency, Inc., dated July 30, 1997, filed as Exhibit 3-B to Form U5S (1998); amendment dated June 1, 2004 filed as Exhibit B-6 to Form U5S (2004).
- 15 Columbia Atlantic Trading Corporation 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.
- 16 Columbia Atlantic Trading Corporation 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; amendment dated July 1, 2004 filed as Exhibit B-7 to Form U5S (2004).

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- 17 Certificate of Incorporation of Columbia Deep Water Services Company dated January 7, 1998, filed as Exhibit 5-A to Form U5S (1998).
- 18 By-Laws of Columbia Deep Water Services Company dated January 8, 1998, filed as Exhibit 5-B to Form U5S (1998); amendment dated June 1, 2004 filed as Exhibit B-8 to Form U5S (2004).
- 19 Certificate of Incorporation of Columbia Energy Services Corporation (formerly The Inland Gas Company, Inc.) dated June 25, 1993, filed under cover of Form SE as Exhibit 1-B to Form U5S (1993). The items identified above are contained in the appropriate filing of Columbia Energy Group.
- 20 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; amendment dated June 1, 2004 filed as Exhibit B-9 to Form U5S (2004).
- 21 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.
- 22 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; amendment dated June 1, 2004 filed as Exhibit B-10 to Form U5S (2004).

182

### 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:

- 23 Central Kentucky Trans Company Certificate of Incorporation dated September 9, 2004 filed as exhibit A-1 on Form U5S (2004).
- 24 Central Kentucky Transmission Company Bylaws dated September 17, 2004 filed as exhibit B-11 on Form U5S (2004)
- 25 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.



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- 26 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; amendment dated June 1, 2004 filed as Exhibit B-26 to Form U5S (2004).
- 27 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.
- 28 Regulations as adopted October 16, 1961, filed as Exhibit 2-B to Form U5S (1964); amendment dated August 19, 1968, filed as Exhibit 5-B to Form U5S (1968); amendment dated May 1, 1985, filed as Exhibit 5-B to Form U5S (1985); amendment dated December 9, 1985, filed as Exhibit 6-B to Form U5S (1985); amendment dated December 8, 1988, filed as Exhibit 6-B to Form U5S (1988); amendment dated June 15, 1989, filed as Exhibit 4-B to Form U5S (1989); amendment dated January 9, 1996, filed as Exhibit 4-B to Form U5S (1995); amendment dated November 1, 1997, filed as Exhibit 5-B to Form U5S (1997). The items identified above are contained in the appropriate filing of Columbia Energy Group. Amendment dated April 21, 2003, filed as Exhibit B-2 to Form U5S (2003); amendment dated June 1, 2004 filed as Exhibit B-13 to Form U5S (2004).
- 29 Columbia of Ohio Receivables Corporation Articles of Incorporation dated May 4, 2004 filed as exhibit A-2 on Form U5S (2004).
- 30 Columbia of Ohio Receivables Corporation Bylaws dated May 4, 2004 filed as exhibit B-14 on Form U5S (2004).
- 31 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.
- 32 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; amendment dated June 1, 2004 filed as Exhibit B-15 to Form U5S (2004).

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EXHIBIT B. INDEX TO CORPORATE ORGANIZATION AND BY-LAWS EXHIBITS FILED PURSUANT TO THE PUBLIC UTILITY HOLDING COMPANY ACT OF 1935. (CONTINUED)

### NOTES:

- 33 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.
- 34 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; amendment dated June 1, 2004 filed as Exhibit B-16 to Form U5S (2004).
- 35 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.
- 36 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; amendment dated June 1, 2004 filed as Exhibit B-17 to Form U5S (2004).
- 37 Columbia Hardy Corporation Certificate of Incorporation dated September 23, 2004 filed as exhibit A-3 on form U5S (2004).
- 38 Columbia Hardy Corporation Bylaws dated November 30, 2004 filed as exhibit B-18 on form U5S (2004).
- 39 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.
- 40 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; amendment dated June 1, 2004 filed as Exhibit B-19 to Form U5S (2004).

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- 41 Certificate of Incorporation of Columbia Network Services Corporation dated June 7, 1996, filed as Exhibit 3-A Form U5S (1996). The items identified above are contained in the appropriate filing of Columbia Energy Group.

184

### ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (continued)

#### EXHIBIT B. INDEX TO CORPORATE ORGANIZATION AND BY-LAWS EXHIBITS FILED PURSUANT TO THE PUBLIC UTILITY HOLDING COMPANY ACT OF 1935. (CONTINUED)

##### NOTES:

- 42 By-Laws of Columbia 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); amendment dated June 1, 2004 filed as Exhibit B-20 to Form U5S (2004).
- 43 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.
- 44 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); amendment dated June 1, 2004 filed as Exhibit B-21 to Form U5S (2004).
- 45 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. Amendment changing name to Columbia Remainder Corporation, dated December 4, 2001 filed as Exhibit A-1 to U5S (2003).
- 46 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); amendment dated June 1, 2004 filed as Exhibit B-22 to Form U5S (2004).
- 47 Haverstraw Bay, LLC Articles of Formation dated September 19, 1999, filed as Exhibit A-3 to Form U5S (2002).
- 48 Haverstraw Bay, LLC Operating Agreement is not currently available and would be filed in an amendment upon it becoming available.
- 49 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. Amendment changing name to NiSource Insurance Corporation, Limited, dated October 18, 2002 filed as Exhibit A-2 to U5S (2003).
- 50 By-laws of Columbia Insurance Corporation, Ltd. as adopted November 4,

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1996, file as Exhibit 5-B to Form U5S (1996). The items identified above are contained in the appropriate filing of Columbia Energy Group.

- 51 EnergyUSA, Inc. (IN) Certificate of Incorporation dated March 26, 1999, filed as Exhibit A-7 to Form U5S (2001).
- 52 EnergyUSA, Inc. (IN) Amended By-Laws dated May 1, 1999, filed as Exhibit B-21 to Form U5S (2001); amendment dated June 1, 2004 filed as Exhibit B-23 to Form U5S (2004).

185

### 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:

- 53 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).
- 54 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); amendment dated June 1, 2004 filed as Exhibit B-24 to Form U5S (2004).
- 55 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).
- 56 EnergyUSA, Inc. (MA) Amended By-Laws dated April 11, 2001, filed as Exhibit B-22 to Form U5S (2001) ; amendment dated June 1, 2004 filed as Exhibit B-25 to Form U5S (2004).
- 57 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).
- 58 EnergyUSA-TPC Corp. Amended and Restated By-Laws dated September 19, 2000 filed as Exhibit B-33 to Form U5S (2001); amendment dated June 1, 2004 filed as Exhibit B-26 to Form U5S (2004).
- 59 NI Energy Services Transportation, Inc. Articles of Incorporation dated June 18, 1998, filed as Exhibit A-33 to Form U5S (2001).

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- 60 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) ; amendment dated June 1, 2004 filed as Exhibit B-27 to Form U5S (2004).
- 61 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).
- 62 NI Fuel Company, Inc. Amended and Restated By-Laws dated April 10, 1991 filed as Exhibit B-38 to Form U5S (2001) ; amendment dated June 1, 2004 filed as Exhibit B-28 to Form U5S (2004).
- 63 NI-TEX, Inc. Certificate of Incorporation dated August 26, 1988, filed as Exhibit A-36 to Form U5S (2001).

186

### 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:

- 64 NI-TEX, Inc. Amended and Restated By-Laws dated April 11, 2001, filed as Exhibit B-39 to Form U5S (2001) ; amendment dated June 1, 2004 filed as Exhibit B-29 to Form U5S (2004).
- 65 Granite State Gas Transmission, Inc. Articles of Organization dated October 21, 1955, filed as Exhibit A-4 to Form U5S (2004).
- 66 Granite State Gas Transmission, Inc. Amended and Restated By-Laws dated June 14, 2001, filed as Exhibit B-65 to Form U5S (2001); amendment dated June 1, 2004 filed as Exhibit B-30 to Form U5S (2004).
- 67 IWC Resources Corporation Articles of Incorporation, dated March 4, 1986, and Restated Articles of Incorporation dated April 1, 1986, filed as Exhibit A-5 to Form U5S (2004)
- 68 IWC Resources Corporation By-Laws dated April 15, 1993; amendment dated June 1, 2004 filed as Exhibit B-31 to Form U5S (2004).
- 69 Harbor Water Company Articles of Incorporation of I.W.C. Inc. (n/k/a Harbour Water Corporation) dated February 15, 1979, filed as Exhibit A-6 to Form U5S (2004).
- 70 Harbor Water Company By-Laws of I.W.C. Inc. (n/k/a Harbour Water Corporation) dated February 16, 1979, and amendment dated June 1, 2004 filed as Exhibit B-32 to Form U5S (2004).
- 71 Indianapolis Water Company Articles of Incorporation, as amended dated April 20, 1967, filed as Exhibit A-7 to Form U5S (2004).
- 72 Indianapolis Water Company Bylaws as amended, dated April 15, 1993, and amendment dated June 1, 2004 filed as Exhibit B-33 to Form U5S (2004).
- 73 Irishman's Run Acquisition Corporation Certificate of Incorporation and Articles of Incorporation dated November 22, 1999 filed as Exhibit A-9 to

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Form U5S (2002).

- 74 Irishman's Run Acquisition Corporation By-Laws dated November 22, 1999, and amendment dated June 1, 2004 filed as Exhibit B-34 to Form U5S (2004).
- 75 IWC Morgan Water Corporation Certificate of Incorporation and Articles of Incorporation dated February 12, 1999, filed as Exhibit A- 10 to Form U5S (2002).
- 76 IWC Morgan Water Corporation By-Laws, and amendment dated June 1, 2004 filed as Exhibit B-35 to Form U5S (2004).
- 77 Liberty Water Corporation Articles of Incorporation are currently not available and will be filed by amendment.
- 78 Liberty Water Corporation By-Laws are currently not available and will be filed by amendment.
- 79 The Darlington Water Works Company Articles of Association dated September 4, 1906, filed as Exhibit A-12 to Form U5S (2002); Certificate of Amendment and Articles of Amendment of Articles of Incorporation, dated December 20, 1976, filed as Exhibit A-13 to Form U5S (2002).

187

### ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (continued)

#### EXHIBIT B. INDEX TO CORPORATE ORGANIZATION AND BY-LAWS EXHIBITS FILED PURSUANT TO THE PUBLIC UTILITY HOLDING COMPANY ACT OF 1935. (CONTINUED)

##### NOTES:

- 80 The Darlington Water Works Company By-Laws are currently not available and will be filed by amendment.
- 81 Kokomo Gas and Fuel Company Restatement of Articles of Incorporation, filed as Exhibit A-37 to Form U5S (2001).
- 82 Kokomo Gas and Fuel Company Amended and Restated By-Laws dated February 28, 2002, filed as Exhibit B-41 to Form U5S (2001).
- 83 KGF Trading Company certificate of Incorporation dated July 31, 1992, filed as Exhibit A-39 to Form U5S (2001).
- 84 KGF Trading Company By-Laws dated July 31, 1992, filed as Exhibit B-42 to Form U5S (2001); amendment dated March 13, 2002 filed as Exhibit B- 36 to Form U5S (2002); amendment dated June 1, 2004 filed as Exhibit B-36 to Form U5S (2004).
- 85 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).
- 86 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); amendment dated June 1, 2004 filed as Exhibit B-37 to Form U5S (2004).
- 87 Crossroads Pipeline Company Certificate of Incorporation of NI Pipeline

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- 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).
- 88 Crossroads Pipeline Company Amended and Restated By-Laws dated May 1, 2001 filed as Exhibit B-45 to Form U5S (2001); amendment dated June 1, 2004 filed as Exhibit B-38 to Form U5S (2004).
- 89 NESI Power Marketing, Inc. Certificate of Incorporation on Customer Information Services, Inc. (n/k/a NESI Power Marketing, Inc.) dated July 18, 1996, filed as Exhibit A-44 on Form U5S (2001), Articles of Amendment regarding name change to NESI Power Marketing, Inc. dated December 11, 1996, filed as Exhibit A-45 on Form U5S.
- 90 NESI Power Marketing, Inc. By-Laws dated November 15, 1996, filed as Exhibit B-46 to Form U5S (2001).
- 91 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).
- 92 NiSource Capital Markets, Inc. Amended and Restated By-Laws dated April 21, 1999, filed as Exhibit B-47 to Form U5S (2001); amendment dated June 1, 2004 filed as Exhibit B-39 to Form U5S (2004).

188

### 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:

- 93 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).
- 94 By-Laws, as amended February 10, 1988, filed as Exhibit 8-B to Form U5S (1988); amendment dated December 29, 1997, filed as Exhibit 7-B to Form U5S (1997); By-Laws dated November 1, 2000, filed as Exhibit 4-B to Form U5S (2000). Amended and Restated By-Laws dated January 1, 2001, filed as Exhibit B-48 to Form U5S (2001); amendment dated June 1, 2004 filed as Exhibit B-40 to Form U5S (2004).
- 95 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).
- 96 NiSource Development Company, Inc. Amended and Restated By-Laws dated July

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- 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); amendment dated June 1, 2004 filed as Exhibit B-41 to Form U5S (2004).
- 97 Cardinal Property Management, Inc. Certificate of Incorporation dated November 14, 1990, filed as Exhibit A-57 on Form U5S (2001).
- 98 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); amendment dated June 1, 2004 filed as Exhibit B-42 to Form U5S (2004).
- 99 JOF Transportation Company Certificate of Incorporation dated December 8, 1989, filed as Exhibit A-60 on Form U5S (2001)
- 100 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); amendment dated June 1, 2004 filed as Exhibit B-43 to Form U5S (2004).
- 101 Lake Erie Land Company Certificate of Incorporation dated October 12, 1989, filed as Exhibit A-62 on Form U5S (2001).
- 102 Lake Erie Land Company By-Laws dated April 4, 1990, filed as Exhibit B-55 to Form U5S (2001); amendment dated June 1, 2004 filed as Exhibit B-44 to Form U5S (2004).
- 103 SCC Services, Inc. Certificate of Incorporation dated January 23, 1992, filed as Exhibit A-64 on Form U5S (2001).
- 104 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); amendment dated June 1, 2004 filed as Exhibit B-45 to Form U5S (2004).
- 105 NDC Douglas Properties, Inc. Certificate of Incorporation dated March 19, 1992, filed as Exhibit A-64 on Form U5S (2001).

189

### 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:

- 106 NDC Douglas Properties, Inc. By-Laws dated March 24, 1992, filed as Exhibit B-58 to Form U5S (2001); amendment dated June 1, 2004 filed as Exhibit B- to Form U5S (2004).
- 107 South Works Power Company Certificate of Incorporation dated June 10, 1999, filed as Exhibit A-68 on Form U5S (2001).
- 108 South Works Power Company By-Laws dated June 10, 1999, filed as Exhibit B-61 to Form U5S (2001); amendment dated June 1, 2004 filed as Exhibit B-47 to Form U5S (2004).
- 109 NiSource Energy Technologies, Inc. Certificate of Incorporation dated October 27, 2000, filed as Exhibit A-69 on Form U5S (2001).



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- 110 NiSource Energy Technologies, Inc. By-Laws dated October 27, 2000, filed as Exhibit B-62 to Form U5S (2001); amendment dated June 1, 2004 filed as Exhibit B-48 to Form U5S (2004).
- 111 NiSource Finance Corp. Certificate of Incorporation dated March 31, 2000, filed as Exhibit A-70 on Form U5S (2001).
- 112 NiSource Finance Corp. By-Laws dated March 31, 2000, filed as Exhibit B-63 to Form U5S (2001); amendment dated June 1, 2004 filed as Exhibit B-49 to Form U5S (2004).
- 113 NiSource Retail Services, Inc. Certificate of Incorporation, dated November 12, 2003, filed as Exhibit A-3 on Form U5S (2003).
- 114 By-Laws of NiSource Retail Services, Inc. dated November 12, 2003, filed as Exhibit B-1 on Form U5S (2003).
- 115 Northern Indiana Fuel & Light Company, Inc. Plan of Reorganization dated June 23, 1975, filed as Exhibit A-8 on Form U5S (2004).
- 116 Northern Indiana Fuel & Light Company, Inc. Amended and Restate By-Laws dated April 13, 1971, filed as Exhibit B-69 to Form U5S (2001); amendment dated April 9, 2002, filed as Exhibit B-4 to Form U5S (2002); amendment dated June 1, 2004 filed as Exhibit B-50 to Form U5S (2004).
- 117 Northern Indiana Trading Company, Inc. Certificate of Incorporation dated February 10, 1988, filed as Exhibit A-76 on Form U5S (2001).
- 118 Northern Indiana Trading Company, Inc. By-Laws dated February 17, 1988, filed as Exhibit B-70 to Form U5S (2001); amendment dated March 20, 2002, filed as Exhibit B-5 to Form U5S (2002).
- 119 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).
- 120 Northern Indiana Public Service Company Amended and Restated By-Laws dated October 24, 2000, filed as Exhibit B-71 to Form U5S (2001); Amendment dated April 10, 2002, filed as Exhibit B-6 to Form U5S (2002). Amendment dated October 6, 2003, filed as Exhibit B-4 to Form U5S (2003).

190

### 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:

- 121 NIPSCO Receivables Corporation Certificate of Incorporation dated November 13, 2003, filed as Exhibit A-4 on Form U5S (2003).
- 122 By-Laws of NIPSCO Receivables Corporation dated November 13, 2003, filed as Exhibit B-5 on Form U5S (2003); amendment dated June 1, 2004 filed as Exhibit B-51 to Form U5S (2004).
- 123 Primary Energy, Inc. Certificate of Incorporation dated November 27, 1995, filed as Exhibit A-81 on Form U5S (2001). Articles of Amendment, changing

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its name to PEI Holdings, dated October 17, 2003, filed as Exhibit A-5 to Form U5S (2003).

- 124 Primary Energy, Inc. By-Laws dated December 1, 2001, filed as Exhibit B-72 to Form U5S (2001).
- 125 Whiting Clean Energy, Inc. Certificate of Incorporation of Oilside, Inc. (n/k/a Whiting Clean Energy, Inc.) dated November 12, 1998, filed as Exhibit A-88 on Form U5S (2001), Articles of Amendment regarding name change to Whiting Clean Energy, Inc. dated March 11, 1999, filed as Exhibit A-89 on Form U5S (2001).
- 126 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) ; amendment dated June 1, 2004 filed as Exhibit B-52 to Form U5S (2004).
- 127 Whiting Leasing, LLC Articles of Organization dated April 23, 2003, filed as Exhibit A-6 on Form U5S (2003).
- 128 Whiting Leasing, LLC Operating Agreement dated April 24, 2003, filed as Exhibit B-6 on Form U5S (2003).

### EXHIBIT C. INDENTURES AND CONTRACTS.

The indentures and other fundamental documents defining the rights of security holders are incorporated herein by reference made to NiSource Inc.'s 2004 Form 10-K, Columbia Energy Group's 2004 Form 10-K and Northern Indiana Public Service Company's 2004 Form 10-K as shown in Exhibit A filed herewith.

191

### ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (continued)

#### EXHIBIT D. TAX ALLOCATION AGREEMENT FOR 2002.

September 30, 2002

#### NISOURCE INC. AND SUBSIDIARY COMPANIES INTERCOMPANY INCOME TAX ALLOCATION AGREEMENT

WHEREAS, NiSource Inc., a corporation organized under the laws of the State of Delaware ("NiSource") and a registered holding company under the Public Utility Holding Company Act of 1935 ("Act"), together with its subsidiary companies, direct and indirect, listed as parties hereto, comprise the members of the NiSource consolidated group which will join annually in the filing of a consolidated Federal income tax return, and it is now the intention of NiSource and its subsidiaries, direct and indirect, (hereinafter collectively referred to as the "NiSource Group"), to enter into an agreement for the allocation of current federal income taxes; and

WHEREAS, certain members of the NiSource Group will join annually in the filing of certain consolidated state income tax returns (to the extent permitted or required under applicable state income tax laws), and it is now the intention of the NiSource Group to enter into an agreement for the allocation of current state income taxes; and

WHEREAS, by order dated September 12, 2002, the Securities and Exchange Commission has authorized NiSource and its subsidiaries to enter into this agreement as of January 1, 2001 and to allocate consolidated income taxes in the manner herein provided; and

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NOW, THEREFORE, each member ("Member") of the NiSource Group does hereby covenant and agree with one another that the current consolidated income tax liabilities of the NiSource Group shall be allocated as follows:

### DEFINITIONS AND INTERPRETATION

Section 1.1 Definitions. For all purposes of this Agreement, except as otherwise expressly provided, the following terms shall have the following respective meanings:

"Acquisition Indebtedness" means indebtedness incurred by NiSource or NiSource Finance Corp. ("Finance") to finance the acquisition (including related costs) by NiSource of all of the issued and outstanding stock of Columbia Energy Group and any renewals or extensions thereof. Acquisition Indebtedness also includes indebtedness incurred by NiSource or Finance for the purpose of refinancing the indebtedness relating to the acquisition (including related costs) of all of the issued and outstanding stock of Columbia Energy Group.

"Code" means the Internal Revenue Code of 1986, as amended.

"Consolidated Group" means NiSource and all of its subsidiaries which, from time to time, may be included in any (i) federal income tax return filed by NiSource in accordance with sections 1501 and 1502 of the Code or (ii) Other Return.

"Consolidated Return" means any consolidated federal income tax return or Other Return filed by NiSource whether before or after the date hereof, which includes one or more Members of the NiSource Group in a consolidated, combined or unitary group of which NiSource is the common parent.

"Consolidated Return Year" means any period during which NiSource files a consolidated federal income tax return or Other Return that includes one or more Members of the NiSource Group in a consolidated, combined or unitary group of which NiSource is a common parent.

192

ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (continued)

EXHIBIT D. TAX ALLOCATION AGREEMENT FOR 2002. (CONTINUED)

"Consolidated Taxable Income" is the taxable income of the Consolidated Group as computed for federal or state income tax purposes.

"Consolidated Tax Liability" means, with reference to any taxable period, the consolidated, combined or unitary tax liability (including any interest, additions to tax and penalties) of the Consolidated Group for such taxable period (including the consolidated federal income tax liability and other consolidated, combined or unitary liability for Other Taxes).

"Corporate Taxable Income" means the income or loss of an associate company for a tax year computed as though such company had filed a separate return on the same basis as used in the Consolidated Return, except that dividend income from associate companies shall be disregarded, and other intercompany transactions eliminated in the Consolidated Return shall be given appropriate effect.

"Designated Official" means the Vice President, Corporate Tax of NiSource Corporate Services Company or such other official assigned the responsibilities of Vice President, Corporate Tax of NiSource Corporate Services Company.

"Other Return" means any consolidated, combined or unitary return of Other

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Taxes filed by NiSource or another Member of the NiSource Group, whether before or after the date hereof, which covers the operations of one or more Members of the NiSource Group.

"Other Taxes" means any taxes (including any interest and penalties) payable by NiSource or another Member of the NiSource Group to the government of any state, municipal or other political subdivision, including all agencies and instrumentalities of such government.

"Person" means any individual, partnership, firm, corporation, limited liability company, joint stock company, unincorporated association, joint venture, trust or other entity or enterprise, or any government or political subdivision or agency, department or instrumentality thereof.

"Regulations" means the Treasury Regulations promulgated under the Code.

"Separate Return Tax" means the tax on the Corporate Taxable Income of a corporation which is a Member computed for purposes of this Agreement as though such company were not a Member of a consolidated group.

Section 1.2 References, Etc. The words "hereof", "herein" and "hereunder" and words of similar import when used in this Agreement shall refer to this Agreement as a whole and not to any particular provision of this Agreement. All terms defined herein in the singular shall have the same meanings in the plural and vice versa. All References herein to any Person includes such Person's successors and assigns. All references herein to Articles and Sections shall, unless the context requires a different construction, be deemed to be references to the Articles and Sections of this Agreement. For purposes of this Agreement, Finance will not be treated as a Member of the NiSource Group and all items of income, deduction, loss, credit or any other tax attribute of Finance shall be treated as an item of income, deduction, loss, credit or tax attribute of NiSource. In this Agreement, unless a clear contrary intention appears the word "including" (and with correlative meaning "include") means "including but not limited to".

### PREPARATION AND FILING OF TAX RETURNS; ALLOCATION OF TAXES

#### Section 2.1 Federal Returns.

(a) A U.S. consolidated federal income tax return shall be prepared and filed by NiSource for each taxable year in respect of which this Agreement is in effect and for which the Consolidated Group is required or permitted to file a consolidated federal income tax return. NiSource and all its subsidiaries shall execute and file such consents, elections and other documents that may be required or appropriate for the proper filing of such returns.

193

ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (continued)

EXHIBIT D. TAX ALLOCATION AGREEMENT FOR 2002. (CONTINUED)

(b) (i) The Consolidated Group will elect, on a timely basis, in accordance with Code Section 1552(b) and Section 1.1552-1(c)(2) of the Regulations to allocate its consolidated tax liability (other than alternative minimum tax ("AMT") and its related credits) among its Members under the method described in Sections 1.1502-33(d)(3) and 1.1552-1(a)(2) commencing with the consolidated taxable year ended December 31, 2001. The fixed percentage to be used for purposes of Regulations section 1.1502-33(d)(3)(i) is 100%. The general effect of such method is to first allocate the consolidated tax liability among the Members of the Consolidated Group on the basis of the percentage of the

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total consolidated tax which the tax of such Member (other than AMT and its related credits) if computed on a separate return basis would bear to the total amount of the taxes (other than AMT and its related credits) for all Members of the group so computed. Then such method allocates an additional amount (the "Tax Benefit Amount") to each Member up to, but not greater than, the excess, if any, of its Separate Return Tax liability (other than AMT and its related credits) over the amount allocated to such Member in the previous sentence. The total of the Tax Benefit Amounts allocated to Members shall result in payments to, and an increase in the earnings and profits of, the Members who had items of deduction, loss or credits to which such Tax Benefit Amount is attributable. This election is intended to comply with Rule 45(c) (5) under the Act, as modified by Section 2(d) below.

(ii) The allocation of the alternative minimum tax liability incurred by the NiSource Group and the resulting minimum tax credit shall be allocated in the manner set forth in Proposed and Temporary Treasury Regulation Sections 1.1502-55. This method generally allocates (i) any AMT paid by the NiSource Group based on the relative separate adjusted AMT of each Member and (ii) the minimum tax credit (AMTC) on the basis of the AMT previously assigned to such Member and assuming that AMTC is utilized on a "first in/first out" methodology, and that to the extent that AMTC arising in one year is not fully utilized, such AMTC is utilized proportionately by the Members previously assigned AMT for that year.

(c) Each Member's allocable share of the consolidated income tax liability as determined in Section 2.1(b) hereby shall be used in both (i) the determination of each Member's earnings and profits and (ii) determining the amounts to be paid (as provided in Section 3.4 of this Agreement) by Members to NiSource with respect to each Member's share of the Consolidated Group's Tax liability and payments from NiSource to Members with respect to the use of a Member's tax attributes.

(d) (i) The aggregate of all amounts paid by Members of the Consolidated Group (the "Paying Members") as a result of the excess of each Members' Separate Return Tax liability (as determined under Section 1.1552-1(a) (2) (ii) of the Regulations) over the amount allocated to such Member as its share of the Consolidated Tax Liability under Code Section 1552 (i.e., the Tax Benefit Amount) shall be paid by NiSource to the other Members (the "Loss Members") which had tax deductions, losses and credits to which such payments by the Paying Members are attributable. The apportionment of such payments among Loss Members shall be in a manner that reflects the Consolidated Group's absorption of such tax attributes in the manner described in Section 2.1(e) below. The payments to the Loss Members for their tax attributes shall be pursuant to a consistent method which reasonably reflects such items of loss or credit (such consistency and reasonableness to be determined by the Designated Official).

(ii) Notwithstanding the provisions of section 2.1(d) (i), the Tax Benefit Amount allocated to NiSource and paid to NiSource as a result of its being a Loss Member shall be limited to its Tax Benefit Amount determined without regard to this section 2.1(b) (ii) multiplied by a fraction, the numerator of which is NiSource's interest deduction attributable to Acquisition Indebtedness, and the denominator of which is the sum of all of NiSource's deductions. The portion of NiSource's Tax Benefit Amount which cannot be allocated and paid to NiSource due to the operation of this Section shall be reallocated to Paying Members of the Consolidated Group other than NiSource in accordance with the principles contained in section 2.1(b) (i).

(e) In apportioning the payments to Loss Members for the Tax Benefit Amount pursuant to Section 2.1(d) hereof:

(i) any consolidated net operating loss ("NOL") shall be allocated among the group Members pursuant to Regulations Section 1.1502-21(b). To the

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extent the consolidated NOL is carried back, any Member's individually allocable NOL shall be deemed carried back and utilized in proportion to the amount that the Member's NOL bears to the consolidated NOL. Analogous principles shall apply in the case of NOL carryforwards;

194

ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (continued)

EXHIBIT D. TAX ALLOCATION AGREEMENT FOR 2002. (CONTINUED)

(ii) with respect to each type of credit used to offset all or a portion of the Consolidated Tax Liability otherwise payable, such credit shall be allocated among the Members by crediting to each Member an amount of credit which that Member would have available to utilize on a separate return basis in a manner consistent with the method set forth in Section 2.1(e)(i) above.

(iii) the cost of any credit recapture which results in the payment of tax shall be specifically allocated to the Member whose credit is recaptured determined in a manner consistent with the provisions of Section 2.1(e)(i) above.

(f) The allocation of tax shall be subject to further adjustment from time to time on account of the payment of additional tax or the receipt of a refund attributable to either the filing of an amended return or on account of the results of an audit conducted by the Internal Revenue Service or other relevant taxing authority.

Section 2.2 Other Taxes. (a) NiSource will prepare and file (or cause to be prepared and filed) all returns of Other Taxes which are required to be filed with respect to the operations of NiSource and its subsidiaries. In the event any taxing authority requires or permits that a combined, consolidated or unitary return be filed for Other Taxes, which return includes both NiSource and a subsidiary, NiSource may elect to file such return and shall have the right to require any Member to be included in such return. NiSource will advise each of its subsidiaries included in each Other Return and each governmental office in which any Other Return is filed. Other Taxes shall be allocated among the NiSource Group in a manner that is consistent with the method set forth in Article 2 hereof. Furthermore, amounts due to NiSource or from NiSource, with respect to Other Taxes, shall be determined in a manner consistent with Sections 2.1(b) and 2.1(d).

(b) Each Member of the NiSource Group that does not file an Other Return together with any other Member of the NiSource Group shall be solely responsible and obligated to pay the tax liability with respect to such return from its own funds. Such returns shall be prepared and filed by NiSource or the Member filing the Other Return.

(c) If any Member of the NiSource Group is required to file a combined, consolidated or unitary return for Other Taxes with another Member of the NiSource Group, but not with NiSource (an "Other Taxes Subgroup"), then NiSource shall have the rights, powers and obligations to file such tax returns and apportion among and, collect and remit from, the applicable Members such Other Taxes as the rights, powers and obligations given to NiSource under this Agreement with respect to the Consolidated Tax Liability. Such returns shall be prepared and filed by NiSource. If the right to file a combined, consolidated or unitary return for Other Taxes is optional, then NiSource shall decide which of its subsidiaries should, to the extent permitted by law, join in filing of such return.

Section 2.3 Member Tax Information. The Members of the Consolidated Group

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shall submit the tax information requested by the Designated Official of NiSource in the manner and by the date requested, in order to enable the Designated Official to calculate the amounts payable by the Members pursuant to Article 3 hereof.

### RESPONSIBILITY FOR TAX; INTERCOMPANY PAYMENTS

Section 3.1 Responsibility. Assuming the Members of the Consolidated Group have fulfilled their obligations pursuant to this Article III, then NiSource will be solely responsible for, and will indemnify and hold each Member of the Consolidated Group harmless with respect to, the payment of: (a) the Consolidated Tax Liability for each taxable period for which, as determined under Section 2.1 hereof, NiSource filed a Consolidated Return or should have been filed; and (b) any and all Other Taxes due or payable with respect to any Other Return which is filed by NiSource or should have been filed.

Section 3.2 Federal Tax Payments. (a) With respect to each Consolidated Return Year, the Designated Official of NiSource shall estimate and assess or pay to Members of the Consolidated Group their share of estimated tax payments to be made on a projected consolidated federal income tax return for each year. In making this determination, NiSource shall elect a method for determining estimated tax and each Member shall follow that method; provided, however, under no circumstances shall a Loss Member be paid any amount described in Section 2.1(d) until a date after which NiSource has filed the

195

ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (continued)

EXHIBIT D. TAX ALLOCATION AGREEMENT FOR 2002. (CONTINUED)

Consolidated Return for such Consolidated Return Year. Such Members will pay, to NiSource or be paid by NiSource, such estimates not later than the 15th day of the 4th, 6th, 9th and 12th months of such Consolidated Return Year. With respect to any extension payment, the Designated Official of NiSource shall estimate and assess or pay to Members of the Consolidated Group their share of such extension payment. The difference between (1) a Member's estimated tax payments used for computation of the quarterly estimated payments plus their extension payments and (2) such Member's actual Tax Liability for any Consolidated Return Year as determined under Section 2.1(b) hereof, shall be paid to NiSource or by NiSource within sixty (60) days after the filing of the consolidated federal income tax return.

(b) NiSource shall have sole authority, to the exclusion of all other Members of the Consolidated Group, to agree to any adjustment proposed by the Internal Revenue Service or any other taxing authority with respect to items of income, deductions or credits, as well as interest or penalties, attributable to any Member of the Consolidated Group during any Consolidated Return Year in which such Member was a Member of the Consolidated Group notwithstanding that such adjustment may increase the amounts payable by Members of the Consolidated Group under this Section 3.2 or Section 3.3 hereof. In the event of any adjustment to the Consolidated Tax Liability relating to items of income, deductions or credit, as well as interest or penalties, attributable to any Member of the Consolidated Group by reason of an amended return, claim for refund or audit by the Internal Revenue Service or any other taxing authority, the liability of all other Members of the Consolidated Group under paragraphs (a) of this Section 3.2 or Section 3.3 hereof shall be redetermined to give effect to such adjustment as if such adjustment had been made as a part of the original computation of such liability, and payment from a Member to NiSource or by NiSource to a Member, as the case may be, shall be promptly made after any payments are made to the Internal Revenue Service or any other taxing authority,

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refunds received or final determination of the matter in the case of contested proceedings. In such event, any payments between the parties shall bear interest at the then prevailing rate or rates on deficiencies assessed by the Internal Revenue Service or any other relevant taxing authority, during the period from the due date of the Consolidated Return (determined without regard to extensions of time for the filing thereof) for the Consolidated Return Year to which the adjustments were made to the date of payment.

Section 3.3 Other Tax Payments. Payments by a Member with respect to Other Taxes and required estimates thereof for which any other Member has joint and several liability shall be calculated and made by or to such Member in the same manner as that provided in Section 3.2. The principles set forth in Section 3.2 governing the determination and adjustment of payments as well as the method of payment to or from such Member with respect to federal income taxes shall be equally applicable in determining and adjusting the amount of and due date of payments to be made to or from such subsidiary with respect to Other Taxes and estimates thereof. Each Member shall pay, directly to the appropriate taxing authority, all taxes for which such Member is liable and for which no other Member has joint or several liability.

Section 3.4 Payment Mechanics. (a) Any payments to be made by a subsidiary of NiSource pursuant to Section 2.1, 2.2, 3.2 or 3.3 hereof shall be made by such subsidiary to NiSource by either promptly crediting as an offset against amounts owed to such Member by NiSource or to the extent no amounts are owed to such Member by NiSource, by cash payments to NiSource. To the extent any payments are to be made to a subsidiary with respect to the use of such subsidiary's tax attributes by the Consolidated Group pursuant to Section 2.1, 2.2, 3.2 or 3.3 hereof, NiSource shall make such payment to such subsidiary by either promptly crediting as an offset against amounts owned by such Member to NiSource, or to the extent no amounts are owed to NiSource by such Member, by cash payments to the Member.

(b) Tax payments by NiSource with respect to any Consolidated Tax Liability shall be paid by NiSource and shall be debited to the Member of the Consolidated Group for their respective shares of such Consolidated Tax Liability as determined pursuant to Article II hereof. Tax Refunds received by NiSource with respect to any Consolidated Tax Liability, shall be paid by NiSource to the Member of the Consolidated Group entitled to such Tax Refund, as determined.

(c) NiSource shall be responsible for maintaining the books and records reflecting the intercompany accounts reflecting the amounts owned, collected and paid with respect to Taxes pursuant to this Agreement.

196

ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (continued)

EXHIBIT D. TAX ALLOCATION AGREEMENT FOR 2002. (CONTINUED)

(d) NiSource may delegate to other Members of the Consolidated Group responsibilities for the collection and disbursement of monies as required under this Agreement as well as responsibilities for maintaining books and records as required under this Agreement.

Section 3.5 Administration. The provisions of this Agreement shall be administered by the Designated Official of NiSource. The interpretations of this Agreement by the Designated Official of NiSource shall be conclusive.

ARTICLE IV.



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### MISCELLANEOUS PROVISIONS

Section 4.1 Effect. The provisions hereof shall fix the rights and obligations of the parties as to the matters covered hereby whether or not such are followed for federal income tax or other purposes by the Consolidated Group, including the computation of earnings and profits for federal income tax purposes.

Section 4.2 Effective Date and Termination of Affiliation. This Agreement shall be effective with respect to all taxable years ending on or after January 1, 2001, in which any subsidiary of NiSource is a Member of the Consolidated Group for any portion of the tax year. In the event that a party to this Agreement ceases to be a Member of the Consolidated Group, the rights and obligations of such party and each other party to this Agreement shall survive, but only with respect to taxable years including or ending before the date such party ceases to be a Member of the Consolidated Group.

Section 4.3 Notices. Any and all notices, requests or other communications hereunder shall be given in writing (a) if to NiSource to Attention: Vice President, Tax, Facsimile Number: 219-647-6177 and (b) if to any other person, at such other address as shall be furnished by such person by like notice to the other parties.

Section 4.4 Expenses. Each party hereto shall pay its own expenses incident to this Agreement and the transactions contemplated hereby, including all legal and accounting fees and disbursements.

Section 4.5 Benefit and Burden. This Agreement shall inure to the benefit of, and shall be binding upon, the parties hereto and their respective successors.

Section 4.6 Amendments and Waiver. No amendment, modification, change or cancellation of this Agreement shall be valid unless the same is in writing and signed by the parties hereto. No waiver of any provision of this Agreement shall be valid unless in writing and signed by the person against whom that waiver is sought to be enforced. The failure of any party at any time to insist upon strict performance of any condition, promise, agreement or understanding set forth herein shall not be construed as a waiver or relinquishment of the right to insist upon strict performance of the same or any other condition, promise, agreement or understanding at a future time.

Section 4.7 Assignments. Neither this Agreement nor any right, interest or obligation hereunder may be assigned by any party hereto and any attempt to do so shall be null and void.

Section 4.8 Severability. The invalidity or unenforceability of any particular provision of this Agreement shall not affect the other provisions hereof, and this Agreement shall be construed in all respects as if such invalid or unenforceable provision were omitted.

197

ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (continued)

EXHIBIT D. TAX ALLOCATION AGREEMENT FOR 2002. (CONTINUED)

Section 4.9 Entire Agreement. THIS AGREEMENT SETS FORTH ALL OF THE PROMISES, AGREEMENTS, CONDITIONS, UNDERSTANDINGS, WARRANTIES AND REPRESENTATIONS AMONG THE PARTIES WITH RESPECT TO THE TRANSACTIONS CONTEMPLATED HEREBY, AND SUPERSEDES ALL PRIOR AGREEMENTS, ARRANGEMENTS AND UNDERSTANDINGS BETWEEN THE PARTIES HERETO, WHETHER WRITTEN, ORAL OR OTHERWISE. THERE ARE NO PROMISES,

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AGREEMENTS, CONDITIONS, UNDERSTANDINGS, WARRANTIES OR REPRESENTATIONS, ORAL OR WRITTEN, EXPRESS OR IMPLIED, AMONG THE PARTIES EXCEPT AS SET FORTH HEREIN.

Section 4.10 Applicable Law. THIS AGREEMENT SHALL BE GOVERNED BY AND CONSTRUED IN ACCORDANCE WITH THE LAWS OF THE STATE OF INDIANA.

Section 4.11 Counterparts. This Agreement may be executed in one or more counterparts, each of which shall constitute an original and together which shall constitute one instrument. The parties hereto specifically recognize that from time to time other corporations may become Members of the Consolidated Group and hereby agree that such new Members may become Members to this Agreement by executing a copy of this Agreement and it will be effective as if all the Members had re-signed.

Section 4.12 Attorneys' Fees. If any Member or former Member hereto commences an action against another party to enforce any of the terms, covenants, conditions or provisions of this Agreement, or because of a default by a party under this Agreement, the prevailing party in any such action shall be entitled to recover its costs, expenses and losses, including attorneys' fees, incurred in connection with the prosecution or defense of such action from the losing party.

Section 4.13 No Third Party Rights. Nothing in this Agreement shall be deemed to create any right in any creditor or other person or entity not a party hereto and this Agreement shall not be construed in any respect to be a contract in whole or in part for the benefit of any third party.

Section 4.14 Further Documents. The parties agree to execute any and all documents, and to perform any and all other acts, reasonably necessary to accomplish the purposes of this Agreement.

Section 4.15 Headings and Captions. The headings and captions contained in this Agreement are inserted and included solely for convenience and shall not be considered or given any effect in construing the provisions hereof if any question of intent should arise.

### Section 4.16 Departing Members

(a) In the event that any Member of the NiSource Group at any time leaves the NiSource Group and, under any applicable statutory provision or regulation, that Member is assigned and deemed to take with it all or a portion of any of the tax attributes of the NiSource Group (including but not limited to NOL, credit carry forwards, and AMTC carry forwards), then to the extent that the amount of tax attributes so assigned differs from the amount of such attributes previously allocated to such Member under this agreement, the departing Member shall appropriately settle with the NiSource Group. Such settlement shall consist of payment (1) on a dollar for dollar basis for all differences in credits, and, (2) in the case of NOL differences (or other differences related to other deductions), in a dollar amount computed by reference to the amount of NOL multiplied by the applicable tax rate relating to such NOL. The settlement payment shall be paid to NiSource within sixty days after the Member leaves the NiSource Group. The settlement amounts shall be allocated among the remaining Members of the NiSource Group in proportion to the relative level of attributes possessed by each Member and the attributes of each Member shall be adjusted accordingly.

(b) Upon the departure of any Member from the NiSource Group, such Member shall allocate its items of income, deduction, loss and credit between the period that it was a Member of the NiSource Group and the period thereafter based upon a closing of the books methodology allowed under

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ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (continued)

EXHIBIT D. TAX ALLOCATION AGREEMENT FOR 2002. (CONTINUED)

Treasury Regulation Section 1.1502-76(b)(2). The difference between (1) its prior estimated taxes or payments of Tax Benefit and (2) the amount of taxes due or payments of Tax Benefit due to that Member, shall be appropriately settled on the day such Member leaves the NiSource Group or on an alternative date mutually agreeable in writing to the NiSource Group and the departing Member.

EXECUTED as of the date and year first above written unless noted.

By: /s/ J. W. Grossman

-----  
Printed Name: Jeffrey W. Grossman  
Title: Vice President and Controller  
NiSource Inc.

By: /s/ J. W. Grossman

-----  
Printed Name: Jeffrey W. Grossman  
Title: Vice President  
[List of companies attached as Exhibit A]

By: /s/ J. W. Grossman

-----  
Printed Name: Jeffrey W. Grossman  
Title: President  
Columbia Insurance Corporation, Ltd.

By: /s/ H. Phillip Conrad

-----  
Printed Name: H. Phillip Conrad  
Title: President  
Northern Indiana Trading Company, Inc.

By: /s/ Scott C. MacDonald

-----  
Printed Name: Scott C. MacDonald  
Title: President  
NiSource Retail Services, Inc.  
Dated: December 18, 2003

199

ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (continued)

EXHIBIT D. TAX ALLOCATION AGREEMENT FOR 2002. (CONTINUED)

By: /s/ David J. Vajda

-----  
Printed Name: David J. Vajda  
Title: Vice President and Treasurer  
NIPSCO Receivables Corporation  
Dated: April 14, 2004

By: /s/ Glen L. Kettering

-----  
Printed Name: Glen L. Kettering

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Title: President  
Central Kentucky Transmission Company  
Dated: September 30, 2004

By: /s/ Glen L. Kettering

-----  
Printed Name: Glen L. Kettering  
Title: President  
Columbia Hardy Corporation  
Dated: November 30, 2004

ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (continued)

EXHIBIT D. TAX ALLOCATION AGREEMENT FOR 2002. (CONTINUED)

Exhibit A

Bay State Gas Company  
Bay State GPE, Inc.  
Northern Utilities, Inc.  
Columbia Energy Group  
Columbia Atlantic Trading Corporation  
Columbia Energy Group Capital Corporation  
TriStar Gas Technologies, Inc.  
Columbia Energy Resources, Inc.  
Alamco-Delaware, Inc.  
Columbia Natural Resources, Inc.  
Columbia Natural Resources Canada, Ltd.  
Hawg Hauling and Disposal, Inc.  
Columbia Energy Services Corporation  
Columbia Energy Marketing Corporation  
Columbia Energy Power Marketing Corporation  
Columbia Energy Retail Corporation  
Columbia Accounts Receivable Corporation  
Columbia Gas of Kentucky, Inc.  
Columbia Gas of Maryland, Inc.  
Columbia Gas of Ohio, Inc.  
Columbia Gas of Pennsylvania, Inc.  
Columbia Gas of Virginia, Inc.  
Columbia Gas Transmission Corporation  
Columbia Gulf Transmission Company  
Columbia Network Services Corporation  
CNS Microwave, Inc.  
Columbia Petroleum Corporation  
Columbia Pipeline Corporation  
Columbia Deep Water Services Company  
Columbia Remainder Corporation  
Columbia Electric Binghamton General Corporation  
Columbia Electric Binghamton Limited Corporation  
Columbia Electric Haverstraw Corporation  
Columbia Service Partners, Inc.  
Columbia Assurance Agency, Inc.  
Columbia Service Partners of Virginia, Inc.  
Columbia Transmission Communications Corporation  
EnergyUSA, Inc. (IN)  
EnergyUSA, Inc. (MA)  
EnergySPE, Inc.  
EnergyUSA (Connecticut), Inc.

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ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (continued)

EnergyUSA Engineering, Inc.  
EnergyUSA Mechanical, Inc.  
EnergyUSA Commercial Energy Services, Inc.  
EnergyUSA Retail, Inc.  
EnergyUSA-TPC Corp.  
EnergyUSA-Appalachian Corp.  
NI Energy Services Transportation, Inc.  
NI Fuel Company, Inc.  
NI-TEX, Inc.  
NI-TEX Gas Services, Inc.  
IWC Resources Corporation  
Harbour Water Corporation  
Indianapolis Water Company  
Irishman's Run Acquisition Corporation  
IWC Morgan Water Corporation  
Lawrence Water Company, Inc.  
Liberty Water Corporation  
The Darlington Water Works Company  
Kokomo Gas and Fuel Company  
NI Energy Services, Inc.  
Crossroads Pipeline Company  
NESI Power Marketing, Inc.  
NiSource Capital Markets, Inc.  
NiSource Corporate Services Company (DE)  
NiSource Development Company, Inc.  
Cardinal Property Management, Inc.  
JOF Transportation Company  
Lake Erie Land Company  
SCC Services, Inc.  
NDC Douglas Properties, Inc.  
South Works Power Company  
NiSource Energy Technologies, Inc.  
NiSource Finance Corp.  
NiSource Pipeline Group, Inc.  
Granite State Gas Transmission, Inc.  
Bay State Energy Enterprises, Inc.  
Northern Indiana Fuel and Light Company, Inc.  
Northern Indiana Public Service Company  
PEI Holdings, Inc.  
Cokenergy, Inc.  
Harbor Coal Company  
Lakeside Energy Corporation  
North Lake Energy Corporation  
Portside Energy Corporation  
Whiting Clean Energy, Inc.

202

ITEM 10. FINANCIAL STATEMENTS AND EXHIBITS (continued)

EXHIBIT E. OTHER DOCUMENTS PRESCRIBED BY RULE OR ORDER.

None.

203

ITEM 10. FINANCIAL STATEMENTS AND SUPPLEMENTAL DATA (continued)

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EXHIBIT F. REPORTS OF INDEPENDENT PUBLIC ACCOUNTANT.

Reports of Independent Registered Public Accounting Firm (as reported in NiSource Inc.'s Annual Report on Form 10-K for the year ended December 31, 2004, incorporated by reference to File No. 1-16189) (as reported in Columbia Energy Group's Annual Report on Form 10-K for the year ended December 31, 2004, incorporated by reference to File No. 1-01098).

EXHIBIT G. ORGANIZATIONAL CHART OF EXEMPT WHOLESALE GENERATORS OR FOREIGN UTILITY HOLDING COMPANIES.

ORGANIZATION CHART -  
BAY STATE GPE, INC.

NiSource Inc.	100% Owned
Bay State Gas Company	100% Owned
Bay State GPE, Inc.	

ORGANIZATION CHART -  
WHITING CLEAN ENERGY, INC.

NiSource Inc.	100% Owned
PEI Holdings, Inc.	100% Owned
Whiting Clean Energy, Inc.	

EXHIBIT H. FINANCIAL STATEMENTS OF EXEMPT WHOLESALE GENERATORS OR FOREIGN UTILITY COMPANIES.

Confidential treatment requested.

EXHIBIT I. DEBT ACQUISITION SCHEDULE.

Confidential treatment requested.

NISOURCE INC.  
FORM U-5S ANNUAL REPORT  
FOR THE FISCAL YEAR ENDED DECEMBER 31, 2004

EXHIBITS (continued)

Exhibit Number	Description
-----	-----

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Exhibit A-1 Certificate of Incorporation of Central Kentucky Transmission Company dated September 9, 2004.

Exhibit A-2 Certificate of Incorporation of Columbia of Ohio Receivables Corporation dated May 4, 2004.

Exhibit A-3 Certificate of Incorporation of Columbia Hardy Corporation dated September 23, 2004.

Exhibit A-4 The State of New Hampshire Record of Organization of Granite State Gas Transmission, Inc. Articles of Agreement.

Exhibit A-5 Articles of Incorporation of IWC Resources Corporation dated March 4, 1986.

Exhibit A-6 Articles of Incorporation of I.W.C., Inc. dated February 15, 1979.

Exhibit A-7 Articles of Incorporation as Amended April 20, 1967

Exhibit A-8 Plan of Reorganization Between Northern Indiana Fuel and Light Company, Inc. and Consumers Natural Gas Corp. dated June 23, 1975.

Exhibit B-1 Written Consent In Lieu of a Special Meeting of the Stockholders of Bay State Gas Company dated June 1, 2004.

Exhibit B-2 Unanimous Written Consent In Lieu of a Special Meeting of the Stockholders of Bay State GPE, Inc. dated June 1, 2004.

Exhibit B-3 Unanimous Written Consent In Lieu of a Special Meeting of the Stockholders of Northern Utilities, Inc. dated June 1, 2004.

Exhibit B-4 Unanimous Written Consent In Lieu of a Special Meeting of the Stockholders of Columbia Energy Group dated June 1, 2004.

Exhibit B-5 Unanimous Written Consent In Lieu of a Special Meeting of the Stockholders of Columbia Accounts Receivable Corporation dated June 1, 2004.

Exhibit B-6 Unanimous Written Consent In Lieu of a Special Meeting of the Stockholders of Columbia Assurance Agency, Inc. dated June 1, 2004.

Exhibit B-7 Unanimous Written Consent In Lieu of a Special Meeting of the Directors of Columbia Atlantic Trading Corporation dated June 1, 2004.

Exhibit B-8 Unanimous Written Consent In Lieu of a Special Meeting of the Stockholders of Columbia Deep Water Services Company dated June 1, 2004.

Exhibit B-9 Unanimous Written Consent In Lieu of a Special Meeting of the Stockholders of Columbia Energy Services Corporation dated June 1, 2004.

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Exhibit B-10 Unanimous Written Consent In Lieu of a Special Meeting of the Stockholders of Columbia Gas of Kentucky, Inc. dated June 1, 2004.

205

NISOURCE INC.  
FORM U-5S ANNUAL REPORT  
FOR THE FISCAL YEAR ENDED DECEMBER 31, 2004

EXHIBITS (continued)

Exhibit B-11 By-laws of Central Kentucky Transmission Company as Adopted on September 17, 2004.

Exhibit B-12 Unanimous Written Consent In Lieu of a Special Meeting of the Stockholders of Columbia Gas of Maryland, Inc. dated June 1, 2004.

Exhibit B-13 Unanimous Written Consent In Lieu of a Special Meeting of the Stockholders of Columbia Gas of Ohio, Inc. dated June 1, 2004.

Exhibit B-14 By-laws of Columbia of Ohio Receivables Corporation

Exhibit B-15 Unanimous Written Consent In Lieu of a Special Meeting of the Stockholders of Columbia Gas of Pennsylvania, Inc. dated June 1, 2004.

Exhibit B-16 Unanimous Written Consent In Lieu of a Special Meeting of the Stockholders of Columbia Gas of Virginia, Inc. dated June 1, 2004.

Exhibit B-17 Unanimous Written Consent In Lieu of a Special Meeting of the Stockholders of Columbia Gas Transmission Corporation dated June 1, 2004.

Exhibit B-18 By-laws of Columbia Hardy Corporation as Adopted on November 30, 2004.

Exhibit B-19 Unanimous Written Consent In Lieu of a Special Meeting of the Stockholders of Columbia Gulf Transmission Company dated June 1, 2004.

Exhibit B-20 Unanimous Written Consent In Lieu of a Special Meeting of the Stockholders of Columbia Network Services Corporation dated June 1, 2004.

Exhibit B-21 Unanimous Written Consent In Lieu of a Special Meeting of the Stockholders of CNS Microwave, Inc. dated June 1, 2004.

Exhibit B-22 Unanimous Written Consent In Lieu of a Special Meeting of the Stockholders of Columbia Reminder Corporation dated June 1, 2004.

Exhibit B-23 Unanimous Written Consent In Lieu of a Special Meeting



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of the Board of Directors of EnergyUSA, Inc. (IN) dated June 1, 2004.

- Exhibit B-24 Unanimous Written Consent In Lieu of a Special Meeting of the Board of Directors of EnergyUSA Commercial Energy Services, Inc. dated June 1, 2004.
- Exhibit B-25 Unanimous Written Consent In Lieu of a Special Meeting of the Stockholders of EnergyUSA, Inc. (MA) dated June 1, 2004.
- Exhibit B-26 Unanimous Written Consent In Lieu of a Special Meeting of the Board of Directors of EnergyUSA-TPC Corp. dated June 1, 2004.
- Exhibit B-27 Unanimous Written Consent In Lieu of a Special Meeting of the Board of Directors of NI Energy Services Transportation, Inc. dated June 1, 2004.
- Exhibit B-28 Unanimous Written Consent In Lieu of a Special Meeting of the Board of Directors of NI Fuel Company, Inc. dated June 1, 2004.

206

NISOURCE INC.  
FORM U-5S ANNUAL REPORT  
FOR THE FISCAL YEAR ENDED DECEMBER 31, 2004

### EXHIBITS (continued)

- Exhibit B-29 Unanimous Written Consent In Lieu of a Special Meeting of the Board of Directors of NI-TEX, Inc. dated June 1, 2004.
- Exhibit B-30 Unanimous Written Consent In Lieu of a Special Meeting of the Stockholders of Granite State Gas Transmission, Inc. dated June 1, 2004.
- Exhibit B-31 By-laws of IWC Resources Corporation dated June 1, 2004.
- Exhibit B-32 By-laws of I.W.C., Inc. dated June 1, 2004.
- Exhibit B-33 By-laws of Indianapolis Water Company dated June 1, 2004.
- Exhibit B-34 By-laws of Irishman's Run Acquisition Corp. as Adopted as of November 22, 1999 dated June 1, 2004.
- Exhibit B-35 By-laws of IWC Morgan Water Corporation dated June 1, 2004.
- Exhibit B-36 Unanimous Written Consent In Lieu of a Special Meeting of the Board of Directors of KGF Trading Company dated June 1, 2004.
- Exhibit B-37 Unanimous Written Consent In Lieu of a Special Meeting of the Board of Directors of NI Energy Services, Inc. dated June 1, 2004.
- Exhibit B-38 Unanimous Written Consent In Lieu of a Special Meeting

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of the Directors of Crossroads Pipeline Company dated June 1, 2004.

- Exhibit B-39 Unanimous Written Consent In Lieu of a Special Meeting of the Board of Directors of NiSource Capital Markets, Inc. dated June 1, 2004.
- Exhibit B-40 Unanimous Written Consent In Lieu of a Special Meeting of the Stockholders of NiSource Corporate Services Company dated June 1, 2004.
- Exhibit B-41 Unanimous Written Consent In Lieu of a Special Meeting of the Board of Directors of NiSource Development Company, Inc. dated June 1, 2004.
- Exhibit B-42 Unanimous Written Consent In Lieu of a Special Meeting of the Board of Directors of Cardinal Property Management, Inc. dated June 1, 2004.
- Exhibit B-43 Unanimous Written Consent In Lieu of a Special Meeting of the Board of Directors of JOF Transportation Company dated June 1, 2004.
- Exhibit B-44 Unanimous Written Consent In Lieu of a Special Meeting of the Board of Directors of Lake Erie Land Company dated June 1, 2004.
- Exhibit B-45 Unanimous Written Consent In Lieu of a Special Meeting of the Board of Directors of SCC Services, Inc. dated June 1, 2004.
- Exhibit B-46 Unanimous Written Consent In Lieu of a Special Meeting of the Board of Directors of NDC Douglas Properties, Inc. dated June 1, 2004.
- Exhibit B-47 Unanimous Written Consent In Lieu of a Special Meeting of the Board of Directors of South Works Power Company dated June 1, 2004.

207

NISOURCE INC.  
FORM U-5S ANNUAL REPORT  
FOR THE FISCAL YEAR ENDED DECEMBER 31, 2004

EXHIBITS (continued)

- Exhibit B-48 Unanimous Written Consent In Lieu of a Special Meeting of the Board of Directors of NiSource Energy Technologies, Inc. dated June 1, 2004.
- Exhibit B-49 Unanimous Written Consent In Lieu of a Special Meeting of the Board of Directors of NiSource Finance Corp. dated June 1, 2004.
- Exhibit B-50 Unanimous Written Consent In Lieu of a Special Meeting of the Board of Directors of Northern Indiana Fuel and

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Light Company, Inc. dated June 1, 2004.

Exhibit B-51

Unanimous Written Consent In Lieu of a Special Meeting  
of the Board of Directors of NIPSCO Receivables Corporation  
dated June 1, 2004.

Exhibit B-52

Unanimous Written Consent In Lieu of a Special Meeting  
of the Board of Directors of Whiting Clean Energy, Inc.  
dated June 1, 2004.