

NISOURCE INC/DE  
Form 35-CERT  
March 29, 2001

March 29, 2001

Securities and Exchange Commission  
Judiciary Plaza  
450 Fifth Street, NW  
Washington, DC 20549

Interim Report Under Rule 24 of the  
Public Utility Holding Company Act of 1935  
NiSource Inc.  
801 E. 86th Ave.  
Merrillville, IN 46410

File No. 70-9681

Gentlemen:

In compliance with the terms and conditions of Rule 24 under the Public Utility Holding Company Act of 1935, and the Order of the Commission dated November 1, 2000, authorizing the financing transactions and business activities as more fully described in the Joint Application/Declaration, as amended, the undersigned hereby certifies to the Commission that:

1. The sales of any common stock and the purchase price per share and the  
-----  
market price per share at the date of the agreement of sale  
-----

On November 27, 2000 NiSource Inc. (NiSource) issued 11,500,000 new shares of NiSource common stock at an offering price of \$25.25 per share.

2. The total number of shares of common stock issued or issuable under  
-----  
options granted during the quarter under NiSource's benefit plans or  
-----  
otherwise  
-----

None.

3. If common stock has been transferred to a seller of securities of a  
-----  
company being acquired, the number of shares so issued, the value per  
-----  
share and whether the shares are restricted to the acquirer  
-----

None.

Edgar Filing: NISOURCE INC/DE - Form 35-CERT

4. The amount and terms of any long-term debt, preferred stock or other  
-----  
preferred or equity-linked securities, or short-term debt, issued  
-----  
directly or indirectly by NiSource during the quarter  
-----

Please see Exhibit 1.

5. The amount and terms of any short-term debt issued directly or  
-----  
indirectly by any utility subsidiary during the quarter  
-----

Please see Exhibits 2 and 3.

6. The amount and terms of any financing consummated by any non-utility  
-----  
subsidiary during the quarter that are not exempt under rule 52  
-----

None.

7. The name of the guarantor and of the beneficiary of any NiSource  
-----  
guarantee or non-utility subsidiary guarantee issued during the  
-----  
quarter, and the amount, terms and purpose of the guarantee  
-----

NiSource had \$1,193,586,000 of guarantees issued and outstanding as of  
12/31/00.

Note: This amount represents all guarantees outstanding as of 12/31/00. The  
reporting mechanism was not in place as of the date of this report to separate  
those guarantees issued after 11-1-00 from those issued prior to 11-1-00.

8. The notional amount and principal terms of any interest rate hedge or  
-----  
anticipatory hedge entered into during the quarter and the identity of  
-----  
the parties to such instruments  
-----

None.

9. The name, parent company, and amount invested in any new intermediate  
-----  
subsidiary or financing subsidiary during the quarter  
-----

None.

10. A list of Form U-6B-2 statements filed with the commission during the  
-----  
quarter, including the name of the filing entity and the date of the

Edgar Filing: NISOURCE INC/DE - Form 35-CERT

-----  
 filing  
 -----

- A. NiSource Form U-6B-2 filed 3-29-01 to report Utility external Long-term debt.
- B. NiSource Form U-6B-2 filed 3-29-01 to report inter-company financing activity.

11. Consolidated balance sheets as of the end of the quarter, and separate  
 -----  
 balance sheets as of the end of the quarter for each company, including  
 -----  
 NiSource, that has engaged in financing transactions during the quarter  
 -----

Please see the attached balance sheets for NiSource, Northern Indiana Public Service Company, Bay State Gas Company, Northern Utilities, Kokomo Gas and Fuel and Northern Indiana Fuel and Light.

Very truly yours,

NiSource Inc.

By: /s/ J. W. Grossman

-----  
 J. W. Grossman, Vice President

NiSource Inc.  
 Interim Report Under Rule 24 of the  
 Public Utility Holding Company Act of 1935  
 File No. 70-9681  
 Item #4

| Company                | Amount Outstanding<br>as of<br>December 31, 2000 | Type of Debt<br>or Security | Terms   |
|------------------------|--|-----------------------------|---|
| NiSource Finance Corp. | \$ 2,800,000,000                                 | Long-term Debt              | \$750 million of three year<br>7.5% coupon and maturing on  |
|                        |  |                             | \$900 million of five year n<br>coupon and maturing on Nove |
|                        |  |                             | \$1 billion of ten year note<br>and maturing on November 15 |

Edgar Filing: NISOURCE INC/DE - Form 35-CERT

|                                |                  |                  |   |   |
|--------------------------------|------------------|------------------|---|---|
|                                |                  |                  |   | \$150 million of five year n<br>and maturing on November 15 |
| NiSource Inc.                  | \$ 1,000,000     | Letter of Credit | Expires December 31, 2001.  |   |
| NiSource Capital Markets, Inc. | \$ 3,250,000     | Letter of Credit | Expires May 10, 2001.   |   |
|                                | \$ 42,000        | Letter of Credit | No expiration date.   |   |
| NiSource Capital Markets, Inc. | \$ 359,300,000   | Short-term Debt  | \$171.3 million of commercial<br>million 364-day revolving c<br>July 5, 2001 with a weighte |   |
|                                |                  |                  | \$188 million of uncommitted<br>average interest rate of 7.                                 |   |
| NiSource Finance Corp.         | \$ 1,080,259,000 | Short-term Debt  | Commercial paper borrowing<br>acquisition facility.   |   |

NiSource Inc.  
Interim Report Under Rule 24 of the  
Public Utility Holding Company Act of 1935  
File No. 70-9681  
Item #5

| Company                                    | External Short-term Debt<br>as of<br>December 31, 2000 | Terms   |
|--|--|---|
| Northern Indiana Public<br>Service Company | \$ 371,100,000   | \$196.2 million of commercial paper<br>a \$200 million 364-day revolving c<br>that expires in September 2001 wit<br>average interest rate of 7.03%. |
|  |  | \$174.9 million of uncommitted line<br>weighted average interest rate of  |
| Bay State Gas Company                      | \$ 165,000,000   | \$55 million under two separate lin<br>\$115 million with a weighted avera  |
|  |  | \$110 million of commercial paper b<br>separate contracts with a weighted   |

NiSource Inc.  
Interim Report Under Rule 24 of the

# Edgar Filing: NISOURCE INC/DE - Form 35-CERT

Public Utility Holding Company Act of 1935  
File No. 70-9681  
Item #5

| Lending Company       | Borrowing Subsidiary                    | Inter-<br>Out<br>at Decem |
|-----------------------|---|---------------------------|
| NiSource Inc.         | Northern Indiana Public Service Company | \$                        |
| NiSource Inc.         | Kokomo Gas and Fuel Company             | \$                        |
| NiSource Inc.         | Northern Indiana Fuel and Light, Inc.   | \$                        |
| Bay State Gas Company | Northern Utilities, Inc.                | \$                        |

NiSource Inc.  
Interim Report Under Rule 24 of the  
Public Utility Holding Company Act of 1935  
File No. 70-9681  
Item #11

As of December 31, (in thousands)

ASSETS

Property, Plant, and Equipment:

|  |    |
|--|----|
| Utility plant                            | \$ |
| Less - accum. provision for depreciation |    |

Total Utility Plant-Net

|                                       |
|---------------------------------------|
| United States cost center             |
| Canadian cost center                  |
| Less - accum. provision for depletion |

Net Gas and Oil Producing Properties

Other property, at cost, less accum. depreciation

Total Property, Plant and Equipment

Investments:

|  |
|--|
| Investments at equity                  |
| Investments at cost                    |
| Other investments                      |
| Other accounts receivable, non-current |
| Net assets of discontinued operations  |
| Assets held for sale                   |

Total Investments

Edgar Filing: NISOURCE INC/DE - Form 35-CERT

Current Assets:

Cash and cash equivalents  
 Special funds  
 Notes receivable  
 Accounts receivable - less reserve  
 Accounts receivable - associated companies  
 Other receivables  
 Fuel adjustments clause  
 Gas adjustment clause  
 Material and supplies at average cost  
 Electric production fuel, at average cost  
 Natural gas in storage - weighted avg  
 Price risk management asset  
 Exchange gas receivable  
 Prepayments and other

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

Other Assets:

Regulatory assets  
 Intangible assets  
 Deferred charges and other

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

Total Assets

\$

-----  
 As of December 31, (in thousands)  
 -----

CAPITALIZATION AND LIABILITIES

Capitalization:

Common shares without par value  
 Additional paid-in-capital  
 FAS133 Other comprehensive inc.  
 Foreign currency translation adjustment  
 Retained earnings  
 Retained earnings - current year  
 Dividends: Common shares  
 Gain/(Loss) on reissuance of treasury stock  
 Cost of treasury shares

\$

Preferred Stocks:

Series without mandatory redemption provisions  
 Series with mandatory redemption provisions  
 Preferred security of a subsidiary trust  
 Long-term debt excluding amt due within one year

-----  
 Total Capitalization  
 -----

\$

Current Liabilities:

Edgar Filing: NISOURCE INC/DE - Form 35-CERT

|  |    |
|--|----|
| Obligations due within one year                  | \$ |
| Accounts payable                                 |    |
| Dividends declared on common and preferred stock |    |
| Customer deposits                                |    |
| Taxes accrued                                    |    |
| Interest accrued                                 |    |
| Deferred fuel                                    |    |
| Accrued employment costs                         |    |
| Price risk management liability                  |    |
| Refunds due customers within one year            |    |
| Other regulatory liabilities - current           |    |
| Exchange gas payable                             |    |
| Current deferred revenue                         |    |
| Acc def income tax - current                     |    |
| Other accruals                                   |    |
| -----  |    |
| Total Current Liabilities                        |    |
| -----  |    |
| Other:   |    |
| Deferred income taxes                            |    |
| Deferred investment tax credits                  |    |
| Customer advances                                |    |
| Deferred credits                                 |    |
| Post retirement benefits accrued                 |    |
| Other non-current liabilities                    |    |
| Non-current deferred revenue                     |    |
| -----  |    |
| Total Other                                      |    |
| -----  |    |
| Total Liabilities                                | \$ |
| -----  |    |

Northern Indiana Public Service Company  
Interim Report Under Rule 24 of the  
Public Utility Holding Company Act of 1935  
File No. 70-9681  
Item #11

As of December 31, (in thousands)

ASSETS

Property, Plant, and Equipment:

|   |    |
|---|----|
| Utility plant                                     | \$ |
| Less - accum. provision for depreciation          |    |
| -----   |    |
| Total Utility Plant - Net                         |    |
| -----   |    |
| Other property, at cost, less accum. depreciation |    |
| -----   |    |
| Total Property, Plant and Equipment               |    |
| -----   |    |

Edgar Filing: NISOURCE INC/DE - Form 35-CERT

Investments:

Investments at cost

---

Total Investments

---

Current Assets:

Cash and cash equivalents  
Special funds  
Notes receivable  
Accounts receivable - less reserve  
Accounts receivable - associated companies  
Fuel adjustments clause  
Gas adjustment clause  
Material and supplies at average cost  
Electric production fuel, at average cost  
Natural gas in storage - weighted avg  
Price risk management asset  
Exchange gas receivable  
Prepayments and other

---

Total Current Assets

---

Other Assets:

Regulatory assets  
Deferred charges and other

---

Total Other Assets

---

Total Assets

\$

---

As of December 31, (in thousands)

---

CAPITALIZATION AND LIABILITIES

Capitalization:

Common shares without par value  
Additional paid-in-capital  
FAS133 Other comprehensive inc.  
Retained earnings  
Retained earnings - current year  
Dividend declared preferred  
Dividends: Common shares

\$

Preferred Stocks:

Series without mandatory redemption provisions  
Series with mandatory redemption provisions  
Long-term debt excluding amt due within one year

---

Total Capitalization

---

Edgar Filing: NISOURCE INC/DE - Form 35-CERT

Current Liabilities:

Obligations due within one year  
Accounts payable  
Accounts payable - associated companies  
Sinking funds due in one year  
Dividends declared on common and preferred stock  
Customer deposits  
Taxes accrued  
Interest accrued  
Deferred fuel  
Accrued employment costs  
Price risk management liability  
Notes payable to associated companies  
Other accruals

---

Total Current Liabilities

---

Other:

Deferred income taxes  
Deferred investment tax credits  
Deferred credits  
Post retirement benefits accrued  
Other non-current liabilities  
Non-current deferred revenue

---

Total Other

---

Total Liabilities

\$

Bay State Gas Company  
Interim Report Under Rule 24 of the  
Public Utility Holding Company Act of 1935  
File No. 70-9681  
Item #11

As of December 31, (in thousands)

---

ASSETS

Property, Plant, and Equipment:

Utility plant \$  
Less - accum. provision for depreciation

---

Total Utility Plant - Net

---

Other property, at cost, less accum. depreciation

---

Total Property, Plant and Equipment

---

Investments:

Investments at cost

---

Edgar Filing: NISOURCE INC/DE - Form 35-CERT

Total Investments

---

Current Assets:

Cash and cash equivalents  
Notes receivable  
Accounts receivable - less reserve  
Accounts receivable - associated companies  
Gas adjustment clause  
Material and supplies at average cost  
Natural gas in storage - weighted avg  
Exchange gas receivable  
Prepayments and other

---

Total Current Assets

---

Other Assets:

Regulatory assets  
Intangible assets  
Deferred charges and other

---

Total Other Assets

---

Total Assets \$

---

As of December 31, (in thousands)

---

CAPITALIZATION AND LIABILITIES

Capitalization:

Common shares without par value \$  
Additional paid-in-capital  
FAS133 Other comprehensive inc. -  
Retained earnings  
Retained earnings - current year  
Dividends: Common shares  
Long-term debt excluding amt due within one year

---

Total Capitalization

---

Current Liabilities:

Obligations due within one year  
Accounts payable

Edgar Filing: NISOURCE INC/DE - Form 35-CERT

|  |    |
|--|----|
| Accounts payable - associated companies          |    |
| Dividends declared on common and preferred stock |    |
| Customer deposits                                |    |
| Taxes accrued                                    |    |
| Interest accrued                                 |    |
| Refunds due customers within one year            |    |
| Other accruals                                   |    |
| -----  |    |
| Total Current Liabilities                        |    |
| -----  |    |
| Other:   |    |
| Deferred income taxes                            |    |
| Deferred investment tax credits                  |    |
| Other non-current liabilities                    |    |
| Non-current deferred revenue                     |    |
| -----  |    |
| Total Other                                      |    |
| -----  |    |
| Total Liabilities                                | \$ |
| -----  |    |

Northern Utilities, Inc.  
Interim Report Under Rule 24 of the  
Public Utility Holding Company Act of 1935  
File No. 70-9681  
Item #11

As of December 31, (in thousands)

|   |    |
|---|----|
| ASSETS  |    |
| Property, Plant, and Equipment:                   |    |
| Utility plant                                     | \$ |
| Less - accum. provision for depreciation          |    |
| -----   |    |
| Total Utility Plant - Net                         |    |
| -----   |    |
| Other property, at cost, less accum. depreciation |    |
| -----   |    |
| Total Property, Plant and Equipment               |    |
| -----   |    |

Investments:

Edgar Filing: NISOURCE INC/DE - Form 35-CERT

Investments at cost

-----  
Total Investments  
-----

Current Assets:

Cash and cash equivalents  
Notes receivable  
Accounts receivable - less reserve  
Accounts receivable - associated companies  
Gas adjustment clause  
Material and supplies at average cost  
Natural gas in storage - weighted avg  
Exchange gas receivable  
Prepayments and other

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

Other Assets:

Regulatory assets  
Intangible assets  
Deferred charges and other

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

Total Assets

\$

-----  
As of December 31, (in thousands)  
-----

CAPITALIZATION AND LIABILITIES

Capitalization:

Common shares without par value  
Additional paid-in-capital  
FAS133 Other comprehensive inc.  
Retained earnings  
Retained earnings - current year  
Dividends: Common shares  
Long-term debt excluding amt due within one year

\$

-----  
Total Capitalization  
-----

Current Liabilities:

Obligations due within one year  
Accounts payable  
Accounts payable - associated companies  
Dividends declared on common and preferred stock  
Customer deposits  
Taxes accrued  
Interest accrued  
Refunds due customers within one year

Edgar Filing: NISOURCE INC/DE - Form 35-CERT

Other accruals

-----  
Total Current Liabilities  
-----

Other:

Deferred income taxes  
Deferred investment tax credits  
Other non-current liabilities  
Non-current deferred revenue

-----  
Total Other  
-----

Total Liabilities

\$

Kokomo Gas and Fuel Company  
Interim Report Under Rule 24 of the  
Public Utility Holding Company Act of 1935  
File No. 70-9681  
Item #11

As of December 31, (in thousands)

ASSETS

Property, Plant, and Equipment:

Utility plant

\$

Less - accum. provision for depreciation

-----  
Total Utility Plant - Net  
-----

Total Property, Plant and Equipment  
-----

Investments:

Investments at cost

-----  
Total Investments  
-----

Current Assets:

Cash and cash equivalents  
Accounts receivable - less reserve  
Accounts receivable - associated companies  
Material and supplies at average cost  
Natural gas in storage - weighted avg  
Exchange gas receivable  
Notes receivable-associated companies  
Prepayments and other

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

Edgar Filing: NISOURCE INC/DE - Form 35-CERT

Other Assets:

Deferred charges and other

-----  
Total Other Assets

-----  
Total Assets

-----  
\$

-----  
As of December 31, (in thousands)

-----  
CAPITALIZATION AND LIABILITIES

Capitalization:

Common shares without par value

\$

FAS133 Other comprehensive inc.

Retained earnings

Retained earnings - current year

Dividends: Common shares

-----  
Total Capitalization

-----  
Current Liabilities:

Accounts payable

Accounts payable - associated companies

Customer deposits

Taxes accrued

Interest accrued

Gas cost adjustment clause

Notes payable to associated companies

Other accruals

-----  
Total Current Liabilities

-----  
Other:

Deferred income taxes

Deferred investment tax credits

Customer advances

Post retirement benefits accrued

Regulatory income tax liability

Other non-current liabilities

Non-current deferred revenue

-----  
Total Other

-----  
Total Liabilities

-----  
\$

Edgar Filing: NISOURCE INC/DE - Form 35-CERT

Northern Indiana Fuel and Light Company  
Interim Report Under Rule 24 of the  
Public Utility Holding Company Act of 1935  
File No. 70-9681  
Item #11

As of December 31, (in thousands)

---

ASSETS

Property, Plant, and Equipment:

Utility plant \$  
Less - accum. provision for depreciation

---

Total Utility Plant - Net

---

Other property, at cost, less accum. depreciation

---

Total Property, Plant and Equipment

---

Investments:

Investments at cost

---

Total Investments

---

Current Assets:

Cash and cash equivalents  
Accounts receivable - less reserve  
Accounts receivable - associated companies  
Gas adjustment clause  
Material and supplies at average cost  
Natural gas in storage - weighted avg  
Exchange gas receivable  
Notes receivable-associated companies  
Prepayments and other

---

Total Current Assets

---

Other Assets:

Regulatory assets  
Deferred charges and other

---

Total Other Assets

---

Total Assets \$

---

As of December 31, (in thousands)

---

Edgar Filing: NISOURCE INC/DE - Form 35-CERT

CAPITALIZATION AND LIABILITIES

Capitalization:

|                                  |    |
|----------------------------------|----|
| Common shares without par value  | \$ |
| Additional paid-in-capital       |    |
| FAS133 Other comprehensive inc.  |    |
| Retained earnings                |    |
| Retained earnings - current year |    |
| Dividends: Common shares         |    |

-----  
Total Capitalization  
-----

Current Liabilities:

|   |
|---|
| Accounts payable                        |
| Accounts payable - associated companies |
| Customer deposits                       |
| Taxes accrued                           |
| Interest accrued                        |
| Notes payable to associated companies   |
| Other accruals                          |

-----  
Total Current Liabilities  
-----

Other:

|                                 |
|---------------------------------|
| Deferred income taxes           |
| Deferred investment tax credits |
| Customer advances               |
| Deferred credits                |
| Regulatory income tax liability |
| Non-current deferred revenue    |

-----  
Total Other  
-----

|                   |    |
|-------------------|----|
| Total Liabilities | \$ |
|-------------------|----|

-----